



(Please scan this QR Code to view this Draft Red Herring Prospectus)

**Draft Red Herring Prospectus**

**Dated: March 31, 2025**



**100% Book Built Issue**

Please read Section 26 and 32 of the Companies Act, 2013  
(This Draft Red Herring Prospectus will be updated upon filing with ROC)



**MODERN DIAGNOSTIC & RESEARCH CENTRE LIMITED**

Corporate Identity Numbers: U85110DL2012PLC234368

REGISTERED OFFICE		CORPORATE OFFICE	CONTACT PERSON	TELEPHONE AND EMAIL	WEBSITE
Plot No H-64,1st Floor BLK-H, Bali Nagar City landmark near Khetar Pal Hospital, Ramesh Nagar, West Delhi, New Delhi, Delhi-110015, India		363/4 Jawahar Nagar, New Railway Road, Gurugram, Sadar Bazar, Haryana-122001, India.	Mrs. Priyanshu Yadav, Company Secretary and Compliance Officer	Tel No: 9999474297 Email Id: <a href="mailto:compliance@mdrcindia.com">compliance@mdrcindia.com</a>	<a href="http://www.mdrcindia.com">www.mdrcindia.com</a>
PROMOTERS OF OUR COMPANY: MR. DEVENDRA SINGH YADAV, MRS. DEEPALI YADAV, MRS ASHA YADAV AND MR. JITENDRA SINGH					
DETAILS OF THE ISSUE					
TYPE	FRESH ISSUE SIZE (IN ₹ LAKHS)	OFS SIZE (BY NO. OF SHARES OR BY AMOUNT IN ₹)	TOTAL ISSUE SIZE	ELIGIBILITY	
Fresh Issue	Upto 41,00,000 Equity Shares aggregating to ₹ [●] Lakhs	Not Applicable	Upto 41,00,000 Equity Shares aggregating up to ₹ [●] Lakhs	THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER IX OF THE SEBI (ICDR) REGULATIONS, 2018 AS AMENDED. For details in relation to share Reservation among QIBs, NIIs and Individual Investors, see “Issue Structure” on page 219 of this Draft Red Herring Prospectus.	
DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION – NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES					
RISK IN RELATION TO THE FIRST ISSUE					
The face value of the Equity Shares is ₹10.00 each. The Issue Price, Floor Price or Price Band as determined by our Company in consultation with the BRLM 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 Issue Price” on page 84 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 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 Issue 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 Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue 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 Draft Red Herring Prospectus. Specific attention of the investors is invited to section titled “Risk Factors” appearing on page 23 of this Draft Red Herring Prospectus.					
ISSUER’S ABSOLUTE RESPONSIBILITY					
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft 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 Draft 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.					
LISTING					
The Equity Shares issued through Draft Red Herring Prospectus are proposed to be listed on the SME Platform of BSE Limited (BSE SME) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. For this Issue, the Designated Stock Exchange will be the BSE Limited (“BSE”).					
BOOK RUNNING LEAD MANAGER TO THE ISSUE					
NAME AND LOGO		CONTACT PERSON		EMAIL & TELEPHONE	
		Mr. Nikhil Shah		Email: <a href="mailto:mb@beelinemb.com">mb@beelinemb.com</a> Tel. No: 079 4918 5784	
BEELINE CAPITAL ADVISORS PRIVATE LIMITED					
REGISTRAR TO THE ISSUE					
NAME AND LOGO		CONTACT PERSON		EMAIL & TELEPHONE	
		Ms. Shanti Gopalkrishnan		Email: <a href="mailto:modernndiagnostic.smeipo@in.mpms.mufg.com">modernndiagnostic.smeipo@in.mpms.mufg.com</a> Tel. No: +91 810 811 4949	
MUFG INTIME INDIA PRIVATE LIMITED (Formerly Link Intime India Private Limited)					
BID/ISSUE PERIOD					
ANCHOR INVESTOR PORTION ISSUE BID/ISSUE PERIOD*:			[●]		
BID/ISSUE OPENS ON:			[●]		
BID/ISSUE CLOSES ON:			[●]		

\*Our Company in consultation with the Book Running Lead Manager may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be One (1) Working Day prior to the Bid/ Issue Opening Date

**MODERN DIAGNOSTIC & RESEARCH LIMITED**

Corporate Identity Numbers: U85110DL2012PLC234368

Our Company was originally incorporated as “Modern Diagnostic & Research Centre Private Limited” as a private limited company, under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated April 16, 2012 issued by Registrar of Companies, Delhi having Corporate Identification Number U85110DL2012PTC234368. Subsequently, our Company was converted from a private limited company to public limited company pursuant to special resolution passed in the Extra-Ordinary General Meeting of the company held on November 16, 2024 and consequently the name of our Company was changed to “Modern Diagnostic & Research Centre Limited” pursuant to fresh certificate of incorporation dated December 18, 2024 issued to our Company by the Registrar of Companies, Central Processing Centre having Corporate Identification Number U85110DL2012PLC234368. For details of change in name and registered office of our Company, please refer to chapter titled “History and Corporate Matters” beginning on page no. 139 of this Draft Red Herring Prospectus.

**Registered Office:** Plot No H-64, 1st Floor BLK-H, Bali Nagar City landmark near Khetar Pal Hospital, Ramesh Nagar, West Delhi, New Delhi, Delhi-110015, India

**Corporate Office:** 363/4 Jawahar Nagar, New Railway Road, Gurugram, Sadar Bazar, Haryana-122001, India.

**Website:** [www.mdrindia.com](http://www.mdrindia.com) ; **E-Mail:** [compliance@mdrcindia.com](mailto:compliance@mdrcindia.com); **Telephone No:** +91 9999474297

**Company Secretary and Compliance Officer:** Mrs. Priyanshu Yadav

PROMOTERS OF OUR COMPANY: MR. DEVENDRA SINGH YADAV, MRS. DEEPALI YADAV, MRS ASHA YADAV AND MR. JITENDRA SINGH	
THE ISSUE	
<p>INITIAL PUBLIC ISSUE OF UPTO 41,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH OF MODERN DIAGNOSTIC &amp; RESEARCH CENTRE (“MDRC” OR THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹ [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●]/- PER EQUITY SHARE (THE “ISSUE PRICE”) AGGREGATING TO ₹ [●] LAKHS (THE “ISSUE”), OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FOR CASH AT A PRICE OF ₹ [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●]/- PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION i.e. NET ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT A PRICE OF ₹ [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●]/- PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS IS HEREIN AFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●]% AND [●]%, RESPECTIVELY, OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH.</p> <p>THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM ADVERTISED IN [●] EDITION OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND [●] EDITION OF [●] CIRCULATED HINDI NATIONAL DAILY NEWSPAPER. AND DELHI EDITION OF [●] REGIONAL NEWSPAPER (HINDI REGIONAL LANGUAGE OF DELHI WHERE OUR REGISTERED OFFICE IS LOCATED). AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED (“BSE”) FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE. FOR FURTHER DETAILS KINDLY REFER TO CHAPTER TITLED “TERMS OF THE ISSUE” BEGINNING ON PAGE 211 OF THIS DRAFT RED HERRING PROSPECTUS.</p> <p>In case of any revision in the Price Band, the Bid/Issue Period will be extended by at least 3 (Three) additional Working Days after such revision in the Price Band, subject to the Bid/Issue Period not exceeding 10 (Ten) Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid /Issue Period for a minimum of 3 (Three) Working Days, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue 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 respective websites of the BRLM and at the terminals of the members of the Syndicate and by intimation to Designated Intermediaries and the Sponsor Bank, as applicable.</p> <p>This Issue 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 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers (“QIBs”) (the “QIB Portion”), provided that our Company in consultation with the BRLMs may allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis (“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 the Anchor Investor Portion) (“Net QIB Portion”). Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15.00% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the Net Issue shall be available for allocation to Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Potential Bidders, other than Anchor Investors, are required to participate in the Issue by mandatorily utilizing the Application Supported by Blocked Amount (“ASBA”) process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks (“SCSBs”) or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, please refer to the chapter titled “Issue Procedure” on page 222 of this Draft Red Herring Prospectus.</p> <p>All potential investors shall participate in the Issue through an Application Supported by Blocked Amount (“ASBA”) process including through UPI mode (as applicable) by providing details about the bank account which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) for the same. For details in this regard, specific attention is invited to “Issue Procedure” on page 222 of this Draft Red Herring Prospectus. A copy of Red Herring Prospectus will be delivered to the Registrar of Companies for filing in accordance with Section 32 of the Companies Act, 2013.</p>	
RISK IN RELATION TO THE FIRST ISSUE	
<p>This being the first public issue of Equity Shares, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10 each. The Floor Price, the Cap Price and the Issue Price should not be taken 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 or regarding the price at which the Equity Shares will be traded after listing.</p>	
GENERAL RISKS	
<p>Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled “Risk Factors” beginning on page 23 of this Draft Red Herring Prospectus.</p>	
COMPANY'S ABSOLUTE RESPONSIBILITY	
<p>The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft 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 Draft 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.</p>	
LISTING	
<p>The Equity Shares Issued through Draft Red Herring Prospectus are proposed to be listed on SME Platform of BSE Limited (“BSE SME”), in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received an In-Principle Approval letter dated [●] from BSE Limited (“BSE”) for using its name in Issue document for listing our shares on the BSE Limited (“BSE SME”). For this Issue, the designated Stock Exchange is the BSE Limited (“BSE”).</p>	
BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE ISSUE
	
<b>BEELINE CAPITAL ADVISORS PRIVATE LIMITED</b> <b>SEBI Registration Number:</b> INM000012917 <b>Address:</b> B 1311-1314, Thirteenth Floor, Shilp Corporate Park, Rajpath Rangoli Road, Thaltej, Ahmedabad- 380054, Gujarat, India. <b>Telephone Number:</b> 079 4918 5784 <b>Email Id:</b> <a href="mailto:mb@beelinemb.com">mb@beelinemb.com</a> <b>Investors Grievance Id:</b> <a href="mailto:ig@beelinemb.com">ig@beelinemb.com</a> <b>Website:</b> <a href="http://www.beelinemb.com">www.beelinemb.com</a> <b>Contact Person:</b> Mr. Nikhil Shah <b>CIN:</b> U67190GJ2020PTC114322	<b>MUFG INTIME INDIA PRIVATE LIMITED</b> <b>(Formerly Link Intime India Private Limited)</b> <b>SEBI Registration Number:</b> INR000004058 <b>Address:</b> C-101, 247 Park, 1st Floor, L B S Marg, Vikhroli (West), Mumbai 400083, Maharashtra, India <b>Tel. Number:</b> +91 810 811 4949 <b>To Contact Person:</b> Ms. Shanti Gopalkrishnan <b>Email Id:</b> <a href="mailto:moderndiagnostic.smeipo@in.mpms.mufg.com">moderndiagnostic.smeipo@in.mpms.mufg.com</a> <b>Investors Grievance Id:</b> <a href="mailto:moderndiagnostic.smeipo@in.mpms.mufg.com">moderndiagnostic.smeipo@in.mpms.mufg.com</a> <b>Website:</b> <a href="https://in.mpms.mufg.com">https://in.mpms.mufg.com</a> <b>CIN:</b> U67190MH1999PTC118368
BID/ISSUE PERIOD	
<b>ANCHOR INVESTOR BIDDING DATE</b>	[●]*
<b>BID/ISSUE OPENS ON</b>	[●]
<b>BID/ISSUE CLOSES ON</b>	[●]

\*Our Company in consultation with the Book Running Lead Manager may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be One (1) Working Day prior to the Bid/ Issue Opening.

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## **SECTION I – GENERAL**

### **DEFINITIONS AND ABBREVIATIONS**

*This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline or policy shall be to such legislation, act, regulation, rule, guideline or policy, as amended, supplemented or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. The words and expressions used in this Draft Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made there under.*

#### **GENERAL AND COMPANY RELATED TERMS**

<b>Term</b>	<b>Description</b>
“Modern Diagnostic & Research Centre Limited”, “MDRCL”, “our Company”, “we”, “us”, “our”, “the Company”, “the Issuer Company” or “the Issuer”	Modern Diagnostic & Research Centre Limited, a public limited company, registered under the Companies Act, 2013 and having its registered office at Plot No H-64, 1st Floor BLK-H, Bali Nagar City landmark near Khetar Pal Hospital, Ramesh Nagar, West Delhi, New Delhi-110015, India.
Our Promoter	Mr. Devendra Singh Yadav, Mrs. Deepali Yadav, Mrs Asha Yadav and Mr. Jitendra Singh
Promoter’s Group	Companies, individuals and entities (other than companies) as defined under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 which is provided in the chapter titled “Our Promoters and Promoter’s Group”.

#### **COMPANY RELATED TERMS**

<b>Term</b>	<b>Description</b>
Articles / Articles of Association/AOA	Articles of Association of our Company.
Audit Committee	The Audit Committee of the Board of Directors constituted in accordance with Section 177 of the Companies Act, 2013. For details refer section titled “Our Management” on page 144 of this Draft Red Herring Prospectus.
Auditors/ Statutory Auditors	The Statutory Auditor of the Company, M/s Gupta Aiyer & Co, Chartered Accountants as mentioned in the section titled “General Information” beginning on page 49 of this Draft Red Herring Prospectus.
Bankers to the Company	HDFC Bank Limited
Board of Directors / Board/BOD	The Board of Directors of Modern Diagnostic & Research Centre Limited unless otherwise specified.
Chairman/ Chairperson	The Chairman/ Chairperson of Board of Directors of our Company being Mr. Devendra Singh Yadav
Companies Act	The Companies Act, 2013 as amended from time to time.
Corporate Office	363/4 Jawahar Nagar, New Railway Road, Gurugram, Sadar Bazar, Haryana-122001, India.
CIN	Corporate Identification Number of our Company i.e. U85110DL2012PLC234368
Chief Financial Officer (CFO)	The Chief Financial officer of our Company, being Mr. Jitendra Singh.
Company Secretary and Compliance Officer (CS)	The Company Secretary and Compliance Officer being Mrs. Priyanshu Yadav.
Depositories Act	The Depositories Act, 1996, as amended from time to time
Director(s)	Director(s) on the board of our Company, as appointed from time to time.
DIN	Director Identification Number
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10/- each unless otherwise specified in the context thereof
Equity Shareholders	Persons/ Entities holding Equity Shares of Our Company
ED	Executive Director
Group Companies	Group Companies as defined under Regulation 2(1)(t) of the SEBI (ICDR) Regulations, 2018, “Group companies shall include such companies (other than our Promoters and Subsidiary) with which there were related party transactions as disclosed in the Restated Financial Information as covered under the applicable accounting standards, and as

Term	Description
	disclosed in “ <i>Information with respect to Group Companies</i> ” on page 197 of this Draft Red Herring Prospectus.
Independent Director	A non-executive & Independent Director as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Indian GAAP	Generally Accepted Accounting Principles in India
ISIN	INE1HK501016
Key Managerial Personnel / Key Managerial Employees	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations, which includes key managerial personnel in terms of the Companies Act, as described in the chapter titled “ <i>Our Management</i> ” beginning from page no. 144 of this Draft Red Herring Prospectus.
LLP	LLP incorporated under the Limited Liability Partnership Act, 2008.
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on March 17, 2025 in accordance with the requirements of the SEBI ICDR Regulations.
MD	Managing Director
MOA/ Memorandum / Memorandum of Association	Memorandum of Association of our Company as amended from time to time
Non-Residents	A person resident outside India, as defined under FEMA
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Board of Directors constituted in accordance with Companies Act, 2013. For details refer section titled “ <i>Our Management</i> ” on page 144 of this draft red herring prospectus.
Non-Executive Director	A Director not being an Executive Director or an Independent Director.
NRIs / Non-Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Outside India Regulations, 2000.
Peer Reviewed Auditor	The Peer Reviewed Auditor of the Company, M/s SVJK and Associates, Chartered Accountants as mentioned in the section titled “ <i>General Information</i> ” beginning on page 49 of this Draft Red Herring Prospectus.
Registered Office	Plot No H-64,1st Floor BLK-H, Bali Nagar City landmark near Khetar Pal Hospital, Ramesh Nagar, West Delhi, New Delhi-110015, India
Restated Financial Information	The Restated Financial Information of our Company, which comprises the Restated Statement of assets and liabilities, the Restated Statement of profit and loss, the Restated Statement of cash flows for the period ended September 30, 2024 and for the year ended March 31, 2024, 2023, 2022 along with the summary statement of significant accounting policies read together with the annexures and notes thereto prepared in terms of the requirements of Section 26 and 32 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time.
ROC / Registrar of Companies	Registrar of Companies, Delhi.
Stakeholders Relationship Committee	The Stakeholders Relationship Committee of our Board of Directors constituted in accordance with Section 178 of the Companies Act, 2013. For details refer section titled “ <i>Our Management</i> ” on page 144 of this draft red herring prospectus.
Subscriber to MOA/Initial Promoters	Initial Subscriber to MOA & AOA being Mr. Devendra Singh Yadav and Mrs. Asha Yadav.
Stock Exchange	Unless the context requires otherwise, refers to, BSE Limited
WTD/ Whole-time director	The Whole-time director of our Company, being Mrs. Deepali Yadav.

## ISSUE RELATED TERMS

Terms	Description
Abridged Prospectus	Abridged Prospectus means a memorandum containing such salient features of a Prospectus as may be specified by SEBI in this behalf
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application
Allottee (s)	The successful applicant to whom the Equity Shares are being / have been issued.
Allotment	Issue of the Equity Shares pursuant to the Issue to the successful applicants
Allotment/Allot/Allotted	Unless the context otherwise requires, allotment of Equity Shares offered pursuant to the Fresh Issue pursuant to successful Bidders.



Terms	Description
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchanges
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 200 lakhs.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Manager during the Anchor Investor Bid/Issue Period.
Anchor Investor Application Form	The application 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 the Red Herring Prospectus and the Prospectus.
Anchor Investor Bid/Issue Period or Anchor Investor Bidding Date	The date one Working Day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Manager will not accept any Bids from Anchor Investors, and allocation to the Anchor Investors shall be completed.
Anchor Investor Issue Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company in consultation with the Book Running Lead Manager
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 Issue Price, not later than two Working Days after the Bid/ Issue Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Manager, to the 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
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by applicants to make an application authorising a SCSB to block the application amount in the ASBA Account maintained with the SCSB and which includes applications made by UPI Bidders using the UPI Mechanism where the Bid Amount was blocked upon acceptance of UPI Mandate Request by the UPI Bidders.
ASBA Account	An account maintained with the SCSB and specified in the application form submitted by ASBA applicant for blocking the amount mentioned in the application form and includes a bank account maintained by a UPI Bidder linked to a UPI ID, which was blocked by the SCSB upon acceptance of the UPI Mandate Request in relation to a Bid by a UPI Bidder Bidding.
ASBA Bidders	All Bidders except Anchor Investors.
ASBA Form	A bid cum application form, whether physical or electronic, used by ASBA bidders, which will be considered as the bid for Allotment in terms of the Red Herring Prospectus and Prospectus.
Bankers to the Issue	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Public Issue Account Bank(s) and the Sponsor Bank(s), in this case being [●].
Banker to the Issue Agreement	Agreement dated [●] entered into amongst the Company, Book Running Lead Manager, the Registrar and the Banker of the Issue.
Basis of Allotment	The basis on which equity shares will be allotted to successful applicants under the Issue and which is described in paragraph titled ' <i>Basis of allotment</i> ' under chapter titled ' <i>Issue Procedure</i> ' starting from page no. 222 of this Draft Red Herring Prospectus.
BCAPL	Beeline Capital Advisors Private Limited
Bid	An indication to make an Issue during the Bid/Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under

Terms	Description
	the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the relevant Bid cum Application Form. The term “Bidding” shall be construed accordingly.
Bid Amount	The amount at which the bidder makes a bid for the Equity Shares of our Company in terms of Draft Red Herring Prospectus.
Bid cum Application Form	The form in terms of which the bidder shall make a bid, including ASBA Form, and which shall be considered as the bid for the Allotment pursuant to the terms of this Draft Red Herring Prospectus.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/ Issue Period	<p>The period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders.</p> <p>Our Company in consultation with the Book Running Lead Manager may consider closing the Bid/Issue Period for the QIB Portion One Working Day prior to the Bid/Issue Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/Issue Opening Date was published, in accordance with the SEBI ICDR Regulations.</p> <p>In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days</p>
Bid/Issue Closing Date	<p>The date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), [●] and editions of [●] (a widely circulated Hindi national daily newspaper), [●] and editions of Delhi (a widely circulated Regional language daily newspaper) (Hindi being the regional language of Delhi, where our Registered Office is located).</p> <p>Our Company in consultation with the BRLM, may, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Issue Closing Date shall be widely disseminated by notification to the Stock Exchanges, and also be notified on the websites of the BRLM and at the terminals of the Syndicate Members, if any and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in same newspapers in which the Bid/ Issue Opening Date was published, as required under the SEBI ICDR Regulations</p>
Bid/Issue Opening Date	The date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), [●] and editions of [●] (a widely circulated Hindi national daily newspaper), [●] and editions of Delhi (a widely circulated regional language daily newspaper) (Hindi being the regional language of Delhi, where our Registered Office is located).
Bidder/ Investor	Any prospective investor who makes a bid for Equity Shares in terms of Red Herring Prospectus.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made
BRLM / Book Running Lead Manager	Book Running Lead Manager to the Issue, in this case being Beeline Capital Advisors Private Limited, SEBI Registered Category I Merchant Banker.
Broker Centers	Broker centers notified by the Stock Exchanges where investors can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
BSE SME	SME Platform of BSE Limited
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.

Terms	Description
Cap Price	The higher end of the Price Band, above which the Issue Price and the Anchor Investor Issue Price will not be finalised and above which no Bids will be accepted, including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price and shall not be more than 120% of the Floor Price.
Cash Escrow and Sponsor Banks Agreement	Agreement dated [●] amongst our Company, the Registrar to the Issue, the Book Running Lead Manager, the Syndicate Members, the Escrow Collection Bank(s), Public Issue Bank(s), Sponsor Bank and Refund Bank(s) in accordance with UPI Circulars, for inter alia, the appointment of the Sponsor Bank in accordance, for the collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Issue Account(s) and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof.
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participants or CDPs	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 circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Issue and the Stock Exchange.
Cut-off Price	Issue Price, being ₹ [●] per Equity Shares, finalised by our Company in consultation with the Book Running Lead Manager, which shall be any price within the Price Band. Only RIBs Bidding in the Individual Investor Portion were entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders were not entitled to Bid at the Cutoff Price.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, name of the applicant father/husband, investor status, occupation and Bank Account details.
Depository	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 2018.
Designated Date	The date on which amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, in terms of the Draft Red Herring Prospectus, after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Issue.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Bid cum Application Form from the ASBA bidder and a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> & <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where bidder can submit the Bid cum Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.bseindia.com">www.bseindia.com</a>
Designated RTA Locations	Such locations of the RTAs where bidder can submit the Bid cum Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid cum Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.bseindia.com">www.bseindia.com</a>
Designated Intermediaries/Collecting Agent	The members of the Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are categorized to collect Application Forms from the Applicant, in relation to the Issue.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Designated Stock Exchange	SME Platform of BSE Limited ("BSE SME")
DP ID	Depository Participant's Identity Number
Draft Red Herring Prospectus	Draft Red Herring prospectus dated March 31, 2025 issued in accordance with Section 26 and 32 of the Companies Act, 2013 and SEBI (ICDR) Regulations.
Engagement Letter	The Engagement letter dated March 30, 2024 executed between Issuer and BRLM.



Terms	Description
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Draft Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
Escrow Account	Accounts to be opened with the Banker to the Issue
First/ Sole bidder	The bidder whose name appears first in the Bid cum Application Form or Revision Form.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Issue Price will be finalised and below which no Bids will be accepted
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended
Fresh Issue	The Fresh Issue of upto 41,00,000 Equity Shares aggregating up to ₹ [●] Lakhs.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1) (III) of the SEBI ICDR Regulations
General Information Document (GID)	The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 notified by SEBI.
GIR Number	General Index Registry Number
Individual Investors	Individual investors who apply for minimum application size.
IPO/ Issue/ Issue Size/ Public Issue	Initial Public Offering
Issue Document	Includes Red Herring Prospectus and Prospectus filed with Registrar of Companies.
Issue Period	The periods between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants may submit their Bidding application
Issue Proceeds	Proceeds to be raised by our Company through this Fresh Issue, for further details please refer chapter titled “Objects of the Issue” page 72 of this Draft Red Herring Prospectus.
Issue/ Issue Size/ Initial Public Issue/ Initial Public Issue/ Initial Public Offering/ IPO	The initial public offering of upto 41,00,000 Equity Shares for cash at a price of ₹ [●] each, aggregating up to ₹ [●] Lakhs comprising the Fresh Issue.
Issue Price	The price at which the Equity Shares are being issued by our Company through this Draft Red Herring Prospectus, being ₹ [●] /- (including share premium of ₹ [●]/- per Equity Share).
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the BSE Limited.
Market Making Agreement	The Market Making Agreement dated March 18, 2025 between our Company, Book Running Lead Manager and Market Maker.
Market Maker	The Market Maker to the Issue, in this case being Spread X Securities Private Limited.
Market Maker Reservation Portion	The reserved portion of [●] Equity Shares of ₹ 10 each at an Issue price of ₹ [●] each aggregating to ₹ [●] Lakhs to be subscribed by Market Maker in this Issue.
MOU/Memorandum of Understanding	The MOU dated March 18, 2025 entered amongst our Company and the Book Running Lead Manager pursuant to the SEBI ICDR Regulations, based on which certain arrangements are agreed to in relation to the Issue.
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time

Terms	Description
Net Issue	The Issue excluding the Market Maker Reservation Portion of [●] Equity Shares of Face Value of ₹ 10.00 each fully paid for cash at a price of ₹ [●] Equity Share aggregating ₹ [●] Lakhs by our Company.
Net Proceeds	The proceeds from the Fresh Issue less the Issue related expenses applicable to the Fresh Issue
Net QIB Portion	QIB Portion, less the number of Equity Shares Allotted to the Anchor Investors.
Non-Institutional Investors or NII(s) or Non-Institutional Bidders or NIB(s)	All Bidders that are not QIBs or RIBs and who have Bid for Equity Shares, for an amount of more than minimum application amount (but not including NRIs other than Eligible NRIs).
Non-Institutional Portion	The portion of the Offer being not less than 15% of the Issue comprising of [●] Equity Shares which shall be available for allocation to NIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.
NPCI	NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA).
Offer Document	Offer Document includes Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus.
Person/Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price and shall be less than or equal to 120% of the Floor Price. The Price Band and the minimum Bid Lot for the Issue will be decided by our Company, in consultation with the BRLMs, and will be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and [●] edition of [●] (a widely circulated Hindi daily newspaper, Hindi being the regional language of Delhi, where our Registered and Corporate Office is situated) at least two Working Days prior to the Bid/Issue 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 website.
Prospectus	The Prospectus to be filed with the RoC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto.
Public Issue Account	Account opened with the Bankers to the Issue to receive monies from the SCSBs from the bank account of the ASBA bidder, on the Designated Date.
Public Issue Account Agreement	Agreement to be entered into by our Company, the Registrar to the Issue, the Book Running Lead Manager, and the Public Issue Bank/Banker to the Issue for collection of the Application Amounts.
Qualified Institutional Buyers / QIBs	The qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Red Herring Prospectus / RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be Issued and the size of the Issue, including any addenda or corrigenda thereto
Refund Account	Account opened / to be opened with a SEBI Registered Banker to the Issue from which the refunds of the whole or part of the Application Amount, if any, shall be made.
Refund Bank(s) / Refund Banker(s)	Bank(s) which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Accounts will be opened in case listing of the Equity Shares does not occur, in this case being [●].
Registered Broker	Stockbrokers registered under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992, with the Stock Exchanges having nationwide terminals, other than the

Terms	Description
	BRLMs and the Syndicate Members and eligible to procure Bids in terms of Circular No. CIR/ CFD/ 14/ 2012 dated October 4, 2012 issued by SEBI.
Registrar / Registrar to the Issue	Registrar to the Issue being MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited).
Registrar Agreement	The agreement dated March 18, 2025 entered into between our Company, and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Reserved Category/ Categories	Categories of persons eligible for making bid under reservation portion.
Reservation Portion	The portion of the Issue reserved for category of eligible bidders as provided under the SEBI (ICDR) Regulations, 2018
Revision Form	The form used by the bidders to modify the quantity of 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. Individual Investor Bidding in the Individual Investor Portion could revise their Bids during the Bid/Issue Period and withdraw their Bids until Bid/Issue Closing Date.
SCSB/ Self-Certified Syndicate Bank(s)	A Self Certified Syndicate Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and Issues the facility of: (a) ASBA, including blocking of bank account. A list of all SCSBs is available at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> & <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> (b) in relation to ASBA (using the UPI Mechanism), a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> , or such other website as may be prescribed by SEBI from time to time. Applications through UPI in the Issue can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a> , as updated from time to time
Sponsor Bank	The Banker to the Issue registered with SEBI and appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and / or payment instructions of the Individual Investor into the UPI and carry out other responsibilities, in terms of the UPI Circulars.
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the BRLM and the Syndicate Members, to collect ASBA Forms and Revision Forms
Syndicate Agreement	Agreement to be entered into among our Company, the Book Running Lead Manager, and the Syndicate Members in relation to collection of Bid cum Application Forms by the Syndicate.
Syndicate Members	Intermediaries (other than Book Running Lead Manager) registered with SEBI who are permitted to accept bids, application and place orders with respect to the Issue and carry out activities as an underwriter.
Transaction Registration Slip/ TRS	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the bidders, as proof of registration of the bid.
Underwriter	The BRLM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The Agreement entered into between the Underwriter and our Company dated March 18, 2025.
UPI	Unified payment Interface, which is an instant payment mechanism, developed by NPCI.
UPI Circular	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular

Terms	Description
	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, Circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, 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/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, 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 and Stock Exchanges in this regard.
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the Individual Investor by way of a notification on the Mobile App and by way of a SMS directing the Individual Investor to such Mobile App) to the Individual Investor initiated by the Sponsor Bank to authorize blocking of funds on the Mobile App equivalent to Bid Amount and Subsequent debit of funds in case of Allotment.
UPI Mechanism	The bidding mechanism that may be used by a Individual Investors to make a Bid in the Offer in accordance with the UPI Circulars.
UPI PIN	Password to authenticate UPI transactions.
Willful Defaulter	Willful defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
Working Days	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulation, working day means all days on which commercial banks in the city as specified in the Draft Red Herring Prospectus are open for business: - <ol style="list-style-type: none"> <li>1. However, in respect of announcement of price band and Issue Period, working day shall mean all days, excluding Saturday, Sundays and Public holidays, on which commercial banks in the city as notified in this Prospectus are open for business.</li> <li>2. In respect to the time period between the Issue closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holiday in accordance with circular issued by SEBI.</li> </ol>

## TECHNICAL AND INDUSTRY RELATED TERMS

Term	Description
AABY	Aam Aadmi Bima Yojana
AB-PMJAY	Ayushman Bharat Pradhan Mantri Jan Arogya Yojana
CAPEX	Capital Expenditure
CBCT	Cone Beam Computed Tomography
CBCT	Cone Beam Ct
CHC	Community Healthcare Centres
COPD	Chronic Obstructive Pulmonary Disease
CT scan	Computerized Tomography Scan
CY	Current Year
ECLGS	Emergency Credit Line Guarantee Scheme
EEG	Electroencephalogram
FNAC	Fine Needle Aspiration Cytology
HIV/AIDS	Human Immunodeficiency Virus / Acquired Immunodeficiency Syndrome
IBS	Irritable Bowel Syndrome
IMF	International Monetary Fund
LBC	Liquid-Based Cytology
MOSPI	Ministry Of Statistics & Programme Implementation
MRI	Magnetic Resonance Imaging
NABL	National Accreditation Board for Testing and Calibration Laboratories
NCV	Nerve Conduction Velocity
NDA	National Democratic Alliance
NGS	Next Generation Sequencing

OPG	Orthopantomogram
PCOS	Polycystic Ovary Syndrome
PFT	Pulmonary Function Tests
PGD	Preimplantation Genetic Diagnostics
PGS	Preimplantation Genetic Screening
PHC	Primary Healthcare Centres
SC	Sub-Centres
TDM	Therapeutic Drug Monitoring
TMT	Treadmill Test
TRUS	Transrectal Ultrasound
TVS	Transvaginal Ultrasound
WEO	World Economic Outlook

## CONVENTIONAL AND GENERAL TERMS / ABBREVIATIONS

Term	Description
A/c	Account
Act or Companies Act	Companies Act, 1956 and/or the Companies Act, 2013, as amended from time to time
AGM	Annual General Meeting
AO	Assessing Officer
ASBA	Application Supported by Blocked Amount
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
AY	Assessment Year
BG	Bank Guarantee
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation Allocation Note
CDSL	Central Depository Services (India) Limited
CFSS	Companies Fresh Start Scheme under Companies Act, 2013
CIN	Corporate Identity Number
CIT	Commissioner of Income Tax
CRR	Cash Reserve Ratio
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996 as amended from time to time
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended from time to time
DIN	Director identification number
DP/ Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
DP ID	Depository Participant's Identification
EBIDTA	EBITDA is calculated as profit before exceptional items and tax plus finance cost, depreciation and amortization expenses less other income. For a detailed calculation of EBITDA, see "Other Financial Information" on page 165 of this Draft Red Herring Prospectus.
EBIDTA Margin	EBITDA as a percentage of total revenue from operations
ECS	Electronic Clearing System
EMDE	Emerging Market and Developing Economy
EoGM	Extra-ordinary General Meeting
EPS	Earnings Per Share i.e. profit after tax for a fiscal year divided by the weighted average outstanding number of equity shares at the end of that fiscal year
Financial Year/ Fiscal Year/ FY	The period of twelve months ended March 31 of that particular year
FDI	Foreign Direct Investment
FDR	Fixed Deposit Receipt
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there-under and as amended from time to time
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended
FII	Foreign Institutional Investor (as defined under SEBI FII (Foreign Institutional Investors) Regulations, 1995, as amended from time to time) registered with SEBI under applicable laws in India



Term	Description
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended
FIs	Financial Institutions
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
Gov/ Government/GoI	Government of India
HUF	Hindu Undivided Family
IFRS	International Financial Reporting Standard
ICSI	Institute of Company Secretaries of India
ICAI	Institute of Chartered Accountants of India
Indian GAAP	Generally Accepted Accounting Principles in India
I.T. Act	Income Tax Act, 1961, as amended from time to time
ITAT	Income Tax Appellate Tribunal
INR/ Rs./ Rupees / ₹	Indian Rupees, the legal currency of the Republic of India
KMP	Key Managerial Personnel
LIC	Low-Income Country
Ltd.	Limited
MCA	Ministry of Corporate Affairs
Merchant Banker	Merchant banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended
MOF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
NA	Not Applicable
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
NR/ Non-Residents	Non-Resident
NRE Account	Non-Resident External Account
NRI	Non-Resident Indian, is a person resident outside India, as defined under FEMA and the FEMA Regulations
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NTA	Net Tangible Assets
p.a.	Per annum
P/E Ratio	Price/ Earnings Ratio
PAN	Permanent Account Number allotted under the Income Tax Act, 1961, as amended from time to time
PAT	Profit After Tax
PAT Margin	Profit after Tax as a percentage of total revenue from operations
PBT	Profit Before Tax
PIO	Person of Indian Origin
PLR	Prime Lending Rate
Pvt. Ltd.	Private Limited
R & D	Research and Development
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended from time to time
RoE	Return on equity
RoCE	Return on Capital Employed
RoNW	Return on Net Worth
RTGS	Real Time Gross Settlement
SAT	Securities Appellate Tribunal
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to Time
SCSBs	Self-Certified Syndicate Banks

Term	Description
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time
SEBI Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time
SEBI ICDR Regulations / ICDR Regulations / SEBI ICDR / ICDR	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
SEBI Rules and Regulations	SEBI (ICDR) Regulations, 2018, SEBI (Underwriters) Regulations, 1993, as amended, the SEBI (Merchant Bankers) Regulations, 1992, as amended, and any and all other relevant rules, regulations, guidelines, which SEBI may issue from time to time, including instructions and clarifications issued by it from time to time
Sec.	Section
Securities Act	The U.S. Securities Act of 1933, as amended
S&P BSE SENSEX	S&P Bombay Stock Exchange Sensitive Index
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time
SME	Small and Medium Enterprises
Stamp Act	The Indian Stamp Act, 1899, as amended from time to time
State Government	The Government of a State of India
Stock Exchanges	Unless the context requires otherwise, refers to, the BSE
STT	Securities Transaction Tax
TDS	Tax Deducted at Source
TIN	Tax payer Identification Number
TRS	Transaction Registration Slip
UIN	Unique Identification Number
U.S. GAAP	Generally accepted accounting principles in the United States of America
VCFs	Venture capital funds as defined in, and registered with SEBI under, the erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended, which have been repealed by the SEBI AIF Regulations. In terms of the SEBI AIF Regulations, a VCF shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 till the existing fund or scheme managed by the fund is wound up, and such VCF shall not launch any new scheme or increase the targeted corpus of a scheme. Such VCF may seek re-registration under the SEBI AIF Regulations.

## **CERTAIN CONVENTIONS; PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA**

### **Certain Conventions**

All references in the Draft Red Herring Prospectus to “India” are to the Republic of India and its territories and possession 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 in the Draft Red Herring Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America.

In this Draft Red Herring Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, “Modern Diagnostic & Research Centre Limited”, “MDRCL”, and, unless the context otherwise indicates or implies, refers to Modern Diagnostic & Research Centre Limited. In this Draft Red Herring Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lac / Lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crore”.

In this Draft Red Herring Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off. Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in IST.

### **Use of Financial Data**

Our Company’s financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year and accordingly, all references to a particular financial year or fiscal are to the 12-month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year. Unless the context requires otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year and references to a Fiscal/Fiscal Year/Financial Year are to the year ended on March 31, of that calendar year. Certain other financial information pertaining to our Group Companies are derived from their respective audited financial statements.

Unless stated otherwise, throughout this Draft Red Herring Prospectus, all figures have been expressed in Rupees and in Lakh.

Unless stated otherwise, the financial data in the Draft Red Herring Prospectus is derived from our financial statements prepared restated for the period ended September 30, 2024 and for the year ended March 31, 2024, 2023 and 2022 in accordance with Indian GAAP, the Companies Act and SEBI (ICDR) Regulations, 2018 included under Section titled “*Restated Financial Information of our Company*” beginning on page 164 of this Draft Red Herring Prospectus.

There are significant differences between Indian GAAP, the International Financial Reporting Standards (“IFRS”) and the Generally Accepted Accounting Principles in the United States of America (“U.S. GAAP”). Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practice and Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in “*Risk Factors*”, “*Business Overview*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and elsewhere in the Draft Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s Restated Financial Information prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Review Auditor, set out in section titled “*Restated Financial Information*” beginning on page 164 of this Draft Red Herring Prospectus.

For additional definitions used in this Draft Red Herring Prospectus, see the section “*Definitions and Abbreviations*” on page **Error! Bookmark not defined.** of this Draft Red Herring Prospectus. In the section titled “*Description of Equity Shares and Terms of the Articles of Association*”, on page 251 of the Draft Red Herring Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

### **Currency and Units of Presentation**

All references to:

- “Rupees” or “INR” or “Rs.” Or “₹” are to Indian Rupee, the official currency of the Republic of India;
- “USD” or “US\$” are to United States Dollar, the official currency of the United States; And
- “AED” is to United Arab Emirates Dirham of the United Arab Emirates.

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in “Lakhs” units. One Lakh represents 1,00,000. In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures derived from our Financial Statements in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

This Draft Red Herring Prospectus contains conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Indian Rupee and other foreign currencies:

Currency*	For the period/year ended			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
1USD	₹83.83	₹83.37	₹82.22	₹75.82
1AED	₹22.82	₹22.70	₹22.38	₹20.67

### Use of Industry & Market Data

Unless stated otherwise, information pertaining to the industry in which our Company operates in, contained in this Draft Red Herring Prospectus is derived from the ‘Industry Report on Diagnostic Market in India’ which has been exclusively commissioned and paid for by our Company, pursuant to an engagement letter for the purpose of understanding the industry in connection with this Issue, since no report is publicly available which provides a comprehensive industry analysis, particularly for our Company’s services, that may be similar to the D&B Report. This Draft Red Herring Prospectus contains certain data and statistics from the D&B Report, which is available on the website of our Company at [www.mdrcindia.com](http://www.mdrcindia.com).

Dun & Bradstreet Information Services India Private Limited is an independent agency which has no relationship with our Company, our Promoters, any of our Directors, Key Managerial Personnel, Senior Management or the Book Running Lead Managers.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but accuracy, completeness and underlying assumptions of such third-party sources are not guaranteed. Although the industry and market data used in this Draft Red Herring Prospectus is reliable, the data used in these sources may have been re-classified by us for the purposes of presentation however, no material data in connection with the Issue has been omitted. Data from these sources may also not be comparable. Further, D&B has confirmed that to the best of its knowledge no consent is required from any Government or other source from which any information is used in the D&B Report.

The D&B Report is subject to the following disclaimer:

*“This study has been undertaken through extensive secondary research, which involves compiling inputs from publicly available sources, including official publications and research reports. Estimates provided by Dun & Bradstreet (“Dun & Bradstreet”) and its assumptions are based on varying levels of quantitative and qualitative analysis including industry journals, company reports and information in the public domain.*

*Dun & Bradstreet has prepared this study in an independent and objective manner, and it has taken all reasonable care to ensure its accuracy and completeness. We believe that this study presents a true and fair view of the industry within the limitations of, among others, secondary statistics, and research, and it does not purport to be exhaustive. The results that can be or are derived from these findings are based on certain assumptions and parameters/conditions. As such, a blanket, generic use of the derived results or the methodology is not encouraged.*

*Forecasts, estimates, predictions, and other forward-looking statements contained in this report are inherently uncertain because of changes in factors underlying their assumptions, or events or combinations of events that cannot be reasonably foreseen. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements.*

*The recipient should conduct its own investigation and analysis of all facts and information contained in this report is a part and the recipient must rely on its own examination and the terms of the transaction, as and when discussed. The recipients should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.”*

*For details of risks in relation to commissioned reports, see “Risk Factor No. 43 Certain sections of this Draft Red Herring Prospectus contain information from the Dun & Bradstreet Report which we commissioned and purchased and any reliance on such information for making an investment decision in the Issue is subject to inherent risks” on page 38 of this Draft Red Herring Prospectus. Accordingly, no investment decision should be made solely on the basis of such information.*

In accordance with the SEBI (ICDR) Regulations, the section titled “**Basis for Issue Price**” on Page No. 89 of the Draft Red Herring Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.



## **FORWARD LOOKING STATEMENTS**

All statements contained in this Draft Red Herring Prospectus that are not statements of historical fact constitute forward-looking statements. All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements with respect to our business strategy, our revenue and profitability, our projects and other matters discussed in this Draft Red Herring Prospectus regarding matters that are not historical facts. We have included statements in the Draft Red Herring Prospectus which contain words or phrases such as “will”, “aim”, “is likely to result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions, that are “forward-looking statements”. Also, statements which 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. Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on 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. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- Our ability to successfully implement our growth strategy and expansion plans;
- Our ability to attract, retain and manage qualified personnel;
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Our ability to expand our geographical area of services
- Rapid innovation or unforeseen technological failures may adversely affect our business and financial condition
- Competition from existing and new entities may adversely affect our revenues and profitability;
- Our business and financial performance is particularly based on market demand and supply of our services;
- The performance of our business may be adversely affected by changes in, or regulatory policies of, the Indian national, state and local Governments;
- Unforeseen clinical trial failures or research difficulties can delay progress or increase costs
- Health crises or environmental regulations may disrupt operations or increase demand for certain products
- Any downgrading of India’s debt rating by a domestic or international rating agency could have a negative impact on our business and investment returns;
- Changes in Government Policies and political situation in India may have an adverse impact on the business and services of our Company;
- The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition.

For further discussion of factors that could cause our actual results to differ, see the Section titled “*Risk Factors*”, “*Business Overview*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 23, 108 and 167 respectively of the Draft Red Herring Prospectus. 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 future gains or losses could materially differ from those that have been estimated.

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.

Neither our Company, our Directors, our Officers, Book Running Lead Manager and Underwriter nor any of 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 SEBI requirements, our Company, and the Book Running Lead Manager will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permission by the Stock Exchange for the Equity Shares allotted pursuant to this Issue.

## SECTION II - OFFER DOCUMENT SUMMARY

### **PRIMARY BUSINESS OF THE COMPANY**

We are a services provider in diagnostic and related healthcare tests services in India. We offer a one-stop solution for pathology and radiology testing services such as imaging (including radiology), pathology/clinical laboratory. Through our integrated, nationwide network, we offer a complete range of diagnostic facilities in radiology and pathology. We provide healthcare tests and services for use in core testing, patients' diagnosis and prevention, monitoring of disease and other health conditions. Our customers include individual patients, hospitals and other healthcare providers and corporate customers.

For detailed information on our Business, please refer to Chapter titled "*Business Overview*" on page no. 108 of this Draft Red Herring Prospectus.

### **SUMMARY OF INDUSTRY**

Diagnostic process is crucial for identifying and managing various health conditions and ensuring effective medical treatment and patient care, thus facilitating faster recovery of patient. Diagnostic companies provide service to clients in both B2B which includes hospitals, nursing homes, clinics, and other healthcare establishments, and B2C which includes direct customers.

The diagnostic process in India starts with patients recognizing symptoms or going for routine/wellness checkups. They first consult a doctor who evaluates their condition and recommends specific diagnostic tests. Patients can then proceed by visiting diagnostic centres directly to undergo the tests, providing samples at the doctor's clinic for transfer to the lab, or using home collection services offered by some diagnostic centres. After the samples are collected, the laboratory conducts the necessary tests. Results are then delivered to patients either online or offline, or directly to hospitals for those labs engaged in B2B services. This comprehensive process ensures accurate and timely diagnosis, aiding in effective medical treatment.

### **PROMOTERS OF THE COMPANY**

Promoters of Our Company are Mr. Devendra Singh Yadav, Mrs. Deepali Yadav, Mrs Asha Yadav and Mr. Jitendra Singh.

For detailed information on our Promoter and Promoter's Group, please refer to Chapter titled "*Our Promoters and Promoter's Group*" on page no. 158 of this Draft Red Herring Prospectus.

### **SIZE OF THE ISSUE**

Our Company is proposing the initial public issue of upto 41,00,000 equity shares of face value of ₹ 10/- each of Modern Diagnostic & Research Centre Limited ("Modern Diagnostic & Research Centre", "MDRCL" or the "Company" or the "Issuer") for cash at a price of ₹ [●]/- per equity share including a share premium of ₹ [●]/- per equity share (the "issue price") aggregating to ₹ [●] lakhs ("the issue"), of which [●] equity shares of face value of ₹ 10/- each for cash at a price of ₹ [●]/- per equity share including a share premium of ₹ [●]/- per equity share aggregating to ₹ [●] lakhs will be reserved for subscription by market maker to the issue (the "market maker reservation portion"). The issue less the market maker reservation portion i.e. Net issue of [●] equity shares of face value of ₹ 10/- each at a price of ₹ [●]/- per equity share including a share premium of ₹ [●]/- per equity share aggregating to ₹ [●] lakhs is herein after referred to as the "net issue". The issue and the net issue will constitute [●] % and [●] %, respectively, of the post issue paid up equity share capital of our company. The face value of the equity shares is ₹ 10/- each.

The price band will be decided by our company in consultation with the book running lead manager ("BRLM") and will be advertised in all editions of the English national newspaper, all editions of the Hindi national newspaper and regional language newspaper, each with wide circulation, at least 2 (two) working days prior to the bid/ issue opening date with the relevant financial ratios calculated at the floor price and the cap price and shall be made available to the SME platform of BSE Limited ("BSE SME", referred to as the "Stock Exchange") for the purpose of uploading on their website for further details kindly refer to chapter titled "*Terms of the Issue*" beginning on page 211 of this Draft Red Herring Prospectus.

### **OBJECTS OF THE ISSUE**

The proceeds of the Issue, after deducting Issue related expenses, are estimated to be ₹ [●] Lakhs (the "**Net Issue Proceeds**").

The details of the proceeds of the Issue are set forth in the table below:

Particulars	Amount (₹ in) Lakhs
Gross Issue Proceeds	[●]*

Particulars	Amount (₹ in Lakhs)
Less: Public Issue Related Expenses	[●]
<b>Net Issue Proceeds</b>	[●]*

\*Subject to finalization of Basis of Allotment.

#### UTILIZATION OF NET ISSUE PROCEEDS

Sr. No.	Particulars	Amount (₹ in Lakhs)	% of Gross Issue Proceeds
1.	Funding capital expenditure for purchase of medical equipment towards establishment of new diagnostic centre and labs	2068.51	[●]
2.	Funding Working Capital Requirement	1159.51	[●]
3.	Repayment of certain outstanding borrowings availed by our Company	450.00	[●]
4.	General Corporate Purpose^	[●]	[●]
	<b>Net Issue Proceeds</b>	[●]	[●]

^To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC. The amount utilized for general corporate purposes shall not exceed 15% of the Gross Proceeds of the Issue.

#### SHAREHOLDING

The shareholding pattern of our Promoters and Promoter's Group before the Issue is as under:

Sr. No.	Name of shareholders	Pre issue		Post issue	
		No. of equity shares	As a % of Pre-Issued Capital*	No. of equity shares	As a % of Post Issued Capital*
Promoters					
1.	Mr. Devendra Singh Yadav	92,40,000	84.00	92,40,000	[●]
2.	Mrs. Deepali Yadav	5,50,000	5.00	5,50,000	[●]
3.	Mrs. Asha Yadav	5,50,000	5.00	5,50,000	[●]
4.	Mr. Jitendra Singh	Nil	Nil	Nil	[●]
Total - A		1,03,40,000	94.00	1,03,40,000	[●]
Promoter’s Group					
1.	Mr. Nitin Kumar	5,50,000	5.00	5,50,000	[●]
2.	Mrs. Sunita Yadav	1,09,978	1.00	1,09,978	[●]
Total - B		6,59,978	6.00	6,59,978	[●]
Total Promoter & Promoter Group Shareholding		1,09,99,978	100.00	1,09,99,978	[●]
Public					
1.	Mr. Garvit Garg	11	Negligible	11	[●]
2.	Mr. Pulkit Garg	11	Negligible	11	[●]
3.	Public	-	-	[●]	[●]
Total - C		22	Negligible	[●]	[●]
Total (A+B+C)		1,10,00,000	100.00	[●]	[●]

\*Rounded off

#### SHAREHOLDING OF PROMOTER / PROMOTER GROUP AND ADDITIONAL TOP 10 SHAREHOLDERS OF THE COMPANY AS AT ALLOTMENT:

S. N o.	Pre-Issue shareholding as at the date of Advertisement			Post-Issue shareholding as at Allotment (3)			
	Shareholders	Number of Equity Shares (2)	Share holding (in %) (2)	At the lower end of the price band (₹[●])		At the upper end of the price band (₹[●])	
				Number of Equity Shares (2)	Share holding (in%) (2)	Number of Equity Shares (2)	Share holding (in %) (2)
Promoters:							

1.	Mr. Devendra Singh Yadav	[●]	[●]	[●]	[●]	[●]	[●]
	Mrs. Deepali Yadav	[●]	[●]	[●]	[●]	[●]	[●]
	Mrs. Asha Yadav	[●]	[●]	[●]	[●]	[●]	[●]
<b>Promoter Group:</b>							
2.	Mr. Nitin Kumar	[●]	[●]	[●]	[●]	[●]	[●]
	Mrs. Sunita Yadav	[●]	[●]	[●]	[●]	[●]	[●]
<b>Additional Top Ten Shareholders:</b>							
	Mr. Garvit Garg	[●]	[●]	[●]	[●]	[●]	[●]
	Mr. Pulkit Garg	[●]	[●]	[●]	[●]	[●]	[●]

**Notes:**

1. The Promoter Group shareholders are as mentioned in Point No.02
2. Includes all options that have been exercised until date of prospectus and any transfers of equity shares by existing shareholders after the date of the pre-issue and price band advertisement until date of prospectus.
3. Based on the Issue price of ₹[●] and subject to finalization of the basis of allotment.”

## FINANCIAL DETAILS

### Based on Restated Financial Statements

(₹ in Lakhs)

Sr. No.	Particulars	For the year ended/ period ended			
		September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
1.	Share Capital	100.00	100.00	100.00	100.00
2.	Net worth	1,671.35	1,175.82	596.33	1,169.53
3.	Revenue from operations	3,997.65	6,713.05	5,628.17	6,020.70
4.	Profit After Tax	495.53	579.48	(573.20)	(145.14)
5.	Earnings Per Share – Basic & Diluted (Post Bonus)	4.50	5.27	(5.21)	(1.32)
6.	NAV per Equity Shares (Post Bonus)	15.19	10.69	5.42	10.63
7.	Total Borrowings (As per Balance Sheet) (Including Current Maturity of Long-Term Debt)	2,113.17	2,045.77	1,530.96	2,040.05

## AUDITORS' QUALIFICATIONS

There is no Auditor qualification which have not been given effect to in the Restated Financial Statements.

## OUTSTANDING LITIGATIONS

There are no pending Litigation against our Company nor against our Promoter or Directors of the company except mentioned below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoter	Material Civil Litigations	Aggregate amount involved (₹ in Lakhs)
<b>Company</b>						
By the Company	3	NA	NA	NA	3	69.35
Against the Company	NA	NA	NA	NA	2	6.84
<b>Directors</b>						
By our Directors	NA	NA	NA	NA	NA	NA
Against the Directors	NA	1	NA	NA	NA	0.23
<b>Promoters</b>						
By our Promoters	NA	NA	NA	NA	NA	NA
Against the Promoters	NA	NA	NA	NA	NA	NA

## RISK FACTORS

An investment in equity involves a high degree of risk. Investors should carefully consider all the information in this Offer Document, including the risks and uncertainties described below, before making an investment in our equity shares. Any of the following risks as well as other risks and uncertainties discussed in this Offer Document could have a material adverse effect on

our business, financial condition and results of operations and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or part of your investment. In addition, the risks set out in this Offer Document may not be exhaustive and additional risks and uncertainties, not presently known to us, or which we currently deem immaterial, may arise or become material in the future. Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other risks mentioned herein. Specific attention of the investors is invited to the section titled “Risk Factors” beginning on page no. 23 of this Draft Red Herring Prospectus.

## CONTINGENT LIABILITIES

### Based on Restated Financial Statements

(₹ in Lakhs)

Particulars	For the year ended/period ended			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Guarantees issued by Bank on behalf of the Company	17.89	20.55	11.40	10.00
Capital Commitment	-	-	-	-
<b>Total</b>	<b>17.89</b>	<b>20.55</b>	<b>11.40</b>	<b>10.00</b>

## FINANCING ARRANGEMENTS

There have been no financing arrangements whereby our Promoter, members of the Promoter Group or our Directors and their relatives (as defined in the Companies Act, 2013) have financed the purchase by any other person of securities of our Company (other than in the normal course of business of the financing entity) during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

## COST OF ACQUISITION & WEIGHTED AVERAGE COST

### Weighted average price at which the Equity Shares were acquired by our Promoter in Last One Year:

Sr. No.	Name of Promoter	No. of equity shares acquired	Weighted Average Cost of Acquisition per equity share (in ₹) *
1.	Mr. Devendra Singh Yadav	84,00,000	0.00
2.	Mrs. Deepali Yadav	5,00,000	0.00
3.	Mrs Asha Yadav	5,00,000	0.00
4.	Mr. Jitendra Singh	Nil	--

### AVERAGE COST OF ACQUISITIONS OF SHARES FOR PROMOTER:

Sr. No.	Name of Promoter	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹) *
1.	Mr. Devendra Singh Yadav	92,40,000	0.90
2.	Mrs. Deepali Yadav	5,50,000	0.91
3.	Mrs Asha Yadav	5,50,000	0.91
4.	Mr. Jitendra Singh	Nil	--

\*The average cost of acquisition of Equity Shares by our Promoter has been calculated by taking into account the amount paid by them to acquire and Shares allotted to them as reduced by amount received on sell of shares i.e. net of sale consideration is divided by net quantity of shares acquired.

## PRE-IPO PLACEMENT

Our Company has not allotted shares under Pre-IPO Placement.

## ISSUE OF SHARES FOR CONSIDERATION OTHER THAN CASH

Except as disclosed under chapter titled “Capital Structure” beginning on Page 60 of this Draft Red Herring Prospectus, our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Draft Red Herring Prospectus.



## SPLIT / CONSOLIDATION

Our company has not done any split/consolidation/ subdivision of equity shares of the Company since incorporation.

## EXEMPTION FROM SEBI

As on date of the Draft Red Herring Prospectus, our Company has not availed any exemption from complying with any provisions of securities laws granted by SEBI

## RELATED PARTY TRANSACTIONS

### Related Parties

Sr. No	Name of the Related Party	Relationship
1)	Devendra Singh Yadav	Chairman and Managing Director
2)	Nitin Kumar	Director
3)	Deepali Yadav	Director
4)	Asha Yadav	Director
5)	Sunita Yadav	Director
6)	Jitendra Singh	Chief Financial Officer/Director
7)	Priyanshu Yadav	Company Secretary
8)	Dr. Kanika Yadav	Relatives of Director
9)	Dhruv Yadav	Relatives of Director

Note:

Nitin Kumar Resigned as on April 1, 2024 as director

Asha Yadav Resigned as on April 1, 2024 as director

Sunita Yadav Resigned as on April 1, 2024 as director

### Related Party Transaction during the year:

(₹ in Lakhs)

Transactions during the year:	For the period ended 30/09/2024	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
<b>Directors Remuneration/ Salary Paid to Related Party</b>				
Devendra Singh Yadav	83.35	142.84	141.58	141.42
Nitin Kumar	37.78	63.36	62.51	62.77
Deepali Yadav	33.62	57.60	56.83	57.12
Asha Yadav	-	8.67	8.56	8.56
Sunita Yadav	-	8.67	8.56	8.56
Jitendra Singh	-	17.28	17.04	17.25
Kanika Yadav	18.90	34.91	30.15	25.10
Dhruv Yadav	7.21	13.22	11.42	7.94
Jitendra Singh	10.08	--	--	--
<b>Interest Paid</b>				
Asha Yadav	-	-	-	1.70
Devendra Singh Yadav	-	-	-	-
<b>Rent Paid</b>				
Devendra Singh Yadav	41.05	68.31	68.30	57.50
<b>Loan Taken</b>				
Devendra Singh Yadav	--	393.00	-	-
Asha Yadav	--	10.00	-	-
<b>Repayment of Loan</b>				
Devendra Singh Yadav	30.00	-	-	-

Closing Balance at the year end	For the period ended 30/09/2024	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
<b>Outstanding Balance of Loan</b>				
Devendra Singh Yadav	363.00	393.00	-	-
Asha Yadav	10.00	10.00	-	-

### **SECTION III - RISK FACTOR**

*Any investment in equity securities involves a high degree of risk. Investor should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a more complete understanding, you should read this section together with Sections titled, "Business Overview", "The Issue", "Industry Overview", "Restated Financial Information", "Outstanding Litigation and Other Material Developments", and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page nos.108, 44, 92, 164, 177 and 167 respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus.*

*Any of the following risks, as well as the other risks and uncertainties discussed in this Draft Red Herring Prospectus, could have an adverse effect on our business, financial condition, results of operations and prospects and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or a part of your investment. The risks and uncertainties described in this section are not the only risks that we may face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations, financial conditions and Draft Red Herring Prospects.*

*This Draft Red Herring Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements because of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus.*

*The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the effect is not quantifiable and hence has not been disclosed in such risk factors. You should not invest in this Issuing unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the consequences to you of an investment in the Equity Shares.*

*The financial information in this section is, unless otherwise stated, derived from our Restated Standalone Financial Statements prepared in accordance with Indian GAAP, as per the requirements of the Companies Act, 2013, and SEBI (ICDR) Regulations.*

*The Risk factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality.*

1. *Some risks may not be material individually but may be material when considered collectively.*
2. *Some risks may have material impact qualitatively instead of quantitatively.*
3. *Some risks may not be material at present but may have a material impact in the future.*

#### **INTERNAL RISK FACTORS:**

1. ***Any interruptions at our laboratories and diagnostic centres may affect our ability to process diagnostic tests, which in turn may adversely affect our business, results of operations and financial condition.***

Any disruptions at our laboratories and diagnostic centers could have a profound impact on our ability to process diagnostic tests efficiently, thereby affecting the seamless functioning of our core business operations. These disruptions may stem from multiple factors, including but not limited to equipment malfunctions, power outages, technical failures, shortages of skilled personnel, or unforeseen external events such as natural disasters, civil disturbances, or cyberattacks.

Delays in test processing could have far-reaching consequences. The timely delivery of test results is critical for patient care, and any interruptions could lead to delays that compromise treatment decisions. Such inefficiencies may erode customer confidence in our services, resulting in dissatisfaction and a potential loss of trust. Over time, this could damage our brand reputation and make it difficult to attract and retain clients. Although the company has not experienced any interruption in past.

From a financial perspective, a decrease in test volumes due to operational disruptions would directly impact revenue generation and profitability. Furthermore, frequent or prolonged interruptions could escalate operational costs, as additional resources may be required to repair or replace damaged equipment, implement contingency measures, or manage workforce-related challenges. These increased costs could place further strain on the company's financial stability.

Beyond immediate financial repercussions, repeated service disruptions could lead to regulatory scrutiny, loss of key business partnerships, and diminished market competitiveness. If left unaddressed, these challenges could weaken our industry position and hinder long-term growth.

Given these potential risks, ensuring uninterrupted operations through contingency planning, investment in resilient infrastructure, and proactive risk management strategies is essential to safeguarding our business continuity and maintaining our reputation in the diagnostic services industry.

For further details of our Business, please refer chapter titled “Business overview” beginning on page 108 of this Draft Red Herring Prospectus.

**2. *Our business and prospects may be adversely affected if we are unable to maintain and grow our brand name and brand image.***

Since we primarily derive almost all of our revenues from walk-in customers, our brand and reputation are critical for the success of our business and operations. 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, turnaround time and patient satisfaction, the performance of our service network, the introduction of new tests and services. Further, as we expand into new geographic markets within India, and as the market becomes increasingly competitive, maintaining and enhancing our brand may become costly and difficult.

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 services or products that are not intended for the diagnosis, treatment and prevention of diseases. 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 specimens, or in the operation of our complex medical equipment, or if they inadequately or improperly extract specimens 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.

For further details of our Business, please refer chapter titled “Business overview” beginning on page 108 of this Draft Red Herring Prospectus.

**3. *Majority of our operations are concentrated in state of Haryana and any adverse developments affecting Haryana could have an adverse effect on our business, results of operations and financial condition.***

Our operations are primarily concentrated in state of Haryana, where we generate the majority of our revenue. Additionally, we have established Diagnostic Centres and Laboratories in several key locations including Assam, Jammu & Kashmir, Madhya Pradesh, Punjab, Rajasthan, Uttar Pradesh and West Bengal, which contribute to our overall operations. However, the core of our revenue stream and business activities remains centred in the Union Territory of Delhi.

The geographical wise revenue bifurcation is as follows:

Particulars	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount (in Lakhs)	In %	Amount (in Lakhs)	In %	Amount (in Lakhs)	In %	Amount (in Lakhs)	In %
Assam	79.07	1.95	142.57	2.12	108.40	1.89	13.70	0.23
Haryana	2,796.40	68.80	4,837.22	71.85	4,209.82	73.31	4,621.57	77.13
Jammu & Kashmir	290.67	7.15	414.98	6.16	431.52	7.51	511.67	8.54
Madhya Pradesh	60.76	1.49	50.33	0.75	5.53	0.10	-	0.00
Punjab	123.37	3.04	200.15	2.97	152.75	2.66	88.35	1.47
Rajasthan	256.68	6.31	455.73	6.77	309.23	5.38	125.26	2.09
Uttar Pradesh	275.56	6.78	297.41	4.42	249.66	4.35	222.24	3.71
West Bengal	182.14	4.48	333.85	4.96	275.56	4.80	409.34	6.83
<b>Total*</b>	<b>4064.65</b>	<b>100.00</b>	<b>6732.24</b>	<b>100.00</b>	<b>5742.47</b>	<b>100.00</b>	<b>5992.13</b>	<b>100.00</b>

*The total amount of domestic sales is before adjusting discount on services offered.*

Any major disruptions—whether social, political, or economic—in this region could have a substantial impact on our business. For instance, natural calamities, civil unrest, or other unforeseen disruptions in Haryana, as well as neighboring states such as Rajasthan, Punjab, Madhya Pradesh, West Bengal, and Uttar Pradesh including Assam and Jammu & Kashmir could pose risks to the continuity of our business activities. Additionally, changes in the policies or regulations enacted by the government of the Haryana, state governments, or even the Government of India could necessitate significant alterations to our business strategy, including substantial capital expenditure or operational shifts.

In the event of such disruptions or policy changes, our ability to effectively respond and adapt to the new circumstances will be crucial. If we are unable to adjust our business operations or strategies in a timely and effective manner, it could negatively impact our business performance, including our results of operations, financial stability, and cash flows.

For further details of our Revenue, please refer chapter titled “Business overview” beginning on page 108 of this Draft Red Herring Prospectus.

**4. *We have certain outstanding litigation against us, an adverse outcome of which may adversely affect our business, reputation and results of operations.***

A summary of outstanding matters set out below includes details of civil and criminal proceedings, tax proceedings, statutory and regulatory actions and other material pending litigation involving us our Company and Directors/Promoters, as at the date of this Draft Red Herring Prospectus.

**Cases against our Company:**

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	--	--
Statutory/ Regulatory Authorities	--	--
Taxation Matters	--	--
Other Litigation	2	6.84

**Cases By our Company:**

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	3	57.00
Statutory/ Regulatory Authorities	--	--
Taxation Matters	--	--
Other Litigation	3	12.35

**Cases against our Director and / or Promoters:**

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	--	--
Statutory/ Regulatory Authorities	--	--
Taxation Matters	1	0.23
Other Litigation	--	--

The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally. If any new developments arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities.

We cannot assure you that any of the outstanding litigation matters will be settled in our favour or that no additional liabilities will arise out of these proceedings. In addition to the above, we could also be adversely affected by complaints, claims or legal actions brought by persons, including before consumer forums or sector-specific or other regulatory authorities in the ordinary course of business or otherwise, in relation to our business operations, our intellectual property, our branding or marketing efforts or campaigns or our policies. We may also be subject to legal action by our employees and/or former employees in relation to alleged grievances, such as termination of employment. We cannot assure you that such complaints, claims or requests for information will not result in investigations, enquiries or legal actions by any regulatory authority or third persons against us.

For further details of certain material legal proceedings involving our Company and Directors/Promoters, see “Outstanding Litigations and Material Developments” beginning on page 177 of this Draft Red Herring Prospectus.

**5. *There may be significant dependence on key diagnostic equipment and core technology infrastructure, the failure of which could result in serious service disruptions.***

Our operations rely heavily on advanced diagnostic equipment and centralized IT infrastructure, including MRI machines, CT scanners, PACS platforms, and laboratory analyzers. These high-value machines and systems are essential for performing accurate and timely diagnostic tests. Any malfunction, calibration issue, or breakdown may lead to delays in service, patient dissatisfaction, and potential revenue loss. As technology continues to evolve, there is also a risk that some of our equipment may become obsolete



or incompatible with emerging diagnostic protocols. Additionally, procurement of replacement parts, timely maintenance, and access to trained personnel for servicing critical machines are crucial to ensuring uninterrupted diagnostic operations. In the event of technical failures or prolonged downtime, we may face backlogs in testing and reporting, thereby affecting our reputation for reliability.

While we have implemented preventive maintenance protocols, equipment redundancies, and vendor contracts to manage downtime, there is no assurance that such measures will be sufficient in all scenarios. Moreover, disruptions in our centralized IT systems, including cybersecurity breaches or server failures, may impact data accessibility, patient confidentiality, and report turnaround times. Although we have not experienced any such failure in past.

Despite continuous investments in technology upgrades, secure storage, and monitoring, the risk of operational bottlenecks arising from equipment or system failures cannot be entirely eliminated, which may affect our efficiency and customer satisfaction.

For further details of our Equipments, please refer chapter titled “Business overview” beginning on page 108 of this Draft Red Herring Prospectus.

**6. Our heavy reliance on pathology services as the primary revenue driver presents significant risks that could negatively impact our operations, financial performance, and long-term growth prospects.**

Pathology services have historically been our primary revenue driver. At the same time, we have made significant investments in radiology services, including advanced imaging modalities such as CT, MRI, PET-CT, and X-ray, positioning ourselves as a comprehensive provider of radiology diagnostic solutions. However, our heavy reliance on pathology services presents inherent risks that could impact our operations, financial performance, and long-term growth prospects. Additionally, if our investments in radiology services do not yield the expected returns, it could adversely affect our overall business and financial strategy.

Following is our revenue from operations for periods indicated based on our type of services:

Particulars	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount (in Lakhs)	In %	Amount (in Lakhs)	In %	Amount (in Lakhs)	In %	Amount (in Lakhs)	In %
Radiology	1081.49	27.05	1701.06	25.34	1521.45	27.03	1125.28	18.69
Pathology	2916.16	72.95	5011.99	74.66	4106.72	72.97	4895.42	81.31
<b>Total</b>	<b>3997.65</b>	<b>100.00</b>	<b>6713.05</b>	<b>100.00</b>	<b>5628.17</b>	<b>100.00</b>	<b>6020.7</b>	<b>100.00</b>

This heavy reliance on pathology services implies that any disruptions, challenges, or shifts in market dynamics specific to this domain could have a disproportionate impact on our overall business.

One of the primary risks associated with our focus on radiology is the capital-intensive nature of the required equipment and infrastructure. Imaging modalities like CT scanners, MRI machines, and PET-CT systems involve substantial upfront investments and ongoing maintenance costs. Any technological advancements or the need to upgrade or replace aging equipment could strain our financial resources and potentially impact our profitability if not managed effectively.

Furthermore, our radiology services require highly specialized personnel, including radiologists, technicians, and support staff, who possess specific skills and expertise. The demand for such skilled professionals is often high, and any challenges in attracting or retaining qualified talent could hamper our ability to deliver high-quality services and maintain operational efficiency. Additionally, the radiology sector is subject to stringent regulations and compliance requirements related to patient safety, radiation exposure, and data privacy. Failure to adhere to these regulations could result in legal liabilities, fines, or even the suspension of our operational licenses, severely impacting our ability to provide radiology services.

Moreover, as the diagnostic industry continues to evolve, there is a risk that alternative diagnostic technologies or methodologies may emerge, potentially disrupting the demand for traditional radiology services or rendering our existing equipment and expertise obsolete. While our focus on radiology has been a strategic choice, our excessive reliance on this segment leaves us vulnerable to any adverse developments or shifts within this specialized domain. Diversification into other complementary diagnostic services or exploring innovative approaches to mitigate these risks may be prudent to ensure long-term sustainability and resilience. By acknowledging and proactively addressing the risks associated with our overreliance on radiology services, we can better position ourselves to navigate the dynamic healthcare landscape, maintain our competitive edge, and continue delivering reliable and high-quality diagnostic solutions to our patients.

**7. *Failure to attract and retain skilled healthcare professionals and experienced technical staff may lead to compromised diagnostic service quality and negatively impact patient care delivery.***

The delivery of reliable and high-quality diagnostic services requires skilled professionals, including pathologists, radiologists, laboratory technicians, and support staff. Our ability to maintain service excellence and uphold clinical accuracy depends significantly on the competence and experience of our medical and technical personnel. There is a risk that we may not be able to attract or retain such qualified professionals due to rising industry competition, regional talent shortages, or more lucrative opportunities offered by larger healthcare institutions.

Moreover, as we expand into new geographies or increase the scope of high-end diagnostics, the demand for specialized experts may increase, making recruitment and retention even more challenging. Any inability to maintain adequate staffing levels or high employee morale may adversely impact test accuracy, result turnaround time, and patient experience. Additionally, dependence on certain key employees, such as senior radiologists or lab heads, poses operational risks in the event of unexpected resignations or health emergencies.

Despite our focus on fostering a positive work environment and competitive compensation structures, continued loss of experienced personnel could impair our service delivery capabilities and reputation for diagnostic excellence.

For further details of our Business, please refer chapter titled “Business overview” beginning on page 108 of this Draft Red Herring Prospectus.

**8. *We require certain approvals, licenses, registrations and permits to operate our business, and failure to obtain or renew them in a timely manner or maintain the statutory and regulatory permits and approvals required to operate our business may adversely affect our operations and financial conditions.***

Our business is subject to government regulations and we require certain approvals, licenses, registrations and permissions for operating our business, some of which we may not have applied for till date or some of which may have expired and for which we may have either made or are in the process of making an application for obtaining the approval or its renewal. In addition, we may not be in compliance with certain conditions prescribed by such approvals or licences. Our failure to obtain such licences and approvals and comply with the applicable laws and regulations could lead to imposition of sanctions by the relevant authorities, including penalties.

Further, fresh and renewal applications for approvals, licenses, registrations and permissions for operating our business need to be made within certain timeframes. While we have made fresh applications for few approvals and licenses, we cannot assure you that we will receive these approvals in a timely manner or at all. Further, in future we will be required to apply for the renewal of approvals and permits for our business operations to continue. If we are unable to make applications and renew or obtain necessary permits, licenses and approvals on acceptable terms, in a timely manner or at all, we may be required to shut down or relocate our offices or warehouses and face other consequences due to which our business operations may be adversely affected.

For further details, see “Government and Other Approvals” beginning on page 183 of this Draft Red Herring Prospectus.

**9. *Our Restated Financial Statements are prepared and signed by the Peer Review Auditor who is not Statutory Auditor of our Company as required under the provisions of ICDR.***

The Restated Financial Statements of our Company for the period ended September 30, 2024, March 31 2024, 2023 and 2022 respectively are signed by M/s SVJK And Associates, Chartered Accountants, the Peer Review Auditor of our Company who is not statutory auditor of our Company. While our Statutory Auditor possesses a valid peer-reviewed certificate, for the purpose of maintaining the independence, the task of providing the restated financial statements was entrusted to the aforementioned peer-reviewed chartered accountant.

For further details regarding Financial Statements, please refer chapter titled “Financial Statements of company” on Page 164 of this Draft Red Herring Prospectus.

**10. *Our Company has incurred losses in last two financial years as per Restated Financial Statements, which may impact our financial performance.***

Our Company has reported losses in the last two financial years, as per the restated financial statements included in this DRHP. The financial performance of the Company during this period may reflect significant challenges in our business operations. These losses, along with the restatement of our financials, may raise concerns regarding our ability to generate sustainable profits in the future.

(₹ in Lakhs)

Sr. No.	Particulars	For the year ended/ period ended			
		September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
1.	Net worth	1,671.35	1,175.82	596.33	1,169.53
2.	Revenue from operations	3,997.65	6,713.05	5,628.17	6,020.70
3.	Profit After Tax	495.53	579.48	(573.20)	(145.14)
4.	Earnings Per Share – Basic & Diluted (Post Bonus)	4.50	5.27	(5.21)	(1.32)

While we have taken corrective actions and implemented strategies to address the underlying issues contributing to the losses, there can be no assurance that these efforts will be successful or that we will achieve profitability in the near term. Any continued losses or inability to return to profitability could materially and adversely affect our financial position, business operations, and the market value of our securities. Investors should consider this historical performance, along with the restated financial statements, when assessing the potential risks associated with an investment in our Company.

For further details regarding Financial Statements, please refer chapter titled “Financial Statements of company” on Page 164 of this Draft Red Herring Prospectus.

**11. *There have been certain instances of regulatory non-compliances or delays or errors in the past. We may be subject to regulatory actions and penalties for any such past or future non-compliance or delays or errors and our business, financial condition and reputation may be adversely affected.***

There are few discrepancies noticed in some of our corporate records relating to e-forms filed with the Registrar of Companies in the past, which inter-alia include clerical and typographical errors by our Company. Also, our Company is required to make filings under various rules and regulations as applicable under the Companies Act, 2013 and under the applicable provisions of the Companies Act, 1956, few of which have not been done within the stipulated time periods at some instances, due to the technical glitches in MCA portal, server downtime, lack of awareness or inadequate compliance management, incomplete and incorrect documentation and frequent regulatory changes. Due to these delays in filings, our Company has on those occasions paid the requisite additional fees and made the filings with the RoC in compliance with the Companies Act. Such past delays and non-compliance may render us liable to statutory penalties and could have consequences on our operations. Presently, to address this, Company has appointed a qualified Company Secretary to monitor and ensure all the compliance related matters and to ensure timely statutory filings with regulatory bodies and to liaise with authorities to resolve technical issues in filing portals. While we will ensure to make the filings on time, we cannot give any assurances that there may not be similar instances of delays in the future.

In addition, we are also unable to trace bank statements of the Company for allotments made during the year 2013. In relation to the transactions for above-mentioned allotment we have relied on the CA certificate dated March 31, 2025 from M/s. Gupta Aiyar & Co., Chartered Accountants.

In case of any action being taken by the regulatory authorities against the Company and/or its officers, the same may have an adverse effect on our business, financial conditions and result of operations.

**12. *Our business may be adversely affected by growing competition from organized diagnostic chains and unorganized regional service providers, which could result in loss of market share.***

The diagnostic healthcare industry in India is highly competitive, comprising a wide mix of national chains, regional players, standalone centres, and hospital-based laboratories. Many competitors offer similar services across radiology and pathology, and in some cases, at lower prices or with broader geographic coverage. There is a risk that increased competition, especially from well-funded diagnostic chains, government-affiliated healthcare networks, or price-disruptive entrants, could impact our pricing strategy, customer acquisition, and market share. Moreover, the presence of unorganized players in certain regions can lead to aggressive pricing, commoditization of services, and lower customer switching costs.

As the industry evolves with technology adoption, digital platforms, and home diagnostics, new business models may emerge that further intensify competition. While we differentiate ourselves through service quality, end-to-end diagnostic solutions, and patient-centric features, there is no assurance that we will be able to maintain our competitive edge across all operating geographies. Additionally, customer preferences may shift due to new diagnostic trends, bundling of services, or insurance-driven changes.

Although we continuously invest in innovation, branding, and customer relationship management, heightened competition could lead to pressure on margins, lower volume growth, or increased marketing expenses, all of which may affect our profitability and long-term growth prospects.

**13. *There is a risk that failure to maintain required accreditations and quality standards may adversely impact our credibility and weaken market positioning.***

Accreditations such as NABL for laboratories and NABH for imaging services play a vital role in establishing credibility and ensuring clinical quality. These certifications are often prerequisites for serving institutional clients, participating in government programs, and attracting discerning customers. Our diagnostic centres are subject to periodic internal audits, external evaluations, and renewal requirements in order to maintain these certifications. There is a risk that failure to meet the stringent criteria laid out by regulatory or accreditation bodies due to lapses in documentation, equipment maintenance, staff qualification, or quality control processes could result in suspension, non-renewal, or cancellation of our accreditations. Such an event may negatively impact patient trust, lead to loss of clientele, or restrict our participation in new contracts.

While we have established internal quality protocols, regular training, and compliance teams to ensure readiness for audits, there is no assurance that we will not encounter compliance gaps or delays in corrective action. In addition, any changes to accreditation norms or the introduction of more rigorous assessment standards may increase our compliance burden.

Despite our strong focus on diagnostic excellence and adherence to best practices, the inability to maintain relevant certifications could undermine our reputation and competitive advantage.

**14. *Our expansion into new geographic markets and diagnostic service segments may encounter operational, financial, or regulatory challenges which could adversely affect profitability and strategic growth.***

As part of our growth strategy, we aim to expand into new geographic regions. While these initiatives are intended to increase market share and diversify revenue streams, entering new markets involves substantial execution risk. There is a possibility that we may face unanticipated challenges such as insufficient demand, unfamiliar customer preferences, supply chain constraints, or delays in setting up diagnostic infrastructure.

Additionally, compliance with new regional healthcare regulations, securing local licenses, and forming partnerships with hospitals or referral networks may require significant time and investment. In certain cases, regulatory requirements may differ from existing jurisdictions, necessitating changes in operating procedures or hiring of specialized personnel. From a financial standpoint, expansion efforts may lead to cost overruns or underutilized capacities in the initial stages, thereby affecting margins.

While we conduct feasibility studies and strategic planning before entering new segments, there is no assurance that our expansion efforts will yield the expected returns or customer adoption. Despite our past experience in scaling operations, the risk of unforeseen operational difficulties, competitive pressures, or regional dynamics affecting the success of our expansion plans remains, which could impact our overall profitability.

For further about our expansion of centres, please refer chapter titled “Object of the Issue” beginning on page 72 of this Draft Red Herring Prospectus.

**15. *There is a risk that any delays in diagnostic report delivery could negatively impact patient satisfaction and damage our brand reputation and clinical reliability.***

Timely delivery of accurate diagnostic reports is fundamental to our value proposition and a key factor in patient trust. Delays in report generation, whether due to equipment malfunction, data processing issues, staffing shortages, or surge in sample volumes, can undermine customer satisfaction and damage our reputation as a reliable diagnostic partner. Any significant deviation from expected turnaround times may also disrupt physician treatment decisions, resulting in medical consequences for the patient and liability exposure for the company.

Although our centralized IT platform, automated testing systems, and trained personnel are designed to ensure timely and precise reporting, there is no assurance that operational disruptions will not occur. Seasonal spikes, IT outages, manual data errors, or logistical delays in sample transportation may affect report timeliness. In a competitive healthcare environment, patient experience plays a vital role in retention and referral generation.

While we have instituted quality assurance protocols, internal performance tracking, and customer service escalation frameworks, unforeseen bottlenecks may still lead to delayed reports. Such instances, even if occasional, could reduce customer satisfaction, trigger negative feedback, and impact future business, especially among institutional clients who rely on predictable service timelines.

**16. *Our top ten suppliers contribute majority of our purchases. Any loss of business with one or more of them may adversely affect our business operations and profitability.***

Our top ten suppliers contributed approximately 69.80%, 69.27%, 61.17% and 64.74% of our total purchases for the period ended September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 based on Restated Financial Statements. However, our top suppliers may vary from period to period depending on the demand-supply mechanism and thus the supply process from these suppliers might change as we continue to seek more cost-effective suppliers in normal course of business.

Since our business is concentrated among relatively few significant suppliers, we could experience a reduction in our purchases and business operations if we lose one or more of these suppliers, including but not limited on account of any dispute or disqualification. While we believe we have maintained good and long-term relationships with our other suppliers too, there can be no assurance that we will continue to have such long-term relationship with them. We cannot assure that we shall do the same quantum of business, or any business at all, with these customers, and loss of business with one or more of them may adversely affect our purchases and business operations.

**17. *There is a possibility that sustained increases in input prices and operational expenditures could lead to margin compression and reduced profitability.***

Our ability to deliver cost-effective diagnostic services depends on managing multiple cost components, including medical consumables, reagents, third-party logistics, equipment maintenance, skilled manpower, and utility expenses. With inflationary trends, supply chain disruptions, and global price volatility, we are exposed to the risk of rising input costs that may not be fully passed on to customers without impacting demand. Furthermore, investment in new diagnostic technologies, system upgrades, and geographic expansion adds to our operating cost base.

While we leverage economies of scale, vendor negotiations, and cost optimization measures to manage expenditures, there is no assurance that these initiatives will completely neutralize cost escalation. Intense industry competition and pricing pressure may further limit our ability to increase service charges in line with cost increases. Additionally, a shift in test mix toward high-end but lower-margin services or changes in customer profiles could also affect profitability.

Despite our focus on operational efficiency and disciplined cost management, sustained increase in input costs without corresponding revenue growth may lead to margin compression and negatively affect our financial performance, investor returns, and long-term sustainability.

**18. *Inability to ensure data privacy and security of patient information could result in regulatory action, legal consequences, and a decline in customer trust.***

We collect, process, and store a large volume of sensitive personal and medical data from patients, which is subject to stringent data protection laws and growing customer expectations of privacy. Any unauthorized access, data leakage, cyber-attack, or failure in data handling protocols could result in loss or misuse of confidential information. As reliance on our centralized IT platform and cloud-based data systems grows, so does the potential exposure to cybersecurity risks.

Regulatory authorities may impose severe penalties for data breaches, and affected customers may lose trust, resulting in reputational damage and potential legal liabilities. While we have implemented firewall protections, role-based access controls, regular audits, and encrypted data storage practices, evolving cyber threats and increasingly sophisticated hacking techniques pose persistent challenges. There is no assurance that our systems will remain immune to breaches or that emerging data regulations will not impose additional compliance requirements. Although we have not experienced such failures related to data privacy in past.

Any such incident could lead to disruption in service delivery, erosion of brand equity, and regulatory scrutiny. Despite our efforts to ensure data confidentiality and system resilience, the risk of information security breaches remains a significant operational concern.

**19. *There may be service disruptions arising from our operational dependence on third-party vendors for logistics, IT support, and other critical non-core services.***

We depend on third-party vendors and service providers for several non-core functions such as logistics, IT infrastructure support, air-freight delivery, cloud storage, biomedical waste disposal, and equipment servicing. Any non-performance, delay, or quality lapse on the part of these external partners may result in operational bottlenecks or regulatory non-compliance. As we expand our diagnostic footprint, the complexity of managing multiple vendors across geographies increases, exposing us to risks related to service reliability, contract enforcement, and accountability.



In the event of a service disruption, we may face delays in specimen delivery, report generation, or equipment repairs, which may affect patient satisfaction and brand credibility. While we conduct vendor due diligence, there is no assurance that these measures will prevent unforeseen lapses or contractual disputes. Additionally, rising vendor costs or operational instability in their organizations may lead to renegotiation of terms or service discontinuation.

Although we aim to build in redundancies and maintain contingency plans, over-dependence on certain third-party providers poses a risk to uninterrupted service delivery, which could ultimately affect our operational resilience and reputation.

**20. *Our business performance may be adversely affected by seasonal fluctuations in diagnostic test volumes, which could impact revenue predictability and cost efficiency.***

The demand for diagnostic services is subject to seasonal fluctuations based on factors such as disease outbreaks, weather patterns, public health awareness campaigns, and healthcare provider schedules. For instance, during monsoon and post-monsoon periods, there may be an increase in cases of vector-borne illnesses, leading to higher test volumes. Conversely, diagnostic volumes may decline during festive seasons, vacation periods, or due to reduced outpatient activity in certain months. These cyclical trends can lead to uneven monthly revenue, affecting capacity utilization, inventory planning, and staffing efficiency.

While our diversified test portfolio, broad geographic coverage, and corporate tie-ups help smooth out some of these fluctuations, significant seasonal swings may still impact financial predictability. Moreover, unexpected epidemiological trends, such as sudden viral outbreaks or new disease variants, could lead to unpredictable surges or declines in demand.

Although we strive to manage resources dynamically and optimize scheduling, there is no assurance that demand volatility will not affect profitability or working capital. Seasonal variability remains an inherent risk in the diagnostics business, which may lead to fluctuations in revenues and operating margins across quarters.

**21. *There may be a possibility of delays in the establishment of new diagnostic centres and laboratories, which could lead to cost overruns and adversely affect our cash flows, business operations, financial performance, and overall financial condition.***

We are in the process of establishing new diagnostic centre and laboratories to expand our business operations. However, delays in the construction, setup, and operationalization of these facilities could result in significant cost overruns, including but not limited to higher construction costs, increased operational expenses, and delays in the procurement of necessary equipment and licenses. These unforeseen costs and delays could lead to extended timelines for achieving expected revenue generation from these new centres and laboratories.

Such delays may also disrupt our overall business strategy, causing a mismatch between our projected cash flows and actual inflows. This, in turn, could strain our financial position, lead to liquidity challenges, and negatively impact our ability to meet other financial obligations. Additionally, cost overruns could affect our profitability, reduce the return on investment from these projects, and hinder our ability to maintain competitive pricing in the market.

As a result, these risks could materially adversely affect our cash flows, business operations, financial results, and overall financial condition.

**22. *There is a risk that failure to adopt or integrate emerging diagnostic technologies may reduce our service relevance and weaken competitive positioning.***

The diagnostic healthcare industry is evolving rapidly with advancements in imaging systems, molecular diagnostics, AI-assisted reporting, and digital pathology. Staying at the forefront of such technological innovation is essential to maintaining clinical accuracy, operational efficiency, and competitive differentiation. However, the adoption of new diagnostic technologies often requires significant capital expenditure, training of personnel, and integration into existing workflows.

Failure to upgrade outdated systems or incorporate emerging technologies in a timely manner may limit our ability to offer comprehensive services, affect turnaround times, or result in sub-optimal patient experiences. Additionally, competitors adopting newer platforms or automated solutions may gain a market advantage through improved accuracy, speed, or cost-effectiveness. While we actively invest in upgrading our diagnostic equipment, including MRI, PET-CT, and molecular testing platforms, and are exploring automation and digitization opportunities, there is no assurance that we will always be able to respond quickly to disruptive technological changes.

Budgetary constraints, vendor dependency, or regulatory clearances may also slow down implementation. Inability to keep pace with technological advancements could gradually diminish our relevance in the market and negatively affect customer acquisition and retention.

**23. *There may be adverse consequences from changes in government healthcare policy or diagnostic sector regulations which could impact our operations and compliance framework.***

As a healthcare service provider, we operate within a highly regulated environment that is subject to continuous evolution through changes in government policies, healthcare frameworks, diagnostic standards, and licensing norms. Any modification in regulatory requirements—such as pricing controls, clinical establishment laws, lab accreditation mandates, or tax structures—could necessitate operational changes and increase compliance costs. Moreover, government-mandated public health programs or insurance schemes may revise reimbursement rates or testing protocols, affecting revenue generation from institutional clients.

There is also a risk that new policies aimed at standardizing or consolidating diagnostic services may impose restrictions on certain procedures or facilities, particularly those related to high-end imaging or molecular diagnostics. While we remain engaged with regulatory bodies and industry associations to stay informed and compliant, there is no assurance that future regulations will not impose unforeseen obligations. Additionally, any non-compliance, even if inadvertent, may attract penalties, suspension of services, or reputational damage.

Although we continuously invest in regulatory monitoring and adapt our practices accordingly, changes in government policy remain an external factor beyond our control and may negatively impact our operations, pricing strategy, and financial performance.

**24. *Our reliance on select vendors for diagnostic consumables and reagents may expose us to supply chain disruptions and price volatility.***

Our diagnostic operations rely heavily on timely procurement of consumables, reagents, kits, and accessories used in testing procedures. These inputs are often sourced from a limited pool of approved vendors to ensure compatibility with specialized equipment and compliance with quality standards. Any disruption in the supply chain—due to logistical delays, vendor insolvency, regulatory issues, or geopolitical constraints—could interrupt our testing schedules, delay report delivery, or necessitate temporary suspension of certain services.

Furthermore, prices of reagents and consumables are susceptible to exchange rate volatility, raw material shortages, and global supply trends, which could affect cost structures and margins. While we maintain inventory buffers, there is no assurance that alternative sources will be immediately available or equally cost-effective. Additionally, quality variation among suppliers may impact test reliability or result in customer complaints. Despite our vendor vetting processes and procurement planning efforts, any prolonged disruption or cost escalation in consumables may adversely affect our operational efficiency and profitability.

**25. *Any increase in or occurrence of our contingent liabilities may adversely affect our financial condition.***

Our Company is subject to certain contingent liabilities which are not yet settled. These contingent liabilities are disclosed in our financial statements and are based on estimates and judgments regarding the likelihood of outcomes and potential financial impacts.

The potential for these liabilities to materialize could require us to make significant provisions or incur other costs, which may strain our financial resources. Additionally, such liabilities could lead to reputational damage, regulatory scrutiny, or operational disruptions, further affecting our business.

The following table sets forth our contingent liabilities for the financial year ended September 30, 2024, March 31, 2024, March 31, 2023, March 31, 2022 as per the Restated Financial Information:

Particulars	For the year ended/period ended			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Guarantees issued by Bank on behalf of the Company	17.89	20.55	11.40	10.00
Capital Commitment	-	-	-	-
<b>Total</b>	<b>17.89</b>	<b>20.55</b>	<b>11.40</b>	<b>10.00</b>

Any increase in our contingent liabilities or occurrence of these liabilities may materially and adversely affect our financial position, results of operations and cash flows. For further details of our contingent liabilities, please refer to section titled “Financial Information of our Company” beginning on Page 164 of this Draft Red Herring Prospectus.

**26. We may become subject to professional malpractice liability claims, which could be costly and, therefore, could negatively affect our business, results of operations and financial condition.**

The delivery of diagnostic services involves certain inherent risks that we must address and manage as part of our operations. While we do not consider our activities to be classified as the practice of medicine, there remains the potential for legal claims, suits, or complaints to be asserted against us in the future related to the services provided by our employees at our diagnostic centres.

Our company offers advanced radiology testing services, which sometimes involve complex procedures. Certain tests may require the performance of invasive or anesthetic procedures based on prescriptions provided by doctors. In these instances, there is a risk that patients could suffer injuries, experience complications, or develop adverse reactions during or after the procedure. These adverse outcomes could result in claims from the affected patients and, potentially, regulatory authorities. Even if the claims do not involve direct medical negligence by our staff or doctors, the risk of facing litigation is present. Although we have not experienced such incidents in past.

Moreover, we may also be subject to professional liability claims for issues related to the use or malfunction of diagnostic equipment, which could lead to improper results or diagnosis. Another potential risk involves accidental contamination or injury arising from exposure to radiation during certain diagnostic procedures, which could also result in claims against us.

For further details see “Outstanding Litigation and Material Developments” beginning on page 177 of this DRHP.

**27. Any inadequacy in collection of, or failure or delay in the delivery of, specimens to our processing laboratories could compromise or destroy the integrity of such specimens, which could adversely affect our business, results of operations and financial condition.**

The process of collecting specimens is highly dependent on the skill and performance of our front-end employees. Any losses, errors or delays in the specimen 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 specimens depend on several factors beyond our control, including weather and road conditions. Any disruptions in transportation services on account of natural disasters, strikes, lock-outs, terrorism, inadequacies in the road or air infrastructure, weather related problems, or other events could affect our ability to receive specimens and generate test results in a timely manner.

For example, the lockdown due to the outbreak of COVID-19 has marginally affected the process and timeliness of collection and delivery of specimens. As a result, we may experience loss of specimens, delays and inefficiencies, including mislabelling of specimen, which are not within our control. If we are unable to deliver or receive specimens at our processing 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 patients may be delayed, which could adversely affect our reputation.

Further, specimens may be lost, damaged or contaminated due to mishandling while in transit. In the event specimens are lost, destroyed, damaged or contaminated, we may incur additional costs, such as the cost of re-administering tests or from delays in the generation of critical test results. The occurrence of any such events could adversely affect our reputation, business, results of operations and financial condition.

**28. We have experienced negative cash flows in the past. Any such negative cash flows in the future could affect our business, results of operations and prospects.**

Our Company had reported certain negative cash flows from operating, investing activities and financing activities in the previous years as per the Restated Financial Statements and the same are summarized as under:

(Rs. in Lakhs)

Particulars	As on 30th September 2024	For the year ended March 31,		
		March 31, 2024	March 31, 2023	March 31, 2022
Cash flow from Operating Activities	660.53	792.86	(11.89)	363.80
Cash flow from Investing Activities	(584.71)	(1,103.21)	210.83	(519.94)
Cash flow from Financing Activities	(26.04)	336.19	(647.34)	450.45

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If our Company is not able to generate sufficient cash flows, it may affect our business and financial operations.

For further please refer chapter titled “Financial Information of our company” beginning on Page 164 of this Draft Red Herring Prospectus.

**29. *We have entered into related party transactions and may continue to enter into such transactions under Ind AS 18, in the future, and there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties.***

Our Company in the past has entered into Related Party Transactions and may continue to do so in future also, which may affect our competitive edge. Our Company had entered into various transactions with our Promoters, Promoter Group, Directors and their Relatives and KMPs. These transactions, inter-alia includes salary, remuneration, rent expenses, loans & advances etc. Our Company entered into such transactions due to easy proximity and quick execution.

While all our related party transactions have been conducted on an arm’s length basis and in compliance with application provisions, we cannot assure you that we may not have achieved more favorable terms had such transactions been entered into with unrelated parties. There can be no assurance that such transactions, individually or taken together, will not have an adverse effect on our business, prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise. In addition, our business and growth prospects may decline if we cannot benefit from our relationships with them in the future.

For further details of our related party transactions, please refer chapter titled “Financial Information of our Company” beginning on Page 164 of this Draft Red Herring Prospectus.

**30. *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 is continually evolving with ongoing innovations and advancements in tests, 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. 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. As a result, 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.

**31. *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 been able to identify 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.

For further details, please refer chapter titled “Business overview” beginning on page 108 of this Draft Red Herring Prospectus.

**32. *The Company is yet to place orders for some of the Equipments for our proposed object, as specified in the Objects of the Issue. Any delay in placing orders, procurement may delay our implementation schedule and may also lead to increase in price of these plant & machinery, further affecting our revenue and profitability.***

Although we have identified the type of Equipments required to be bought however, we are yet to place orders for some of the Equipments worth Rs 1518.51 lakhs as detailed in the “Objects of the Issue” beginning on page 72 of this Draft Red Herring Prospectus. These are based on our estimates and on third-party quotations, which are subject to a number of variables, including possible cost overruns, changes in management’s views of the desirability of current plans, among others which may have an adverse effect on our business and results of operations.

Further, we cannot assure that we would be able to procure these Equipments, or procure the same within budgeted costs and timelines. Delays in acquisition of the same could result in the cost and time overrun, which would have a material adverse effect on our business, results of operations and financial condition.

For further details, please refer to the chapter titled “Objects of the Issue” beginning on page 72 of this Draft Red Herring Prospectus.

**33. *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 Registered Office and all our centres, are situated and operated from leased premises. 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 at favourable terms or at all.

Some of the lease agreements we have entered into have not been registered with the relevant state authorities, as required by law. This means that these agreements are not officially recorded or acknowledged by the state, which could potentially impact their legal enforceability or recognition in certain circumstances. While the leases are still binding between the parties involved, the lack of registration may expose the company to certain risks, including issues related to property rights, dispute resolution, or compliance with local regulations.

Any such event may adversely impact our operations (including by way of temporary disruptions) and cash flows and may divert management attention from our business operations. In case of any deficiency in the title of the owners from whose premises we operate, breach of the contractual terms of any lease, leave and license agreements, or if any of the owners of these premises do not renew the agreements under which we occupy the premises, or if they seek to renew such agreements on terms and conditions unfavourable to us, or if they terminate our agreements, we may suffer a disruption in our operations and will have to look for alternate premises.

For further details, please refer chapter titled “Business overview” beginning on page 108 of this Draft Red Herring Prospectus.

**34. *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 insurance for diagnostic centres, commercial vehicle insurance policies for medical practitioners etc. 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 honoured fully, in part or on time, or that we have obtained sufficient insurance to cover all our losses. 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.

For further details, please refer chapter titled “Business overview” beginning on page 108 of this Draft Red Herring Prospectus.



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

As on the date of this Draft Red Herring Prospectus, our Promoter and Promoter Group together hold 100.00% of our pre-issue Equity Share capital. Following the completion of the Issue, our Promoter and Promoter Group, shall continue to hold a majority of our Company's post-issue Equity Share capital. This concentration of ownership could limit your ability to influence corporate matters requiring shareholders' approval. 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.

For further details, please refer to chapter titled "Capital Structure" beginning on page 60 of this DRHP.

**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 details, please refer to chapter titled "Dividend Policy" on page 163 of this DRHP.

**37. *Our Company has availed unsecured loans which are repayable on demand. Any demand from lenders for repayment of such unsecured loans, may adversely affect our cash flows.***

As on September, 2024, our Company has unsecured loans from loan from directors amounting to ₹ 373.00 lakhs that are repayable on demand to them. Such loans are not repayable in accordance with any agreed repayment schedule and may be recalled by the relevant lenders at any time. Any such unexpected demand or accelerated repayment may have a material adverse effect on the business, cash flows and financial condition. For further details of unsecured loans of our Company, please refer chapter titled "Restated Financial Information" beginning on page 164 of this Draft Red Herring Prospectus.

**38. *We have incurred substantial indebtedness which exposes us to various risks which may have an adverse effect on our business and the results of operations.***

As of September 30, 2024, we have ₹ 2,113.17 Lakhs of outstanding debt as per the restated financials of the Company. This level of indebtedness has significant implications for our business and operations, which include the following potential consequences:

**Increased Vulnerability to Economic, Industry, and Competitive Conditions:** Our current debt levels make us more sensitive to adverse economic conditions, such as a downturn in the market or industry-specific challenges. This vulnerability may limit our ability to respond effectively to such situations, as we would be required to allocate resources toward servicing debt rather than addressing operational challenges or taking advantage of new business opportunities.

**Limited Flexibility in Business Planning and Response:** High levels of debt can restrict our ability to make agile decisions and adapt to changes in the business environment. For instance, if there are changes in market conditions or shifts in consumer demand, our financial commitments may limit our ability to invest in new initiatives or pivot our business strategy accordingly.

**Impact on Credit Rating:** Our high debt levels could affect our creditworthiness, potentially leading to a downgrade in our credit rating. A lower credit rating could increase the cost of borrowing, limit our access to credit markets, and affect our ability to obtain favorable financing terms in the future.

**Limited Borrowing Capacity:** With significant debt already on our balance sheet, we may face challenges in securing additional financing if needed. Financial institutions and lenders may view our company as a higher risk, and as a result, we may find it more difficult to borrow additional funds, or we may be subject to stricter terms and higher interest rates on future loans.

**Increased Interest Expenditure:** Given that almost all of our debt is tied to floating interest rates, we are exposed to fluctuations in interest rates. This could result in higher interest payments, particularly in a rising interest rate environment. Such increases in interest expenditure could further erode our profitability and cash flow, making it more difficult to manage ongoing operations or invest in growth opportunities.

These factors underscore the importance of managing our debt levels carefully and taking steps to ensure that we are not overly reliant on external financing, especially in an environment of rising interest rates or economic uncertainty.

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

The success of our business will depend greatly on our ability to effectively implement our business and growth strategy. Our growth strategy involves focusing on Optimal Utilization of Resources and to develop relationships with customer. For further details, see the section titled “Business Overview” on page 108 of this Draft Red Herring Prospectus. Our success in implementing our growth strategies may be affected by:

- Our ability to identify and enter new markets for expansion.
- Our ability to maintain the consistent quality of our cotton products.
- Changes in the regulatory environment affecting the diagnostics industry in India.

There can be no assurance that we will be able to execute our strategy on time or within our projected budget, or that our expansion plans will necessarily lead to increased profitability. Any of these factors could affect our results of operations. We cannot guarantee that we will not experience time delays or cost overruns in implementing our strategies in the future. Additionally, our growth strategy may place significant demands on our management, financial, and other resources, requiring continuous improvement of our operational and internal controls. Our inability to effectively manage our business and growth strategy could have a negative impact on our financial position and profitability.

***40. Our Promoter and Executive Directors hold Equity Shares in our Company and are therefore interested in the Company’s performance in addition to their remuneration and reimbursement of expenses.***

Our Promoters and Directors are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. We cannot assure you that our Promoters will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoter may take or block actions with respect to our business which may conflict with the best interests of the Company or that of minority shareholders. For further information on the interest of our Promoter and Directors of our Company, other than reimbursement of expenses incurred or normal remuneration or benefits, see “Our Management” and “Our Promoter and Promoter Group” on pages 144 and 158 respectively of this Draft Red Herring Prospectus.

***41. We are heavily dependent on our Directors and Key Managerial Personnels for the continued success of our business through their continuing services and strategic guidance and support.***

Our Promoters, Managing Director, Whole Time Director and management team have significantly contributed to the growth of our business, and our future success is dependent on the continued services of our management team. Our Managing Director Mr. Devendra Singh Yadav and whole-time Director Mrs. Deepali Yadav are having experience of 38 years and 11 years respectively in this Industry which turn out beneficial for the Company. An inability to retain any key managerial personnel may have an adverse effect on our operations. Our ability to execute contracts and to obtain new clients also depends on our ability to attract, train, motivate and retain highly skilled professionals, particularly at managerial levels. We might face challenges in recruiting suitably skilled personnel, particularly as we continue to grow and diversify our operations. In the future, we may also not be unable to compete with other larger companies for suitably skilled personnel due to their ability to offer more competitive compensation and benefits. The loss of any of the members of our senior management team, our directors or other key personnel or an inability on our part to manage the attrition levels; may materially and adversely impact our business, results of operations, financial condition and growth prospects.

For further details of our Promoters and Management, please refer chapter titled “Our Promoters and Promoter Group” and “Our Management” beginning on Page 158 and 144 of this Draft Red Herring Prospectus.

***42. We have in the last 12 months issued Equity Shares at a price that may be at lower than the Issue Price.***

In the last 12 months we may have issued fresh Equity Shares to the promoters and promoter group of our Company which are as follows: -

- Bonus Issue of 1,00,00,000 Equity Shares of Rs.10/- each in the ratio of 10:1 dated February 24, 2025.

Our Promoters average cost of acquisition of Equity Shares in our Company is lower than the Issue Price decided by the Company in consultation with the Book Running Lead Manager.

For Further details of equity shares issued, please refer to the chapter titled “Capital Structure” beginning on page 60 of the Draft Red Herring Prospectus.

**43. *Our Promoters and directors have provided personal guarantees to certain loan facilities availed by us, which if revoked may require alternative guarantees, repayment of amounts due or termination of the facilities.***

Our Promoters and directors have provided personal guarantees in relation to certain loan facilities availed of by us. In the event that any of these guarantees are revoked by promoters, members of Promoter group or third party, the lenders for such facilities may require alternate properties as mortgages/guarantees, repayment of amounts outstanding under such facilities, or may even terminate such facilities. We may not be successful in procuring alternative properties/guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which may not be available on acceptable terms or at all and any such failure to raise additional capital could affect our operations and our financial condition.

**44. *Industry Overview section of this Draft Red Herring Prospectus contains information from the Dun & Bradstreet Report which we commissioned and purchased and any reliance on such information for making an investment decision in the Issue is subject to inherent risks.***

Industry Overview section of this Draft Red Herring Prospectus (DRHP) contains information sourced from the Dun & Bradstreet Report, which was commissioned and purchased by the Company. While the Company has made efforts to ensure the accuracy and reliability of the information contained in such third-party reports, there are inherent risks associated with relying on this data.

The information provided by Dun & Bradstreet is based on their analysis, methodologies, and assumptions, which may not fully reflect the current or future financial performance or market conditions of the Company. The accuracy, completeness, and timeliness of the data cannot be guaranteed, and there is a possibility that the report may contain errors or outdated information.

As such, investors should not place undue reliance on the information sourced from the Dun & Bradstreet Report and should consider this as one of many factors in their investment decision-making process. The Company does not assume any responsibility for the accuracy or completeness of the third-party report and recommends that investors conduct their own independent due diligence.

**45. *The Issue Price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue and the market price of our Equity Shares may decline below the Issue Price and you may not be able to sell your Equity Shares at or above the Issue Price.***

The Issue Price of our Equity Shares has been determined through the Book building process. This price is based on numerous factors. For further information, see “Basis for Issue Price” beginning on page 84 of this Draft Red Herring Prospectus and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price are:

- Half-Yearly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;
- Changes in revenue or earnings estimates or publication of research reports by analysts;
- Speculation in the press or investment community;
- Domestic and international economic, legal and regulatory factors unrelated to our performance.

**46. *Our lenders have charge over our movable and immovable properties in respect of finance availed by us.***

As of September 30, 2024, our company has secured outstanding debt amounting to ₹1,740.17 Lakhs. To ensure the repayment of this debt, we have created a charge over our movable and immovable properties, providing security to our lenders. In the event of a default in repaying the principal amount or any interest on the loans, the lenders have the right to seize our properties, which are pledged as collateral. This could lead to a significant loss of assets and disrupt our operations. Such a scenario could have a material adverse effect on our business, cash flows, and overall financial condition, potentially hindering our ability to continue normal operations, meet financial obligations, and attract further investments. Therefore, it is critical for us to maintain consistent cash flow and avoid defaults to safeguard our financial health and business continuity.

For further information on the financing and loan agreements along with the total amounts outstanding, please refer to section titled “*Restated Financial Information*” on page 164 of this Draft Red Herring Prospectus.

**47. *Our Company’s management will have flexibility in utilizing the Net Proceeds from the Issue. The deployment of the Net Proceeds from the Issue is not subject to any monitoring by any independent agency.***

Our Company intends to primarily use the Net Proceeds towards capital expenditure, working capital requirement, repayment of loan and for general corporate purposes as described in “Objects of the Issue” on page 72 of this Draft Red Herring Prospectus. In terms of the SEBI (ICDR) Regulations, we are not required to appoint a monitoring agency since the Issue size is not in excess of ₹50 crores. The management of our Company will have discretion to use the Net Proceeds from the Issue, and investors will be relying on the judgment of our Company’s management regarding the application of the Net Proceeds from the Issue. Our Company may have to revise its management estimates from time to time and consequently its requirements may change.

Further, pursuant to Section 27 of the Companies Act 2013, any variation in the objects would require a special resolution of the Shareholders and our Promoters or controlling Shareholders will be required to provide an exit opportunity to the Shareholders of our Company who do not agree to such proposal to vary the objects, in such manner as may be prescribed in future by the SEBI.

Accordingly, prospective investors in the Issue will need to rely upon our management’s judgment with respect to the use of Net Proceeds. If we are unable to enter into arrangements for utilization of Net proceeds as expected and assumed by us in a timely manner or at all, we may not be able to derive the expected benefits from the proceeds of the Issue and our business and financial results may suffer.

**48. *We have not identified any alternate source of raising the funds required for the object of the Issue and the deployment of funds is entirely at our discretion and as per the details mentioned in the section titled “Objects of the Issue”.***

Our Company has not identified any alternate source of funding for our object of the Issue and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds can adversely affect our growth plan and profitability. The delay/shortfall in receiving these proceeds could result in inadequacy of funds or may result in borrowing funds on unfavourable terms, both of which scenarios may affect the business operation and financial performance of the company. Further the deployment of the funds raised in the issue will be entirely at the discretion of the management and any revision in the estimates may require us to reschedule our projected expenditure and may have a bearing on our expected revenues and earnings.

For further details of Please refer chapter titled “*Object for the Issue*” beginning on page 72 of this Draft Red Herring Prospectus.

**49. *Any future issuance of Equity Shares may dilute your shareholdings, and sale of the Equity Shares by our major shareholders may adversely affect the trading price of our Equity Shares.***

Any future equity issuances by our Company may lead to the dilution of investors’ shareholdings in our Company. In addition, any sale of substantial Equity Shares in the public market after the completion of this Issue, including by our major shareholders, or the perception that such sales could occur, could adversely affect the market price of the Equity Shares and could significantly impair our future ability to raise capital through offerings of the Equity Shares. We cannot predict what effect, if any, market sales of the Equity Shares held by the major shareholders of our Company or the availability of these Equity Shares for future sale will have on the market price of our Equity Shares.

**50. *The requirements of being a public listed company may strain our resources and impose additional requirements.***

With the increased scrutiny of the affairs of a public listed company by shareholders, regulators and the public at large, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur in the past. We will also be subject to the provisions of the listing agreements signed with the Stock Exchange. In order to meet our financial control and disclosure obligations, significant resources and management supervision will be required. As a result, management’s attention may be diverted from other business concerns, which could have an adverse effect on our business and operations. There can be no assurance that we will be able to satisfy our reporting obligations and/or readily determine and report any changes to our results of operations in a timely manner as other listed companies. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge, and we cannot assure that we will be able to do so in a timely manner. Failure of our Company to meet the listing requirements of stock exchange could lead to imposition of huge penalties, if any including suspension of trading, imposed by Stock Exchange.

## EXTERNAL RISK FACTORS

**51. *The COVID-19 pandemic, or any future pandemic or widespread public health emergency, could materially and adversely impact our business, financial condition, cash flows and results of operations.***



Since first being reported in December 2019, the outbreak of COVID-19 has spread globally. The World Health Organization declared the outbreak of COVID-19 to be a public health emergency of international concern on January 30, 2020, and a global pandemic on March 11, 2020.

The COVID-19 pandemic has had, and any future pandemic or widespread public health emergency could have, repercussions across regional and global economies and financial markets. The outbreak of COVID-19 in many countries, including India has significantly and adversely impacted economic activity and has contributed to significant volatility and negative pressure in financial markets, and it is possible that the outbreak of COVID-19 will cause a prolonged global economic crisis, recession or depression, despite monetary and fiscal interventions by governments and central banks globally.

The global impact of the outbreak has been rapidly evolving. As cases of COVID-19 have continued to be identified in additional countries, many jurisdictions, including the governments of India, have reacted by instituting restrictive measures including invoking lock downs and quarantines, requiring the closure of non-essential businesses and placing restrictions on the types of businesses that may continue to operate, mandating restrictions on travel, implementing “shelter-in-place” rules and “stay-at-home” orders, and enforcing remote working regulations. No prediction can be made of when any of the restrictions currently in place will be relaxed or expire, or whether or when further restrictions will be announced. Although some governments are beginning to ease or lift these restrictions, the impacts from the severe disruptions caused by the effective shutdown of large segments of the global economy or localized lockdowns remain unknown.

On March 24, 2020, the Government of India ordered a national lockdown in response to the spread of COVID-19. Our business was determined to be operating in an essential industry, which allowed us to continue our operations after the introduction of the lockdown in India, subject to certain adjustments in working patterns.

There can be no assurance that there will not be any material impact on our operations if the outbreak of COVID-19 is not effectively controlled. Although some restrictions have been eased, it is not yet clear when the lockdown conditions will be fully lifted in India. Further, although we were declared an essential business and were able to adjust our business to continue operating during the lockdown, there can be no assurance that further restrictions will not be introduced or that we will continue to retain such essential status. Further, we may be required to quarantine employees that are suspected of being infected of COVID-19, as well as others that have come into contact with those employees or shut down our manufacturing facilities as a health measure, which could have an adverse effect on our business operations or result in a delay in the production and supply of products to our customers in a timely manner. If any of our suppliers are affected by COVID-19 to the extent our supply chain is disrupted, this may affect our ability to meet the demand of our customers.

The full extent to which the COVID-19 pandemic, or any future pandemic or widespread public health emergency impacts our business, operations and financial results will depend on numerous evolving factors that we may not be able to accurately predict, including the scope, severity, and duration of the pandemic; actions taken by governments, business and individuals in response to the pandemic; the effect on customer demand for and ability to pay for our products; the disruptions or restrictions on our employees’ and suppliers’ ability to work and travel; volatility in foreign exchange rates; any extended period of remote work arrangements; and strain on our or our customers’ business continuity plans, and resultant operational risk.

The COVID-19 pandemic, or any future pandemic or widespread public health emergency could therefore materially and adversely impact our business, financial condition, cash flows and results of operations.

***52. The price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not develop.***

Prior to this Issue, there has been no public market for our Equity Shares, and the trading of our shares on the stock exchange will commence only after listing approvals and completion of necessary formalities. Although our Company, in coordination with the Book Running Lead Manager, has appointed Spread X Securities Private Limited as the Designated Market Maker for the Equity Shares, there is no assurance that an active or sustained trading market will develop or be maintained post-listing. The absence of sufficient market depth or investor participation may result in low trading volumes, price volatility, or limited liquidity.

Following the listing, the market price of our Equity Shares may be subject to significant fluctuations due to a variety of factors beyond our control. These include, but are not limited to, variations in our financial performance, future growth expectations, announcements of new contracts, partnerships, or acquisitions, general economic and political developments, regulatory changes, and movements in global or domestic capital markets. Further, investor perception of our business, the diagnostic and healthcare sector in general, or the Indian economy may influence trading behavior and valuation.

Volatility in global financial markets or negative news relating to comparable companies in the sector could also impact our share price, regardless of our actual performance. Consequently, there is a risk that the Equity Shares may trade at prices that do not reflect their fundamental value, or that investors may face difficulty in liquidating their holdings at a desired price or timeframe.



**53. *You will not be able to sell immediately on Indian Stock Exchanges any of the Equity Shares you purchase in the Issue until the Issue receives appropriate trading permissions.***

Investors subscribing to the Equity Shares in this Issue should note that they will not be able to sell or trade such shares immediately upon allotment, as trading on the Indian stock exchanges can commence only after certain regulatory formalities are completed. Pursuant to Indian laws and regulations, including those laid out by the Securities and Exchange Board of India (SEBI) and the stock exchanges, various post-issue procedures must be finalized before trading permissions are granted. These include the completion of allotment, credit of shares to investors' demat accounts, and obtaining listing and trading approvals from the designated stock exchange.

There can be no assurance that these procedural requirements will be completed within the anticipated timeline. Delays in the credit of Equity Shares to the respective dematerialized accounts due to administrative, technical, or compliance-related reasons may restrict investors from selling their shares within expected timeframes. Further, any unforeseen delay or denial of listing permission by the stock exchange could adversely affect investor liquidity and confidence.

As mandated under Section 40 of the Companies Act, 2013, if the stock exchange refuses to grant listing approval, we are obligated to refund all monies collected from investors. Although we are taking all reasonable steps to ensure timely completion of the post-issue formalities and listing process, any delay or failure in receiving the requisite approvals may restrict the ability of investors to exit or trade their holdings, potentially affecting the value and liquidity of their investment.

**54. *Our operations are subject to environmental, health and safety laws and regulations.***

Our operations are subject to various Central and State environmental laws and regulations relating to the control of pollution in the various locations in India where we operate. In particular, the discharge or emission of chemicals, dust or other pollutants into the air, soil or water that exceed permitted levels and cause damage to others may give rise to liability to the Government and third parties, and may result in our incurring costs to remedy such discharge or emissions. There can be no assurance that compliance with such environmental laws and regulations will not result in a curtailment of operations, or a material increase in the costs of operations, or otherwise have a material adverse effect on the financial condition and results of our operations. Environmental laws and regulations in India have been increasing in stringency and it is possible that they will become significantly more stringent in the future. Stricter laws and regulations, or stricter interpretation of the existing laws and regulations, may impose new liabilities on us or result in the need for additional investment in pollution control equipment, either of which could adversely affect our business, financial condition or prospects. While as of the date of this Draft Red Herring Prospectus, we are not subject to any environmental legal proceedings, we may be impleaded in such legal proceedings in the course of our business. Such legal proceedings could divert management time and attention, and consume financial resources in Defense or prosecution of such legal proceedings or cause delays in the construction, development or commencement of operations of our projects. No assurance can be given that we will be successful in all, or any, of such proceedings.

**55. *There is no guarantee that the Equity Shares issued pursuant to the Issue will be listed on the SME Platform of BSE Limited in a timely manner, or at all.***

In accordance with Indian law and customary practice, the listing and trading of Equity Shares issued pursuant to this Issue on the SME Platform of BSE Limited can only occur after the completion of allotment and the submission of all necessary documentation to the relevant authorities. The listing is subject to the receipt of final approvals from BSE Limited, and there is no assurance that such approvals will be granted in a timely manner, or at all. Any delay in meeting the post-issue formalities, discrepancies in submitted documents, or procedural lapses may postpone the listing timeline. Moreover, technical issues, regulatory scrutiny, or changes in applicable listing requirements may also contribute to unexpected delays.

Failure or delay in listing could affect the liquidity of the Equity Shares and restrict investors' ability to trade or exit their holdings, thereby impacting investment flexibility. In addition, prolonged delays in listing may also affect market perception and investor confidence, particularly in the initial days of trading. While we have taken steps to ensure compliance with listing regulations and are working closely with our Lead Manager and legal advisors to ensure a smooth listing process, there is no guarantee that all formalities will be completed within the expected timeframe. Any such delay or non-listing may adversely affect the interests of investors subscribing to the Issue.

**56. *Taxes and other levies imposed by the Government of India or other State Governments, as well as other financial policies and regulations, may have a material adverse impact on our business, financial condition and results of operations.***

Our business is subject to various taxes and levies imposed by the Government of India as well as State Governments, including but not limited to income tax, Goods and Services Tax (GST), customs duties, and other surcharges or cesses. The rates and structure of these taxes are subject to change depending on fiscal policies, budgetary decisions, or policy shifts at the central or

state level. There is no assurance that the current tax rates, exemptions, or incentives applicable to our business operations will remain unchanged in the future. Any adverse modification, such as an increase in GST rates applicable to healthcare services, introduction of new levies, or withdrawal of exemptions, could significantly impact our cost structures, pricing flexibility, and overall profitability.

Additionally, tax policies are often subject to evolving interpretations, litigation, and regulatory clarifications. The implementation of the Goods and Services Tax has brought substantial change to the tax regime, and while it has created uniformity in indirect taxation, it has also introduced compliance complexities and transitional risks. Any future amendments to GST provisions, input credit eligibility, or procedural requirements may result in increased compliance burdens and financial exposure. Furthermore, retrospective tax amendments or changes in direct tax frameworks, including corporate tax rates, could materially impact our financial condition and operating results. Despite ongoing efforts to ensure compliance and tax efficiency, changes in fiscal policies remain an uncontrollable external factor that may adversely affect our business and investor returns.

***57. Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.***

Under the prevailing foreign exchange regulations in India, the transfer of shares between residents and non-residents is generally permitted without requiring prior approval, provided such transfers comply with the pricing guidelines and reporting requirements prescribed by the Reserve Bank of India (RBI). However, if any proposed transfer does not align with the specified valuation norms or falls under categories requiring specific permission—such as transfers involving entities from restricted jurisdictions or non-compliant structuring—prior approval from the RBI may be necessary. Any delay or refusal in obtaining such approvals may hinder or restrict the ability of non-resident shareholders to effectuate the transfer of Equity Shares.

Furthermore, non-resident investors intending to convert sale proceeds received in Indian Rupees into foreign currency for repatriation outside India are required to obtain a no-objection certificate or tax clearance certificate from the Indian income tax authorities. The process for securing such approvals involves multiple procedural formalities and may be time-consuming or subject to regulatory scrutiny. There is no assurance that the required approvals from the RBI, tax authorities, or any other regulatory agency will be granted in a timely manner or at all, or that they will be granted without the imposition of conditions that may be financially or operationally burdensome.

Any such limitations, delays, or additional requirements may adversely affect the liquidity of the Equity Shares for non-resident investors and could restrict their ability to realize investment proceeds efficiently.

***58. Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price.***

Our business and financial performance may be influenced by global economic, political, and social conditions that are beyond our control. Factors such as changes in international interest rates, inflationary or deflationary pressures, economic slowdowns or recessions, and fluctuations in foreign exchange markets may have an indirect impact on consumer behavior, investment activity, and demand for healthcare services. Additionally, shifts in fiscal and monetary policies by major economies, trade restrictions, or cross-border taxation reforms may affect foreign investment flows and economic sentiment in emerging markets such as India.

Political instability, global geopolitical tensions, and military conflicts in certain regions can also result in supply chain disruptions, fuel price volatility, and investor uncertainty. Social unrest, public health emergencies, and terrorist activities—whether in India or abroad—can create disturbances that impair economic confidence, workforce mobility, or operational continuity. These uncertainties may adversely affect investor confidence in emerging market equities, including our stock, and could result in increased market volatility or a decline in stock prices.

Moreover, any adverse global developments may influence domestic economic planning and regulatory responses, leading to policy changes that could impact the ease of doing business or increase compliance requirements. Although we operate primarily within India, the interconnected nature of global markets means that significant international events may indirectly affect our cost structures, financing options, and overall business outlook. As such, global macroeconomic and political shifts remain a potential source of financial and operational risk for our Company.

***59. Civil disturbances, extremities of weather, regional conflicts and other political instability may have adverse effects on our operations and financial performance.***

Our business operations are susceptible to a range of external events that are beyond our control, including civil disturbances, regional conflicts, natural disasters, and political instability. Instances such as earthquakes, floods, fires, cyclones, or other extreme weather events can disrupt physical infrastructure, affect logistics and specimen transportation, damage facilities, or temporarily

halt operations. In addition to operational disruption, such events may lead to increased repair and restoration costs, delays in service delivery, or a decline in patient footfall during affected periods.

Furthermore, outbreaks of violence, protests, or communal disturbances—whether localized or widespread—can hinder staff mobility, create safety concerns, and lead to suspension of diagnostic services in specific regions. As a geographically diversified healthcare service provider, our ability to ensure uninterrupted service depends on stable civic and environmental conditions in each operational location. In the event of natural calamities or regional conflicts, our diagnostic centres may be temporarily shut down, resulting in revenue loss and reputational impact.

In addition, broader political, social, or economic disruptions—including changes in government policy, tax regulations, healthcare laws, or administrative controls—may adversely affect the healthcare sector as a whole. Uncertainty stemming from policy shifts or socio-political unrest may also impact investor sentiment and the liquidity or market price of our Equity Shares. While we seek to build resilience through infrastructure planning and business continuity frameworks, we cannot guarantee full immunity from the adverse effects of such external factors on our operations or financial performance.

***60. Terrorist attacks, civil unrests and other acts of violence or war involving India or other countries could adversely affect the financial markets, our business, financial condition and the price of our Equity Shares.***

Terrorist attacks, civil unrest, geopolitical tensions, and acts of war—whether occurring within India or globally—pose significant risks to the overall economic environment and may adversely affect investor sentiment, capital markets, and business continuity. India has experienced terrorist incidents and localized conflicts in the past, and any recurrence of such events may lead to disruptions in transportation, public services, or regional stability, thereby affecting normal business operations. Such disturbances can reduce patient mobility, cause safety concerns for employees, and temporarily disrupt services at our diagnostic centres.

Additionally, large-scale violence, military escalation, or regional hostilities may lead to heightened border tensions, trade restrictions, or economic sanctions that affect cross-border transactions and investment flows. Incidents of terrorism or war—whether in India or elsewhere—often result in global financial market volatility, which may cause a decline in stock prices, foreign investor outflows, and increased uncertainty in emerging market economies, including India.

Events such as the past attacks in India, and others globally like those in the United States, Indonesia, Madrid, and London, have shown that such acts of violence can significantly impact capital markets and economic activity. Any such event may also affect the market for Indian securities, including our Equity Shares, by reducing investor interest or delaying market participation. While we remain focused on operational resilience, such events are inherently unpredictable and may materially impact our business operations, financial condition, and the trading price of our Equity Shares.

## SECTION IV – INTRODUCTION

### THE ISSUE

Present Issue in terms of this Draft Red Herring Prospectus:

Particulars	Details
<b>Equity Shares Issued*</b>	Issue of upto 41,00,000 Equity Shares of ₹ 10/- each at a price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
<b>Of which:</b>	
<b>Reserved for Market Makers</b>	[●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
<b>Net Issue to the Public</b>	[●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
<b>Of which</b>	
<b>A. Allocation to Qualified Institutional Buyers</b>	Not more than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
of which:	
i) Anchor Investor Portion	Not more than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
ii) Net QIB Portion (assuming the anchor Investor Portion is fully subscribed)	Not more than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
of which:	
a) Available for allocation to Mutual Funds only (5% of the QIB Portion (excluding Anchor Investor Portion))	Not less than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
b) Balance of QIB Portion for all QIBs including Mutual Funds.	Not less than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
<b>B. Allocation to Non-Institutional Investors</b>	Not less than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
<b>C. Allocation to Individual Investors</b>	Not less than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
Equity Shares outstanding prior to the Issue	1,10,00,000 Equity Shares of ₹ 10/- each
Equity Shares outstanding after the Issue	[●] Equity Shares of ₹ 10/- each
Use of Proceeds	For details, please refer chapter titled “Objects of The Issue” beginning on Page no. 72 of this Draft Red Herring Prospectus for information on use of Issue Proceeds.

\* Subject to finalization of the Basis of Allotment. Number of shares may need to be adjusted for lot size upon determination of issue price.

- (1) The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (2) and Regulation 253 (1) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being issued to the public for subscription.
- (2) The present Issue has been authorized pursuant to a resolution of our Board dated March 17, 2025 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our shareholders held on March 18, 2025.
- (3) The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Individual Investor and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price.
- (4) Our Company may, in consultation with the Book Running Lead Manager, 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 Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a

proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received within the offer price band. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, 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 further details, please refer section titled “*Issue Procedure*” beginning on page 222 of this Draft Red Herring Prospectus.

- (5) Subject to valid Bids being received at or above the Issue 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 Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.
- (6) Not less than 15% of the Issue shall be available for allocation to Non-Institutional Bidders, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders, subject to valid Bids being received at or above the Issue Price and not less than 35% of the Issue will be available for allocation to Individual Investor, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All Bidders, other than the Anchor Investors, are mandatorily required to participate in this Issue only through an Application Supported by Blocked Amount (“ASBA”) process, providing details of their respective bank accounts (including UPI ID for UPI Bidders using UPI Mechanism) in which the Bid amount will be blocked by the Self Certified Syndicate Banks or the Sponsor Bank. The Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For further details, please see “*Issue Procedure*” beginning on page no 222 of this Draft Red Herring Prospectus.
- (7) In the event of over-subscription, allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Issue Price. Allocation to investors in all categories, except the Individual Investor Portion, shall be made on a proportionate basis subject to valid bids received at or above the Issue Price. The allocation to each Individual Investor shall not be less than the minimum Bid Lot, and subject to availability of Equity Shares in the Individual Investor Portion, the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.

Subject to valid Bids being received at or above the Issue Price, undersubscription, 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 Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.

## SUMMARY OF FINANCIAL INFORMATION

### ANNEXURE 1: RESTATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(₹ in Lakhs)

	Particulars	Note	As At 30/09/2024	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
<b>I</b>	<b>EQUITY AND LIABILITIES</b>					
	1. Shareholders' funds					
	(a) Share Capital	I.1	100.00	100.00	100.00	100.00
	(b) Reserves and surplus	I.2	1,571.35	1,075.82	496.33	1,069.53
	2. Non-current liabilities					
	(a) Long-term borrowings	I.3	1,164.93	1,013.64	580.92	1,324.30
	(b) Deferred tax liabilities	I.4	141.43	146.02	165.43	186.45
	(c) Other Non-current liabilities	I.5	81.29	81.51	92.08	79.31
	(d) Long-term provisions	I.6	124.05	128.23	100.88	60.09
	3. Current liabilities					
	(a) Short-term borrowings	I.7	948.24	1,032.13	950.04	715.75
	(b) Trade payables	I.8				
	i) Due to MSME		-	-	-	-
	ii) Due to Others		844.26	856.34	820.02	1,004.88
	(c) Other current liabilities	I.9	583.10	432.23	337.04	288.16
	(d) Short-term provisions	I.10	220.78	82.65	11.37	41.13
	<b>TOTAL</b>		<b>5,779.43</b>	<b>4,948.57</b>	<b>3,654.12</b>	<b>4,869.60</b>
<b>II.</b>	<b>ASSETS</b>					
	<b>1. Non-current assets</b>					
	(a) Property Plant & Equipments and Intangible Assets	I.11				
	(i) Property Plant & Equipments		2,754.46	2,624.11	2,363.61	2,427.20
	(ii) Intangible Assets		72.16	80.13	3.36	4.08
	(iii) Capital work-in-progress		612.97	360.00	-	45.70
	(iv) Intangible Assets under Development		-	-	-	29.47
	(b) Non Current Investments	I.12	17.89	20.55	11.41	529.44
	(c) Other Non-current Assets	I.13	60.39	58.39	49.70	45.03
	<b>2. Current assets</b>					
	(a) Inventories	I.14	407.55	297.06	194.87	151.04
	(b) Trade receivables	I.15	1,191.03	1,035.21	806.10	900.08
	(c) Cash and cash equivalents	I.16	91.00	41.23	15.38	463.78
	(d) Short-term loans and advances	I.17	517.19	393.74	179.17	256.17
	(e) Other Current Assets	I.18	54.79	38.16	30.52	17.61
	<b>TOTAL</b>		<b>5,779.43</b>	<b>4,948.57</b>	<b>3,654.12</b>	<b>4,869.60</b>



**ANNEXURE 2: RESTATED SUMMARY STATEMENT OF PROFIT AND LOSS**

(₹ in Lakhs)

	Particulars	Note	For period ended on 30/09/2024	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
<b>I</b>	Revenue from operations	II.1	3,997.65	6,713.05	5,628.17	6,020.70
<b>II</b>	Other Income	II.2	35.05	154.15	32.36	37.22
<b>III</b>	<b>Total Income (I+II)</b>		<b>4,032.71</b>	<b>6,867.21</b>	<b>5,660.53</b>	<b>6,057.92</b>
	<b>Expenses:</b>					
	(a) Cost of materials consumed	II.3	962.71	1,763.94	1,752.43	2,127.68
	(b) Employee benefits expense	II.4	970.42	1,829.04	1,811.33	1,579.74
	(c) Finance costs	II.5	95.20	180.63	141.04	156.32
	(d) Depreciation and amortisation expense		212.67	392.29	386.76	366.02
	(e) Other expenses	II.6	1,098.30	2,014.89	2,163.19	1,714.35
<b>IV</b>	<b>Total expenses</b>		<b>3,339.29</b>	<b>6,180.79</b>	<b>6,254.74</b>	<b>5,944.12</b>
<b>V</b>	<b>Profit /(Loss) before tax and Exceptional Items (III-IV)</b>		<b>693.42</b>	<b>686.41</b>	<b>(594.21)</b>	<b>113.80</b>
<b>VI</b>	<b>Exceptional Items</b>		-	-	-	-
<b>VII</b>	<b>Profit /(Loss) before tax (V-VI)</b>		<b>693.42</b>	<b>686.41</b>	<b>(594.21)</b>	<b>113.80</b>
<b>VIII</b>	<b>Tax expense:</b>					
	(a) Current tax expense		202.47	126.35	-	48.73
	(b) Short/(Excess) provision of tax for earlier years		-	-	-	-
	(c) Deferred tax charge/(credit)		(4.59)	(19.41)	(21.02)	210.20
			<b>197.89</b>	<b>106.93</b>	<b>(21.02)</b>	<b>258.93</b>
<b>IX</b>	<b>Profit after tax for the year (VII-VIII)</b>		<b>495.53</b>	<b>579.48</b>	<b>(573.20)</b>	<b>(145.14)</b>
<b>XII</b>	<b>Earnings per share (face value of ₹ 10/- each): (Considering Bonus impact with retrospective impact)</b>	II.7				
	(a) Basic (in ₹)		4.50	5.27	(5.21)	(1.32)
	(b) Diluted (in ₹)		4.50	5.27	(5.21)	(1.32)

**ANNEXURE 3: RESTATED SUMMARY STATEMENT OF CASH FLOWS**

(₹ in Lakhs)

Particulars	For period ended	For the year ended	For the year ended	For the year ended
	30-09-2024	31-03-2024	31-03-2023	31-03-2022
<b>Cash Flow From Operating Activities:</b>				
Profit Before Tax	693.42	686.41	(594.21)	113.80
<b>Adjustments for:</b>				
Depreciation & Amortisation Expense	212.67	392.29	386.76	366.02
Financial Income	(0.16)	(3.01)	(8.74)	(35.96)
Interest Expense (Finance Cost)	93.44	178.61	138.26	142.58
(Profit)/Loss on Sale of Asset	(0.49)	7.54	(6.52)	2.41
<b>Operating Profit before Working Capital Changes</b>	<b>998.88</b>	<b>1,261.84</b>	<b>(84.45)</b>	<b>588.85</b>
<b>Changes in Working Capital</b>				
(a) (Increase)/Decrease in Inventories	(110.49)	(102.18)	(43.84)	(29.68)
(b) (Increase)/Decrease in Trade Receivables	(155.82)	(229.11)	93.98	94.29
(c) (Increase)/Decrease in Loans & Advances & Other Assets	(142.07)	(230.91)	59.43	(102.95)
(d) Increase /(Decrease) in Trade Payables & Other Liabilities	(132.43)	(33.12)	(37.01)	(235.43)
<b>CASH GENERATED FROM OPERATIONS</b>	<b>458.06</b>	<b>666.52</b>	<b>(11.89)</b>	<b>315.07</b>
Net Income tax Paid/Refunded	202.47	126.35	-	48.73
<b>Net Cash Flow from/(used in) Operating Activities (A)</b>	<b>660.53</b>	<b>792.86</b>	<b>(11.89)</b>	<b>363.80</b>
<b>Cash Flow From Investing Activities:</b>				
(a) Sales / (Addition) in Fixed Assets & WIP	(588.33)	(1,103.25)	(333.44)	(522.95)
(b) Sale of Fixed Assets	0.80	6.17	17.50	10.40
(b) (Increase) / Decrease in Investment	2.66	(9.15)	518.03	(43.36)
(c) (Increase ) / Decrease in Non Current Assets	-	-	-	-
(d) Interest and other income	0.16	3.01	8.74	35.96
<b>Net Cash Flow from/(used in) Investing Activities (B)</b>	<b>(584.71)</b>	<b>(1,103.21)</b>	<b>210.83</b>	<b>(519.94)</b>
<b>Cash Flow from Financing Activities:</b>				
(a) Increase/(Decrease) in Long Term Borrowings	151.30	432.72	(743.38)	10.41
(b) Increase/(Decrease) in Short Term Borrowings	(83.89)	82.09	234.30	582.63
(c) Issue of Share Capital	-	-	-	-
(d) Increase / (Decrease ) in Long Term Provisions	-	-	-	-
(e) Interest Paid	(93.44)	(178.61)	(138.26)	(142.58)
<b>Net Cash Flow from/(used in) Financing Activities (C)</b>	<b>(26.04)</b>	<b>336.19</b>	<b>(647.34)</b>	<b>450.45</b>
<b>NET INCREASE IN CASH &amp; CASH EQUIVALENTS (A)+(B)+(C )</b>	<b>49.78</b>	<b>25.85</b>	<b>(448.40)</b>	<b>294.31</b>
<b>OPENING BALANCE – CASH &amp; CASH EQUIVALENT</b>	<b>41.23</b>	<b>15.38</b>	<b>463.78</b>	<b>169.47</b>
<b>CLOSING BALANCE - CASH &amp; CASH EQUIVALENT</b>	<b>91.00</b>	<b>41.23</b>	<b>15.38</b>	<b>463.78</b>

## SECTION V – GENERAL INFORMATION

Our Company was originally incorporated as “Modern Diagnostic & Research Centre Private Limited” as a private limited company, under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated April 16, 2012 issued by Registrar of Companies, National Capital Territory of Delhi and Haryana having Corporate Identification Number U85110DL2012PTC234368.

Our Company has acquired the business of M/s. Modern Diagnostic & Research Centre, a proprietorship firm of Mr. Devendra Singh Yadav carrying on the business of Diagnostic Centre with varied fields of medical applications since 1985, pursuant to Agreement for Transfer of Business executed on April 1, 2013 between M/s. Modern Diagnostic & Research Centre and our Company.

Our Company was converted from a private limited company to public limited company pursuant to special resolution passed in the Extra-Ordinary General Meeting of the company held on November 16, 2024 and consequently the name of our Company was changed to “Modern Diagnostic & Research Centre Limited” pursuant to fresh certificate of incorporation dated December 18, 2024 issued to our Company by the Registrar of Companies, Central Processing Centre having Corporate Identification Number U85110DL2012PLC234368.

Our Company was originally promoted by Mr. Devendra Singh Yadav and Mrs. Asha Yadav who were the initial subscribers to the Company’s Memorandum and Articles of Association and are the present promoters of our Company along with Mrs. Deepali Yadav and Mr. Jitendra Singh.

For further details, please refer to chapter titled “History and Corporate Structure” beginning on page 139 of this Draft Red Herring Prospectus.

### **BRIEF INFORMATION ON COMPANY AND ISSUE**

Particulars	Details
<b>Name of Issuer</b>	Modern Diagnostic & Research Centre Limited
<b>Registered Office</b>	Plot No H-64, 1st Floor BLK-H, Bali Nagar City landmark near Khetar Pal Hospital, Ramesh Nagar, West Delhi, New Delhi, Delhi-110015, India; <b>Telephone No.:</b> +91 9999474297 <b>Web site:</b> <a href="http://www.mdrindia.com">www.mdrindia.com</a> <b>E-Mail:</b> <a href="mailto:compliance@mdrcindia.com">compliance@mdrcindia.com</a> <b>Contact Person:</b> Mrs. Priyanshu Yadav  <i>For details relating to changes to the address of our Registered Office, please see “History and Corporate Structure - Changes to the address of the Registered Office of our Company” on page 139 of this Draft Red Herring Prospectus.</i>
<b>Corporate Office</b>	363/4 Jawahar Nagar, New Railway Road, Gurugram, Sadar Bazar, Haryana-122001, India. <b>Telephone No.:</b> +91 9999474297 <b>Web site:</b> <a href="http://www.mdrindia.com">www.mdrindia.com</a> <b>E-Mail:</b> <a href="mailto:compliance@mdrcindia.com">compliance@mdrcindia.com</a> <b>Contact Person:</b> Mrs. Priyanshu Yadav
<b>Date of Incorporation</b>	April 16, 2012
<b>Company Identification Number</b>	U85110DL2012PLC234368
<b>Company Registration Number</b>	234368
<b>Company Category</b>	Company Limited by Shares
<b>Registrar of Company</b>	ROC- Delhi
<b>Address of the RoC</b>	4 <sup>th</sup> Floor, IFCI Tower, 61, Nehru Place, New Delhi-110019, India <b>Phone:</b> 011-26235703, 26235708 <b>Email:</b> <a href="mailto:roc.delhi@mca.gov.in">roc.delhi@mca.gov.in</a> <b>Website:</b> <a href="http://www.mca.gov.in">http://www.mca.gov.in</a>
<b>Company Secretary and Compliance Officer</b>	<b>Mrs. Priyanshu Yadav</b> Modern Diagnostic & Research Centre Limited Plot No H-64, 1st Floor BLK-H, Bali Nagar City landmark near Khetar Pal Hospital, Ramesh Nagar, West Delhi, New Delhi, Delhi-110015, India; <b>Telephone No.:</b> +91 9999474297 <b>Web site:</b> <a href="http://www.mdrindia.com">www.mdrindia.com</a> <b>E-Mail:</b> <a href="mailto:compliance@mdrcindia.com">compliance@mdrcindia.com</a>

<b>Chief Financial Officer</b>	<b>Name: Mr. Jitendra Singh</b> Modern Diagnostic & Research Centre Limited Plot No H-64, 1st Floor BLK-H, Bali Nagar City landmark near Khetar Pal Hospital, Ramesh Nagar, West Delhi, New Delhi, Delhi-110015, India; <b>Telephone No.:</b> +91 9999474297 <b>Web site:</b> <a href="http://www.mdrindia.com">www.mdrindia.com</a> <b>E-Mail:</b> <a href="mailto:compliance@mdrcindia.com">compliance@mdrcindia.com</a>			
<b>Designated Stock Exchange</b>	<b>SME Platform of BSE Limited</b> <b>Address:</b> 25th, Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 Maharashtra, India; <b>Tel No:</b> 022 – 2272 1233/34 <b>Website:</b> <a href="http://www.bseindia.com">www.bseindia.com</a>			
<b>Issue Programme</b>	<b>Issue Opens On:</b>	<b> ● </b>	<b>Issue Closes On:</b>	<b> ● </b>

## Investor Grievances

Investors may contact our Company Secretary and Compliance Officer and/ or the Registrar to the Issue and/ or the Book Running Lead Manager, in case of any pre issue or post issue related problems such as non-receipt of letter of allotment non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode etc.

All grievances relating to the ASBA process including UPI may be addressed to the Registrar to the Issue, with a copy to the Designated Intermediary with whom the ASBA Form was submitted, giving full name of the sole or First Applicant, ASBA Form number, Applicant's DP ID, Client ID, PAN, number of Equity Shares applied for, date of submission of Application Form, address of Applicant, the name and address of the relevant Designated Intermediary, where the Application Form was submitted by the Applicant, ASBA Account number (for Applicants other than Individual Investors bidding through the UPI mechanism) in which the amount equivalent to the Application Amount was blocked or UPI ID in case of Individual Investors bidding through the UPI mechanism. Further, the Applicant shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove. Further, the Investors shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries/SCSB in addition to the information mentioned hereinabove.

For all Issue related queries, and for Redressal of complaints, applicant may also write to the Book Running Lead Manager and Company. All complaints, queries or comments received by Stock Exchange shall be forwarded to Book Running Lead Manager, who shall respond to the same.



## BOARD OF DIRECTORS OF OUR COMPANY

Presently our Board of Directors comprises of following Directors.

Sr. No.	Name	Designation	Address	DIN
1.	Mr. Devendra Singh Yadav	Chairman cum Managing Director	House No.-31, Tatvam Villa, Vipul World, Sector-48, South City –II, Gurgaon, Haryana-122018, India	01254395
2.	Mrs. Deepali Yadav	Whole Time Director	EA2-4, Block E, Tata Primanti, Next to V Club, Sector 72, Badshahpur, Gurgaon, Haryana- 122101, India	06496670
3.	Mr. Ajay Kohli	Non-Executive Director	H-43, Bali Nagar, Ramesh Nagar, Rajouri Garden, West Delhi-110015, India	01791298
4.	Mr. Rishabh Kumar Jain	Non- Executive Independent Director	Ward No. 24, Dhobi Pada, Galiuna 1, Baraut (Rural) (Now in Nagar), Po Baraut, Dist-Baghpur, Uttar Pradesh-250611, India	10611758
5.	Mr. Sanjay Khandelwal	Non- Executive Independent Director	64-C, Khasra No.103-104, Rajpur Extension Chhatarpur, Ignou, South Delhi, Delhi-110068, India	02139499

For further details of the Directors of our Company, please refer to the chapter titled "Our Management" on page 144 of this Draft Red Herring Prospectus.

## DETAILS OF KEY MARKET INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR COMPANY

BOOK RUNNING LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
	
<b>BEELINE CAPITAL ADVISORS PRIVATE LIMITED</b> <b>SEBI Registration Number:</b> INM000012917 <b>Address:</b> B 1311-1314, Thirteenth Floor, Shilp Corporate Park, Rajpath Rangoli Road, Sarkhej- Gandhinagar Hwy, Ahmedabad- 380054, Gujarat, India. <b>Telephone Number:</b> +91-7948407357 <b>Email Id:</b> <a href="mailto:mb@beelinemb.com">mb@beelinemb.com</a> <b>Investors Grievance Id:</b> <a href="mailto:ig@beelinemb.com">ig@beelinemb.com</a> <b>Website:</b> <a href="http://www.beelinemb.com">www.beelinemb.com</a> <b>Contact Person:</b> Mr. Nikhil Shah <b>CIN:</b> U67190GJ2020PTC114322	<b>MUFG INTIME INDIA PRIVATE LIMITED (Formerly Link Intime India Private Limited)</b> <b>SEBI Registration Number:</b> INR000004058 <b>Address:</b> C-101, 247 Park, 1st Floor, L B S Marg, Vikhroli (West), Mumbai 400083, Maharashtra, India <b>Tel. Number:</b> +91 810 811 4949 <b>To Contact Person:</b> Ms. Shanti Gopalkrishnan <b>Email Id:</b> <a href="mailto:moderndiagnostic.smeipo@in.mpms.mufig.com">moderndiagnostic.smeipo@in.mpms.mufig.com</a> <b>Investors Grievance Id:</b> <a href="mailto:moderndiagnostic.smeipo@in.mpms.mufig.com">moderndiagnostic.smeipo@in.mpms.mufig.com</a> <b>Website:</b> <a href="https://in.mpms.mufig.com">https://in.mpms.mufig.com</a> <b>CIN:</b> U67190MH1999PTC118368
STATUTORY AUDITORS OF THE COMPANY	PEER REVIEW AUDITORS OF THE COMPANY
<b>M/S. GUPTA AIYAR &amp; CO., Chartered Accountants</b> <b>Address:</b> AE-92, 2 <sup>nd</sup> Floor, Shalimar Bagh, Delhi-110088 <b>Tel. No.:</b> +91-9509818201 <b>Email Id:</b> <a href="mailto:cashammibansal0787@gmail.com">cashammibansal0787@gmail.com</a> <b>Contact Person:</b> Shammi Bansal <b>Membership No.:</b> 534260 <b>Firm Registration No:</b> 002547N	<b>M/S. S V J K and Associates., Chartered Accountants</b> <b>Address:</b> 908, Phoenix, Opp.Commerce Six Metro Station, Near Vijay Cross Roads, Navrangpura, Ahmedabad-380009, India <b>Tel. No.:</b> +079-46041102 <b>Email Id:</b> <a href="mailto:info@svjkadvisors.com">info@svjkadvisors.com</a> <b>Contact Person:</b> CA Ankit Singhal <b>Membership No.:</b> 151324 <b>Firm Registration No:</b> 135182W <b>Peer Review No.:</b> 014698
LEGAL ADVISOR TO THE ISSUE	BANKERS TO THE COMPANY
<b>ANA ADVISORS</b> <b>Address:</b> 118 Shila Vihar, Gokulpura, Kalwar Road, Jhotwara, Jaipur-302012 <b>Telephone:</b> 91-9887906529 <b>Email:</b> <a href="mailto:anaadvisors22@gmail.com">anaadvisors22@gmail.com</a> <b>Contact Person:</b> Kamlesh Kumar Goyal	<b>HDFC Bank Limited</b> <b>Address:</b> HDFC Bank House, Vatika Atrium "A" Block, Golf Course Road, Sector-53, Gurgaon-122002, Delhi, India <b>Telephone:</b> 1800 1600/ 1800 2600 <b>Email:</b> <a href="mailto:nikhil.jain9@hdfcbank.com">nikhil.jain9@hdfcbank.com</a> <b>Contact Person:</b> Nikhil Jain
BANKERS TO THE ISSUE, REFUND BANKER AND SPONSOR BANK	SYNDICATE MEMBER
[•]	[•]

## SELF CERTIFIED SYNDICATE BANKS ("SCSBS") AND SYNDICATE SCSB BRANCHES

The list of Designated Branches that have been notified by SEBI to act as SCSB for the ASBA process is provided on [www.sebi.gov.in/pmd/scsb.pdf](http://www.sebi.gov.in/pmd/scsb.pdf). For more information on the Designated Branches collecting ASBA Forms, see the above mentioned SEBI link.

The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

The list of SCSBs notified by SEBI for the ASBA process is available at [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes) on the SEBI website, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated Branches of the SCSBs with which an ASBA Applicant (other than an UPI Applicants using the UPI mechanism), not applying through Syndicate/Sub Syndicate or through a Registered Broker, may submit the ASBA Forms is available at [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmlId=34](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmlId=34) on the SEBI website, and at such other websites as may be prescribed by SEBI from time to time. Further, the branches of the SCSBs where the Designated Intermediaries could submit the ASBA Form(s) of Applicants (other than UPI Applicants) is provided on



the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

In relation to Applicants (other than Applications by Anchor Investors and Individual Investors) submitted under the ASBA process 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 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 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 Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35> or any such other website as may be prescribed by SEBI from time to time.

#### **SELF-CERTIFIED SYNDICATE BANKS ELIGIBLE AS ISSUER BANKS FOR UPI MECHANISM AND MOBILE APPLICATIONS ENABLED FOR UPI MECHANISM**

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 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 and SEBI circular No SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, UPI Applicants using the UPI mechanism may only apply through the SCSBs and mobile applications (apps) using the UPI handles whose name appears on the SEBI website, which may be updated from time to time. 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. A list of SCSBs and mobile applications, which are live for applying public issues using UPI mechanism is available on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> and [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43](https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) , respectively and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.

#### **INVESTORS BANKS OR ISSUER BANKS FOR UPI**

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Investors Bank or Issuer Bank for UPI mechanism are provide on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the above-mentioned SEBI link.

#### **BROKERS TO THE ISSUE**

All members of the recognized stock exchanges would be eligible to act as Brokers to the Issue.

#### **REGISTRAR TO ISSUE AND SHARE TRANSFER AGENTS**

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the list of the RTAs eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) , and updated from time to time. For details on RTA, please refer <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

#### **COLLECTING DEPOSITORY PARTICIPANTS ("CDP")**

The list of the Collecting Depository Participants (CDPs) eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=19> for NSDL CDPs and at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=18> for CDSL CDPs, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

#### **STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES**

Since Beeline Capital Advisors Private Limited is the sole Book Running Lead Manager to this Issue, and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them and hence a statement of inter se allocation of responsibilities among Book Running Lead Managers is not required.

## CREDIT RATING

As this is an issue of Equity Shares, there is no credit rating for this Issue.

## IPO GRADING

Since the issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 there is no requirement of appointing an IPO Grading agency.

## DEBENTURE TRUSTEES

As the Issue is of Equity Shares, the appointment of Debenture Trustees is not required.

## TRUSTEES

As the Issue is of Equity Shares, the appointment of Trustees is not mandatory.

## MONITORING AGENCY

As per Regulation 262(1) of the SEBI (ICDR) Regulations, 2018 as amended, the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs. 5000.00 Lakhs.

Pursuant to Regulation 32(3) of the SEBI (LODR) Regulations, 2015, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds. Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the utilization of the Net Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Net Proceeds have been utilized so far, and details of amounts out of the Net Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Net Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a fiscal, we will utilize such unutilized amount in the next fiscal.

Further, in accordance with Regulation 32(1)(a) of the SEBI (LODR) Regulations, 2015, our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Red Herring Prospectus.

## APPRAISING ENTITY

No appraising entity has been appointed in respect of any objects of this Issue.

## FILING OF THE OFFER DOCUMENT

The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Red Herring Prospectus /Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

The Draft Red Herring Prospectus/ Red Herring Prospectus/Prospectus are being filed with BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001.

A copy of the Red Herring Prospectus/Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 would be filed online for registration to the Registrar of Companies, Delhi at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi-110019, India

## CHANGES IN AUDITORS

No changes have taken place in the Auditors during the last three years preceding the date of this Draft Red Herring Prospectus, except as disclosed below:

Particulars	Date of Change	Reason for change
M/s. PARVEEN KUMAR GARG & ASSOCIATES Chartered Accountants	August 24, 2022	Resigned from Statutory Auditors of the company due to pre-occupation.

Particulars	Date of Change	Reason for change
<b>Address:</b> 14/2, Sanjay Colony, Opp. Sheetla Hospital, New Railway Road, Gurgaon-122001, Haryana, India <b>Tel. No.:</b> 0124-4113854 <b>Email Id:</b> <a href="mailto:praveengargca@gmail.com">praveengargca@gmail.com</a> <b>Contact Person:</b> CA Parveen Kumar Garg <b>Membership No.:</b> 500337 <b>Firm Registration No:</b> 024663N		
<b>M/s. GUPTA AIYER &amp; CO</b> <b>Chartered Accountants</b> <b>Address:</b> AE-92, 2 <sup>nd</sup> Floor, Shalimar Bagh, Delhi-110088, India <b>Tel. No.:</b> +91-9509818201 <b>Email Id:</b> <a href="mailto:cashammibansal0787@gmail.com">cashammibansal0787@gmail.com</a> <b>Contact Person:</b> CA Shammi Bansal <b>Membership No.:</b> 534260 <b>Firm Registration No:</b> 002547N <b>Peer Review Certificate:</b> 017822	September 30, 2022	Appointment to fill Causal Vacancy

## BOOK BUILDING PROCESS

Book Building, with reference to the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process, and advertised in in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and in regional newspaper [●] where our registered office is situated at least two working days prior to the Bid/ Issue Opening date. The Issue Price shall be determined by our Company, in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/ Issue Closing Date.

Principal parties involved in the Book Building Process are: -

Our Company;

- The Book Running Lead Manager in this case being Beeline Capital Advisors Private Limited,
- The Syndicate Member(s) who are intermediaries registered with SEBI / registered as brokers with BSE and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
- The Registrar to the Issue;
- The Escrow Collection Banks/ Bankers to the Issue and
- The Designated Intermediaries and Sponsor bank

The SEBI ICDR Regulations have permitted the Issue of securities to the public through the Book Building Process, wherein allocation to the public shall be made as per Regulation 253 of the SEBI ICDR Regulations

The Issue is being made through the Book Building Process wherein 50% of the Net Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company may in consultation with the BRLM allocate upto 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations (the “Anchor Investor Portion”), out 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 Offer Price. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15 % of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35 % of the Net Issue shall be available for allocation to Individual Investors, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price.

All potential Bidders may participate in the Issue through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the Issue. Under-subscription if any, in any category, except in the QIB Category, 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 BRLM and the Designated Stock Exchange.

All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Issue. In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Individual Investors can revise their Bids during the Bid/ Issue Period and withdraw their Bids until

the Bid/ Issue Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/ Issue Period. Allocation to the Anchor Investors will be on a discretionary basis.

Subject to valid Bids being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for Individual Investors Portion where allotment to each Individual Investors shall not be less than the minimum bid lot, subject to availability of Equity Shares in Individual Investors Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under – subscription, if any, in any category, 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 Book Running Lead Manager and the 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.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Individual Investors applying in public offer may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention are invited to the chapter titled “*Issue Procedure*” beginning on page 2222 of the Draft Red Herring Prospectus.

The process of Book Building under the SEBI ICDR Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Offer.

For further details on the method and procedure for Bidding, please see section entitled “*Issue Procedure*” on page 222 of this Draft Red Herring Prospectus.

Illustration of the Book Building and Price Discovery Process: Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Company in consultation with the BRLM, may finalise the Offer Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

Steps to be taken by the Bidders for Bidding:

- Check eligibility for making a Bid (see section titled “*Issue Procedure*” on page 222 of this Draft Red Herring Prospectus);
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Offer will obtain the Demographic Details of the Bidders from the Depositories.
- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant’s verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
- Ensure that the Bid cum Application Form is duly completed as per instructions given in this Draft Red Herring Prospectus and in the Bid cum Application Form;

## Bid/Issue Program:

Event	Indicative Dates
Bid/Issue Opening Date	[●]
Bid/Issue Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	[●]
Credit of Equity Shares to Demat accounts of Allottees	[●]
Commencement of trading of the Equity Shares on the Stock Exchange	[●]

\* Our Company in consultation with the Book Running Lead Manager may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI ICDR Regulations.

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. 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 Exchange are taken within 6 Working Days of the Bid/Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws. Bid Cum Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) during the Issue Period (except for the Bid/Issue Closing Date). On the Bid/ Issue Closing Date, the Bid Cum Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for Individual Investors and Non- Individual Investors. The time for applying for Individual Investors on Bid/ Issue Closing Date maybe extended in consultation with the BRLM, RTA and BSE SME taking into account the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the Bid Cum Application Forms on the Bid/ Issue Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Bid/ Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid Cum Application Forms are received on the Bid/Issue Closing Date, as is typically experienced in public Issue, some Bid Cum Application Forms may not get uploaded due to the lack of sufficient time. Such Bid Cum Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the Bid Cum Application Forms due to faults in any software/hardware system or otherwise. In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Individual Investors can revise or withdraw their Bid Cum Application Forms prior to the Bid/ Offer Closing Date. Allocation to Individual Investors, in this Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid Cum Application Form, for a particular Applicant, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid Cum Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

## WITHDRAWAL OF THE ISSUE

Our Company in consultation with the BRLM, reserve the right not to proceed with the Issue at any time before the Bid/Issue Opening Date without assigning any reason thereof.

If our Company withdraw the Issue any time after the Issue Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Issue Closing Date, providing reasons for not proceeding with the Issue shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly. The BRLM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within 1 (one) working Day from the day of receipt of such instruction.

If our Company withdraw the Issue after the Bid/Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will have to file a fresh Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.



Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares Issued through the Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

## UNDERWRITING AGREEMENT

The Company and the Book Running Lead Manager to the issue hereby confirm that the issue is 100% Underwritten by Beeline Capital Advisors Private Limited in the capacity of Underwriter to the issue.

Pursuant to the terms of the Underwriting Agreement dated March 18, 2025 entered into by Company and Underwriter – Beeline Capital Advisors Private Limited, the obligations of the Underwriter are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lakh)	% of the total Issue Size Underwritten
<b>BEELINE CAPITAL ADVISORS PRIVATE LIMITED</b> <b>SEBI Registration Number:</b> INM000012917 <b>Address:</b> B 1311-1314, Thirteenth Floor, Shilp Corporate Park, Rajpath Rangoli Road, Thaltej, Ahmedabad- 380054, Gujarat, India. <b>Telephone Number:</b> +91 7948407357 <b>Email Id:</b> mb@beelinemb.com <b>Investors Grievance Id:</b> ig@beelinemb.com <b>Website:</b> www.beelinemb.com <b>Contact Person:</b> Mr. Nikhil Shah <b>CIN:</b> U67190GJ2020PTC114322	Upto 41,00,000 Equity Shares of ₹ 10/- being Issued at ₹ [●] each	[●]	[●]

*\*Includes [●] Equity shares of ₹10.00 each for cash of ₹ [●]/- the Market Maker Reservation Portion which are to be subscribed by the Market Maker in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, as amended.*

As per Regulation 260(2) of SEBI (ICDR) Regulations, the Book Running Lead Manager has agreed to underwrite to a minimum extent of Issue out of its own account.

In the opinion of our Board of Directors (based on a certificate given by the Underwriter), the resources of the above-mentioned Underwriter are sufficient to enable it to discharge its underwriting obligation in full. The abovementioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act and registered as brokers with the Stock Exchanges.

## DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company and the Book Running Lead Manager have entered into an agreement dated March 18, 2025 with the following Market Maker to fulfil the obligations of Market Making:

<b>Name</b>	Spread X Securities Private Limited
<b>Correspondence Address:</b>	Shilp Corporate Park, B Block, 13th Floor, B-1309 Near Rajpath Club, Rajpath, Rangoli Road, S-G Highway, Ahmedabad-380054, Gujarat, India
<b>Tel No.:</b>	079-69072020
<b>E-mail:</b>	<a href="mailto:info@spreadx.in">info@spreadx.in</a>
<b>Website:</b>	<a href="http://www.spreadx.in">www.spreadx.in</a>
<b>Contact Person:</b>	Mrs. Khushbu Nikhilkumar Shah
<b>SEBI Registration No.:</b>	IN2000310930

The Market Maker shall the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, 2018 and the circulars issued by the BSE and SEBI in this regard from time to time.

Following is a summary of the key details pertaining to the proposed Market Making arrangement:

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).

2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of SME Platform of BSE Limited (BSE SME) and SEBI from time to time
3. The minimum depth of the quote shall be ₹ 1,00,000. However, the investors with holdings of value less than ₹ 1,00,000 shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
4. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME Platform (in this case currently the minimum trading lot size is [●] equity shares; however, the same may be changed by the SME Platform of BSE from time to time).
5. After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our company reaches to 25% of Issue Size (Including the [●] Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above [●] Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Issue Size, the Market Maker will resume providing 2-way quotes.
6. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and SME Platform of BSE Limited (BSE SME) i.e. BSE Limited ("BSE") from time to time.
7. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.
8. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
9. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
10. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
11. The Marker maker may also be present in the opening call auction, but there is no obligation on him to do so.
12. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
13. The Market Maker(s) shall have the right to terminate said arrangement by giving a one months' notice or on mutually acceptable terms to the Book Running Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s) and execute a fresh arrangement.

In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Book Running Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of the SEBI (ICDR) Regulations, 2018, as amended. Further our Company and the Book Running Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our office from 11.00 a.m. to 5.00 p.m. on working days.

14. Risk containment measures and monitoring for Market Makers: BSE SME Exchange will have all margins, which are applicable on the BSE main board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
15. The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by exchange from time to time.
16. Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down

that for Issue size up to ₹ 250 crores, the applicable price bands for the first day shall be:

- i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
- ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Offer price.

Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The following spread will be applicable on the SME Exchange Platform.

Sr. No.	Market Price Slab (In ₹)	Proposed spread (in % to sale price)
1.	Up to 50	9
2.	50 to 75	8
3.	75 to 100	6
4.	Above 100	5

**17. Punitive Action in case of default by Market Makers:** BSE SME Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.

18. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the issue size and as follows:

Issue Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of the Issue Size)	Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Issue Size)
Up to ₹20 Crore	25%	24%
₹ 20 to ₹ 50 Crore	20%	19%
₹ 50 to ₹ 80 Crore	15%	14%
Above ₹ 80 Crore	12%	11%

All the above-mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time.

## SECTION VI - CAPITAL STRUCTURE

The Equity Share Capital of our Company, as on the date of the Draft Red Herring Prospectus and after giving effect to this Issue, is set forth below:

(₹ In Lakhs except share data)			
Sr. No.	Particulars	Aggregate Nominal value	Aggregate value at issue price
A.	<b>AUTHORIZED SHARE CAPITAL</b> 1,70,00,000 Equity Shares having face value of ₹ 10/- each	1700.00	-
B.	<b>ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL BEFORE THE ISSUE</b> 1,10,00,000 Equity Shares having Face Value of Rs.10/- each issued fully paid up before the Issue.	1100.00	-
C.	<b>PRESENT ISSUE IN TERMS OF THE DRAFT RED HERRING PROSPECTUS</b> Issue of upto 41,00,000 Equity Shares having Face Value of ₹ 10/- each at a price of ₹ [●]/- per Equity Share.	[●]	[●]
	<b>Which comprises</b>		
I.	<b>RESERVATION FOR MARKET MAKER PORTION</b> [●] Equity Shares of Rs. 10/- each at a price of Rs. [●] per Equity Share reserved as Market Maker Portion	[●]	[●]
II.	<b>NET ISSUE TO THE PUBLIC</b> Net Issue to Public of [●] Equity Shares of Rs. 10/- each at a price of Rs. [●] per Equity Share to the Public	[●]	[●]
	<b>of which<sup>(2)</sup></b>		
	Not more than [●] Equity Shares aggregating up to Rs. [●] lakhs will be available for allocation to Qualified Institutional Buyers, five per cent. of which shall be allocated to mutual funds	[●]	[●]
	At least [●] Equity Shares aggregating up to Rs. [●] lakhs will be available for allocation to Individual investors who applies for minimum application size.	[●]	[●]
	At least [●] Equity Shares aggregating up to Rs. [●] lakhs will be available for allocation to Non-Institutional Investors	[●]	[●]
D.	<b>ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL AFTER THE ISSUE</b> [●] Equity Shares of ₹ 10/- each	[●]	-
E.	<b>SECURITIES PREMIUM ACCOUNT</b>	Before the Issue	NIL
		After the Issue	[●]*

<sup>(1)</sup>The Present Issue of Equity Shares in terms of this Draft Red Herring Prospectus has been authorized pursuant to a resolution of our Board of Directors dated March 17, 2025 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of the members held on March 18, 2025.

<sup>(2)</sup> The allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

\*The amount disclosed is prior to deduction of Issue expenses.

### **CLASS OF SHARES**

As on the date of Draft Red Herring Prospectus, our Company has only one class of share capital i.e. Equity Shares of Rs.10/- each only. All Equity Shares issued are fully paid up. Our Company does not have any outstanding convertible instruments as on the date of the Draft Red Herring Prospectus.

### **DETAILS OF CHANGES IN AUTHORIZED SHARE CAPITAL OF OUR COMPANY:**

Since the incorporation of our Company, the authorized share capital of our Company has been altered in the manner set forth below:

a) The initial Authorised share capital of our Company was ₹1,00,00,000 (One Crore) divided into 10,00,000 (Ten Lakh) Equity Shares of ₹10 each.

b) The Authorised capital was increased to 17,00,00,000 (Seventeen Crore) divided into 1,70,00,000 (One Crore Seventy Lakh) Equity Shares of ₹10 each pursuant to a resolution passed by our Shareholders in Extra-Ordinary General Meeting held on February 22, 2025.

## NOTES TO THE CAPITAL STRUCTURE:

### 1. Equity Share Capital History of our Company:

(a) The history of the equity share capital and the securities premium account of our company are set out in the following table:

Date of allotment/Date of fully Paid up	Nature of allotment	No. of Equity Shares allotted	Face value (In ₹)	Issue price (In ₹)	Nature of consideration	Cumulative Number of Equity Shares	Cumulative Paid-up share Capital (₹)	Cumulative Share Premium (In ₹ Lakhs)
On Incorporation	Subscribers to MOA <sup>(i)</sup>	10,000	10	10	Cash	10,000	1,00,000	NIL
March 31, 2013	Right Issue <sup>(ii)</sup>	9,25,000	10	10	Cash	935,000	93,50,000	NIL
April 01, 2013	Right Issue <sup>(iii)</sup>	59,500	10	10	Cash	9,94,500	99,45,000	NIL
April 01, 2013	Further Allotment <sup># (iv)</sup>	5,500	10	10	Other Than Cash	10,00,000	1,00,00,000	NIL
February 24, 2025	Bonus Issue <sup>*</sup> <sup>(v)</sup>	1,00,00,000	10	Nil	Other Than Cash	1,10,00,000	11,00,00,000	NIL

\*Bonus issue of 1,00,00,000 equity shares in the ratio of 10:1 dated February 24, 2025 has been issued by Capitalization of Reserve & Surplus of the Company.

# Further Allotment of 5,500 Equity Shares of Face Value of Rs. 10/- each fully paid pursuant to Agreement for Transfer of Business dated April 1, 2013 executed between Modern Diagnostic & Research Centre (Proprietorship Firm owned by Mr. Devendra Singh Yadav) and Modern Diagnostics & Research Centre Private Limited for the purpose of transfer its proprietorship firm business to the Company.

All the above-mentioned shares are fully paid up since the date of allotment.

#### Notes:

i) *Initial Subscribers to the Memorandum of Association subscribed 10,000 Equity Shares of Face Value of Rs. 10/- each, details of which are given below:*

Sr. No.	Name of Allottee	No. of Equity Shares Allotted
1.	Mr. Devendra Singh Yadav	5,000
2.	Mrs. Asha Yadav	5,000
<b>Total</b>		<b>10,000</b>

ii) *Allotment through Right Issue of 9,25,000 Equity Shares of Face Value of Rs. 10/- each fully paid at an Issue price of Rs. 10/- each detail of which are given below:*

Sr. No.	Name of Allottee	No. of Equity Shares Allotted
1.	Mr. Devendra Singh Yadav	7,70,000
2.	Mrs. Asha Yadav	45,000
3.	Mrs. Deepali Yadav	50,000
4.	Mr. Nitin Kumar	50,000
5.	Mrs. Sunita Yadav	10,000
<b>Total</b>		<b>9,25,000</b>



- iii) *Allotment through Right Issue of 59,500 Equity Shares of Face Value of Rs. 10/- each fully paid at an Issue price of Rs. 10/- each details of which are given below:*

Sr. No.	Name of Allottee	No. of Equity Shares Allotted
1.	Mr. Devendra Singh Yadav	59,500
<b>Total</b>		<b>59,500</b>

- iv) *Further Allotment of 5,500 Equity Shares of Face Value of Rs. 10/- each fully paid pursuant to Agreement for Transfer of Business dated April 1, 2013 executed between Modern Diagnostic & Research Centre (Proprietorship Firm owned by Mr. Devendra Singh Yadav) and Modern Diagnostics & Research Centre Private Limited for the purpose of transfer its proprietorship firm business to the Company, detail of which is given below:*

Sr. No.	Name of Allottee	No. of Equity Shares Allotted
1.	Mr. Devendra Singh Yadav	5,500
<b>Total</b>		<b>5,500</b>

- v) *Bonus Allotment of 1,00,00,000 Equity Shares of Face Value of Rs. 10/- each fully paid in the ratio of 10:1 i.e. 10 Bonus Equity Share for each equity share held*

Sr. No.	Name of Allottee	No. of Equity Shares Allotted
1.	Mr. Devendra Singh Yadav	84,00,000
2.	Mrs. Asha Yadav	5,00,000
3.	Mr. Nitin Kumar	5,00,000
4.	Mrs. Deepali Yadav	5,00,000
5.	Mrs. Sunita Yadav	99,980
6.	Mr. Garvit Garg	10
7.	Mr. Pulkit Garg	10
<b>Total</b>		<b>1,00,00,000</b>

(b) As on the date of the Draft Red Herring Prospectus, our Company does not have any preference share capital.

(c) Our company is in compliance with the Companies Act, 1956 and Companies Act, 2013 with respect to issuance of securities since inception till the date of filing of Draft Red Herring Prospectus.

## 2. Issue of Equity Shares for consideration other than cash

Except as disclosed below, we have not issued any Equity Shares for consideration other than cash.

- (a) *Details of further allotment of 5,500 Equity Shares, of Face Value of Rs. 10/- each fully paid pursuant to Agreement for Transfer of Business dated April 1, 2013 executed between Modern Diagnostic & Research Centre (Proprietorship Firm owned by Mr. Devendra Singh Yadav) and Modern Diagnostics & Research Centre Private Limited for the purpose of transfer its proprietorship firm business to the Company:*

Sr. No.	Date of Allotment	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	April 1, 2013	Mr. Devendra Singh Yadav	5,500	10	Nil
<b>Total</b>			<b>5,500</b>	<b>10</b>	<b>Nil</b>

- (b) *Details of Bonus Allotment of 1,00,00,000 Equity Shares of Face Value of Rs. 10/- each fully paid in the ratio of 10:1 i.e. 10 Bonus Equity Share for each equity share held:*

Sr. No.	Date of Allotment	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	February 24, 2025	Mr. Devendra Singh Yadav	84,00,000	10	Nil
2.		Mrs. Asha Yadav	5,00,000		
3.		Mr. Nitin Kumar	5,00,000		
4.		Mrs. Deepali Yadav	5,00,000		
5.		Mrs. Sunita Yadav	99,980		
6.		Mr. Garvit Garg	10		

Sr. No.	Date of Allotment	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
7.		Mr. Pulkit Garg	10		
<b>Total</b>			<b>1,00,00,000</b>	<b>10</b>	<b>Nil</b>

- Our Company has not allotted any Equity Shares pursuant to any scheme approved under Section 230 to 234 of the Companies Act, 2013.
- Our Company has not revalued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
- The Issue Price shall be decided by our Company in consultation with the Book Running Lead Manager, except as disclosed below, we have not issued any Equity Shares at price below issue price within last one year from the date of this Draft Red Herring Prospectus.

Date of Allotment	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons of Allotment	Whether part of Promoter Group	Allottees	No. of Shares Allotted
February 24, 2025	1,00,00,000	10	Nil	Bonus Allotment	Yes	Mr. Devendra Singh Yadav	84,00,000
					Yes	Mrs. Asha Yadav	5,00,000
					Yes	Mr. Nitin Kumar	5,00,000
					Yes	Mrs. Deepali Yadav	5,00,000
					Yes	Mrs. Sunita Yadav	99,980
					No	Mr. Garvit Garg	10
					No	Mr. Pulkit Garg	10

- Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees, and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2021.

#### 7. Our Shareholding Pattern:

The Shareholding Pattern of our Company before the issue as per Regulation 31 of the SEBI (LODR) Regulations, 2015 is given here below:

#### Declaration

Sr. No.	Particular	Yes/No	Promoter and Promoter Group	Public shareholder	Non-Promoter – Non-Public
1.	Whether the Company has issued any partly paid-up shares?	No	No	No	No
2.	Whether the Company has issued any Convertible Securities?	No	No	No	No
3.	Whether the Company has issued any Warrants?	No	No	No	No
4.	Whether the Company has any shares against which depository receipts are issued?	No	No	No	No
5.	Whether the Company has any shares in locked-in? *	No	No	No	No
6.	Whether any shares held by promoter are pledge or otherwise encumbered?	No	No	NA	NA
7.	Whether company has equity shares with differential voting rights?	No	No	No	No
8.	Whether the listed entity has any significant beneficial owner?	No	No	No	No

\* All Pre-IPO Equity Shares of our Company will be locked-in prior to listing of shares on SME Platform of BSE.

**Table I - Summary Statement holding of Equity Shares**

Table 1: Summary Statement holding of Equity Shares																		
Sr. No. (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. Shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities (IX)				No of shares Underlying Outstanding convertible securities (Including Warrants)	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 shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form
								No of Voting (XIV) Rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class (eg: X)	Class (eg: Y)	Total								
(A)	Promoter & Promoter Group	5	1,09,99,978	0	0	1,09,99,978	100.00	1,09,99,978	0	1,09,99,978	100.00	0	100.00	0	0	0	0	1,09,99,978
(B)	Public	2	22	0	0	22	Negligible	22	0	22	Negligible	0	Negligible	0	0	0	0	22
(C)	Non-Promoter-Non-Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total	7	1,10,00,000	0	0	1,10,00,000	100.00	1,10,00,000	0	1,10,00,000	100.00	0	100.00	0	0	0	0	1,10,00,000
Note:																		
1.	C=C1+C2																	
2.	Grand Total=A+B+C																	

\*As on date of this Draft Red Herring Prospectus 1 Equity share holds 1 vote.

^ We have only one class of Equity Shares of face value of Rs. 10/- each.

8. Details of the Pre and Post Issue Shareholding of our Promoter and Promoter Group as on the date of the Draft Red Herring Prospectus is as below: -

Sr. No.	Name of shareholders	Pre issue		Post issue	
		No. of equity shares	As a % of Pre-Issued Capital*	No. of equity shares	As a % of Post Issued Capital*
Promoters					
1.	Mr. Devendra Singh Yadav	92,40,000	84.00	92,40,000	[●]
2.	Mrs. Deepali Yadav	5,50,000	5.00	5,50,000	[●]
3.	Mrs. Asha Yadav	5,50,000	5.00	5,50,000	[●]
4.	Mr. Jitendra Singh	Nil	Nil	Nil	[●]
Total - A		1,03,40,000	94.00	1,03,40,000	[●]
Promoter's Group					
5.	Mr. Nitin Kumar	5,50,000	5.00	5,50,000	[●]
6.	Mrs. Sunita Yadav	1,09,978	1.00	1,09,978	[●]
Total - B		6,59,978	6.00	6,59,978	[●]
Total Promoter & Promoter Group Shareholding		1,09,99,978	100.00	1,09,99,978	[●]
Public					
7.	Mr. Garvit Garg	11	Negligible	11	[●]
8.	Mr. Pulkit Garg	11	Negligible	11	[●]
9.	Public	-	-	[●]	[●]
Total - C		22	Negligible	[●]	[●]
Total (A+B+C)		1,10,00,000	100.00	[●]	[●]

\* Rounded off

9. Details of Major Shareholders:

a) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date of the Draft Red Herring Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held*	% of paid-up Capital**#
1.	Mr. Devendra Singh Yadav	92,40,000	84.00
2.	Mrs. Asha Yadav	5,50,000	5.00
3.	Mrs. Deepali Yadav	5,50,000	5.00
4.	Mr. Nitin Kumar	5,50,000	5.00
5.	Mrs. Sunita Yadav	1,09,978	1.00
<b>Total</b>		<b>1,09,99,978</b>	<b>100.00</b>

\* The Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of the Draft Red Herring Prospectus.

\*\* Rounded off

# the % has been calculated based on existing (pre-issue) Paid up Capital of the Company.

b) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date ten days prior to the date of the Draft Red Herring Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held*	% of paid-up Capital**#
1.	Mr. Devendra Singh Yadav	92,40,000	84.00
2.	Mrs. Asha Yadav	5,50,000	5.00
3.	Mrs. Deepali Yadav	5,50,000	5.00
4.	Mr. Nitin Kumar	5,50,000	5.00
5.	Mrs. Sunita Yadav	1,09,978	1.00
<b>Total</b>		<b>1,09,99,978</b>	<b>100.00</b>

\* The Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of the Draft Red Herring Prospectus.

\*\* Rounded off

# the % has been calculated based on existing (pre-issue) Paid up Capital of the Company.

**c) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on One year prior to the date of the Draft Red Herring Prospectus:**

Sr. No.	Name of shareholders	No. of Equity Shares held*	% of paid-up Capital**#
1.	Mr. Devendra Singh Yadav	8,40,000	84.00
2.	Mrs. Asha Yadav	50,000	5.00
3.	Mrs. Deepali Yadav	50,000	5.00
4.	Mr. Nitin Kumar	50,000	5.00
5.	Mrs. Sunita Yadav	9,998	1.00
<b>Total</b>		<b>9,99,998</b>	<b>100.00</b>

\* The Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of the Draft Red Herring Prospectus.

\*\* Rounded off

# the % has been calculated based on then existing Paid up Capital of the Company.

**d) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on Two years prior to the date of the Draft Red Herring Prospectus:**

Sr. No.	Name of shareholders	No. of Equity Shares held*	% of paid-up Capital**#
1.	Mr. Devendra Singh Yadav	8,40,000	84.00
2.	Mrs. Asha Yadav	50,000	5.00
3.	Mrs. Deepali Yadav	50,000	5.00
4.	Mr. Nitin Kumar	50,000	5.00
5.	Mrs. Sunita Yadav	9,998	1.00
<b>Total</b>		<b>9,99,998</b>	<b>100.00</b>

\* The Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of the Draft Red Herring Prospectus.

\*\* Rounded off

# The % has been calculated based on then existing Paid up Capital of the Company.

**10.** Except as disclosed below, no subscription to or sale or purchase of the securities of our Company within three years preceding the date of filing the Draft Red Herring Prospectus by our Promoters or Directors or Promoter Group which in aggregate equals to or is greater than 1% of the pre- issue share capital of our Company.

S. No	Name of Shareholders	Date of Transaction	Promoter/ Promoter Group/Director	Number of Equity Shares Subscribed to/ Acquired	Number of Equity Shares Sold	Subscribed/ Acquired/ Transferred
1.	Mr. Devendra Singh Yadav	February 24, 2025	Promoter	84,00,000	..	Bonus Issue
2.	Mrs. Asha Yadav		Promoter	5,00,000	..	Bonus Issue
3.	Mr. Nitin Kumar		Promoter Group	5,00,000	..	Bonus Issue
4.	Mrs. Deepali Yadav		Promoter	5,00,000	..	Bonus Issue
5.	Mrs. Sunita Yadav		Promoter Group	99,980	..	Bonus Issue

**11.** Except as stated below, none of our directors or Key Managerial Personnel holds any Equity Shares in our Company.

Sr. No.	Name	Designation	No. of Equity Shares held
1.	Mr. Devendra Singh Yadav	Chairman & Managing Director	92,40,000
2.	Mrs. Deepali Yadav	Whole Time Director	5,50,000



## 12. Capital Build up in respect of shareholding of our Promoters:

As on the date of the Draft Red Herring Prospectus, our Promoters Mr. Devendra Singh Yadav, Mrs. Deepali Yadav, Mrs Asha Yadav and Mr. Jitendra Singh hold total 1,03,40,000 Shares respectively Constituting 94.00 % of the of the issued, subscribed and paid-up Equity Share capital of our Company. None of the Equity Shares held by our Promoters are subject to any pledge .

Date of Allotment and made fully paid up /transfer	Nature of Issue	Number of Equity shares	Face Value (in ₹) per share	Issue/ /Acquisition/ Transfer Price (in ₹) per share	% of Pre-Issue Capital	% of post issue Capital
<b>A. Devendra Singh Yadav</b>						
On Incorporation	Subscriber to MOA	5,000	10	10	0.05	[•]
March 31, 2013	Right Issue	7,70,000	10	10	7.00	[•]
April 01, 2013	Right Issue	59,500	10	10	0.54	[•]
April 01, 2013	Allotment in lieu of Sale of whole business of M/s Modern Diagnostic & Research Centre, a Proprietary Concern	5,500	10	Nil	0.05	[•]
February 24, 2025	Bonus Issue	84,00,000	10	Nil	76.36	[•]
<b>Total A</b>		<b>9,24,0000</b>			<b>84.00</b>	<b>[•]</b>
<b>B. Deepali Yadav</b>						
March 31, 2013	Rights Issue	50,000	10	10	0.45	[•]
February 24, 2025	Bonus Issue	5,00,000	10	Nil	4.55	[•]
<b>Total B</b>		<b>5,50,000</b>			<b>5.00</b>	<b>[•]</b>
<b>C. Asha Yadav</b>						
On Incorporation	Subscriber to MOA	5,000	10	10	0.05	[•]
March 31, 2013	Right Issue	45,000	10	10	0.41	[•]
February 24, 2025	Bonus Issue	5,00,000	10	Nil	4.55	[•]
<b>Total C</b>		<b>5,50,000</b>			<b>5.00</b>	<b>[•]</b>
<b>D. Jitendra Singh</b>						
N.A.	N.A.	Nil	N.A	N.A.	N.A.	N.A.
<b>Total D</b>		<b>Nil</b>			<b>Nil</b>	
<b>Total (A+B+C+D)</b>		<b>1,03,40,00</b>			<b>94.00</b>	<b>[•]</b>

13. The average cost of acquisition of or subscription to Equity Shares by our Promoter is set forth in the table below:

Sr. No.	Name of Promoter	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹) *
i.	Mr. Devendra Singh Yadav	9,24,0000	0.90
ii.	Mrs. Deepali Yadav	5,50,000	0.91
iii.	Mrs. Asha Yadav	5,50,000	0.91
iv.	Mr. Jitendra Singh	Nil	--

\*The average cost of acquisition of Equity Shares by our Promoter has been calculated by taking into account the amount paid by him to acquire Shares by way of allotment and Transfer as reduced by amount received on sell of shares i.e., net of sale consideration is divided by net quantity of shares acquired.

14. Except as provided below there are no Equity Shares purchased/acquired or sold by our Promoters, Promoter Group and/or by our directors and their immediate relatives within six months immediately preceding the date of filing of the Draft Red Herring Prospectus.

Date of Transaction	Number of Equity Shares Allotted/ Acquired/ (Sold)	Face Value (Rs.)	Issue Price/ Acquired Price (Rs.)*	Nature	Nature of Consideration	Name of the Allottees/ Transferor/transferee	Category
February 24, 2025	84,00,000	10.00	--	Bonus Issue	Other than Cash	Mr. Devendra Singh Yadav	Promoter
	5,00,000	10.00	--			Mrs. Asha Yadav	Promoter
	5,00,000	10.00	--			Mr. Nitin Kumar	Promoter Group
	5,00,000	10.00	--			Mrs. Deepali Yadav	Promoter
	99,980	10.00	--			Mrs. Sunita Yadav	Promoter Group

\*The maximum and minimum price at which the aforesaid transaction was made is ₹10/- and nil per Equity Share.

15. Details of Promoter's Contribution locked in for three years:

Date of Allotment / Transfer of fully paid up shares	Date when made Fully Paid-up	Nature of Issue/ Allotment / Acquired Transfer	Number of Equity shares Allotted/ Acquired/ Transferred	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	% of Pre issue Capital Shareholding	% of post issue Shareholding	Lock In period
<b>MR. DEVENDRA SINGH YADAV</b>								
February 24, 2025	February 24, 2025	Bonus Issue	31,20,000	10	Nil	28.36	[●]	3 Years
<b>Total</b>			<b>31,20,000</b>			<b>28.36</b>	<b>[●]</b>	

The minimum Promoter's contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as "promoter" under the SEBI ICDR Regulations. All Equity Shares, which are being locked in are not ineligible for computation of Minimum Promoters Contribution as per Regulation 237 of the SEBI ICDR Regulations and are being locked in for 3 years as per Regulation 236 of the SEBI ICDR Regulations i.e. for a period of three years from the date of allotment of Equity Shares in this Issue.

No Equity Shares proposed to be locked-in as Minimum Promoter Contribution have been issued out of revaluation reserve or for consideration other than cash and revaluation of assets or capitalization of intangible assets, involved in such transactions.

The fifty percent of promoters' holding in excess of minimum promoters' contribution shall be locked in for a period of two years from the date of allotment in the initial public offer; and remaining fifty percent of promoters' holding in excess of minimum promoters' contribution shall be locked in for a period of one year from the date of allotment in the initial public offer.

Our Promoter, Mr. Devendra Singh Yadav, has by a written undertaking, consented to have 31,20,000 Equity Shares held by them to be locked in as Minimum Promoter Contribution for a period of three years from the date of allotment in this Issue and will not be disposed /sold/transferred by the promoter during the period starting from the date of filing this Draft Red Herring Prospectus with SME Platform of BSE Ltd. (BSE SME) till the date of commencement of lock-in period as stated in this Draft Red Herring Prospectus. The Equity Shares under the Promoters contribution will constitute [●] % of our post-Issue paid up share capital.

Our Promoters has also consented that the Promoters contribution under Regulation 236 of the SEBI ICDR Regulations will not be less than 20% of the post Issue paid up capital of our Company.

#### **Eligibility of Share for “Minimum Promoters Contribution in terms of clauses of Regulation 237 of SEBI (ICDR) Regulations, 2018**

<b>Reg. No.</b>	<b>Promoters’ Minimum Contribution Conditions</b>	<b>Eligibility Status of Equity Shares forming part of Promoter’s Contribution</b>
237 (1) (a) (i)	Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction	The Minimum Promoter’s contribution does not consist of such Equity Shares which have been acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets. <u>Hence Eligible</u>
237 (1) (a) (ii)	Specified securities acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum promoters’ contribution	The minimum Promoter’s contribution does not consist of such Equity Shares. <u>Hence Eligible</u>
237 (1) (b)	Specified securities acquired by the promoters and alternative investment funds or foreign venture capital investors or scheduled commercial banks or public financial institutions or insurance companies registered with Insurance Regulatory and Development Authority of India, during the preceding one year at a price lower than the price at which specified securities are being offered to the public in the initial public offer.	The minimum Promoter’s contribution does not consist of such Equity Shares. <u>Hence Eligible.</u>
237 (1) (c)	Specified securities allotted to the promoters and alternative investment funds during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms or limited liability partnerships, where the partners of the erstwhile partnership firms or limited liability partnerships are the promoters of the issuer and there is no change in the management	The minimum Promoter’s contribution does not consist of such Equity Shares. <u>Hence Eligible.</u>
237 (1) (d)	Specified securities pledged with any creditor.	Our Promoter’s has not Pledged any shares with any creditors. Accordingly, the minimum Promoter’s contribution does not consist of such Equity Shares. <u>Hence Eligible.</u>

#### **Details of Share Capital Locked in For One Year**

In terms of Regulation 236 and 237 of the SEBI ICDR Regulations, fifty percent of promoters’ holding in excess of minimum promoters’ contribution shall be locked in for a period of two years from the date of allotment in the initial public offer; and remaining fifty percent of promoters’ holding in excess of minimum promoters’ contribution shall be locked in for a period of one year from the date of allotment in the initial public offer.

The entire pre-issue equity share capital held by persons other than promoters of our Company i.e. Promoter Group members and Public shall be locked in for a period of 1 (one) year from the date of allotment of Equity Shares in this Issue.

The Equity Shares which are subject to lock-in shall carry inscription ‘**non-transferable**’ along with the duration of specified non-transferable period mentioned in the face of the security certificate. The shares which are in dematerialized form, if any, shall be

locked-in by the respective depositories. The details of lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

**Other requirements in respect of lock-in:**

- a) In terms of Regulation 242 of the SEBI ICDR Regulations, the locked in Equity Shares held by the Promoters, as specified above, can be pledged with any scheduled commercial bank or public financial institution as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Issue.
- b) In terms of Regulation 243 of the SEBI ICDR Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked in as per Regulation 36 or 37 of the SEBI ICDR Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

Further in terms of Regulation 243 of the SEBI ICDR Regulations, the Equity Shares held by the Promoters may be transferred to and amongst the Promoter Group or to new promoters or persons in control of the company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

**16.** None of our Promoter, Promoter Group, Directors and their relatives has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of the Draft Red Herring Prospectus.

**17.** Neither, we nor our Promoter, Directors and the Book Running Lead Manager to this Issue have not entered into any buy-back and/ or standby arrangements and / or similar arrangements with any person for purchase of our Equity Shares issued by our Company.

**18.** As on the date of filing of the Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoters or any shareholders or any other person, any option to acquire our Equity Shares after this Initial Public Issue.

**19.** As on the date of the Draft Red Herring Prospectus, the entire Issued Share Capital, Subscribed and Paid up Share Capital of our Company is fully paid up.

**20.** Our Company has not raised any bridge loan against the proceeds of the Issue.

**21.** Since the entire Issue price per share is being called up on application, all the successful applicants will be allotted fully paid-up shares.

**22.** As on the date of the Draft Red Herring Prospectus, none of the shares held by our Promoter / Promoters Group are subject to any pledge.

**23.** The Book Running Lead Manager i.e. Beeline Capital Advisors Private Limited and their associates do not hold any Equity Shares in our Company as on the date of filing of the Draft Red Herring Prospectus.

**24.** We here by confirm that there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Draft Red Herring Prospectus until the Equity Shares Issued have been listed or application moneys refunded on account of failure of Issue.

**25.** Our Company does not presently intend or propose to alter its capital structure for a period of six months from the date of opening of the Issue, 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, directly or indirectly for Equity Shares) whether preferential or otherwise. This is except if we enter into acquisition or joint ventures or make investments, in which case we may consider raising additional capital to fund such activity or use Equity Shares as a currency for acquisition or participation in such joint ventures or investments.

**26.** None of our Equity Shares have been issued out of revaluation reserve created out of revaluation of assets.

**27.** An over-subscription to the extent of 10% of the Net Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Net Issue. In such an event, the Equity Shares held by the Promoter is used for allotment and lock- in for three years shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.

**28.** In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of SEBI (ICDR) Regulations, 2018 and its amendments from time to time.

**29.** The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.

**30.** The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net issue to the public portion.

**31.** At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

**32.** Our Company shall comply with such disclosure and accounting norms as may be specified by BSE, SEBI and other regulatory authorities from time to time.

**33.** As on the date of the Draft Red Herring Prospectus, Our Company has not issued any equity shares under any employee stock option scheme/ / Employees Stock Purchase Scheme.

**34.** There are no Equity Shares against which depository receipts have been issued.

**35.** Other than the Equity Shares, there is no other class of securities issued by our Company as on date of filing of the Draft Red Herring Prospectus.

**36.** We have 7 (Seven) Shareholders as on the date of filing of the Draft Red Herring Prospectus.

**37.** There are no safety net arrangements for this Public Issue.

**38.** Our Promoter and Promoter Group will not participate in this Issue.

**39.** This Issue is being made through Book Building Method.

**40.** Except as disclosed in the Draft Red Herring Prospectus, our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation to the date of the Draft Red Herring Prospectus.

**41.** No person connected with the Issue shall issue any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.

**42.** We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of registering the Prospectus with the RoC and the Issue Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.



## SECTION VII – PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

The Issue includes a public Issue of up to 41,00,000 Equity Shares of our Company at an Issue Price of [●] per Equity Share.

#### **Requirement of Funds: -**

We intend to utilize the net proceeds of the Issue to meet the following objects: -

1. Funding capital expenditure for purchase of medical Equipments for diagnostic centre and laboratories;
2. Funding Working Capital Requirement;
3. Repayment of certain outstanding borrowings availed by our Company;
4. General Corporate Purpose

(Collectively referred as the “objects”)

We believe that listing will enhance our corporate image and visibility of brand name of our Company. We also believe that our Company will receive the benefits from listing of Equity Shares on the SME Platform of BSE Limited (BSE SME). It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company.

The main objects clause of our Memorandum of Association (MOA) enables our Company to undertake its existing activities and these activities which have been carried out until now by our Company are valid in terms of the objects clause of our Memorandum of Association (MOA).

#### **Proceeds of the Issue:**

The details of the proceeds from the Issue are provided in the following table:

Particulars	Amt. (₹ in Lakhs)
Gross Issue Proceeds*	[●]
Less: Public Issue Related Expenses*	[●]
<b>Net Issue Proceeds*</b>	<b>[●]</b>

*\*To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC*

#### **Requirements of funds and Utilization of Net Issue Proceeds:**

The Net Proceeds are proposed to be used in accordance with the details provided in the following table:

S. No	Particulars	Amt. (₹ in Lakhs)	% of Total Size
1.	Funding capital expenditure for purchase of medical Equipments for diagnostic centre and laboratories	2068.51	[●]
2.	Funding Working Capital Requirement	1159.51	[●]
3.	Repayment of certain outstanding borrowings availed by our Company	450.00	
4.	General Corporate Expenses*	[●]	[●]
<b>Net Issue Proceeds</b>		<b>[●]</b>	<b>[●]</b>

*\*To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC*

The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in the light of changes in external circumstances or costs or other financial conditions and other external factors.

In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required. In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards any of the above-mentioned Objects through a combination of Internal Accruals or Unsecured Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such Unsecured Loans or recouping of Internal Accruals.

However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds. We further confirm that no part proceed of the Issue shall be utilised for repayment of any Part of unsecured loan outstanding as on date of Draft Red Herring Prospectus.

As we operate in competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company's historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company's management.

For further details on the risks involved in our business plans and executing our business strategies, please see the section titled "Risk Factors" beginning on page 23 of the Draft Red Herring Prospectus.

**Means of Finance:** -We intend to finance our Objects of Issue through Net Proceeds which is as follows:

Particulars	Amt. (₹ in Lakhs)
Net Proceeds	[●]
<b>Total</b>	<b>[●]</b>

*Since the entire fund requirement are to be funded from the proceeds of the Issue, there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue.*

#### **Details of the Objects:**

##### **1. Funding capital expenditure for purchase of medical Equipments for diagnostic centre and laboratories**

We are one of the service providers in diagnostic and related health care tests and services in India. Through our integrated, nationwide network, we offer a complete range of diagnostic facilities in radiology and high-end pathology. We provide healthcare tests and services for use in core testing, patients' diagnosis and prevention, monitoring of disease and other health conditions. We offer a one-stop solution for pathology and radiology testing services such as imaging (including radiology) and pathology/clinical laboratory to customers through our extensive operational network, which consists of 4 diagnostic centres and 17 laboratories.

In order to support our growth, we intend to leverage our experience and expand our operations by upgrading the existing one, by opening new diagnostic centre in Bikaner and 06 laboratories in Delhi, Meerut, Kanpur, Lucknow and Chandigarh. We intend to purchase medical equipment amounting to Rs. 2,068.51 lakhs in Fiscal 2026 and Fiscal 2027, which shall be funded from the Net Proceeds ensuring broader coverage and enhanced service delivery across the region aiming to improve healthcare accessibility by establishing new centres. The purchase of medical equipment for new hub centres to be funded from the Net Proceeds shall be established with special focus on the areas such as Delhi, Meerut, Kanpur, Lucknow and Chandigarh.

The identification of a new diagnostic centre and laboratories depends on various factors including such as the size of such centre, the region in which such centre is located, among others. The size of our centres varies across regions and is dependent on various factors such as availability of suitable locations, addressable market, demand and supply dynamics, lease rentals and competition within a given region or across regions.

Our estimated costs for establishing of the new diagnostic centre and laboratories are therefore based on: (i) valid and existing quotations received from the below-mentioned vendors for the medical equipment; (ii) valid and existing quotations received from the vendors on a per sq. ft. basis, for the purposes of fit-out costs; (iii) estimated average size of the new diagnostic centres to be established.

The Sector 40 Gurgaon facility will undergo significant upgrades with the installation of pre-owned PET CT and SPECT machines. These advanced imaging technologies, which have been carefully selected for their reliability and efficiency, will be integrated into our diagnostic center. This enhancement will further strengthen our diagnostic capabilities, offering patients access to cutting-edge imaging services for more accurate and timely diagnoses.

The company intends to allocate the net proceeds in the following manner:

**Purchase of PET CT and SPECT technology at existing diagnostic centre at Gurgaon.**

S.No	Diagnostic centre	Medical equipment	Source/Vendor	Amount including (₹ in Lakhs)	Proforma Invoice Date
1.	Sector-40, Gurugram-122002, Delhi, India	GE DISCOVERY 610 PET CT SCANNER	Phantom Healthcare Ind Private Limited	400.00	December 12, 2024
2.		GE DISCOVERY NM 60 SPECT (Gamma Camera)	Phantom Healthcare Ind Private Limited	150.00	December 12, 2024
TOTAL				550.00	

Note: The equipment that is intended to be installed at the existing diagnostic centre is currently in the process of being purchased, and an advance payment has already been made for the same. As a result, the supplier has issued a proforma invoice for the equipment. These equipments are not brand new; they are pre-owned, having been previously used.

**Purchase of Equipments including PET CT at new diagnostic centre in Bikaner.**

S.No	Diagnostic center	Medical equipment	Source/Vendor	Amount including Taxes (₹ in Lakhs)	Quotation Date	Validity Date
1.	Plot in front of Govt. PBM Hospital, Near Sambhav Hospital, Bikaner, Rajasthan	610 PET CT -GE*	Phantom Healthcare Ind Private Limited	400.00	March 11, 2025	120 days from the date of issue
2.		Shifting of Magnetom Spectra – 3.0 Tesla MRI	Phantom Healthcare Ind Private Limited	90.00	March 11, 2025	120 days from the date of issue
3.		V7 Ultrasound System	Samsung India Electronics Private Limited	37.50	March 17, 2025	60 days from the date of issue
4.		X-ray with LG System - 40KW	Ajay Enterprises	31.92	March 29, 2025	120 days from the date of issue
5.		Infrastructure Cost relating to Civil Work, sanitary work, electrical, false ceiling, CCTV, cables, DG set etc.	Syntec Techno Industries Private Limited	235.63	March 27, 2025	120 days from the date of issue
6.		400 KVA - DG Set	IEC Electric Power Limited	41.06	March 28, 2025	21 days from the date of issue
7.		GE Gamma Camera Discovery 630 NM	Phantom Healthcare Ind Private Limited	150.00	March 11, 2025	120 days from the date of issue
8.		Laboratory Equipments	Proactive Healthcare Private Limited	54.26 <sup>\$</sup>	March 11, 2025	September 30, 2025
9.		Computer and Equipments <sup>^</sup>	Acumen Computers	2.52	March 27, 2024	120 days from the date of issue
TOTAL				1,042.89		

\* These Equipments are not brand new; they are pre-owned

<sup>^</sup>Desktops to be acquired under the quotation are not brand new.

<sup>\$</sup> Quoted prices are exclusive of applicable taxes.

**Purchase of Equipments for setting up laboratories in Delhi, Meerut, Kanpur, Lucknow and Chandigarh.**

S.No	Medical equipment	Source/Vendor	Amount including taxes (₹ in Lakhs)	Quotation Date	Validity Date
1.	Laboratory Equipments	Proactive Healthcare	54.26 <sup>\$</sup>	March 11, 2025	September 30,

		Private Limited			2025
2.	Infrastructure Cost relating to Civil Work, sanitary work, electrical, false ceiling, cables, etc.	Syntec Techno Industries Private Limited	25.01	March 27, 2025	120 days from the date of issue
<b>TOTAL (Cost of One Laboratory)</b>			<b>79.27</b>		
<b>GRAND TOTAL (Cost for six Laboratories)</b>			<b>475.62</b>		

<sup>5</sup> Quoted prices are exclusive of applicable taxes.

These quotations pertain to the equipment and setup for one laboratory. However, the terms of the quotation are applicable for a total of six laboratories, meaning that the same pricing and conditions will be extended across all six labs. Based on this, the total estimated capital expenditure requirement for all six laboratories is approximately Rs. 475.62 lakhs. This figure represents the combined cost for the equipment, installation, and associated setup required for the six labs.

We intend to establish our new diagnostic centre and laboratories in Fiscal 2026 and Fiscal 2027 with special focus on the areas such as Delhi, Meerut, Kanpur, Lucknow and Chandigarh for laboratories and new diagnostic centre at Bikaner, Rajasthan. Furthermore, according to our business model, we lease the premises for our diagnostic centres and laboratories. This approach allows us to establish new centres without incurring the costs associated with land acquisition at the time of setup and therefore, we will not incur any cost towards land acquisition at the time of establishment of any new diagnostic centres and laboratories as well. We have entered into Letters of Intent (LOIs) for setting up diagnostic center at Bikaner and laboratories at Delhi, Meerut, Kanpur, Lucknow, Chandigarh and Bikaner. We have signed the LOI based on the current market conditions, which may be revised when the rent agreement is executed. Details of the LOI is as follows:

S. No	Address	Lease commencement date	Lease Rent	Lease Period	Lessor	Category	Use
1.	Plot in front of Govt. PBM Hospital, Near Sambhav Hospital, Bikaner, Rajasthan	June 01, 2025	Rs.2,50,000 per month + GST	09 Years	Mr. Shiv Narayan Modi	LOI	Diagnostic Centre
2.	Plot No. B-135, Alganj, Lucknow, Uttar Pradesh	June 01, 2025	Rs.1,00,000 per month + GST	11 Month	Mrs. Anju Agarwal	LOI	Lab
3.	711-A, Chandralok 100ft Road, Shahdhra, Delhi-110032, India	April 01, 2025	Rs.30,000 per month + GST	09 Years	Dr. Vivek	LOI	Lab
4.	H-64, 3 <sup>rd</sup> Floor, Bali Nagar, Delhi-110015, India	June 01, 2025	Rs.70,000 per month + GST	09 Years	Mr. Ajay Kohli	LOI	Lab
5.	Noble Diagnostics center SCO-292, Sec-32 D, Chandigarh	April 01, 2025	Rs.2,50,000 per month + GST	09 Years	Mr. Pankej Sharma	LOI	Lab
6.	Plot No. L-664 Awas Vikas Kalyanpur, Kanpur.	May 01, 2025	Rs.40,000 per month + GST	09 Years	Mr. Alok Srivastava	LOI	Lab
7.	Heritage Plaza, Garh Road, Meerut	June 01, 2025	Rs.120 per sqft.+GST	09 Years	Dr. Madan Sharma	LOI	Lab

**Notes:**

1. We have placed order for PET CT and SPECT technology at existing diagnostic centre at Gurgaon amounting ₹550.00 Lakhs and advance amount of ₹ 15.00 Lakhs is paid by our Company through Internal Accruals.
2. We are yet to place orders for some of the equipment proposed to be financed from the Net Proceeds, aggregating to ₹ 1,518.51 lakhs.

The quotations in relation to the medical equipment are valid as on the date of this Draft Red Herring Prospectus. Some of the quotations mentioned above do not include cost of freight, insurance, goods and services tax (wherever applicable) and other applicable taxes as these can be determined only at the time of placing of orders. Such additional costs shall be funded from the Internal Accruals or other available sources of finance or through contingencies, if required. In case of increase in the estimated costs, such additional costs shall be incurred from our internal accruals. Except as disclosed in this section, we have not entered into any definitive agreements with any of these vendors for procurement of any of the equipment and other materials required for setting up of the diagnostic centres and there can be no assurance that the same vendors would be engaged to eventually supply the medical equipment at the same costs. If we engage someone other than the vendors from whom we have obtained quotations

or if the quotations obtained expire, such vendor's estimates and actual costs for the services may differ from the current estimates.

We have proposed to purchase refurbished PET CT scanners, SPECT and MRI machines out of the Net Proceeds. Each medical equipment named above is proposed to be acquired in a ready-to-use condition. Our Promoter, Directors and Key Managerial Personnel do not have any interest in the proposed acquisition of such medical equipment or in the entity from whom we have obtained quotations and/or placed purchase orders in relation to such proposed acquisition of medical equipment.

As on date of this Draft Red Herring Prospectus, we are yet to deploy any funds towards the setting up of the diagnostic centres and laboratories.

Also see, "Risk Factors - Risks Relating to the Issue and the Objects of the Issue - Delays in the establishment of new diagnostic centres and laboratories could lead to cost overruns, which could have an adverse effect on our cash flows, business, results of operations and financial condition." on page 23 of this DRHP.

## **Government Approvals**

For details of laws applicable and approvals required for the Projects, see "Key Regulations and Policies" and "Government and Other Approvals" on pages 128 and 183. Such approvals are granted only on establishment of a diagnostic centre, which include installation of medical devices such as CT scanners and MRI machines. On completion, we will apply for such approvals in the ordinary course and in accordance with applicable laws.

## **2. To Meet Working Capital Requirement of our Company**

We are one of the service providers in diagnostic and related health care tests and services in India. Through our integrated, nationwide network, we offer a complete range of diagnostic facilities in radiology and high-end pathology. We provide healthcare tests and services for use in core testing, patients' diagnosis and prevention, monitoring of disease and other health conditions. We offer a one-stop solution for pathology and radiology testing services such as imaging (including radiology) and pathology/clinical laboratory.

Net Working Capital requirement of our company for the period ended 30th September, 2024 on restated basis was ₹ 613.42 Lakhs and as on March 31, 2024 on restated basis was ₹ 434.18 Lakhs as against that of ₹ 57.62 Lakhs and ₹ 454.51 Lakhs as on March 31, 2023 and March 31, 2022 respectively.

The Net Working capital requirements on restated basis as on March 31, 2025 is estimated to be ₹ 1037.80 Lakhs, ₹ 1586.67 Lakhs, as on March 31, 2026 and ₹ 2450.05 Lakhs as on March 31, 2027. The Company will meet the requirement to the extent of ₹ 1159.51 Lakhs from the Net Proceeds of the Issue for the year 2026 and 2027 and balance from borrowings and internal accruals at an appropriate time as per the requirement.

### ***Rationale for raising additional working capital:***

Our business is working capital intensive, and we meet our capital requirements through internal accruals, financing facilities from banks and financial institutions, and unsecured borrowings. As we continue to expand our diagnostic center and laboratory network, additional working capital is essential to support future growth and meet corporate objectives.

The working capital needs of our diagnostic centers and laboratories primarily arise from investments in inventories, trade receivables, advances to suppliers, payments to trade payables, and day-to-day operational expenses. Maintaining adequate inventory levels is critical to ensuring the uninterrupted availability of diagnostic equipment, reagents, and consumables, allowing us to provide timely and efficient testing services without delays. Additionally, securing a steady supply of medical consumables and equipment often requires advance payments to suppliers, enabling us to procure high-quality materials at competitive rates.

As part of our growth strategy, we plan to increase the number of diagnostic centers and laboratories in the coming years to cater to the rising demand for healthcare services. This expansion requires a higher working capital investment to set up new facilities, procure medical equipment, and ensure operational readiness. Additionally, we aim to expand our reach and enhance accessibility by offering flexible credit terms and extended payment periods, improving affordability for healthcare providers and institutions that rely on our diagnostic solutions.

Furthermore, in response to industry competition, we are extending longer credit periods to strengthen relationships with key customers and institutional partners. This approach has led to an increase in trade receivables, reflecting our commitment to expanding our market reach while aligning with industry standards.



Our Company's existing working capital requirement and funding on the basis of Restated Financial Statements for Financial year 2021-22, 2022-23, 2023-24 and for the six months period ended September 30, 2024 are as stated below:

(₹ In Lakhs)

S. No.	Particulars	Actual (Restated)	Actual (Restated)	Actual (Restated)	Actual (Restated)
		31-March-22	31-March-23	31-March-24	30-Sept-24
I	<b>Current Assets</b>				
	Inventories	151.04	194.87	297.06	407.55
	Trade receivables	900.08	806.10	1,035.21	1,191.03
	Cash and Bank Balance	463.78	15.38	41.23	91.00
	Loans and Advances	256.17	179.17	393.74	517.19
	Other current Assets	17.61	30.52	38.16	54.79
	<b>Total Current Assets (A)</b>	<b>1,788.68</b>	<b>1,226.04</b>	<b>1,805.40</b>	<b>2,261.56</b>
II	<b>Current Liabilities</b>				
	Trade payables	1,004.88	820.02	856.34	844.26
	Other Current Liabilities	288.16	337.04	432.23	583.10
	Short-term provisions	41.13	11.37	82.65	220.78
	<b>Total Current Liabilities (B)</b>	<b>1,334.17</b>	<b>1,168.43</b>	<b>1,371.22</b>	<b>1,648.14</b>
III	<b>Total Working Capital Gap (A-B)</b>	<b>454.51</b>	<b>57.62</b>	<b>434.18</b>	<b>613.42</b>
IV	<b>Funding Pattern</b>				
	Short-term borrowing & Internal Accruals	<b>454.51</b>	<b>57.62</b>	<b>434.18</b>	<b>613.42</b>

Basis of estimation of working capital requirement and estimated working capital requirement:

(₹ In Lakhs)

S. No.	Particulars	Provisional	Projected	Projected
		31-March-25	31-March-26	31-March-27
I	<b>Current Assets</b>			
	Inventories	400.00	600.00	800.00
	Trade receivables	1,179.77	1,534.75	2,200.38
	Cash and Bank Balance	74.08	115.01	154.86
	Loans and Advances	577.19	677.19	777.19
	Other current Assets	54.79	54.79	54.79
	<b>Total Current Assets (A)</b>	<b>2,285.83</b>	<b>2,981.73</b>	<b>3,987.22</b>
II	<b>Current Liabilities</b>			
	Trade payables	746.77	833.02	839.89
	Other Current Liabilities	200.00	268.10	251.44
	Short-term provisions	301.27	293.94	445.84
	<b>Total Current Liabilities (B)</b>	<b>1,248.04</b>	<b>1,395.06</b>	<b>1,537.16</b>
III	<b>Total Working Capital Gap (A-B)</b>	<b>1,037.80</b>	<b>1,586.67</b>	<b>2,450.05</b>
IV	<b>Funding Pattern</b>			
	Short-term borrowing & Internal Accruals	1,037.80	1,086.67	1790.54
	IPO Proceeds	--	<b>500.00</b>	<b>659.51</b>

### Holding Levels

The following table sets forth the details of the holding period levels (in days) considered <sup>(1)</sup>:

Particulars	Holding level (in Months/Days)						
	Restated				Projected		
	31-Mar-22	31-Mar-23	31-Mar-24	30-Sep-24	31-Mar-25	31-Mar-26	31-Mar-27
Number of months of Trade Receivables	1.79	1.72	1.85	1.79	1.81	1.84	2.06
Number of Days of Trade Receivables	54.00	52.00	56.00	54.00	54.00	55.00	62.00

Number of Months of Inventories	0.85	1.33	2.02	2.54	2.49	2.91	3.11
Number of days of Inventories	26.00	40.00	61.00	76.00	75.00	87.00	93.00
Number of Months of Trade Payable	5.67	5.62	5.83	5.26	4.65	4.04	3.26
Number of days of Trade Payable	170.00	168.00	175.00	158.00	140.00	121.00	98.00

(1) As certified by the Peer Review Auditors pursuant to their certificate dated March 31, 2025

(2) Inventory days: Closing of inventory for the current period / revenue from sales of products \* 365

(3) Trade receivable days: Closing of trade receivables for the current period/ revenue from sales of products \* 365

(4) Trade payable days: Closing of trade payables for the current period / total direct cost for the current period \* 365

### Justification for “Holding Period” levels

The incremental working capital requirement of our company is primarily driven by increase in the trade receivables and Inventories guided by the increase in the revenue from operations. Further, with the fund infusion from the net issue proceeds, we will also be in position to provide timely payment to our suppliers resulting into reduction in trade payables.

The justifications for the holding levels mentioned in the table above are provided below:

Particulars	Details
<b>Trade Receivables</b>	<p>Trade receivables represent amounts owed to our Company by customers. Over the financial years 2021-22, 2022-23, and 2023-24, our trade receivable days have remained within the range of 52-56 days. For the six months ended September 30, 2024, the holding period for trade receivables was recorded at 54 days.</p> <p>Our Company projects a gradual increase in the Trade Receivables Holding Period, aligning with revenue growth, estimating 54 days in FY 2024-25, 55 days in FY 2025-26, and 62 days in FY 2026-27. This upward trend is consistent with past patterns and is primarily attributed to the expected rise in sales volume and an increase in receivables due to our strategic decision to offer more favorable credit terms. By extending payment flexibility, we aim to drive higher sales, strengthen customer relationships, and enhance our market presence.</p>
<b>Inventories</b>	<p>Inventories primarily include consumables essential for our tests. Over the financial years 2021-22, 2022-23, and 2023-24, our inventory holding period ranged between 26 and 61 days. For the six months ended September 30, 2024, the inventory holding period increased to 76 days.</p> <p>Looking ahead, our Company anticipates an inventory holding period of 75 days in FY 2024-25, 87 days in FY 2025-26, and 93 days in FY 2026-27. This projected increase is primarily driven by our strategic decision to maintain higher inventory levels to ensure the consistent availability of reagent and consumables materials. By optimizing inventory management, we aim to support the seamless execution of diagnostic tests and related activities.</p> <p>The extended holding period aligns with our growth strategy, enabling us to meet rising demand efficiently, minimize supply chain disruptions, and enhance service reliability. This proactive approach not only safeguards operational continuity but also reinforces our commitment to delivering high-quality diagnostic services to our customers.</p>
<b>Trade Payables</b>	<p>Trade payables represent the amounts our Company owes to suppliers for the purchase of materials and expenses. Over the financial years 2021-22, 2022-23, and 2023-24, our trade payable holding period ranged between 170 and 175 days. For the six months ended September 30, 2024, this period was reduced to 158 days.</p> <p>Looking ahead, our Company projects a further decline in the trade payable holding period, estimating 140 days in FY 2024-25, 121 days in FY 2025-26, and 98 days in FY 2026-27. This reduction aligns with our strategic initiative to strengthen relationships with suppliers by ensuring timely payments.</p> <p>By shortening the settlement period, we aim to enhance trust and collaboration with our suppliers,</p>

	improving our ability to negotiate more favorable terms and access competitive pricing for the materials and services we procure. This approach is expected to drive cost efficiencies, ensure a stable supply chain, and support long-term operational sustainability.
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Apart from above there are other working capital requirements such as Cash and Bank Balance, Other Current assets, other financial liability, short term provisions, current tax liability and other current liabilities. Details of which are given below.

<b>Cash and Bank Balance</b>	Cash and Cash Equivalents include cash in hand and balance in current account. Cash and Cash Equivalents balance is estimated based on amount required for day-to-day Business operation and for expected Business requirement of company.
<b>Loans and Advances</b>	Loans and advances mainly include Advances to Employees. Loans and advances are estimated based on previous year's outstanding amount and for expected business requirement of company
<b>Other current Assets</b>	Other Assets mainly includes Balances with Government Authorities, Advance to suppliers of goods, Advance to suppliers for expense, Prepaid Expenses, Export Benefits Receivables, Interest Receivable etc. As our company is expanding its business it will require more money for Advance to suppliers of goods. Other Assets is estimated based on previous year's outstanding amount and for expected Business requirement of company
<b>Short-term provisions</b>	Short-term provisions mainly include Provision for employee payables and Provision for expense. Short-term provisions are estimated based on previous year's outstanding amount and for expected Business requirement of company
<b>Other Current Liabilities</b>	Other current liability mainly includes Statutory dues and Advances from Customers. Other current liability is estimated based on previous year's outstanding amount and for expected Business requirement of company
<b>Current Tax Liabilities (net)</b>	Current Tax Liability mainly include Provision for income tax. Current tax liability is estimated based on previous year's outstanding amount and for expected future tax liability of company

### **3. Repayment of certain outstanding borrowings availed by our Company**

Our Company has entered into various borrowing arrangements for borrowings in the form of, working capital term facilities and term loans and acceptances, among others.

Our Company intends to utilize ₹ 450.00 Lakhs from the Net Proceeds towards repayment of all, or a portion, of the principal amount on certain loans availed by our Company, the details of which are listed out in the table below. Pursuant to the terms of the borrowing arrangements, prepayment of certain indebtedness may attract prepayment charges as prescribed by the respective lender. Such prepayment charges, as applicable, along with interest and other related costs, will also be funded out of the Net Proceeds. In the event the Net Proceeds are insufficient for payment of pre-payment penalty, interest or other related costs, as applicable, such payment shall be made from the internal accruals of our Company. Given the nature of the borrowings and the terms of repayment or prepayment, the aggregate outstanding amounts under the borrowing may vary from time to time and our Company may, in accordance with the relevant repayment schedule, repay or refinance some of its existing borrowing prior to Allotment. Further, the amounts outstanding under the borrowings as well as the sanctioned limits are dependent on several factors and may vary with the business cycle of our Company with multiple intermediate repayments, drawdowns and enhancement of sanctioned limits. Further, our Company may also avail additional borrowings after the date of this Draft Red Herring Prospectus and/or draw down further funds under existing loans from time to time. Accordingly, in case the below mentioned loan is prepaid or further drawn-down prior to the completion of the Issue, we may utilize the Net Proceeds towards repayment / pre-payment of such additional indebtedness. In light of the above, if at the time of filing the Red Herring Prospectus, the below mentioned loan is repaid in part or full or refinanced or if any additional credit facilities are availed or drawn down and if the terms of new loans are more onerous than the older loans or if the limits under the working capital borrowings are increased, then the table below shall be suitably revised to reflect the revised amounts or loans as the case may be which have been availed by our Company.

We believe that the prepayment or scheduled repayment of a portion of certain outstanding borrowings availed by us will help reduce our outstanding indebtedness and debt servicing costs, assist us in maintaining a favourable debt to equity ratio and enable utilisation of our internal accruals for further investment in business growth and expansion.

The selection of borrowings proposed to be prepaid or repaid amongst our borrowing arrangements availed will be based on various factors, including (i) cost of the borrowing, including applicable interest rates, (ii) any conditions attached to the borrowings restricting our ability to prepay/ repay the borrowings and time taken to fulfil, or obtain waivers for fulfilment of such conditions, (iii) receipt of consents for prepayment from the respective lenders, (iv) terms and conditions of such consents and waivers, (v) levy of any prepayment penalties and the quantum thereof, (vi) provisions of any laws, rules and regulations governing such borrowings, and (vii) other commercial considerations including, among others, the amount of the loan outstanding and the

remaining tenor of the loan.

The details of the outstanding loan proposed for repayment or prepayment, in full or in part from the Net Proceeds are set forth below:

S.No	Name of the Lender	Date of Sanction	Nature of Borrowing & Date of Sanction	Rate of Interest % p.a	Amount Sanctioned as per Sanction Letter (Rs. in Lakhs)	Total Outstanding - Principle Amount (Rs in Lakhs) as on September 30, 2024	Considered Repayment from IPO proceeds (Rs in Lakhs)	Purpose of Loan
1.	HDFC Bank Limited	March 30, 2022	Health care infra finance	9.29%	920.00	339.83	220.00	Business Purpose – Capital Expenditure
2.	HDFC Bank Limited	May 15, 2023	Health care infra finance	8.44%	380.42	304.75	230.00	Business Purpose – Capital Expenditure

(1) In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations which requires a certificate from the peer review auditor certifying the utilization of loan for the purpose availed, our Auditors have confirmed that the loans have been utilised for the purpose for which they were availed pursuant to a certificate dated March 31, 2025 vide UDIN: 25151324BMOBYO3163.

#### 4. General Corporate Purposes

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Fresh Issue proceeds aggregating Rs. [●] Lakhs towards the general corporate purposes to drive our business growth.

In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to, meeting operating expenses, initial development costs for projects other than the identified projects, and the strengthening of our business development and marketing capabilities, meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount 90 for general corporate purposes, as mentioned in this Draft Red Herring Prospectus, shall not exceed 15% of the amount raised through this Issue by our Company or 1000 lakhs, whichever is less.

#### 5. Public Issue Expenses: -

The estimated Issue related expenses include Issue Management Fee, Underwriting and Selling Commissions, Printing and Distribution Expenses, Legal Fee, Advertisement Expenses, Registrar's Fees, Depository Fee and Listing Fee. The total expenses for this Issue are estimated to be approximately Rs. [●] Lakhs which is [●]% of the Issue Size. All the Issue related expenses shall be proportionately met out from proceeds of the Issue as per applicable laws. The break-up of the same is as follows:

Particulars	Estimated expenses (Rs. In Lakhs) *	As a % of total estimated Issue related expenses*	As a % of the total Issue size*
Fees and commissions payable to the BRLM (including any underwriting commission, brokerage and selling commission)^	[●]	[●]	[●]
Fees Payable to Registrar to the Issue	[●]	[●]	[●]
Fees payable to Legal Advisor	[●]	[●]	[●]
Fees Payable Advertising, Marketing Expenses and Printing Expenses	[●]	[●]	[●]

Particulars	Estimated expenses (Rs. In Lakhs) *	As a % of total estimated Issue related expenses*	As a % of the total Issue size*
Fees Payable to Regulators including Stock Exchanges and other Intermediaries	[●]	[●]	[●]
Fees payable for Financial Due Diligence	[●]	[●]	[●]
Fees payable to Secretarial work	[●]	[●]	[●]
Fees payable to Peer Review Auditor	[●]	[●]	[●]
Fees Payable to Market Maker (for Three Years)	[●]	[●]	[●]
Escrow Bank Fees	[●]	[●]	[●]
Others (Fees payable for marketing & distributing expenses, selling commission, brokerage, processing fees and miscellaneous expenses.)	[●]	[●]	[●]
<b>Total Estimated Issue Expenses</b>	[●]	[●]	[●]

\* To be incorporated in the Prospectus after finalisation of the Issue Price.

^ It includes fees of the BRLM in any form/name/purpose.

Notes:

- Up to March 31, 2025, Our Company has deployed/incurred expense of ₹ 28.72 Lakhs towards Issue Expenses out of internal accruals duly certified by Statutory Auditor M/s SVJK and Associates, Chartered Accountants vide its certificate dated March 31, 2025, bearing UDIN: **25151324BMOBYG4797**.
- Any expenses incurred towards aforesaid issue related expenses till the date of listing of Equity Shares will be reimburse/recouped out of the gross proceeds of the issue:
- Selling commission payable to the members of the CDPs, RTA and SCSBs, on the portion for Individual Investors and NIIs, would be as follows:
- Portion for Individual Investors 0.01% ^ or ₹ 100/- whichever is less ^ (exclusive of GST) Portion for NIIs 0.01% ^ or ₹ 100/- whichever is less ^ (exclusive of GST)
- ^Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Issue Price).
- The Members of RTAs and CDPs will be entitled to application charges of ₹ 10/- (plus applicable GST) per valid ASBA Form. The terminal from which the application has been uploaded will be taken into account in order to determine the total application charges payable to the relevant RTA/CDP.
- Registered Brokers, will be entitled to a commission of ₹10/- (plus GST) per Application Form, on valid Applications, which are eligible for allotment, procured from Individual Investors and NIIs and submitted to the SCSB for processing. The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant Registered Broker.
- SCSBs would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to SCSBs
- Issuer banks for UPI Mechanism as registered with SEBI would be entitled to a processing fee of ₹10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to them.
- Notwithstanding anything contained above the total processing / uploading / bidding charges under above clauses payable to Syndicate/ Sub Syndicate members, SCSBs, RTAs, CDPs, Registered Brokers, Sponsor Bank will not exceed ₹50,000/- (plus applicable taxes) and in case if the total uploading / bidding charges exceeds ₹ 50,000/- (plus applicable taxes) then uploading charges will be paid on pro-rata basis except the fee payable to respective Sponsor Bank.

The processing fees for applications made by Individual Bidder 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/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022

#### Proposed Schedule of Implementation:

The proposed year wise break up of deployment of funds and Schedule of Implementation of Net Issue Proceeds is as under:

(₹ In Lakhs)

S. No.	Particulars	Total Estimated Cost	Amount to be funded from the Net	Amount to be funded from	Amount already deploye	Amount to be deployed	Amount to be deployed
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			Issue Proceeds	Internal accruals / borrowing s	d	and utilized in F.Y. 2025-26*	and utilized in F.Y. 2026-27*
1.	Funding capital expenditure for purchase of medical Equipments for diagnostic centre and laboratories	2068.51	2068.51	0.00	15.00	1815.70	237.81
2.	Funding Working Capital Requirement For FY2025-25 For FY2026-27	1586.67 2450.05	500.00 659.51	1086.67 1790.54	0.00 0.00	500.00 --	-- 609.51
3.	Repayment of certain outstanding borrowings availed by our Company	450.00	450.00	0.00	0.00	450.00	--
4.	General Corporate Purpose	[●]	[●]	[●]	[●]	[●]	[●]
	<b>Total</b>	[●]	[●]	[●]	[●]	[●]	[●]

\* To the extent our Company is unable to utilize any portion of the Net Issue Proceeds towards the Object, as per the estimated schedule of deployment specified above; our Company shall deploy the Net issue Proceeds in the subsequent Financial Years towards the Object. Due to general business exigencies, the use of issue proceeds may be interchangeable.

In the event the Net Issue Proceeds are not completely utilised for the Objects during the respective periods mentioned in “Schedule of implementation” above, due to factors such as (i) economic and business conditions; (ii) timely completion of the Issue; (iii) market conditions outside the control of our Company; and (iv) any other commercial considerations, the remaining Net Issue Proceeds shall be utilized (in part or full) in subsequent periods as may be determined by our Company, in accordance with applicable laws.

The deployment of funds indicated above is based on management estimates, current circumstances of our business, other commercial and technical factors, prevailing market conditions, which are subject to change. We may have to revise our funding requirements and deployment of the Net Issue Proceeds from time to time on account of various factors, such as financial and market conditions, business and strategy and other external factors, which may not be within the control of our management. This may entail changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law. See “Risk Factors” beginning on page no. 23 of this Draft Red Herring Prospectus.

Subject to applicable laws, in the event of any increase in the actual requirement of funds earmarked for the purposes set forth below, such additional fund requirement will be met by way of any means available to us, including from internal accruals and seeking additional debt from existing and/or future lenders. However, the use of issue proceeds for General Corporate Purposes shall not exceed 15% of the issue size or 1000 lakhs whichever is less at any point of time.

### Appraisal

None of the Objects have been appraised by any bank or financial institution or any other independent third-party organization. The funding requirements of our Company and the deployment of the proceeds of the Issue are currently based management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including variations in interest rate structures, changes in our financial condition and current commercial conditions and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

### Shortfall of Funds

Any shortfall in meeting the fund requirements will be met by way of internal accruals and or unsecured Loans.

### Bridge Financing Facilities

We have not entered into any bridge finance arrangements that will be repaid from the Net Issue Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement / cash credit facility with our lenders, to finance

the existing ongoing project facility requirements until the completion of the Issue. Any amount that is drawn down from the overdraft arrangement / cash credit facility during this period to finance our existing/ongoing projects will be repaid from the Net Issue Proceeds.

### **Monitoring Utilization of Funds**

There is no requirement for the appointment of a monitoring agency, as the Issue size is less than ₹ 5000 Lakhs. Our Board will monitor the utilization of the proceeds of the Issue and will disclose the utilization of the Net Issue Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Issue Proceeds in the balance sheet of our Company for the relevant Fiscal subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the Application of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Red Herring Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full.

### **Interim Use of Proceeds**

Pending utilization of the Issue proceeds of the Issue for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act and as per applicable laws.

In accordance with Section 27 of the Companies Act, 2013 and as per applicable laws, our Company confirms that, pending utilization of the proceeds of the Issue as described above, it shall not use the funds from the Issue Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products

### **Variation in Objects**

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

### **Other confirmations**

There are no material existing or anticipated transactions with our Promoter, our Directors, our Company's key Managerial personnel and Group Companies, in relation to the utilization of the Net Proceeds. No part of the proceeds of the Issue will be paid by us to the Promoter and Promoter Group, Group Companies, the Directors, associates or Key Management Personnel, except in the normal course of business and in compliance with applicable law.

## **BASIS OF ISSUE PRICE**

*Investors should read the following summary with the section titled “Risk Factors”, the details about our Company under the section titled “Business Overview” and its financial statements under the section titled “Financial Information of our Company” beginning on page 23, page 108 and page 164 respectively of this Draft Red Herring Prospectus. The trading price of the Equity Shares of our Company could decline due to these risks and the investor may lose all or part of his investment.*

The Issue Price has been determined by the Company in consultation with the BRLM on the basis of the key business strengths of our Company. The face value of the Equity Shares is Rs. 10 and Issue Price is [●] which is [●] times of the face value.

### **QUALITATIVE FACTORS**

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled “Business Overview” beginning on page 108 of this Draft Red Herring Prospectus.

### **QUANTITATIVE FACTORS**

Information presented below is derived from our Company’s Restated Financial Statements prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

#### **1. Basic & Diluted Earnings per share (EPS), as restated:**

Basic earnings per share (₹) = 
$$\frac{\text{Restated Profit After Tax attributable to Equity Shareholders}}{\text{Weighted Average Number of Equity Shares outstanding}}$$

Diluted earnings per share (₹) = 
$$\frac{\text{Restated Profit After Tax attributable to Equity Shareholders}}{\text{Weighted Average Number of Equity Shares outstanding after adjusting adjusted for the effects of all dilutive potential equity shares}}$$

S. No	Period	Basic & Diluted (₹)	Weights
1.	FY 2021-22	(1.32)	1
2.	FY 2022-23	(5.21)	2
3.	FY 2023-24	5.27	3
	<b>Weighted Average</b>	<b>0.68</b>	<b>6</b>
	<b>For the Stub Period ended on September 30, 2024</b>	<b>4.50</b>	

*Notes:*

- i. *The figures disclosed above are based on the restated financial statements of the Company.*
- ii. *The face value of each Equity Share is ₹10.00.*
- iii. *The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Annexure IV of respective Consolidated and Standalone financials.*

#### **2. Price Earning (P/E) Ratio in relation to the Issue Price of [●] per share:**

Price to Earnings Ratio(P/E) = 
$$\frac{\text{Issue Price}}{\text{Restated Standalone /Consolidated Earnings Per Share}}$$

S. No	Particulars	P/E
1	P/E ratio based on the Basic & Diluted EPS, as restated for FY 2023-24	[●]
2	P/E ratio based on the Weighted Average EPS	[●]

#### **Industry PE**

Particulars	P/E
Highest	56.94
Lowest	56.94
Average	56.94

### 3. Return on Net worth (RoNW)

Return on Net Worth (%) =  $\frac{\text{Restated Standalone Profit After Tax attributable to Equity Shareholders}}{\text{Net Worth}} \times 100$

S. No	Period	RONW (%)	Weights
1.	FY 2021-22	(12.41)	1
2.	FY 2022-23	(96.12)	2
3.	FY 2023-24	49.28	3
	<b>Weighted Average</b>	<b>(9.47)</b>	<b>6</b>
	<b>For the Stub Period ended on September 30, 2024</b>	<b>29.65</b>	

### 4. Net Asset Value (NAV) per Equity Share:

Restated Net Asset Value per equity share (₹) =  $\frac{\text{Restated Standalone Net Worth as at the end of the year}}{\text{Number of Equity Shares outstanding}}$

Sr. No.	As at	NAV
1.	March 31, 2022	116.95
2.	March 31, 2023	59.63
3.	March 31, 2024	117.58
5.	NAV after Issue	[●]
	<b>Issue Price</b>	<b>[●]</b>
	<b>As on September 30, 2024</b>	<b>167.13</b>

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

S. No.	Name of Company	Results Type	Face Value (₹)	EPS(₹) <sup>3</sup>	PE <sup>4</sup>	RoNW(%)	NAV per Share(₹)
1.	Modern Diagnostics & Research Centre Limited	Standalone	10.00	5.27	[●]	49.28	117.58
2.	Vijaya Diagnostic Centre Limited	Standalone	1.00	11.18	56.94	17.54%	63.84

<sup>1</sup> Based on March 31, 2024 restated financial statements

<sup>2</sup> Source: Based on Financial Results of Peer Group Companies

<sup>3</sup> Basic & Diluted Earnings per share (EPS) and Net Assets Value per share is calculated on weighted average number of shares after considering Bonus Issue of Shares.

<sup>4</sup> Price Earning (P/E) Ratio in relation to the Issue Price of [●] per share.

<sup>5</sup> Current Market of Peer Company has been taken as on March 31, 2024

6. The face value of our shares is ₹10.00 per share and the Issue Price is of [●] per share which is [●] times of the face value.

7. The Issue Price has been determined by our Company in consultation with the Book Running Lead Manager and justified by our Company in consultation with the Book Running Lead Manager on the basis of above parameters. The investors may also want to peruse the risk factors and financials of the Company including important profitability and return ratios, as set out in the Auditors' Report in the offer Document to have more informed view about the investment.

### 8. Key performance indicators:

The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help us in analyzing the growth of various verticals in comparison to our peers. The KPIs disclosed below have been approved, by a resolution of our Audit Committee dated March 31, 2025 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Draft Red Herring Prospectus. Further, the KPIs herein have been certified by M/s. S V J K and Associates., Chartered Accountants, by their certificate dated March 31, 2025 having UDIN 25151324BMOBYM4585

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the

Equity Shares on the Stock Exchange or till the complete utilisation of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Issue Section, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

#### Key Performance Indicators of our Company

(Rs in lakhs)

Key Financial Performance	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations <sup>(1)</sup>	3,997.65	6,713.05	5,628.17	6,020.70
EBITDA <sup>(2)</sup>	966.23	1,105.18	(98.77)	598.92
EBITDA Margin <sup>(3)</sup>	24.17%	16.46%	-1.75%	9.95%
PAT	495.53	579.48	(573.20)	(145.14)
PAT Margin <sup>(4)</sup>	12.40%	8.63%	-10.18%	-2.41%

#### Notes:

- (1) Revenue from operation means revenue from sales.
- (2) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses
- (3) EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations
- (4) PAT Margin is calculated as PAT for the period/year divided by revenue from operations

#### Explanation for KPI metrics

Key Financial Performance	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our Business
PAT	Profit after tax provides information regarding the overall profitability of the business
PAT Margin	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business.

#### Operational KPI's of the Company:

Particulars		For the Period ended on September 30, 2024	For the Period / Year ended on		
			March 31, 2024	March 31, 2023	March 31, 2022
Number of Tests	Unit	1,38,08,674	1,91,91,180	1,87,94,617	2,13,05,491
B2C Revenues	%	51.69%	50.93%	53.42%	46.27%
B2B Revenues	%	48.31%	49.07%	46.58%	53.73%
Revenue from Radiology	%	27.05%	42.55%	38.06%	28.15%
Revenue from Pathology	%	72.95%	57.45%	61.94%	71.85%
Number of Patients served	Unit	7,19,976	12,41,373	11,52,153	13,12,206

#### Set forth below are the details of comparison of key performance of indicators with our listed industry peers:

We have listed peer Company such as Vijaya Diagnostic Centre Limited, listed on the Indian Stock Exchanges, of which comparison of Key Performance Indicators as below:

(Amount in Lakhs)

Particulars	Modern Diagnostics & Research Centre Limited			Vijaya Diagnostic Centre Limited		
	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operation	6,713.05	5,628.17	6,020.70	52,502.77	44,957.93	45,087.93
EBITDA	1,105.18	(98.77)	598.92	21,219.69	17,897.01	19,985.58
EBITDA Margin	16.46%	-1.75%	9.95%	40.42%	39.81%	44.33%
PAT	579.48	(573.20)	(145.14)	11,460.20	8,323.39	10,810.47



<b>PAT Margin</b>	8.63%	-10.18%	-2.41%	21.83%	18.53%	23.98%
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Notes: (1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements/ Annual Reports of the respected

(2) Growth in Revenue from Operations (%) is calculated as Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.

(3) EBITDA is calculated as Profit before tax + Depreciation + Finance Cost - Other Income

(4) 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations

(5) 'PAT Margin' is calculated as PAT for the period/year divided by revenue from operations.

(6) Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account.

#### Weighted average cost of acquisition

- a. The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities):** There has been no issuance of Equity Shares during the 18 months preceding the date of this Draft Red Herring Prospectus (Except Bonus Issue of Shares), where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue 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 30 days.
- b. The price per share of our Company based on the secondary sale / acquisition of shares (equity shares):** The is no secondary sale / acquisitions of Equity Shares, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue 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 is not applicable.
- c.** Since there are no transactions to report to under (a) and (b) therefore, information based on last 5 secondary transactions (primary transactions where Promoter / Promoter Group entities or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction), not older than 3 years prior to the date of this Draft Red Herring Prospectus irrespective of the size of transactions, is as follows:

#### Primary Transaction:

Date of Issue	Nature of Allotment	Names of Person	Number of Shares Allotted	Issue Price
February 24, 2025	Bonus Allotment	Mr. Devendra Singh Yadav	84,00,000	0.00
		Mrs. Asha Yadav	5,00,000	
		Mr. Nitin Kumar	5,00,000	
		Mrs. Deepali Yadav	5,00,000	
		Mrs. Sunita Yadav	99,980	
		Mr. Garvit Garg	10	
		Mr. Pulkit Garg	10	

#### Weighted average cost of acquisition on issue price

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Floor price (i.e. ₹ [●]/-)	Cap price (i.e. ₹ [●] /-)
Weighted average cost of acquisition of primary / new issue as per paragraph a above.	--	--	--
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph b above.	--	--	--
Weighted average cost of acquisition of primary issuances / secondary transactions as per paragraph 8(c) above:			
- Primary Transaction	0.00	[●]	[●]
- Secondary Transaction	--	--	--

Investors should read the above-mentioned information along with section titled “Business Overview”, “Risk Factors” and “Financial Information of our Company” beginning on page 108, 23 and 164 respectively including important profitability and return ratios, as set out in chapter titled “Other Financial Information” on page 165 of this Draft Red Herring Prospectus to have a more informed view.

## **STATEMENT OF SPECIAL TAX BENEFITS**

To,

**The Board of Directors,  
 Modern Diagnostic & Research Centre Limited**  
 Plot No H-64, 1st Floor BLK-H,  
 Bali Nagar City Landmark Near Khetar Pal Hospital,  
 Ramesh Nagar, West Delhi,  
 New Delhi, Delhi, India, 110015

Dear Sir,

**Subject: Statement of possible tax benefits (“the statement”) available to Modern Diagnostic & Research Centre Limited (“the company”), its shareholder prepared in accordance with the requirement in Point No. 9 (L) of Part A of Schedule VI to the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018.**

**Ref: Proposed Initial Public Offering of Equity Shares of Face Value ₹10 Each (The “Equity Shares”) of Modern Diagnostic & Research Centre Limited (The “Company”).**

1. We hereby confirm that the enclosed Annexure I, prepared by (‘the Company’), which provides the possible special tax benefits under direct tax and indirect tax laws presently in force in India, including the Income-tax Act, 1961, 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, Customs Act, 1962 and the Customs Tariff Act, 1975 (collectively the “Taxation Laws”), the rules, regulations, circulars and notifications issued thereon, as applicable to the assessment year 2025-26 relevant to the financial year 2024-25, available to the Company, its shareholders and its Subsidiary. Several of these benefits are dependent on the Company or its shareholders or its Subsidiary fulfilling the conditions prescribed under the relevant provisions of the Taxation Laws. Hence, the ability of the Company and or its shareholders or its Material Subsidiary to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.
2. This statement of possible special tax benefits is required as per 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’). 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, its shareholders and the same would include those benefits as enumerated in the statement. The benefits discussed in the enclosed statement cover the possible special tax benefits available to the Company, its Shareholders and do not cover any general tax benefits available to them. Any benefits under the 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. The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the Company’s management. We are informed that these Annexures are only intended to provide information to the investors and 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 proposed initial public offering.
4. 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.
5. We do not express any opinion or provide any assurance as to whether
  - i) the Company or its shareholders will continue to obtain these benefits in future;
  - ii) the conditions prescribed for availing the benefits have been I would be met with; and
  - iii) the revenue authorities’ courts will concur with the views expressed herein.
6. The Content of the enclosed Annexures are based on information, explanations and representations obtained from the company and on the basis of their understanding of the business activities and operations of the company.

7. No assurance is given that the revenue authorities/ Courts will concur with the view expressed herein. Our views are based on existing provisions of law and its implementation, which are subject to change from time to time. We do not assume any responsibility to updates the views consequent to such changes.
8. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.
9. This certificate is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for inclusion in the Draft Prospectus/ Prospectus in connection with the proposed issue of equity shares and is not be used, referred to or distributed for any other purpose without our written consent.

**For M/S. SVJK and Associates**  
**Chartered accountants**  
**Firm reg. No. – 135182W**

**CA Ankit Singhal**  
**Partner**  
**Membership No. - 151324**  
**UDIN: 25151324BMOBXU8985**

**Date: 27<sup>th</sup> March, 2025**  
**Place: Ahmedabad**

## **ANNEXURE I TO THE STATEMENT OF TAX BENEFITS**

The information provided below sets out the possible special tax benefits available to the Company, the Shareholders and its Subsidiary Company under the Taxation Laws presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

### **CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION**

#### **A. SPECIAL TAX BENEFITS TO THE COMPANY**

The Company is not entitled to any special tax benefits under the Taxation Laws.

#### **B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER**

The Shareholders of the Company are not entitled to any special tax benefits under the Taxation Laws.

#### **C. SPECIAL TAX BENEFITS TO THE SUBSIDIARY COMPANY**

Our Material Subsidiary Company is not entitled to any special tax benefits under the Taxation Laws.

#### **Note:**

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.

We hereby give our consent to include our above referred opinion regarding the special tax benefits available to the Company, to its shareholders and its Subsidiary Company in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus.



## SECTION VIII – ABOUT THE COMPANY

### INDUSTRY OVERVIEW

The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with the Issue has independently verified the information provided in this section. Industry sources and publications, referred to in this section, generally state that the information contained therein has been obtained from sources generally believed to be reliable but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured, and, accordingly, investment decisions should not be based on such information.

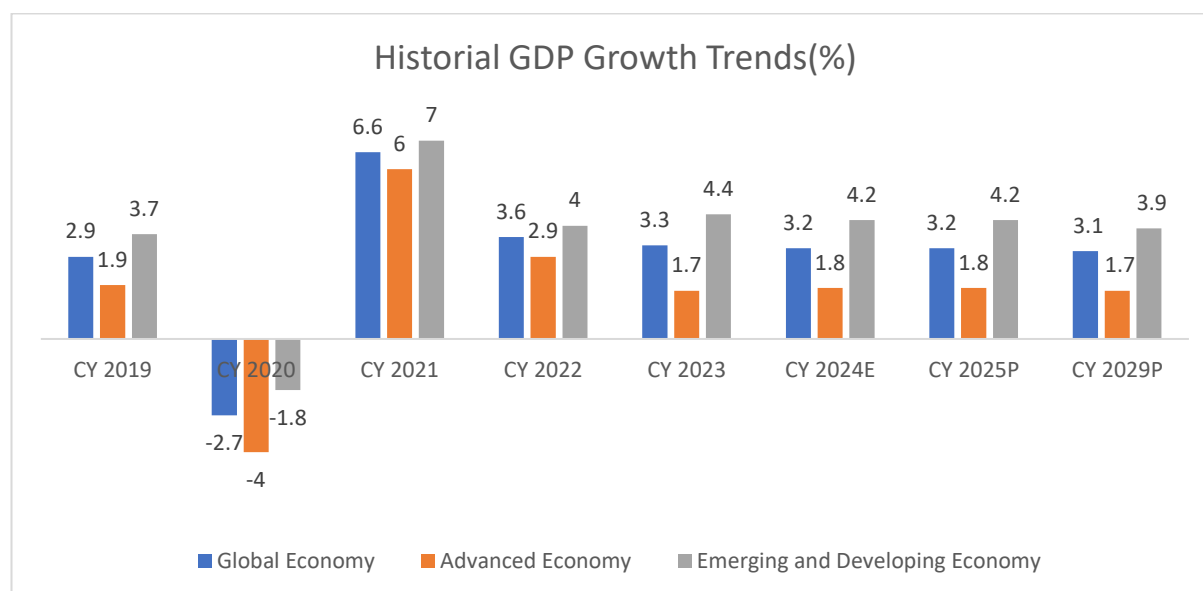
#### GLOBAL ECONOMIC OVERVIEW

The global economy started to rise from its lowest levels after countries started to lift the lockdown in 2020 and 2021. The lockdown was a key factor as it affected economic activities resulting in a recession in the year CY 2020, as the GDP growth touched -2.7%.

In CY 2021 disruption in the supply chain affected most of the advanced economies as well as low-income developing economies. The rapid spread of Delta and the threat of new variants in mid of CY 2021 further increased uncertainty in the global economic environment.

Global economic activities experienced a sharper-than-expected slowdown in CY 2022. One of the highest inflations in decades, seen in 2022, which forced most of the central banks to tighten their fiscal policies. Russia's invasion of Ukraine affected the global food supply resulting in a further increment in the cost of living.

Further, despite initial resilience earlier in 2023, marked by a rebound in reopening and progress in curbing inflation from the previous year's highs, the situation remained precarious. Economic activity lagged its pre-pandemic trajectory, particularly in emerging markets and developing economies, leading to widening disparities among regions. Numerous factors are impeding the recovery, including the lasting impacts of the pandemic and geopolitical tensions, as well as cyclically driven factors such as tightening monetary policies to combat inflation, the reduction of fiscal support amidst high debt levels, and the occurrence of extreme weather conditions. As a result, global growth is expected to decline from 3.3% in CY 2023 to 3.2% in CY 2024.



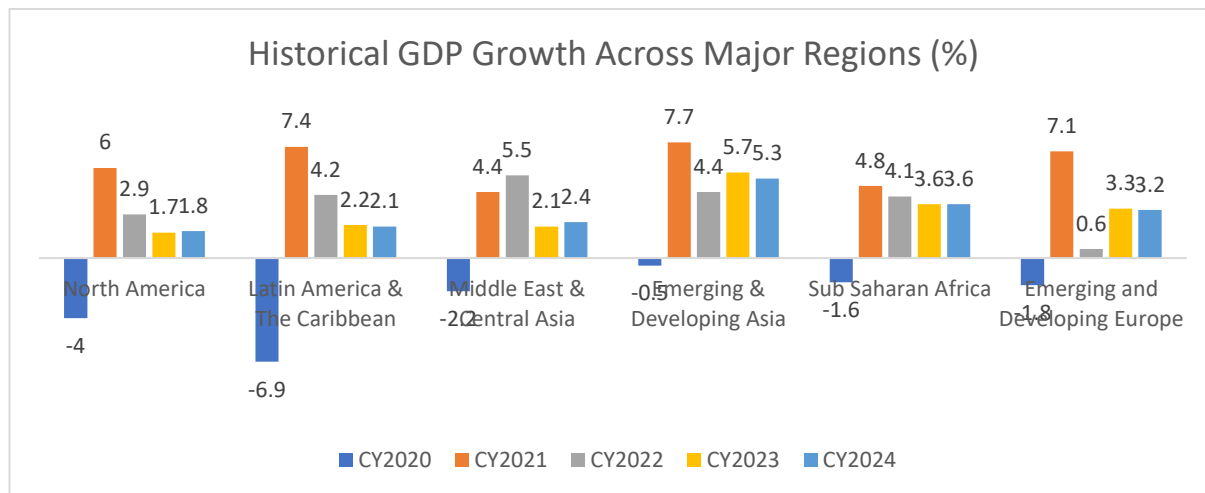
Source – IMF Global GDP Forecast Release October 2024

*Note: Advanced Economies and Emerging & Developing Economies are as per the classification of the World Economic Outlook (WEO). This classification is not based on strict criteria, economic or otherwise, and it has evolved over time. It comprises of 40 countries under the Advanced Economies including the G7 (the United States, Japan, Germany, France, Italy, the United Kingdom, and Canada) and selected countries from the Euro Zone (Germany, Italy, France etc.). The group of emerging market and developing economies (156) includes all those that are not classified as Advanced Economies (India, China, Brazil, Malaysia etc.)*

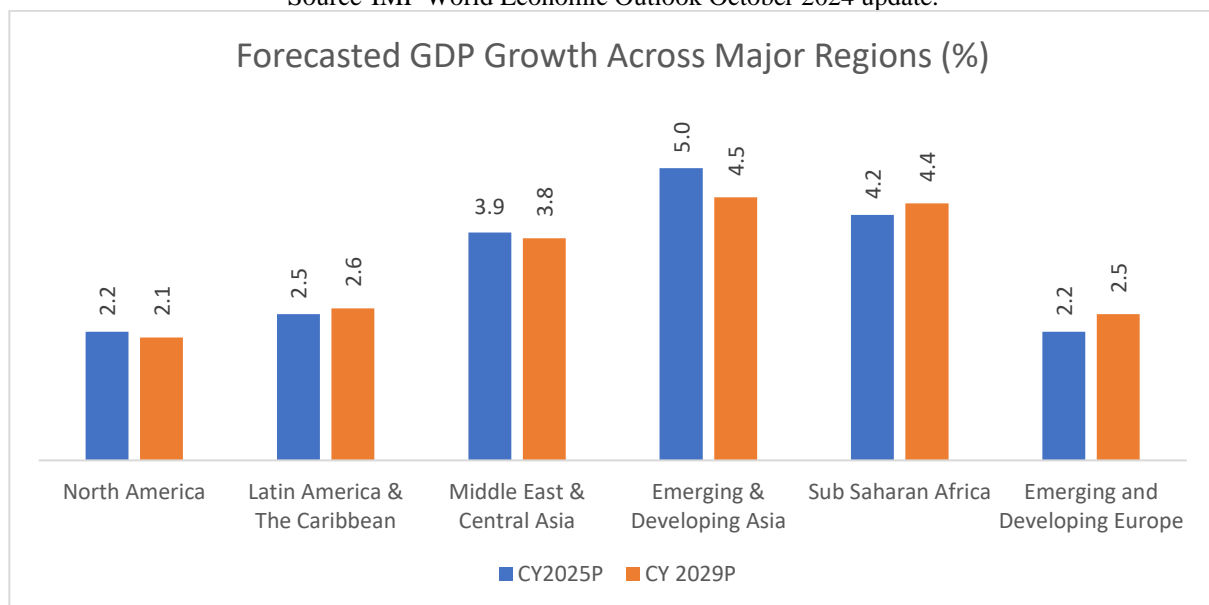
The global GDP growth is estimated to grow by 3.2% in CY 2024 as compared to 3.3% in CY 2023. While high inflation and rising borrowing costs are affecting private consumption, on the other hand, fiscal consolidation is affecting government consumption. Slow growth in developed economies will affect the GDP growth in CY 2024.

### GDP Growth Across Major Regions

GDP growth of major regions including Latin America & The Caribbean, Middle East & Central Asia, and Sub-Saharan Africa, were showing signs of slow growth and recession between 2020 – 2023, but leaving Latin America & The Caribbean, 2024 is expected to show resilience and growth. Meanwhile, GDP growth in Emerging and Developing Asia (India, China, Indonesia, Malaysia, etc.) is expected to decrease from 5.3% in CY 2024 to 5.0% in CY 2025, while in the United State, it is expected to decrease from 2.8% in CY 2024 to 2.2% in CY 2025.



Source-IMF World Economic Outlook October 2024 update.



Source-IMF, OECD, and World Bank, D&B Estimates

Except for Emerging and Developing Asia, Latin America & The Caribbean and North America, all other regions are expected to record an increase in GDP growth rate in CY 2024 as compared to CY 2023. GDP growth in Latin America & The Caribbean is expected to decline due to negative growth in Argentina. Further, growth in the United States is expected to come down at 2.2% in CY 2025 due to lagged effects of monetary policy tightening, gradual fiscal tightening, and a softening in labour markets slowing aggregate demand.

India and China saw greater-than-anticipated growth in 2023 due to heightened government spending and robust domestic demand, respectively. Sub-Saharan Africa's expected growth in 2024 is attributed to the diminishing negative impacts of previous weather shocks and gradual improvements in supply issues.

## GLOBAL ECONOMIC OUTLOOK

After winning the U.S. Presidential election in November, President-elect Donald Trump has announced the possibility of imposing a 25% import tariff on goods from Canada and Mexico, as well as an additional import tariffs on goods from the Chinese Mainland. The economic impact will depend on the nature of the tariffs, the extent to which they are applied, their duration, and whether they are reciprocated with retaliatory actions. Similarly, the scale of deportations alongside enhanced border restrictions – another potential policy priority – may see U.S. net migration fall and lead to lower overseas labor supply. President-elect Trump has also spoken of extending tax cuts and general deregulation. We will understand more when the new administration takes office on January 20, 2025, but in the meantime, the uncertainty is likely to affect business decisions. The market expects the impact of the incoming administration's new policies to be inflationary and has pared back expectations about the pace of Federal Funds rate cuts next year, with 75% of investors expecting U.S. interest rates to end 2025 in the range of 3.50% to 4.25%.

Given expectations of a generally higher inflationary environment in the U.S. in 2025, those emerging economies closely connected to movements in the Fed Funds rate, such as Mexico (the Bank of Mexico closely follows the U.S. Federal Reserve), Hong Kong S.A.R. (which operates a U.S. dollar peg for its currency), and those countries in parts of Latin America and Eastern Europe which are likely to find accessing international capital markets more difficult, are also likely to experience stress. Europe-U.S. trade relations may also come under pressure, given the region's trade surplus with the U.S., at a time when the Eurozone's growth trajectory is already potentially weakening. Europe would likely be subject to blanket tariffs ranging from 10% to 20% on all imports. The U.S. is the EU's top export partner, accounting for around 20% of the EU's total exports outside of the union, and so further reciprocal tariffs on U.S. exports may be limited.

Aside from potential inflationary effects from upcoming U.S. policies, global underlying inflation continues to normalize, supporting monetary policy loosening. Progress towards central bank targets may, however, be slowing and in some regions, such as the Eurozone and the U.S., may be ticking up in recent readings, but the broad trend is of softer price pressures. We may find that the European Central Bank and the Bank of England make more progress than the Federal Reserve in cutting interest rates. The Chinese Mainland, meanwhile, continues to battle deflation.

Falling interest rates in major economies will ease pressure on emerging economies: local currencies should appreciate against the U.S. dollar, which would lessen imported inflation and allow central banks in emerging economies to focus on underlying domestic price pressures. Growth in India and in parts of Latin America, Eastern Europe, and the Middle East will likely offset the underlying slowdown in the Chinese Mainland. Brazil's central bank has been raising interest rates in recent months to combat rising inflation, indicating that central banks may be willing to reverse course if required. One of the key short-term risks is the path of global disinflation – and the corresponding pace of monetary policy easing. With inflation edging up in some economies and expectations that it may re-accelerate in 2025, central banks are likely to continue to act cautiously.

Geopolitical risks in the Middle East continue to be a systemic regional risk, though the recent ceasefire between Israel and Hezbollah offers optimism, despite being endangered by transgressions. Political/insecurity risk has been, and continues to be, a key risk category this year. Latest incidents include the imposition and then almost immediate repeal of martial law in South Korea; the collapse of the French government following a vote of no confidence; and Germany's governing coalition finally breaking apart after months of disagreements. Germany is at a critical juncture, confronting a confluence of escalating geopolitical, economic, and domestic challenges that threaten its stability and leadership of Europe. The risk is acute – Germany faces losing its position as Europe's economic powerhouse, threatening dependent neighbors, and potentially undermining its wider geopolitical influence.

## INDIAN ECONOMY

India's economy showed resilience with GDP growing at 8.2% in CY 2023. The GDP growth in CY 2023 represents a return to pre pandemic era growth path. Even amidst geopolitical uncertainties, particularly those affecting global energy and commodity markets, India continues to remain one of the fastest growing economies in the world.

Country	Real GDP Growth (CY 2023)	Projected GDP Growth (CY 2024)	Projected GDP Growth (CY 2025)
India	8.20%	7.00%	6.50%
China	5.20%	4.80%	4.50%
Russia	3.60%	3.20%	1.50%
Brazil	2.90%	3.00%	2.40%
United States	2.90%	2.80%	1.90%
Japan	1.90%	0.30%	1.00%
Canada	1.20%	1.30%	2.40%

Italy	0.90%	0.70%	0.90%
France	1.10%	0.90%	1.30%
South Africa	0.70%	0.90%	1.20%
United Kingdom	0.10%	0.70%	1.50%
Germany	-0.30%	0.00%	0.80%

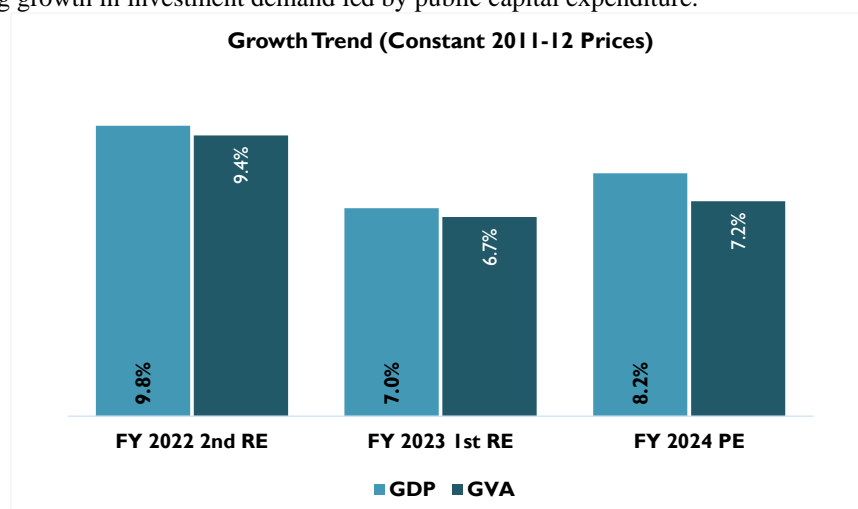
Source: World Economic Outlook, October 2024

Countries considered include - Largest Developed Economies and BRICS (Brazil, Russia, India, China, and South Africa). Countries have been arranged in descending order of GDP growth in 2023).

There are few factors aiding India's economic recovery – notably its resilience to external shocks and rebound in private consumption. This rebound in private consumption is bringing back the focus on improvements in domestic demand, which together with revival in export demand is a precursor to higher industrial activity. Already the capacity utilization rates in Indian manufacturing sector are recovering as industries have stepped up their production volumes. As this momentum sustains, the country may enter a new capex (capital expenditure) cycle. The universal vaccination program by the Government has played a big part in reinstating confidence among the population, in turn helped to revive private consumption.

On the lending side, the financial health of major banks has witnessed an improvement which has helped in improving the credit supply. With capacity utilization improving, there would be demand for credit from the corporate sector to fund the next round of expansion plans. The banking industry is well poised to address that demand. Underlining the improving credit scenario is the credit growth to the micro, small, and medium enterprise (MSME) sector as the credit outstanding to the MSME sector by scheduled commercial banks in the fiscal year 2024 grew by 14% to INR 10.31 trillion compared to INR 9.02 trillion as on 24 March 2023. The extended Emergency Credit Linked Guarantee Scheme (ECLGS) by the Union Government has played a major role in improving this credit supply.

As per the provisional estimates 2023-24, India's GDP in FY 2024 grew by 8.2% compared to 7.0% in the previous fiscal on the back of solid performances in manufacturing, mining, and construction sectors. The year-on-year increase in growth rate is also partly due to by a strong growth in investment demand led by public capital expenditure.



Source: Ministry of Statistics & Programme Implementation (MOSPI), National Account Statistics, 2023-24

## Growth Outlook

India's H1 FY2024-25 GDP slowdown is cyclical, driven by credit tightening and delayed fiscal spending, but strong fundamentals should support growth in the second half of the fiscal year. Politically, the continuation of the National Democratic Alliance (NDA) government signals sustained reforms, with optimism around labour and land reforms. The government is also taking steps to control retail inflation by managing food prices and import duties. Retail inflation eased to 5.5% y/y in November, down from 6.2% in October, as vegetable prices moderated following a bumper summer harvest and favorable monsoon. Still-high food prices and geopolitical tensions continue to pose risks to inflation and growth. High retail credit and rising unsecured loans signal consumption-driven borrowing, yet urban demand remains under pressure. Rural demand has shown resilience, benefitting from favorable monsoons, robust agricultural output and elevated food prices. The RBI's September economic review highlighted a contrasting trend in rural and urban consumption demand in H1 FY2024- 25, with rural demand remaining robust, while urban demand showed weakness.

On external front, the global business environment remains cautious, with geopolitical tensions, particularly in Gaza, posing potential risks to global stability. In mid-October 2024, the Indian rupee dropped below INR84: USD, due to strong dollar demand from foreign banks, likely due to outflows from equities and the weakness in regional peers as the dollar strengthened. Despite this, the rupee outperformed its peers in October, supported by the RBI's interventions and record-high FX reserves of USD690bn. However, external pressures, including US monetary policy and geopolitical risks, will keep the rupee under stress, limiting its near-term appreciation potential.

Looking ahead to 2025, India's projected GDP growth of 6.5% stands out as the fastest among major emerging markets, significantly outpacing China's 4.8%, and Brazil's 3%. This robust growth trajectory is expected to sustain at 6.5% annually from 2025 to 2029, reflecting strong economic fundamentals and continued momentum.

This decent growth momentum in near term CY 2025 is accompanied by a slowdown in inflation, as well as various other factors in the medium to long term that will support the economy. These include enhancements in physical infrastructure, advancements in digital and payment technology, improvements in the ease of doing business and a higher quality of fiscal expenditure to foster sustained growth.

On the demand side, improving employment conditions and moderating inflation are expected to stimulate household consumption. Further, the investment cycle is gaining traction, propelled by sustained government capital expenditure, increased capacity utilization and rising credit flow.

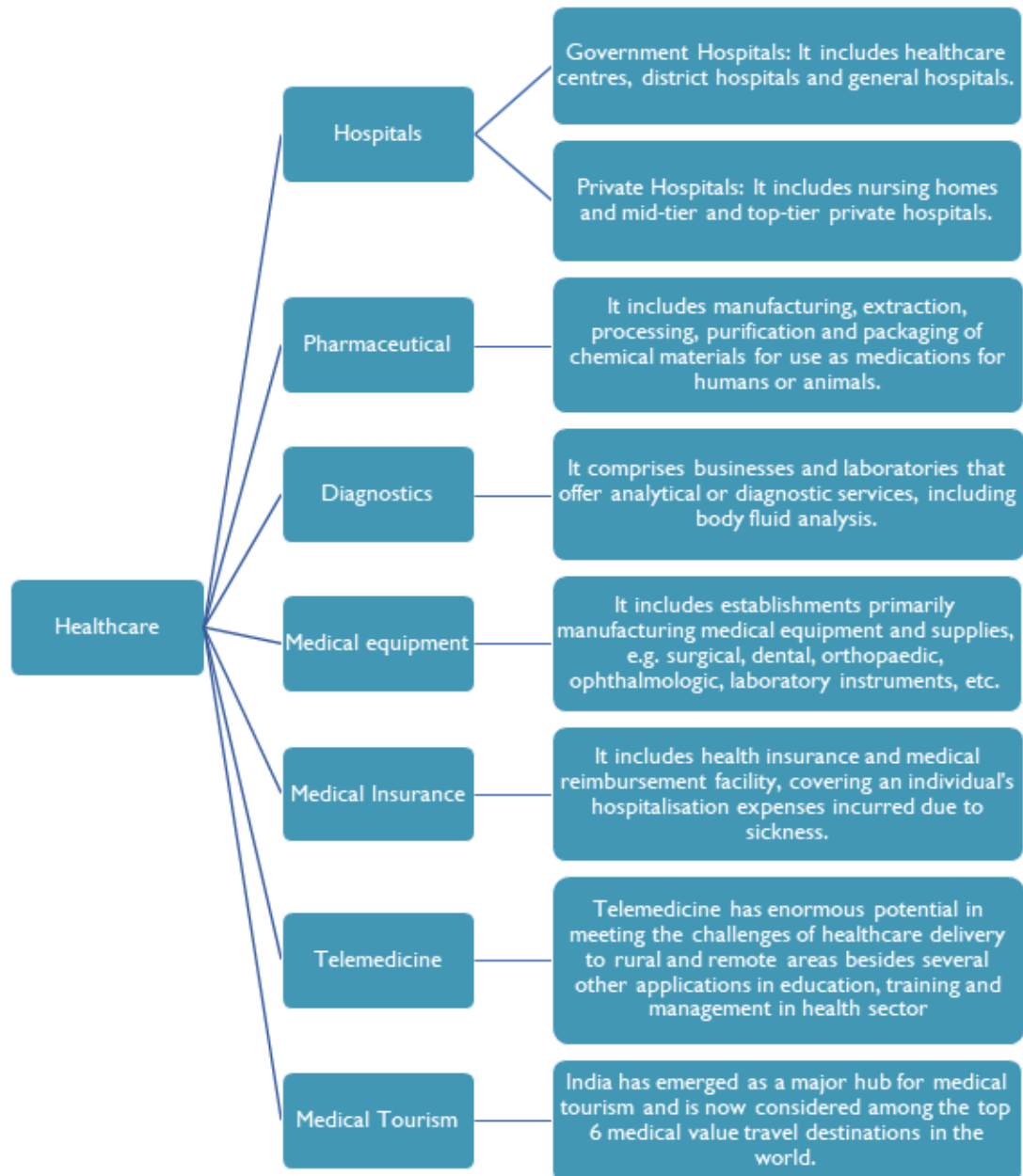
From uplifting the underprivileged to energizing the nation's infrastructure development, the Government has outlined its vision to propel India's advancement and achieve a 'Viksit Bharat' by 2047 in the interim budget announced on 1<sup>st</sup> Feb 2024. Noteworthy positives in the budget include achieving a lower-than-targeted fiscal deficit for FY2024 and setting a lower-than expected fiscal deficit target for FY2025, proposing dedicated commodity corridors and port connectivity corridors, providing long-term financing at low or nil interest rates to the private sector to step up R&D (Research & Development) in the sunrise sectors.

Achieving a reduced fiscal deficit of 5.8% in FY2024 and projecting a lower than-anticipated fiscal deficit of 4.9% as announced in the interim budget in July 2024 for the current fiscal year (FY 2025) are positive credit outcomes for India. This showcases the country's capability to pursue a high-growth trajectory while adhering to the fiscal glide path. There has been a significant boost to capital expenditure for two consecutive years; capital expenditure – which is budgeted at 3.4% of GDP (INR 11.1 trillion) for fiscal year 2024-25 – is at a 21-year high (3.3% of GDP in fiscal year 2023-24). The enhancement of port connectivity, coupled with the establishment of dedicated commodity corridors (energy, mineral and cement), is poised to enhance manufacturing competitiveness. This strategic move aims to fulfil India's export targets and reduce logistics costs.

## **INDUSTRY- DIAGNOSTIC SERVICES**

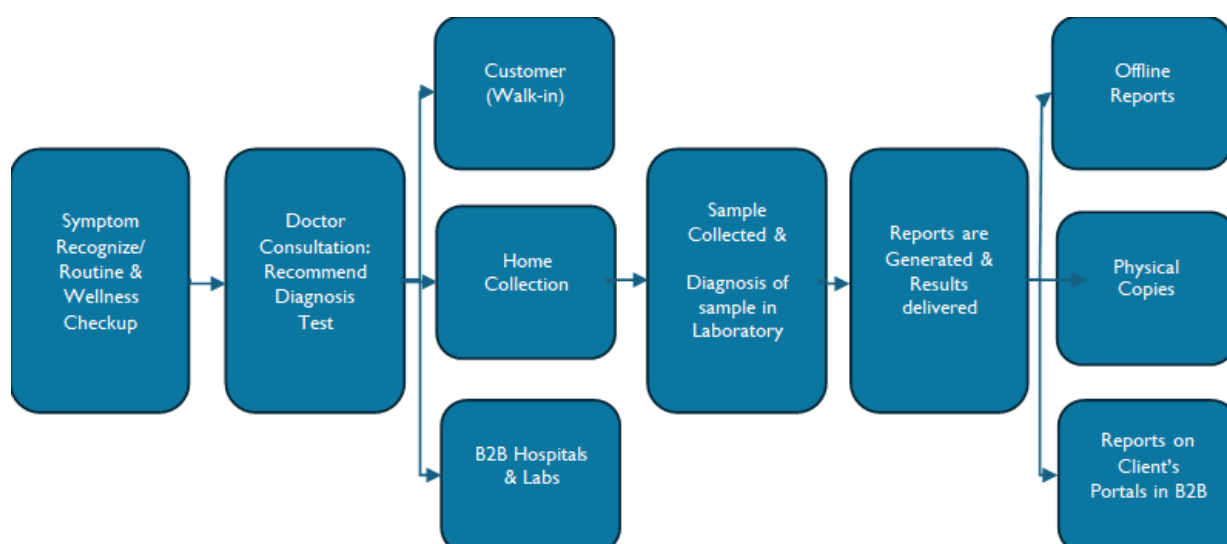
Healthcare industry comprises of a diverse range of players offering products and service meant to meet the healthcare needs of a patient. These include Healthcare Delivery (Hospitals), Pharmaceuticals, Diagnostics, Medical Equipment & Supplies, Health Insurance, Telemedicine, and Medical Tourism.





### Diagnostic Services Overview

Diagnostic process is crucial for identifying and managing various health conditions and ensuring effective medical treatment and patient care, thus facilitating faster recovery of patient. Diagnostic companies provide service to clients in both B2B which includes hospitals, nursing homes, clinics, and other healthcare establishments, and B2C which includes direct customers.



The diagnostic process in India starts with patients recognizing symptoms or going for routine/wellness checkups. They first consult a doctor who evaluates their condition and recommends specific diagnostic tests. Patients can then proceed by visiting diagnostic centres directly to undergo the tests, providing samples at the doctor's clinic for transfer to the lab, or using home collection services offered by some diagnostic centres. After the samples are collected, the laboratory conducts the necessary tests. Results are then delivered to patients either online or offline, or directly to hospitals for those labs engaged in B2B services. This comprehensive process ensures accurate and timely diagnosis, aiding in effective medical treatment.

### Diseases for which Diagnostic test are performed

Diagnostic tests are vital across a wide range of diseases and conditions for accurate diagnosis, treatment planning, and patient health monitoring. For infectious diseases like tuberculosis, malaria, and COVID-19, prompt detection is essential for effective containment and treatment. Chronic illnesses such as diabetes, hypertension, and cardiovascular disorders depend on tests to monitor disease progression and inform management strategies. In cancer care, diagnostics, including screenings and molecular tests, are crucial for early detection and personalized treatment planning.

Disease Group	Common Disease
Chronic Diseases	Diabetes, Hypertension, Cardiovascular Diseases, Asthma, Chronic Obstructive Pulmonary Disease (COPD), Cancers, Chronic Kidney Disease
Infectious Diseases	Tuberculosis, Dengue, Malaria, COVID-19, Hepatitis, HIV/AIDS (Human Immunodeficiency Virus / Acquired Immunodeficiency Syndrome)
Lifestyle-Related	Obesity, Metabolic Disorders, Non-Alcoholic Fatty Liver Disease
Kidney Diseases & Liver Diseases	Acute Kidney Injury, Glomerulonephritis, Kidney Stones. Cirrhosis, Hepatitis, Fatty Liver Disease, Liver Cancer, Lipid disorder.
Genetic Disorders	Thalassemia, Sickle Cell Anemia, Cystic Fibrosis, Down Syndrome, Haemophilia, Muscular Dystrophy
Autoimmune Diseases	Rheumatoid Arthritis, Systemic Lupus Erythematosus, Psoriasis, Multiple Sclerosis, Inflammatory Bowel Disease (Crohn's Disease, Ulcerative Colitis)
Hormonal Imbalances	Thyroid Disorders (Hypothyroidism, Hyperthyroidism), Polycystic Ovary Syndrome (PCOS), Cushing's Syndrome, Addison's Disease
Blood Disorders	Anemia, Leukemia, Lymphoma, Haemophilia
Gastrointestinal Diseases	Irritable Bowel Syndrome (IBS), Gastric Ulcers, Crohn's Disease, Ulcerative Colitis
Neurological Disorders	Epilepsy, Parkinson's Disease, Alzheimer's Disease, Stroke
Bone and Joint Disorders	Osteoporosis, Osteoarthritis, Rheumatoid Arthritis

Moreover, specific diagnostic tests are necessary for identifying genetic disorders, autoimmune conditions, hormonal imbalances, and various neurological, gastrointestinal, and respiratory disorders, ensuring tailored therapeutic approaches. Overall, diagnostic tests are indispensable tools in diverse medical fields, allowing healthcare providers to deliver precise and effective care.

## FACTORS INFLUENCE PATIENT'S CHOICE OF DIAGNOSTIC CENTRE:

When patients choose a diagnostic centre, several factors play a crucial role in their decision-making process. The choice of a diagnostic centre is significantly influenced by the accuracy of diagnoses, the effectiveness of subsequent treatments, and overall patient safety. With numerous diagnostic centres available, patients consider various elements to ensure that they select a centre that meets their needs and provides reliable and timely results. Here are the key factors that can influence patients' choice of a diagnostic centre:

- **Doctor Recommendations:** Recommendations from doctors significantly influence patient choices. A diagnostic centre trusted and referred by healthcare providers is likely to meet high standards for accurate and timely diagnoses.
- **Accuracy:** Patients seek diagnostic labs known for their error-free and precise test outcomes, as inaccuracies can lead to incorrect treatments with severe consequences.
- **Facilities & Medical Team:** Patients look for diagnostic centres that are well-equipped with the latest medical tools, equipment, and accessories. Patients are more likely to trust diagnostic centres staffed by skilled professionals who can ensure the accuracy and reliability of test results.
- **Credibility:** The reputation and endorsements of a diagnostic centre play a significant role. Patients often consider the centre's certifications and reputation to determine its reliability. Quality certifications and awards indicate adherence to necessary standards and a safe environment.
- **Hygiene:** Patients prefer pathological labs that maintain excellent sanitation, ensuring their safety and reducing the risk of infections.
- **Ease in Appointment & Timely Delivery:** Patients favour diagnostic centres that offer easy appointment scheduling and quick report delivery, minimizing delays in diagnosis and treatment.
- **Test Price:** Affordable and competitively priced tests attract cost-conscious patients, making diagnostic centres more appealing. Additionally, patients with insurance tend to prefer centres with tests that align with their insurance coverage limits.
- **Seriousness of the Disease:** The severity of the condition can impact the choice of a diagnostic centre. For critical illnesses, patients often prefer reputable centres to ensure the highest level of accuracy and care.
- **Convenience:** Convenience in location and services is another important factor. Patients are attracted to centres that offer easy access, flexible appointment scheduling, and home sample collection services, making the diagnostic process smoother and less stressful.
- **Experience:** Previous positive experiences with a diagnostic centre can strongly influence patient decisions. Patients may return to centres where they have received reliable service and accurate results in the past, fostering trust and satisfaction.

These factors assist patients in selecting the optimal diagnostic centre, thereby ensuring their medical tests are conducted safely, accurately, and promptly. Companies operating in this segment should prioritize these key factors that influence patient decisions when choosing a diagnostic centre for specific tests. By addressing these factors comprehensively, diagnostic centres can enhance patient trust, satisfaction, and overall healthcare outcomes.

## MARKET SEGMENTATION

The India diagnostic labs market is segmented based on test type, provider type, end user.

**Based on Test Type**, the diagnostic lab market in India is segment into two broad segments i.e., Pathology and imaging services (Radiology) which are widely performed diagnostic services used by the healthcare.

- **Pathology services** consist of testing blood, urine, or other body fluids to check for infections while use of medical imaging techniques to diagnose and treat diseases and injuries.
- **Radiology services** are non-invasive diagnostic techniques to check the functionality of vital body organs like heart, lungs, and brain. These include EEG, CT scan, MRI Scan<sup>1</sup> and Ultrasound Scan. Based on the complexity of imaging equipment used, radiology is split into:
  - **Soft or basic modality services** consisting of electrocardiogram ("ECG"), X-ray, sonography.
  - **Advanced modality services** consisting of CT-scan, MRI, nuclear imaging, interventional radiology, and other advanced molecular imaging techniques.

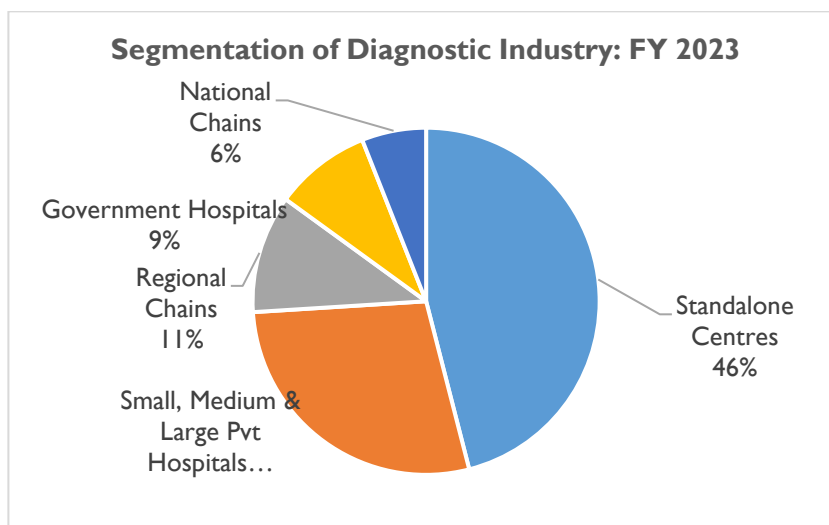
**Based on End User**, the market is segmented into Doctor Referrals, Routine, Wellness, Specialized, and Corporate Clients. The Doctor Referrals segment is a major driver for the overall diagnostic services as most people avail different types of diagnostic tests based on their doctors' recommendations. However, the preventive and wellness testing segment are also contributing to the overall industry growth. The increasing healthcare awareness among the population is translating into a rising count of people

going for regular health checks, thereby boosting the demand for the diagnostic services. In addition to above, the corporate client's segment is also driving the diagnostic business in India particular in urban area as various corporates are encouraging regular health check-ups done for their employees, ensuring the overall well-being of their employees.

**Based on Provider type**, the market is segmented into

- Stand Alone Diagnostic Labs,
- Hospital Based Diagnostic Labs and
- Diagnostic Chains (Regional and National Diagnostic Chain)

The Indian diagnostics industry is highly fragmented given the high proportion of standalone centres and hospital-based centres, which collectively comprised of nearly two third share in the total market in FY 2023. The sector also comprises of diagnostic chain which either have regional and multi-regional presence.



Source – D&B Research4F

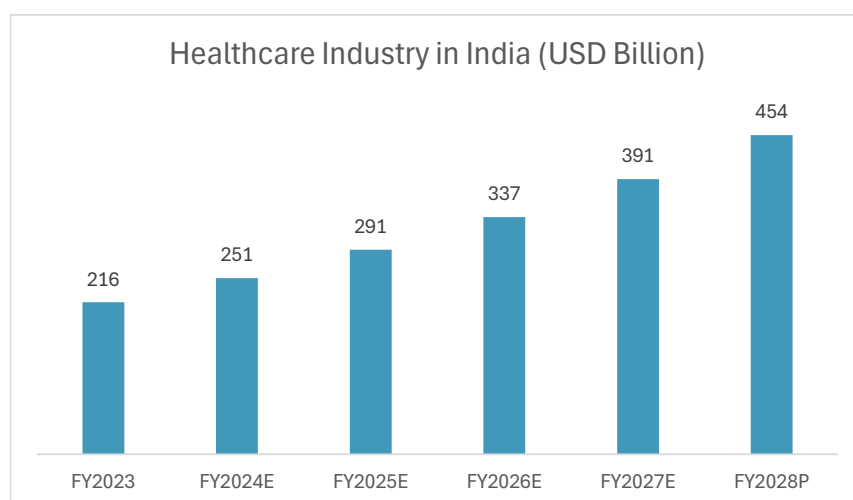
In FY 2023, the standalone centers dominated with 46% of the market, private hospital labs at 28%, Regional chains at 11%, Government hospitals at 9%, and national chains at 6%. In the pathology segment, of the 1.32 lakh pathology labs operational in India, about 60% are standalone while in the radiology segment, over 80% of the 55,000 estimated radiology labs in India operated on a standalone basis.

However, industry is witnessing a shift from standalone centres to these diagnostic chains as patients are placing higher reliance on diagnostic chains due to their quality of service and the unavailability of several complex tests at standalone centres.

In terms of market distribution, the diagnostic industry in India is predominantly urban-centric, with approximately 78% of the market share concentrated in urban regions. Major metro cities like Delhi NCR, Mumbai, Pune, Hyderabad, Bangalore, and Chennai are hotspots for diagnostic services due to higher healthcare awareness and accessibility. Rural diagnostics, in contrast, account for only 22% of the market, indicating significant growth potential in these underserved areas. The unorganized sector, which forms a significant portion of the market, often operates without stringent regulatory oversight, leading to disparities in quality and pricing. This lack of regulation poses a challenge to the credibility and consistency of diagnostic services, particularly in rural regions. Despite this, the increasing demand for preventive healthcare and rising awareness of health and well-being post-pandemic are driving the industry towards greater organization and standardization.

### Current Status of Indian Healthcare Industry

The Indian healthcare sector renowned for its dynamic growth potential and diverse components was estimated to value at an impressive USD 216 billion in FY23. This sector is projected to nearly double to an estimated USD 454 billion by FY28, representing a robust compound annual growth rate of 16%.

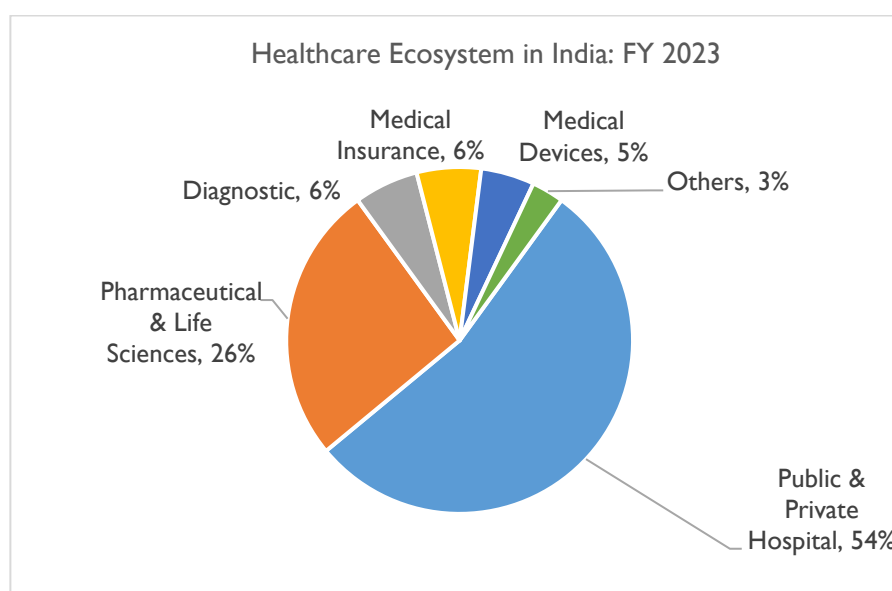


Source – D&B Research

The demand for healthcare services in India is projected to increase significantly due to several key factors, including rising income levels, an aging population, growing health awareness, and a shift towards preventive healthcare. One major driver of this growth is the low cost of medical services in India, which has made the country a leading destination for medical tourism, drawing patients from around the globe. In addition, India has become a hub for research and development (R&D) activities for international companies, thanks to its relatively low cost of clinical research.

Several supportive policies have also contributed to the growth of the healthcare sector. The Indian government has implemented favorable policies to encourage foreign direct investment (FDI) and provide tax benefits, creating a conducive environment for growth. These policies, combined with the promising growth prospects of the sector, have attracted substantial investments from private equity (PE) firms, venture capitalists (VCs), and foreign players. Overall, the Indian healthcare sector is poised for robust growth, driven by increasing demand, competitive cost advantages, and supportive government policies.

In India's healthcare ecosystem, private and public hospitals dominate with a 54% share, followed by pharmaceuticals and life sciences at 26%. Diagnostics and medical insurance hold about 6%, medical devices account for 5%, and the remaining 3% comprises the health tech, and health & fitness sectors.



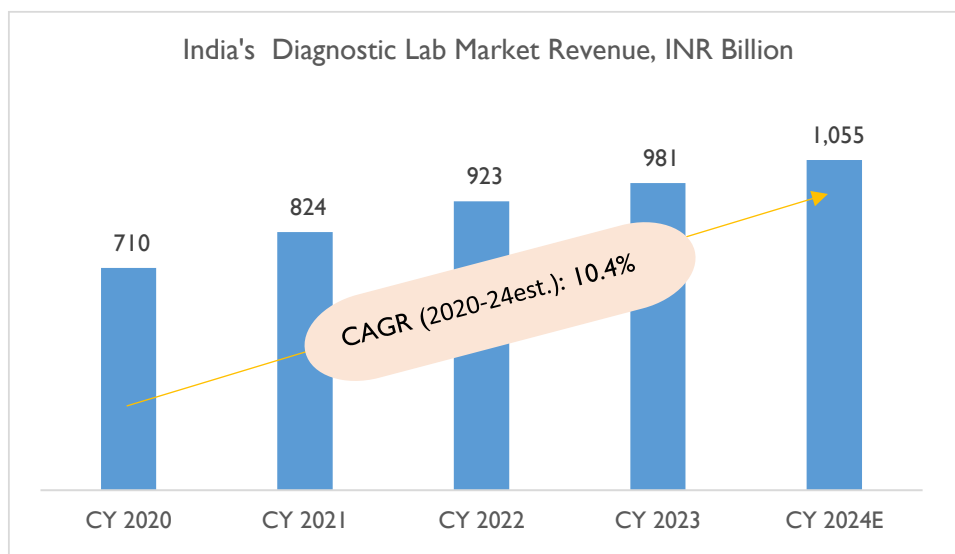
Source – Dun & Bradstreet Desk Research

## DIAGNOSTIC SECTOR

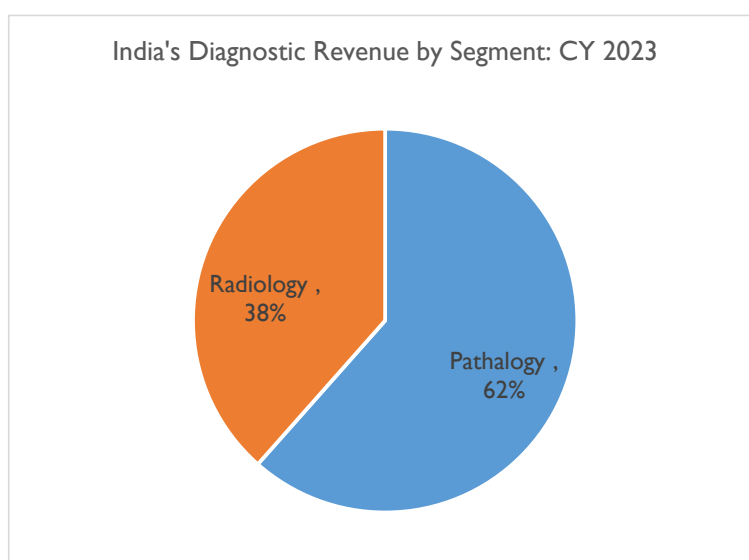
India's healthcare sector continues to evolve, driven by technological advancements and increasing demand for quality services. The healthcare sector in India including diagnostic sectors is witnessing a steady and healthy growth where ageing population, rising incomes, and government initiatives have remained instrumental in driving the overall market growth. Post Covid-19, the diagnostic sector particularly is witnessing substantial growth and transformation, significantly propelled by heightened awareness



of preventive testing and advanced diagnostic tests including the other market drivers. The market revenue of diagnostic sector in India reached INR 981 billion in 2023 from INR 710 billion in 2020 and further estimated to grow to INR 1,055 billion in 2024, clocking a CAGR of 10.4% between 2020-2024.



Sources: Primary Research

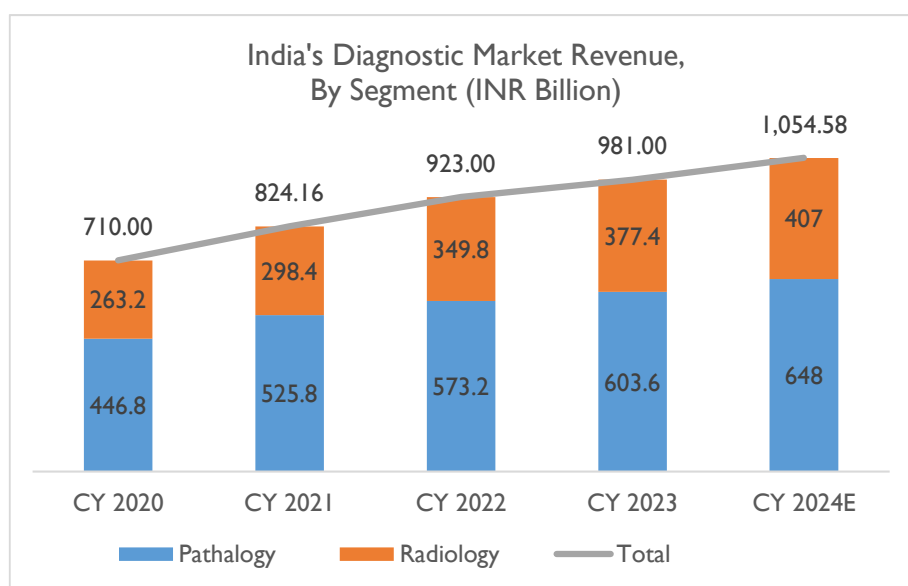


## MARKET SEGMENTATION

In terms of market segmentation, Pathology holds the larger share of about 62% of the total market due to the high demand for routine and specialized blood tests, which are essential for diagnosing a wide range of medical conditions. Pathology tests are the initial tests recommended by healthcare professional whenever a disease or illness is suspected. These are repeated regularly even after a problem has been identified and medical conditions have been addressed for regular monitoring.

The increasing prevalence of chronic and lifestyle-related diseases such as diabetes, cancer, cardiovascular diseases, etc., necessitates regular pathology testing. Additionally, advancements in laboratory technology and automations are further driving their widespread use

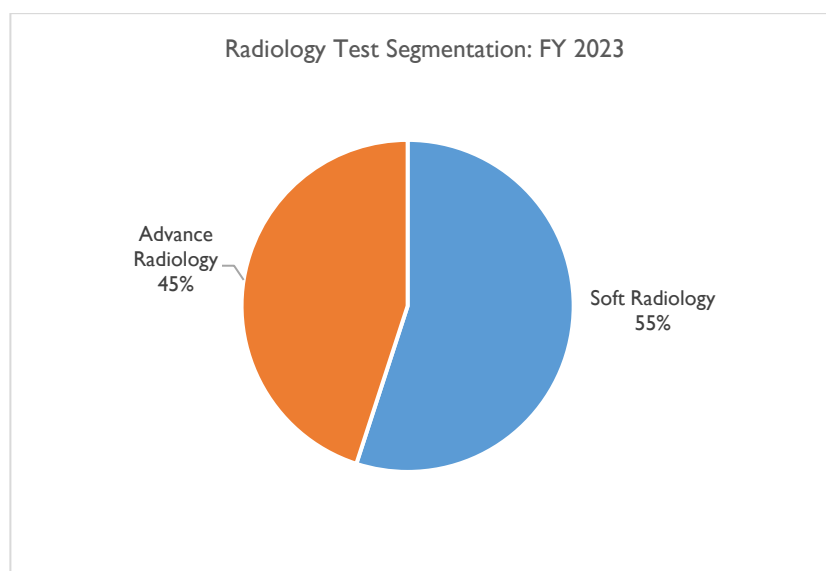
However, radiology is experiencing a faster growth than pathology as radiology offers quicker diagnosis, making it more attractive to both patients and healthcare providers. Between 2020-24, radiology segment is estimated to observe CAGR of 11.5% against 9.7% CAGR observed by the pathology segment with market revenue reaching INR 407 billion and INR 648 billion by the end of 2024, respectively.



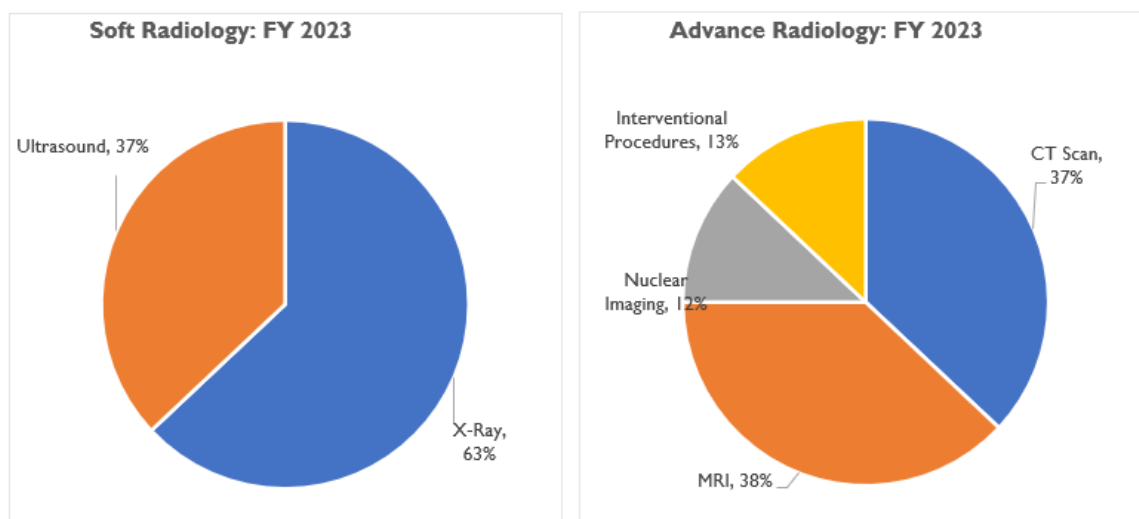
Sources: Primary Research

## Radiology

Within radiology<sup>8F2</sup>, the soft radiology commands higher market share of about 55% compared to advanced radiology. Soft radiology consists of 63% X-rays and 37% ultrasounds, characterized by its non-invasive nature, relatively low cost, and accessibility, plays a crucial role in routine screenings, initial assessments, and detecting common medical conditions like fractures and infections, thus improving patient outcomes. Advanced radiology made up 45% of the market and included 37% CT scans, 38% MRIs, 12% nuclear imaging, and 13% interventional procedures are vital for diagnosing complex conditions, monitoring treatment response, and guiding minimally invasive interventions. Growing disease complexity, increasing healthcare awareness, coupled with rising affordability, the use of advanced imaging techniques and expanding services to the tier-2 and tier-3 are key factors contributing to the growth of radiology sector.

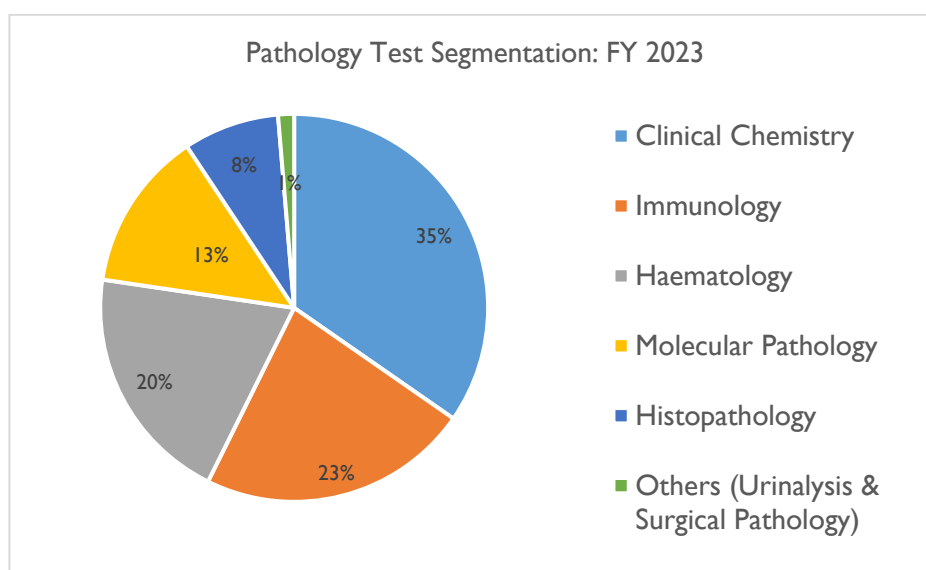


Sources: D&B Research



On the other hand, Pathology diagnostic tests, encompass disciplines like clinical chemistry, hematology, immunology, molecular pathology, histopathology, and more. Clinical chemistry, which contributes 35% to the market, focuses on analyzing bodily fluids to assess health and diagnose diseases. Immunology, accounting for 23%, studies the immune system's response to pathogens, allergens, and autoimmune disorders.

With 20% of the market, hematology assesses blood components to detect various disorders. Other vital modalities include molecular pathology with 13%, histopathology with 8% for examining tissue samples, and urinalysis and surgical pathology at 1% for detecting abnormalities.

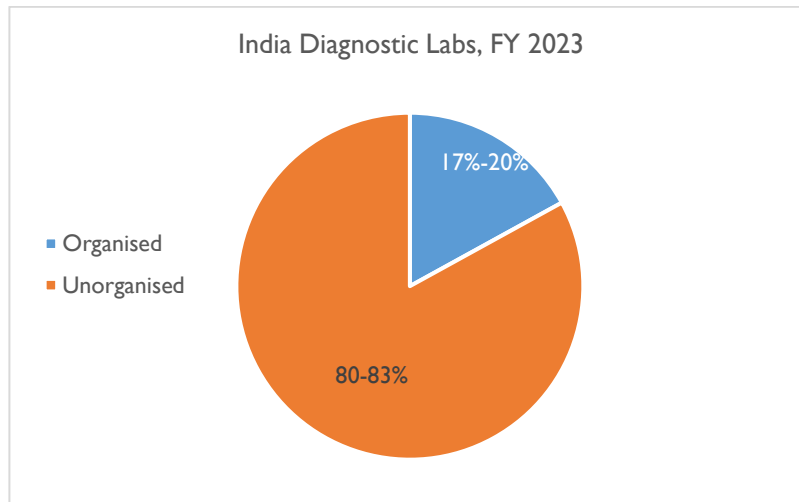


Sources: D&B Research

Factors like an aging population and a growing demand for preventive tests propel the pathology market. Government initiatives like AB-PMJAY and Pradhan Mantri Swasthya Suraksha Yojana further boost preventive healthcare demand.

### Diagnostic lab infrastructure in India

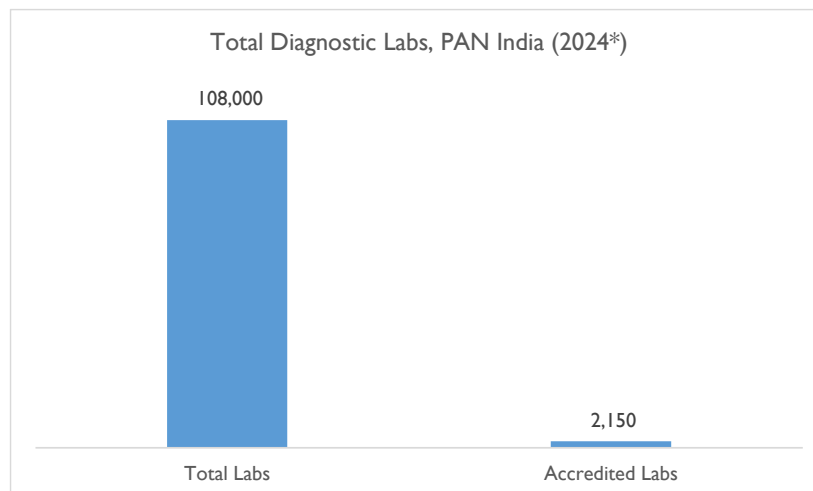
The Indian Diagnostic service sector is fragmented comprising of large hospitals, regional players, small diagnostic labs, and diagnostic chains with presence across multiple regions. The organized segment comprises of large players such as Dr. Lal Path Labs, Metropolis Healthcare, SRL Diagnostics, and Thyrocare Technologies Limited while the unorganized segment comprises of plethora of standalone centres. Organized players accounted for roughly 17%-20% of the market in FY 2023.



Sources: Primary Research

Despite their smaller market share, these organized chains are leading the charge toward consolidation and quality assurance, particularly in urban areas. However, immense fragmentation leads to intense competitive rivalry.

The National Accreditation Board for Testing and Calibration Laboratories (NABL) accredits various types of laboratories and reference material producers in India, adhering to international standards such as ISO/IEC 17025, ISO/IEC 17043, and ISO/IEC 17034. As per NABL, the country has about 1,08,000 diagnostic labs in India of which about just 2,150 labs were accredited by the NABL translating to just 2% of the total laboratories in India holding NABL accreditation. This statistic highlights the limited penetration of NABL accreditation among Indian laboratories, suggesting significant potential for growth and improvement in quality assurance and compliance within the sector.



Sources: NABL (Accredited Labs number as on 15 Feb 2024)

State-wise, Maharashtra emerged as the leading state with highest number i.e., 292 labs having NABL accredited diagnostic lab in India followed by West Bengal, Tamil Nadu, Delhi, and Uttar Pradesh.

#### Accredited Diagnostic Labs of top 5 states in India

State	Number of Accredited Labs (As on 15 Feb 2024)
Maharashtra	292
West Bengal	216
Tamil Nadu	200
Delhi	186
Uttar Pradesh	179

Source: NABL

## SUPPORTIVE GOVERNMENT POLICIES & INCREASE IN PUBLIC HEALTHCARE SPENDING:

Government investment in healthcare infrastructure and social security measures is expected to have a significant impact on the diagnostic devices sector.

### Types of Government Health Insurance Schemes

Insurance Scheme	Description	Heath Cover
Ayushman Bharat Pradhan Mantri Jan Arogya Yojana (AB-PMJAY)	Launched by the Ministry of Health and Family Welfare, it provides free healthcare services to 40% of India's population.	Under Ayushman Bharat Pradhan Mantri Jan Arogya Yojana (AB - PMJAY), health insurance cover of Rs. 5 lakhs per family per year for secondary or tertiary care hospitalization to over 60 Crores beneficiaries is provided. The scope of scheme is comprehensive covering various treatment related aspects such as drugs and diagnostic services.
Pradhan Mantri Suraksha Bima Yojana	It offers accident insurance to Indian citizens aged 18 to 70 with a bank account.	The policy offers annual coverage of ₹ 2 lakh for total disability or death and ₹1 lakh for partial disability.
Aam Aadmi Bima Yojana (AABY)	It is a National Health Insurance scheme for individuals aged 18 to 59. The scheme provides scholarships to underprivileged children.	The head of the family or earning member is insured, with compensation of ₹ 30,000 for natural death and ₹ 75,000 for death due to permanent disability.

### Key Challenges

Despite the aggressive investments by the private sector and stepped-up government spending to improve the medical care infrastructure, the still country lags when compared with other developed nations and most of the developing countries in terms of healthcare infrastructure as well as healthcare workers.

Country	Density per 10,000 population (CY 2013 -2021)			
	Density of Medical Doctors	Density of nursing and midwifery personnel	Density of Dentists	Density of pharmacists
Brazil	21.4	55.1	6.7	3.4
China	23.9	33.0	4.5	3.2
<b>India</b>	<b>7.3</b>	<b>17.3</b>	<b>1.6</b>	<b>8.6</b>
Japan	26.1	124.5	8.3	20.0
United Kingdom	31.7	91.7	5.2	8.5
United States of America	35.6	124.7	6.0	10.6
Russian Federation	38.3	62.4	3.5	0.4

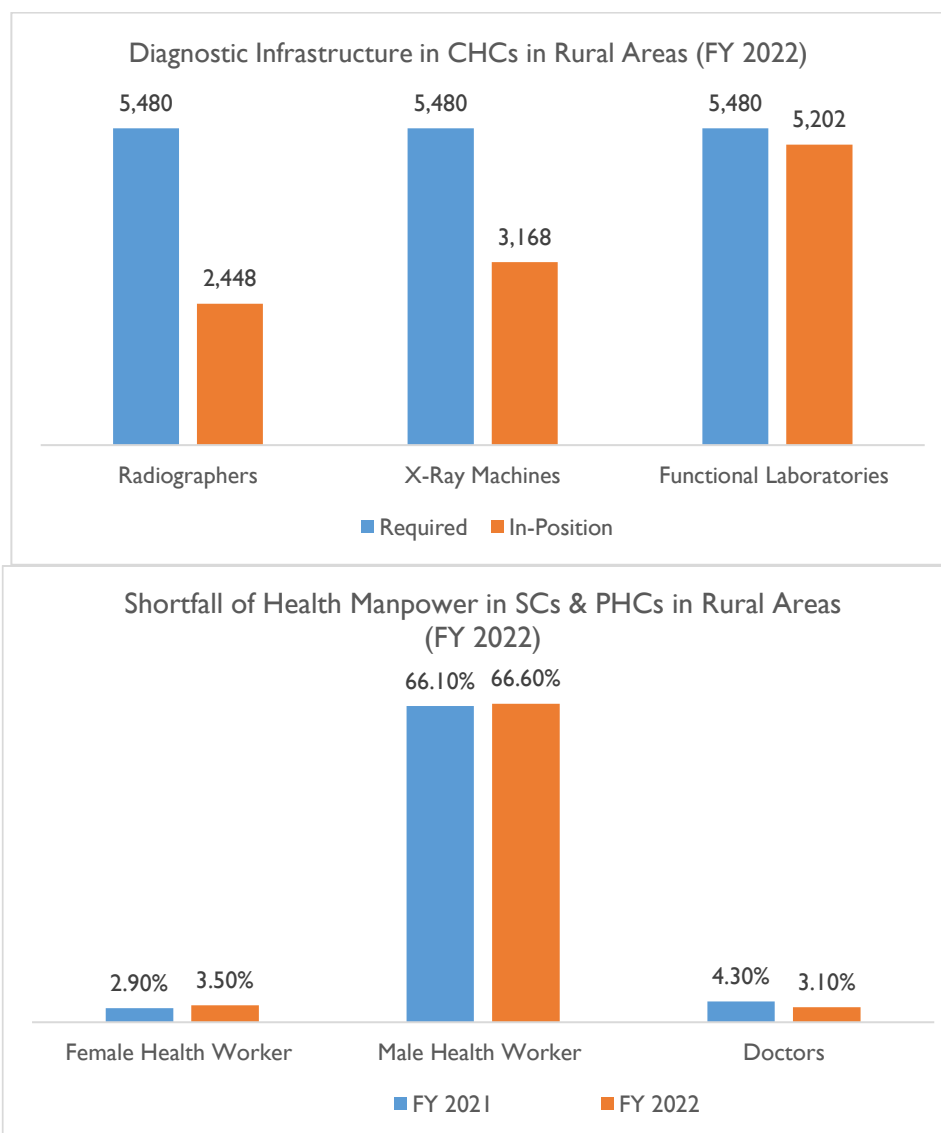
Source: World Health Statistics 2023, World Health Organization

At broader level, the Doctor-patient ratio in the country has improved over the years when compared with other countries and global average. As per the country's current population estimate of 1.4 billion, there is one doctor for every 834 people in India which is better than the World Health Organization's ratio of 1:1000.

However, the "Rural Health Statistics 2021-22" report by the Ministry of Health and Family Welfare highlights a critical shortage the public health infrastructure and human resources especially in rural India. The lack of diagnostic infrastructure and healthcare manpower significantly impacts the diagnostic lab industry, especially in smaller cities, limiting clinical trials and diagnostic services, and restricting industry growth. This leads to reliance on larger cities for clinical trials and services, reducing the patient pool in smaller areas. Additionally, limited awareness and accessibility in rural and semi-urban regions further restrict the industry's growth.

## Shortfall in Health Facilities in Rural Areas (FY 2022)

	Required	In-Position	Shortfall
Sub-Centres (SCs)	193,310	157,935	48,060 (25%)
Primary Healthcare Centres (PHCs)	31,640	24,935	9,742 (31%)
Community Healthcare Centres (CHCs)	7,894	5,480	2,852 (36%)



Source: Ministry of Health and Family Welfare

The industry lacks availability of skilled professionals, especially in tier 2 and tier 3 cities and in rural area, who can effectively collect and perform different types of diagnostic tests. Additionally, many standalone centers, especially in smaller towns and cities also lack professionals who could accurately read and analyze the diagnostic test results. This shortage in skilled manpower availability presents a serious constraint on overall market growth. However, the government recent initiatives are expected to improve the overall healthcare and diagnostics sector of the country in the coming years.



## **BUSINESS OVERVIEW**

*Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section “Forward-Looking Statements” for a discussion of the risks and uncertainties related to those statements and also the section “Risk Factors” 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, so all references to a particular fiscal are to the Twelve-month period ended March 31 of that year.*

*In this section, a reference to the “Company” or “we”, “us” or “our” means “Modern Diagnostic & Research Centre Limited” All financial information included herein is based on our “Financial information of our company” included on page 164 of this Draft Red Herring Prospectus.*

### **OVERVIEW**

We are a services provider in diagnostic and related healthcare tests services in India. We offer a one-stop solution for pathology and radiology testing services such as imaging (including radiology), pathology/clinical laboratory. Through our integrated, nationwide network, we offer a complete range of diagnostic facilities in radiology and pathology. We provide healthcare tests and services for use in core testing, patients’ diagnosis and prevention, monitoring of disease and other health conditions. Our customers include individual patients, hospitals and other healthcare providers and corporate customers.

Our Promoter and Managing Director, Mr. Devendra Singh Yadav started its operations of Diagnostic Centre in the name and style of Modern X-Ray and Clinical Lab as Proprietorship firm in the year 1985 which was designated later on as Modern Diagnostic & Research Centre, in the year 1992. Modern Diagnostic and Research Centre Pvt Limited was incorporated in 2012, we acquired the Business of M/s Modern Diagnostics & Research Centre, Proprietorship Concern through Business Transfer Agreement in 2013.

Our Company was originally incorporated as “Modern Diagnostic & Research Centre Private Limited” as a private limited company, under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated April 16, 2012 issued by Registrar of Companies, Delhi having Corporate Identification Number U85110DL2012PTC234368. Subsequently, our Company was converted from a private limited company to public limited company pursuant to special resolution passed in the Extra-Ordinary General Meeting of the company held on November 16, 2024 and consequently the name of our Company was changed to “Modern Diagnostic & Research Centre Limited” pursuant to fresh certificate of incorporation dated December 18, 2024 issued to our Company by the Registrar of Companies, Central Processing Centre having Corporate Identification Number U85110DL2012PLC234368. For details of change in name and registered office of our Company, please refer to chapter titled “History and Corporate Structure” beginning on page no. 139 of this Draft Red Herring Prospectus.

We are focused on providing reliable diagnostic and related healthcare tests and value-added services such as home collection of specimens and online access to test reports. We also offer customized test packages to our institutional customers/patients as per their requirement. Our patient centric approach is a critical differentiator which results in several individuals and healthcare providers choosing us as their diagnostic healthcare services provider. Presently, we have 21 centres which includes 17 laboratories and 4 diagnostics centres in 8 states. We offer wide range of diagnostic facilities in Radiology and High-end Pathology. Our healthcare tests and services include Ultrasound and colour doppler, CT scan, MRI, Digital X-ray, Mammography, Heart lab, Neuro lab and laboratory, ECG, CBCT, OPG, PFT etc.

Our diagnostic testing portfolio includes (i) “Pathology” which includes Anatomical Pathology, Clinical Pathology, Forensic Pathology and Molecular Pathology; (ii) “Radiology” which includes Diagnostic Radiology and Interventional Radiology such as X-ray, Computed Tomography (CT scan), Magnetic Resonance Imaging (MRI), Ultrasound etc. We perform these tests and services in our clinical laboratories using sophisticated and computerized instruments.

We focus on providing quality diagnostic and related healthcare tests and services to patients. We believe our focus on the patient as a customer is a critical differentiator in the diagnostic and healthcare industry and, together with what we believe is our brand’s recognition for quality diagnostic services, results in individuals and healthcare providers choosing us as their diagnostic healthcare service provider. This is because in India, patients generally choose their diagnostic healthcare service provider based on quality and affordability. Patients and healthcare providers seek good and reliable healthcare service providers.

The Indian healthcare sector renowned for its dynamic growth potential and diverse components was estimated to value at an impressive USD 216 billion in FY23. This sector is projected to nearly double to an estimated USD 454 billion by FY28, representing a robust compound annual growth rate of 16%. The market revenue of diagnostic sector in India reached INR 981 billion in 2023 from INR 710 billion in 2020 and further estimated to grow to INR 1,055 billion in 2024, clocking a CAGR of

10.4% between 2020-2024. Between 2024E-2030F, the country's overall diagnostic market revenue is projected to grow at 13.1% CAGR with revenue slated to reach to INR 2,204 billion (Source: D&B report).

Our visionary Promoters and Directors, Mr. Devendra Singh Yadav and Mrs. Deepali Yadav, bring a wealth of experience to the healthcare industry, with 38 and 11 years of expertise, respectively. Their deep understanding of the sector, combined with their leadership skills, has played a crucial role in shaping and expanding our company. As seasoned professionals, they are driven by a strong passion for healthcare and a commitment to excellence. Their strategic vision and progressive thinking have been instrumental in driving innovation, enhancing patient care, and fostering sustainable growth. Under their guidance, our organization continues to evolve, adapt to industry advancements.

We have also implemented a PACS (Picture Archiving and Communication System) for efficient data storage, retrieval, and management of medical images. This advanced system allows us to securely store diagnostic images such as X-rays, CT scans, MRIs, and ultrasounds in a digital format, eliminating the need for physical film. Additionally, PACS enables seamless remote access to medical images and reports via the internet. This allows radiologists and healthcare professionals to analyze and interpret diagnostic images from any location, improving workflow efficiency and ensuring faster reporting. With this system, patient data remains securely stored while providing quick and convenient access for accurate diagnosis and timely medical decisions.

The following table sets forth certain key financial and operational indicators for our Company as at/for the periods indicated:

#### FINANCIALS KPIs OF THE COMPANY:

(Rs in lakhs)

Key Financial Performance	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations <sup>(1)</sup>	3,997.65	6,713.05	5,628.17	6,020.70
EBITDA <sup>(2)</sup>	966.23	1,105.18	(98.77)	598.92
EBITDA Margin <sup>(3)</sup>	24.17%	16.46%	-1.75%	9.95%
PAT	495.53	579.48	(573.20)	(145.14)
PAT Margin <sup>(4)</sup>	12.40%	8.63%	-10.18%	-2.41%

#### OPERATIONAL KPIs OF THE COMPANY:

Particulars		For the Period ended on September 30, 2024	For the Period / Year ended on		
			March 31, 2024	March 31, 2023	March 31, 2022
Number of Tests	Unit	1,38,08,674	1,91,91,180	1,87,94,617	2,13,05,491
B2C Revenues	%	51.69%	50.93%	53.42%	46.27%
B2B Revenues	%	48.31%	49.07%	46.58%	53.73%
Revenue from Radiology	%	27.05%	42.55%	38.06%	28.15%
Revenue from Pathology	%	72.95%	57.45%	61.94%	71.85%
Number of Patients served	Unit	7,19,976	12,41,373	11,52,153	13,12,206

#### OUR COMPETITIVE STRENGTH

##### 1. Experienced Promoter and Management Team:

Our promoters bring over 50 years of combined experience in the healthcare industry, providing invaluable expertise and strategic direction to the company. Under their visionary leadership, the company has grown steadily, guided by a clear mission to enhance healthcare accessibility and efficiency. Supporting this vision is a highly experienced management team composed of seasoned professionals with deep industry knowledge. Their collective expertise, combined with the entrepreneurial drive of our promoters, has been instrumental in successfully implementing our growth strategies and strengthening our market position.

We recognize that a motivated and skilled workforce is crucial for maintaining a competitive edge. Our dynamic team of key managerial personnel and management professionals work in synergy, fostering innovation, operational excellence, and a commitment to delivering superior client satisfaction. Their dedication and collaborative approach enable us to continuously improve our services and uphold our reputation as a trusted healthcare provider.

## **2. *Comprehensive diagnostics provider delivering all-in-one solution at cost-effective prices:***

Our company's strength lies in providing a comprehensive, one-stop solution for diagnostic services at affordable prices. By offering a wide range of tests and imaging modalities under one roof, we eliminate the need for patients to visit multiple facilities, saving them time and effort. This integrated approach enhances convenience while fostering better coordination among healthcare professionals, leading to more efficient and effective diagnosis and treatment planning. Equipped with advanced technologies such as 3Tesla MRI, 128 slice Dual Energy CT scans, sonography, X-rays, Mammography, CBCT, DEXA scan for BMD and high end pathology services such as NGS (Next Generation Sequencing) for diagnosis of genetic disorders, DNA mutations that cause cancer and their treatment planning, NIPT, Microarray for in depth analysis of genetic abnormalities and other disorders, LC-MS/MS for New born screening, TDM etc. We ensure patients have seamless access to cutting-edge diagnostic tools. Additionally, our commitment to affordability makes these high-quality services accessible to a broader population. Through economies of scale and optimized operations, we offer competitive rates, aligning with our mission to provide quality healthcare at a reasonable cost.

By streamlining the diagnostic process and reducing the need for multiple facility visits, our approach results in significant cost savings for patients, minimizing out-of-pocket expenses and enhancing access to essential diagnostic care. This not only strengthens our competitive advantage in the evolving healthcare landscape but also reinforces our commitment to patient-centric, affordable healthcare solutions.

## **3. *Focus on quality and customer service:***

Patients and healthcare providers choosing us as their diagnostic healthcare service provider, as we are focused on quality services. We have established our image by delivering quality and reliable diagnostic services since 1985. We have received several awards that recognize the strength of our quality services and our focus on offering superior diagnostic tests and services. We have comprehensive facility of TDM (Therapeutic Drug Monitoring) for Neuropsychiatric drugs and anti-tuberculosis Drugs. Company also gets samples for processing from outside the country for high end tests. For the convenience of our patients, we have developed a mobile application for scheduling house calls, accessing test reports, receiving test reminders as well as making online requests for billing information. We offer our patients a detailed test report which covers result and patient specific interpretations and comments by our doctors in some cases. We also have a policy of ensuring conclusive diagnosis to our patients, even if it involves incurring additional costs for us, by way of re-checks and repeat specimen analysis.

## **4. *Centralized information technology platform:***

Our advanced centralized information technology platform seamlessly integrates our extensive network through a unified logistics and payment system. This robust infrastructure enables us to efficiently deliver diagnostic services while streamlining payment collection from both patients and healthcare providers, ensuring a smooth and hassle-free experience.

Beyond facilitating transactions, our technology platform plays a crucial role in tracking operations and monitoring key internal performance metrics. By leveraging real-time data and analytics, we continuously optimize our workflows, enhance operational efficiency, and drive overall business performance.

Additionally, our centralized platform provides healthcare providers with secure and convenient online access to diagnostic results. This immediate accessibility not only improves coordination between medical professionals but also accelerates diagnosis and treatment planning, ultimately enhancing patient care and outcomes. Through continuous technological innovation, we remain committed to improving efficiency, accessibility, and service quality in the healthcare ecosystem.

## **OUR BUSINESS STRATEGY**

### **1. *Leveraging our market skills and relationship:***

Our company operates with a strong customer-centric approach, always prioritizing the needs and satisfaction of our clients while fostering strong relationships with marketers. We recognize that maintaining and nurturing these relationships is key to our long-term success, which is why we continuously invest in building trust, transparency, and mutual growth with our partners. A core strength of our organization lies in our ability to leverage market expertise and strategic industry relationships. This is an ongoing process that enables us to stay ahead in a competitive landscape while delivering value-driven solutions to our customers. By equipping our team with essential skills and knowledge, we emphasize the importance of customer satisfaction at every level of our operations.

We strive to achieve this by combining our deep operational expertise with effective marketing strategies and strong industry connections. This integrated approach ensures that we not only meet but exceed customer expectations, reinforcing our position

as a trusted and reliable player in the market. Through continuous learning, adaptability, and a commitment to excellence, we aim to create long-lasting relationships that drive business growth and customer loyalty.

## 2. *Continue Our Focus on Providing Quality Tests and Services:*

The quality and reliability of our diagnostic tests and services are fundamental to our success and long-term growth. We are committed to ensuring that healthcare professionals have access to accurate and timely diagnostic insights, ultimately helping them make better-informed decisions for their patients. Our vision is to enhance patient care by continuously improving our diagnostic capabilities, and we have developed a strategic approach to achieve this goal.

Key steps in our strategy include:

- **Technology Upgradation:** We consistently invest in cutting-edge diagnostic technologies to enhance the quality, efficiency, and reliability of our testing processes. By staying ahead of industry advancements, we ensure that our services meet the highest standards of precision and accuracy.
- **Expansion of Test Offerings:** We are committed to broadening our range of diagnostic tests, introducing new and advanced testing methods that cater to evolving medical needs. This expansion allows us to provide more comprehensive diagnostic solutions, covering a wide spectrum of diseases and conditions.
- **Strengthening Research Activities:** We actively invest in research and innovation to enhance the scope of our diagnostic capabilities. By increasing our research initiatives, we aim to develop new diagnostic methodologies, improve testing accuracy, and contribute to advancements in the field of medical diagnostics.
- **Development of Disease-Specific Profiles:** To support healthcare professionals in making more precise diagnoses, we promote disease and disorder-specific test profiles. These tailored diagnostic panels offer a holistic view of a patient's health condition, enabling doctors to receive a more comprehensive understanding of disease status and progression.

As we move forward, we remain dedicated to continuously enhancing our services, making them more valuable and attractive to both our existing patients and prospective clients. Through ongoing innovation, operational excellence, and a commitment to quality, we strive to strengthen our position as a trusted leader in the diagnostic healthcare sector.

## 3. *Expand our geographical presence*

Currently, we market our diagnostic services across multiple states, with the majority of our revenue generated from Haryana, followed by Rajasthan, Jammu & Kashmir, Uttar Pradesh, and West Bengal. As we look ahead, our primary focus is to deepen market penetration and strengthen our presence in these key regions by expanding our reach and enhancing service accessibility. To support our growth, we aim to strategically enter new markets, leveraging our expertise and established operational efficiencies to provide cost-effective diagnostic solutions. By differentiating ourselves from competitors through affordability, quality, and reliability, we seek to build a stronger foothold in emerging regions where our services can offer significant value to patients and healthcare providers.

Furthermore, we plan to cater to the growing demand of our existing patient base while simultaneously expanding our network of hospitals, healthcare providers, and corporate clients. By broadening our geographical presence and improving service availability, we aim to make high-quality diagnostics more accessible to a larger population across various parts of the country. Our long-term vision is to establish a widespread, trusted presence in the healthcare sector, ensuring that more individuals and medical institutions benefit from our advanced diagnostic capabilities.

## 4. *Increase the breadth of our diagnostic healthcare testing and services platform.*

We are committed to expanding the scope of our diagnostic healthcare testing and services by integrating cutting-edge technologies and innovative medical advancements. By continuously upgrading our diagnostic capabilities, we aim to diversify our revenue streams while strengthening our brand's reputation for quality and reliability. One of our key focus areas is the growing demand for preventive healthcare screening and chronic disease management. With rising health awareness and an increasing prevalence of chronic and lifestyle-related diseases in India, we see a significant opportunity to provide comprehensive, proactive healthcare solutions. Our expansion efforts will include:

- **Advanced Preventive Screening Services:** We plan to introduce a broader range of preventive health checkups tailored to different risk groups, helping individuals detect potential health issues early and take timely preventive measures.

- **Specialized Testing in Genetics, Molecular Diagnostics, and Oncology:** Recognizing the critical role of genetic and molecular testing in modern medicine, we aim to invest in advanced diagnostic tools that enhance early disease detection, particularly in oncology. These innovations will help provide more personalized and effective treatment plans.
- **Expansion of Chronic Disease Management and Wellness Programs:** Given the rising burden of chronic conditions such as diabetes, cardiovascular diseases, and metabolic disorders, we intend to strengthen our existing disease management programs. This will involve integrating personalized diagnostics, continuous monitoring, and patient education to support long-term health management.

Additionally, we see significant potential in expanding our corporate healthcare services. By strengthening our engagement with human resource departments and corporate decision-makers, we aim to offer comprehensive health and wellness solutions to businesses. This will not only help organizations improve employee well-being but also establish our brand as a trusted partner in corporate healthcare. Through these strategic initiatives, we seek to enhance accessibility to high-quality diagnostics, empower individuals with better health insights, and solidify our position as a leader in the evolving healthcare landscape.

## OUR GEOGRAPHICAL PRESENCE:

We provide comprehensive access to diagnostic healthcare services across India through our extensive network of clinical laboratories. Our operations follow a hub-and-spoke model, ensuring efficient sample collection and processing. Under this model, specimens are gathered from multiple locations within a designated region and transported to a central clinical laboratory for diagnostic testing. To facilitate seamless logistics, cities within each catchment area are connected through a well-structured transportation network, which includes third-party couriers for local deliveries and independent air-freight services for long-distance shipments. This streamlined approach enhances efficiency, ensures timely testing, and supports high-quality diagnostic services nationwide.

The table below depicts the spread of our facilities as on date:

S NO	Name	Address	State	Category
1	Corporate Office/Lab	363-364/4, New Railway Road, Jawahar Nagar, Gurugram, Haryana 122001	Haryana	Pathology + Radiology
2	Sec-44	Plot No 8, Sector 44, Institutional Area, Netaji Subhashmarg, Opposite Meteor Pillar No 217B, Gurgaon, Haryana – 122002	Haryana	Pathology + Radiology
3	Srinagar Lab	1St Floor, Hotel New Al Humza Building, Iqbal Market , Karan Nagar Chock, Srinagar , Jammu & Kashmir -190010	Jammu & Kashmir	Pathology
4	Jammu Lab	C/O Cycle Trend ,Above First & Second Floor, Main Road, Opposite Jda Complex, Disco Road, Ward No 35, Old Janiper , Jammu, Jammu & Kashmir 100007.	Jammu & Kashmir	Pathology
5	Amritsar Lab 2	16A, Doctor Avenue, Majitha Road, Amritsar	Punjab	Pathology
6	Ajnala Lab	Onkar Hospital Main Chowk, Fgc Road Terra Kanal, Ajnala, Punjab, 143102	Punjab	Pathology
7	Kurukshetra Lab	Near Sarda Nand Chowk(Kanta Chowk), Red Road, Kurukshetra, Haryana 136118	Haryana	Pathology
8	Yamunanagar Lab	25 C/1 Bend Box Building, Near Nathu Sweet, Model Town, Yamunanagar – 135001	Haryana	Pathology
9	Guwahati Lab	2Nd Floor, P.B. Chaudhary Colony, Dr B.K. Kakati Road, Ulubari, Guwahati, 781007	Assam	Pathology
10	Indore Lab	R9 Ratna Lok Colony, Near Apollo Premium Centre, Scheme No 53, Vijay Nagar, Indore	Madhya Pradesh	Pathology
11	Gorakhpur Lab	385, Opp. Hanuman Mandir, Betiahata, Gorakhpur, Uttar Pradesh 273001	Uttar Pradesh	Pathology
12	Kolkata Lab	F-119/60, Premises No-3,Ambika Mukharjee Road, Kolkata-700056	West Bengal	Pathology
13	Jaipur Lab	Bl Tower, S-268, Ground Floor, 3, Mahaveer Nagar 2, Maharani Farm, Durgapura, Jaipur, Rajasthan 302018	Rajasthan	Pathology
14	Bhiwadi Lab	Ss Hospital, Ocf-2, Bhagat Singh Colony, Bhiwadi, Rajasthan, 301019	Rajasthan	Pathology + Radiology
15	Panipat Lab	Shop No 75, Ram Nagar, Opposite Manisha Hospital, Tehsil Camp-132103	Haryana	Pathology



16	Amritsar Lab	Shope No 1 First Floor, Above Nanak Surgicals, Ghala Mala Chowk, Majitha Road, Amritsar	Punjab	Pathology
17	Bareilly Lab	Emerald Tower, Pilibhit Bypass Rd, Chhoti Vihar, Bareilly, Uttar Pradesh 243006	Uttar Pradesh	Pathology
18	Karnal Lab	446/P, Opp. Kalpana Chawla Govt. Medical College, Model Town, Karnal, Haryana 132001	Haryana	Pathology
19	Panipat Refinery Lab	Hospital Panipat Refinery, Near Herbal Park Panipat Refinery Township, Panipat, Dadana, Haryana 132140	Haryana	Pathology
20	Manesar Lab	Artemis Lite Adjacent Dlf Primus Sec-82A Gurgaon Haryana 122004	Haryana	Pathology + Radiology
21	Varanasi Lab	Shiv Complex, Opposite Simaya Mall, Sunderpur, Varanasi – 221005	Uttar Pradesh	Pathology

## OUR LABORATORY:

Our center is equipped with laboratory featuring advanced diagnostic equipment and a team of highly qualified professionals. We adhere to strict internal and external quality control programs to ensure that patients receive accurate and reliable test results at all times. Our lab conducts daily quality controls, regular calibrations, and participates in External Quality Assurance Programs (EQAP) with esteemed institutions such as Biorad Laboratories, AIIMS, RML, and CMC Vellore.

Both of our Gurugram centers are ISO 15189:2012/NABL accredited (National Accreditation Board for Testing and Calibration Laboratories), with our central lab holding NABL accreditation since 2009. Additionally, both Gurugram centers are NABH accredited for imaging services, ensuring the highest standards in diagnostic imaging.

Our laboratories are equipped with the latest fully automated diagnostic equipment, delivering consistently reliable results across multiple disciplines, including Haematology, Serology, Immunology, Biochemistry, Clinical Pathology, Histopathology, Microbiology, Molecular Diagnostics, and Cytogenetics.

Beyond Gurugram, we have five NABL-accredited laboratories in Srinagar, Amritsar, Yamunanagar, Bareilly and Guwahati. Kolkata lab was NABL accredited but due to recent shifting of lab location the NABL accreditation process is underway. Our commitment to quality, accuracy, and continuous improvement ensures that we remain at the forefront of diagnostic excellence.

## OUR LABORATORY SERVICES:

### a. Pathology

Our diagnostic center is dedicated to providing quality, accurate, and timely pathology services to support precise disease diagnosis, prevention, and management. Equipped with state-of-the-art laboratory infrastructure and technology, our diagnostic equipment ensures consistent and reliable test results.

The comprehensive pathology services cover multiple specialties, including Haematology, Biochemistry, Clinical Pathology, Serology, Immunology, Histopathology, Cytopathology, Microbiology, Molecular Diagnostics, and Genetic Testing. We offer a wide range of diagnostic tests, such as Complete Blood Counts (CBC), Liver and Kidney Function Tests (LFT/KFT), Lipid Profiles, Hormone Analysis, Autoimmune Disease Markers, Cancer Screening, and Infectious Disease Testing. Additionally, our advanced molecular diagnostics capabilities, including PCR, RT-PCR, Next-Generation Sequencing (NGS), and Oncogene Testing, enable early detection of genetic disorders and chronic diseases.

We also focus on preventive health screenings and chronic disease management programs, offering specialized panels for diabetes, cardiovascular health, cancer, kidney and liver diseases, and comprehensive wellness check-ups for men and women. Our pathology services extend to corporate health programs, providing pre-employment health screenings and annual check-ups to promote employee well-being and early disease detection.

With a centralized information technology platform, we integrate our services seamlessly, ensuring online test bookings, digital report access, and hassle-free payments for both patients and healthcare providers. This streamlined approach enhances efficiency, reduces turnaround time, and improves patient care by offering healthcare professionals quick access to diagnostic reports. Through continuous innovation, stringent quality standards, and patient-centric services, we strive to set new benchmarks in diagnostic excellence, making high-quality healthcare accessible and reliable for all.



## b. Radiology

We provide advanced, quality, and accurate radiology services that support precise diagnosis, treatment planning, and patient management. Equipped with state-of-the-art imaging technology and a highly skilled team of radiologists and technicians, we ensure that every scan delivers detailed and reliable diagnostic insights. Our NABH-accredited imaging centers adhere to strict quality control measures, ensuring patient safety and diagnostic excellence.

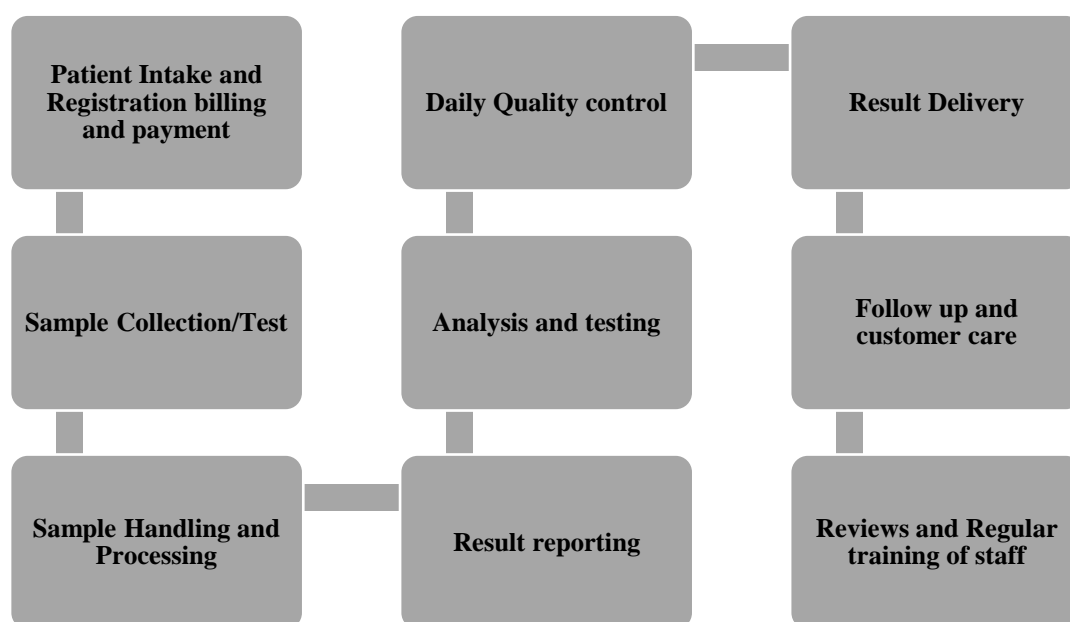
We offer a comprehensive range of radiology services, including MRI (1.5T and 3T), CT scans, PET-CT, ultrasound, color Doppler studies, digital X-rays, mammography, and interventional radiology. Our high-resolution MRI and multi-slice CT scanners provide precise imaging for the brain, spine, musculoskeletal system, and internal organs, supporting the diagnosis of neurological disorders, cardiovascular diseases, cancer, and orthopedic conditions. PET-CT technology plays a crucial role in cancer detection, staging, and metabolic screening, while our ultrasound and Doppler imaging services assist in evaluating vascular conditions, pregnancy monitoring, and soft tissue abnormalities.

We also specialize in advanced diagnostic techniques such as 3D digital mammography with Tomosynthesis for breast cancer detection, DEXA scans for osteoporosis screening, and fluoroscopic imaging for gastrointestinal studies. Our interventional radiology services provide minimally invasive, image-guided procedures, including biopsies, drainage, and vascular interventions, reducing the need for surgery. Recognizing the growing need for preventive healthcare, we offer corporate wellness screenings, whole-body MRI scans, low-dose CT lung screening, and cardiac imaging solutions to detect diseases at an early stage.

With a centralized IT platform, we streamline our radiology services by offering online appointment booking, digital report access, and cloud-based imaging storage, ensuring that doctors and patients receive diagnostic results in real time. By integrating technology with a patient-centric approach, we continue to set new benchmarks in diagnostic imaging, making high-quality radiology services more accessible, efficient, and reliable for all.

## KEY BUSINESS PROCESSES

Our key business processes are as under: -



### 1. Patient Intake and Registration:

- Patient arrives at the centre or books an appointment online and report at centre or fixes home collection.
- Receptionist registers patient details (name, contact information, reason for visit, referring physician, insurance details if applicable).
- Generate registration slip and unique ID and gives it to patient.

### 2. Sample Collection/Test:

- Patient is directed to the Sample collection area or respective diagnostic room.
- Technician verifies patient identity and Unique ID.
- Collects required samples (blood, urine, etc.) or carries out investigation, as per test requisition.

### 3. Sample Handling and Processing:

- Samples are labelled with unique ID and other required details.
- Samples are transported to the respective laboratory sections (hematology, biochemistry, microbiology, etc.).
- Samples are processed using automated equipment where applicable.

### 4. Analysis and Testing:

- Lab technicians and technologists perform tests using advanced analytical instruments.
- Data from tests are recorded electronically, linked to patient unique ID.

### 5. Quality Control:

- Daily Internal & External Quality control checks are conducted at defined intervals to ensure accuracy and reliability of results.

### 6. Result Reporting:

- Once tests are completed, results are reviewed by respective doctors.
- Results are validated and approved electronically.

### 7. Result Delivery:

- Results are securely transmitted to patients via a secure online portal or printed for physical collection.
- Results are uploaded for access through website.

### 8. Billing and Payment:

- Billing department generates invoices based on services provided to the clients or Govt panels.
- Patients settle bills via various payment modes (cash, credit card, online etc.) at the time of booking itself, if any balance amount, the same is paid at the time of report collection.

### 9. Follow-up and Customer Care:

- Customer feedback is collected to improve service quality.
- In case of any query, customer care department connects with respective doctor for resolution.

## REVENUE BIFURCATION:

### SERVICE WISE REVENUE BIFURCATION

The revenue bifurcation of the issuer company for the period ended September 30, 2024, March 31, 2024, 2023 and 2022 as per restated Financial Statement are as follows:

Particulars	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount (in Lakhs)	In %	Amount (in Lakhs)	In %	Amount (in Lakhs)	In %	Amount (in Lakhs)	In %
Radiology	1081.49	27.05	1701.06	25.34	1521.45	27.03	1125.28	18.69
Pathology	2916.16	72.95	5011.99	74.66	4106.72	72.97	4895.42	81.31
<b>Total</b>	<b>3997.65</b>	<b>100.00</b>	<b>6713.05</b>	<b>100.00</b>	<b>5628.17</b>	<b>100.00</b>	<b>6020.7</b>	<b>100.00</b>

### GEOGRAPHY WISE REVENUE BIFURCATION

The geography wise revenue bifurcation of the issuer company for the period ended September 30, 2024, March 31, 2024, 2023 and 2022 as per restated Financial Statement are as follows:

(₹ in Lakhs)				
Particulars	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022

	Amount	%	Amount	%	Amount	%	Amount	%
Dubai	-	-	-	-	-	-	0.46	0.01
Kenya	-	-	-	-	15.95	0.28	74.82	1.24
India	3,982.51	99.62	6,699.61	99.80	5,566.87	98.91	5,924.48	98.40
Nepal	8.32	0.21	-	-	-	-	-	-
Nigeria	-	-	0.17	0.00	25.24	0.45	-	-
Uganda	6.82	0.17	13.27	0.20	20.11	0.36	20.93	0.35
<b>TOTAL</b>	<b>3,997.65</b>	<b>100.00</b>	<b>6,713.05</b>	<b>100.00</b>	<b>5,628.17</b>	<b>100.00</b>	<b>6,020.69</b>	<b>100.00</b>

## STATE WISE REVENUE BIFURCATION

The State wise revenue bifurcation of the issuer company for the period ended September 30, 2024, March 31, 2024, 2023 and 2022 as per restated Financial Statement are as follows:

Particulars	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	%	Amount	%	Amount	%	Amount	%
Assam	79.07	1.99	142.57	2.13	108.40	1.95	13.70	0.23
Haryana	2,796.40	69.95	4,837.22	72.20	4,209.82	75.62	4,621.57	78.01
Jammu & Kashmir	290.67	7.27	414.98	6.19	431.52	7.75	511.67	8.64
Madhya Pradesh	60.76	1.52	50.33	0.75	5.53	0.10	-	0.00
Punjab	123.37	3.09	200.15	2.99	152.75	2.74	88.35	1.49
Rajasthan	256.68	6.42	455.73	6.80	309.23	5.55	125.26	2.11
Uttar Pradesh	275.56	6.89	297.41	4.44	249.66	4.48	222.24	3.75
West Bengal	182.14	4.56	333.85	4.98	275.56	4.95	409.34	6.91
Less: Discount	(82.14)	(2.05)	(932.64)	(0.49)	(175.59)	(3.15)	(67.65)	(1.14)
<b>TOTAL</b>	<b>3,982.51</b>	<b>99.63</b>	<b>6,699.61</b>	<b>100.00</b>	<b>5,566.87</b>	<b>100.00</b>	<b>5,924.48</b>	<b>100.00</b>

## Specimen Handling and Operational Processes

### *Specimen Transportation and Tracking System*

We have adopted a 'hub and spoke' model, where specimens are collected from multiple centers and locations within a designated region and sent to a specialized reference laboratory for centralized diagnostic testing. Samples are gathered at our diagnostic centers and also through our home collection services, ensuring convenience for patients. Once collected, the specimens are efficiently transported to our centralized laboratory, where they undergo highly specialized testing based on the specific diagnostic requirements, ensuring accuracy, efficiency, and streamlined operations.

We recognize that a well-structured logistics network is essential to maintaining the integrity and quality of collected specimens. Our laboratory is connected through a combination of in-house logistics teams, third-party providers, and independent couriers for long-distance transport. Specimens are carefully transported under strict temperature-controlled conditions using local transportation or courier services to ensure their stability and reliability. Our dedicated logistics team actively monitors shipments in real time, tracking each specimen from the moment of collection until it safely arrives and is processed at our laboratory, ensuring efficiency, accuracy, and compliance with quality standards.

### *Specimen Intake and Registration*

Our system assigns a unique identification number to each specimen, ensuring seamless tracking and management throughout the entire process—from registration and collection to test reporting. At the time of specimen collection, the appropriate customer tube is accurately labeled for identification. Upon arrival at our laboratory, specimens are received by the accession department, where they are verified against a sample data sheet or test request form containing details such as requested tests, patient demographics, medical history, and billing information. Each specimen and its accompanying documentation undergo a thorough quality check to ensure completeness and accuracy. Our team follows strict specimen acceptance and rejection criteria, as defined by our quality assurance department, to maintain the integrity of diagnostic results—rejecting poor-quality or insufficient samples. Once approved, the specimens are systematically distributed to the appropriate laboratory departments for further analysis, ensuring efficient processing and accurate diagnostics.

### *Testing Procedures*

The majority of our pathology tests are conducted using fully automated systems to ensure precision, efficiency, and consistency. Specimens are placed in advanced testing equipment and instruments that are bi-directionally interfaced with our Laboratory System. Upon scanning the sample barcode, the equipment automatically retrieves test details and patient information from the system, streamlining the entire process. Once testing is completed, results are seamlessly uploaded into the system. Authorized signatories carefully monitor the outcomes and request re-checks when necessary to maintain the highest accuracy.

Validated test results are then transferred to the system for medical review and authentication by our pathologists before being finalized in the patient reports. As part of our quality assurance protocols, select test results undergo re-testing to ensure reliability. To accommodate additional testing or verification, specimens are securely stored for a designated period, in accordance with our internal policies. Proper bio-medical waste disposal is carried out through authorized third-party waste management services, ensuring compliance with environmental, health, and safety regulations.

### Reports

We generate detailed and comprehensive reports that provide accurate parameter values, biological reference ranges, and insights into the testing methodology used. Our reports are designed to ensure clarity and precision, helping both patients and physicians make informed healthcare decisions. Each report undergoes a rigorous validation process to ensure consistency, reliability, and compliance with medical standards before being finalized.

Once the results are ready, customers receive an automated SMS notification, informing them that their reports are available for collection from the center or through our online portal for added convenience. This ensures timely access to critical diagnostic information, allowing for prompt medical intervention if required.

### EQUIPMENTS AND MACHINERIES

List of equipment used at diagnostic centres as at December 31, 2025;

Sr. No.	Equipments and Machine Name	No of Unit	Classification
1	A-25 ANALYZER	3	Owned
2	AIR CONDITIONER	2	Owned
3	ANALYZER	67	Owned
4	ATELLICA	1	Owned
5	BA-400	10	Owned
6	BLOOD GAS ANALYZER	2	Owned
7	BMD MACHINE	1	Owned
8	CENTRIFUGE	47	Owned
9	CR SYSTEM	5	Owned
10	CT MACHINE	3	Owned
11	DEFIBRILATER	1	Owned
12	DR SYSTEM	1	Owned
13	ECG MACHINE	5	Owned
14	ELECTROLYTE ANALYZER	13	Owned
15	ELISA READER	9	Owned
16	EMG MACHINE	1	Owned
17	ESR	2	Owned
18	FINECARE FIA MATER	2	Owned
19	FLOW CYTOMETRY	1	Owned
20	GENEFINDER EXMATE	1	Owned
21	GENERATOR	9	Owned
22	HARMONIC FILTER	1	Owned
23	HEAMATOLOGY ANALYSER	16	Owned
24	HOLTER RECORDER	1	Owned
25	HUMIDIFIER	1	Owned
26	INCUBATOR	13	Owned
27	LCMS	1	Owned
28	MAMMOGRAPHY	3	Owned
29	MICRO MGIT	1	Owned

Sr. No.	Equipments and Machine Name	No of Unit	Classification
30	MICROSCOPE	44	Owned
31	MICROTOME	1	Owned
32	MOLECULAR	19	Owned
33	MRI MACHINE	3	Owned
34	NEURO MACHINES	2	Owned
35	NUC 515 OS IMAGE EPICENTER 7.X	1	Owned
36	OPG MACHINE	2	Owned
37	PENTRA ES60	2	Owned
38	PFT MACHINE	3	Owned
39	PMT SPARE PART FOR BMD EQUIP	1	Owned
40	PROMAX 3D	1	Owned
41	PROTECTION SCREEN	2	Owned
42	READER	8	Owned
43	REFRIGRATOR	42	Owned
44	RETRIEVER SYSTEM V3 110V	1	Owned
45	RO	13	Owned
46	RTPCR	4	Owned
47	SERVO STEBLIZER	3	Owned
48	TISSUE EMBEDDING STATION	2	Owned
49	TISSUE PROCESSOR	3	Owned
50	TMT MACHINE	3	Owned
51	TRANSFORMER	1	Owned
52	UPS SYSTEM	23	Owned
53	USG	7	Owned
54	WATER BATH	3	Owned
55	X-RAY	7	Owned
56	Z-CONSORT	1	Owned

## COLLABORATIONS, ANY PERFORMANCE GUARANTEE OR ASSISTANCE IN MARKETING BY THE COLLABORATORS

Our Company has not entered into any collaboration, or performance guarantee or assistance for marketing with any Company.

## AWARDS AND RECONGNITIONS

Awards and recognitions received by our Company

Year of Receipt	Awards and recognitions
2014	Brand Academy – Healthcare Excellence Awards
2015	Brand Academy – Global Quality Awards
2018	Times Healthcare Achievers Awards 2018 by BCCL
2019	Indian Business Excellence Awards 2019 by WBR Corp UK Limited

## SALES AND MARKETING

We prioritize building strong relationships with physicians while actively educating healthcare professionals about our services, cutting-edge technologies, and newly introduced diagnostic tests. Our team collaborates with key opinion leaders and diagnostic experts to identify emerging trends and evolving needs in advanced fields such as radiology, oncology, nephrology, nuclear medicine, and gastroenterology. Additionally, we work closely with professional medical bodies to organize Medical Education programs and other medical education initiatives, ensuring that healthcare professionals stay informed about the latest advancements in diagnostics and patient care.

Quality is the backbone of any marketing plan and service is the next most important consideration for any company to succeed. We have established as a diagnostic and imaging centre by offering quality services to patients. We are having a complete range of testing including highly specialized tests gives one stop solution to patients for all their needs. The vast test menu also gives MDRC an edge over competition and strengthens our relationship with patients and clinicians. To promote our services and interaction with doctors, we do various CME (Continuing Medical Education) programs in various locations across cities in various

states. These are done using both physical and web platforms. We also host and participate in various conferences & Healthcare events. This helps in networking and showcasing our services, new trends and developments in the industry to enhance the image of company.

In today's world, digital marketing is a useful tool to reach patients. This is done through various marketing channels to reach out to potential customers through our user-friendly website, Mobile App, and social media platforms running in tangent with social media promotions. We organize periodic health check camps. Newspaper advertisements and pamphlets are also used to increase reach of the company. We also use social media link youtube, linkedin, Instagram etc. to promote and market our services. We are aggressively focusing on preventive health market. We have our dedicated Call Centre and third party tie up for selling Preventive health packages as well as other tests. Our marketing strategy has been successful in attracting and retaining customers.

## **OUR CUSTOMERS**

The primary customer groups we service includes individual patients, healthcare providers, diagnostic service providers that do not have the breadth of our testing capabilities and corporate customers.

### ***Individual Patients***

Individual patients collectively are our largest customer group. We bill patients on a fee-for-service basis and in accordance with our laboratories' customer fee schedule.

### ***Healthcare Providers***

We provide diagnostics healthcare services to healthcare providers, including private laboratories, hospital laboratories, clinics, nursing homes, physicians and polyclinics. These healthcare providers have their own testing needs, and while some have onsite testing facilities to serve their patients, they often lack the resources, expertise or scale to conduct certain tests, and must consequently refer the testing to external diagnostic laboratories like ours. We bill healthcare service providers based on a fee schedule contractually agreed with each of them or at the otherwise standard rates applicable to the client. Healthcare providers are also a valuable source of indirect revenues generated through patient referrals, as we believe that they recognize our services to be reliable, cost-effective and efficient.

### ***Hospital and Clinical Laboratory Management***

We also generate revenue from the hospital and clinical laboratory management services we provide. Fees charged to hospitals and clinics for our laboratory management services are in accordance with individual management contracts entered into with each hospital we serve.

### ***Corporations and Institutions***

We serve other institutions, including corporate employers, insurance companies and government agencies. Corporate customers and other institutions typically pay on a negotiated fee-for-service basis. Our institutional contracts allow the employees of our corporate customers to access our diagnostic and preventive healthcare services as part of their compensation packages.

## **COMPETITION**

Our business is highly competitive and we face competition from organized as well as unorganized providers. We also compete with many regional reference laboratories and local private laboratories. Advancement in technology has allowed mid-level sized laboratories to insource semi-specialized tests, and has, therefore, increased competition. Further advancement in technology may lead to the development of more cost-effective tests that can be performed outside of a clinical laboratory such as point-of-care tests that can be performed by physicians in their offices and home testing that can be carried out without requiring the services of clinical laboratories. In the field of Diagnostics, there are several competitors depending on the region and specialization like Dr Lal Path Lab, Metropolis, Max Labs, Apollo Diagnostics lab etc.

## **HEALTH, SAFETY & ENVIRONMENT**

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 specimens, infectious and hazardous waste and radioactive materials. All our laboratories are subject to applicable laws and regulations relating to biohazard disposal of all laboratory specimens.



We are also committed to providing employees with a safe working environment. Our employees are trained and encouraged to use personal protective equipment while handling biological specimen and adhere to national and local safety guidelines, including that of biomedical waste disposal.

## QUALITY ASSURANCE

Each of our diagnostic centres ensure compliance with quality standards that are designed to improve the processes for collection, handling, storage and transportation of patient specimens, as well as to assure accurate and timely test results and work environment of our employees in general.

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 radiology quality assurance system 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 radiology quality assurance system essentially consists of an organized set of activities and processes that ensure equipment are functioning properly and providing satisfactory diagnostic information in a timely manner with minimum radiation exposure to customers and staff, and administrative procedures to ensure uniform application of recommended techniques throughout the network centres. We have a set of defined standard operating procedures which are department and role specific including guidelines for equipment appraisal and replacement, guidelines for the standardization of patient exposure and guidelines for quality acceptance of diagnostic radiograms.

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.

## TECHNOLOGY

Our information technology systems help serve our patients, ensure efficiency in and improve productivity of our operations as well as help in monitoring our network's performance, refining resource allocation, tracking consumption patterns and proactively directing patients to certain locations and services. We have a scalable information technology infrastructure designed to support the growth of our business and to help ensure the reliability of our operations as well as the security of customer information. The main components of our technology architecture include Systems Applications and Products in Data Processing, Privacy and Security of User Data, Tailored Customer Program and Interface, Data Collection and Analytics, Small to medium process automation and Data Recovery.

## HUMAN RESOURCES

Human resource is an asset to any industry. We believe that our employees are the key to the success of our business. Our manpower is a prudent mix of experienced and young personnel which gives us the dual advantage of stability and growth.

As on February 28, 2025 we have the total 570 Employees including Consultants and doctors.

Bifurcation of employees is provided below:

Sr. No.	Category of Employees	Department	No. of Employees
1	Executive Directors/KMP	Management	2
2	Administration	HR, Admin and Finance	19
3	Lab Operations and Sample Collections	Radiology, Hematology, Pathology, Microbiology	214
4	Logistics	Logistics	196
5	Sales and Marketing	Sales and Marketing	64
6	Other	Administration	75
	<b>Total</b>		<b>570</b>

## UTILITIES

Our diagnostic centers are equipped with advanced computer systems, seamless internet connectivity, modern communication tools, and essential operational facilities to ensure efficient and smooth business operations. Additionally, our centers have a reliable water supply sourced from local authorities, ensuring safe consumption for patients and staff. To meet our power requirements, we are connected to the respective electricity boards, ensuring uninterrupted service delivery and optimal operational efficiency.

## INSURANCE

Our Company believes that our insurance coverage is in accordance with industry custom, including the terms of and the coverage provided by such insurance. Our policies are subject to standard limitations. Therefore, insurance might not necessarily cover all losses incurred by us and our Company cannot provide any assurance that we will not incur losses or suffer claims beyond the limits of, or outside the relevant coverage of, our insurance policies. Details of our Insurance Policies are as follows:

S. No	Description	Policy Number	Registration No.	Issuing Company	Sum Assured	Premium	Date of Expiry
1.	Motor Commercial Vehicle Policy	102015/31/25 /005389	HR-55-AA-3373	Shriram General Insurance Ltd	1,84,500/-	9,314/-	June 18, 2025
2.	Policy For Act Liability Insurance (Private Car)- Policy	13152242347 0024449	HR-26-CY-4662	Reliance General Insurance Company Limited	---	4,149/-	April 12, 2025
3.	Reliance Private Car Package Policy- Schedule	131522423110 258069	HR-26-EL-9535	Reliance General Insurance Company Limited.	22,81,000/-	54,676/-	November 20, 2025
4.	Private Car Package Policy	102015/31/25 /010813	HR-26-DA-4393	Shriram General Insurance Ltd	1,66,128/-	5,888/-	September 01 ,2025
5.	Motor Insurance Certificate Cum Policy Schdule	211201/31/20 25/80	HR-55-AR-6764	The Oriental Insurance Company Ltd	5,60,000/-	9,533/-	May 20 , 2025
6.	Medical Establishment Policy	MID-54326	---	Apex Insurance Consultant Ltd	10,00,000/-	41,300/-	May 02 , 2025
7.	United Bharat Sookshma Udyam Suraksha Policy	1114031124P 114876208	---	United India Insurance Company Limited	1,04,00,00 0/-	5,802/-	December 26, 2025
8.	United Bharat Sookshma Udhya Surakshapolicy	1114031124P 103050308	---	United India Insurance Company Limited	1,05,00,00 0/-	7,093/-	May 30 , 2025
9.	Star Group Health Insurance	P/161117/01/ 2025/025009	--	Star Health And Allied Insurance Company Limited	3,32,00,00 0/-	9,21,37 0/-	January 23, 2026
10.	Private Car Package Policy	LIT/5100287 5	HR-26-DR-4638	Iffco Tokio General Insurance Co Ltd	30,87,500/-	1,05,14 4/-	July 06, 2025
11.	Medical Establishment Policy	Membership ID No. 75623	---	Apex Insurance Consultant Ltd	50,00,000/-	1,50,,0 00/-	December 23 , 2027
12.	Public Liability Non Industrial Policy Schedule	102015/48/25 /000082	MEDICAL LAB & TESTING CENTRE	Shriram General Insurance Co.Ltd	50,00,000/-	8,799/-	January 04, 2026
13.	Professional Indemnity For Doctor And Medical Practitioners	4021/199149 201/00/000	--	Icici Lombard General Insurance Company Limited	10,00,000/-	--	February 11, 2026

14.	Professional Indemnity Policy (Dr. Nitin)	MID-57259	---	Apex Insurance Consultant Ltd	30,00,000/-	32,375/-	February 13, 2029
15.	Private Car Package Policy	VC941080	HR-26-EU-6890	Future Insurance Total Insurance Solutions	---	12,781/-	May 21, 2025
16.	Private Car Package Policy	OG-25-9906-1806-00096438	HR-26DK0496	Bajaj Allianz General Insurance Company Limited	--	843/-	July 03, 2025
17.	Liability Only Policy For Two Wheelers Certificate Cum Policy Schedule	OG-25-9906-1806-00096438	HR26DK0496	Bajaj Allianz General Insurance Company Limited.		843/-	July 03, 2025
18.	Star Group Health Insurance	P/161117/01/2025/025009	--	Star Health & Allied Insurance Company Ltd.	3,32,00,000/-	9,21,370/-	January 23, 2026
19.	Hdfc Ergo Business Secure – Laghu Udyam	2949207178463700000		Hdfc Ergo General Insurance Company Limited	11,22,72,269/-	79488/-	February 16, 2026
20.	Hdfc Ergo Business Secure – Laghu Udyam	2949207021723000000	—	Hdfc Ergo General Insurance Company Limited	30,30,00,000/-	1,73,400/-	November 22, 2025

## EXPORTS & EXPORTS OBLIGATIONS

Exports:


Particulars	For the year ended/ period ended							
	30-Sep-24	% of Total Revenue	31-Mar-24	% of Total Revenue	31-Mar-23	% of Total Revenue	31-Mar-22	% of Total Revenue
Domestic	3,982.51	99.62	6,699.61	99.80	5,566.87	98.91	5,924.48	98.40
Export	15.14	0.38	13.44	0.20	61.30	1.09	96.22	1.60
<b>Total</b>	<b>3,997.65</b>	<b>100.00</b>	<b>6,713.05</b>	<b>100.00</b>	<b>5,628.17</b>	<b>100.00</b>	<b>6,020.69</b>	<b>100.00</b>


### Export Obligation:

As on the date of this Draft Red Herring Prospectus, Our Company does not have any Exports Obligation.

## INTELLECTUAL PROPERTIES

Following are the details of the Trademarks Registered in the name of our company, in India:

Sr. No.	Description	Registration Number/Mark/Label	Class	Applicable Laws	Issuing Authority	Date of Application	Current Status
1	Registration for Trade Mark	2196689 	44	Trade Marks Act, 1999	Trade Mark Registry, Government of India	August 29, 2011	Registered

2	Registration for Trade Mark	1548971  Modern Diagnostic & Research Centre	42	Trade Marks Act, 1999	Trade Mark Registry, Government of India	April 22, 2007	Registered
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#### Domain Name

Sr. No.	Domain Name	Sponsoring Registration and ID	Registrant Name, ID and Address	Creation Date	Expiry Date
1	www.mdrcindia.com	Registry Domain ID:- 88159082_DOMAIN_COM-VRSN	Registrar:- GoDaddy.com, LLC Registrar IANA ID: 146	June 07, 2021	June 06, 2026

#### CAPACITY AND CAPACITY UTILIZATION

Our company is engaged in the service sector therefore capacity and capacity utilisation data are not applicable to us.

#### OUR DIAGNOSTIC CENTRES/LAB LOCATIONS

The Diagnostic Centres/Lab locations Operating on lease / rent basis:

S. No.	Details of the Property	Licensor/ Lessor/Mortgagor	Lessee/Mortgagee	Consideration/ Lease Rental/ License Fees/Borrowing (in Rs.)	Owned/ Leased	Uses
1.	H-64,BLK-H Bali Nagar, New Delhi-110015	Mr. Ajay Kohli S/o Shri Pran Nath Kohli	M/s Modern Diagnostic & Research Center Pvt Ltd through its Director Mr. Jitendra Singh	Rent agreement made on :- March 20,2025 Rent period: 11 months. From January 01,2025 to November 30,2025 Rent: Rs.6000/Month	Rented	Commercial Purpose only Registered office
2.	First Floor , bearing No. 32 Sudershan Business Centre, Ghala Mala Chowk, Majitha Road, Amritsar Punjab	Mr. Vivek Jee Gupta S/o Bal Krishan Gupta	M/s Modern Diagnostics & Research Center	Lease agreement dated :- August 27, 2021 Lease period: 9 years. Effective From:- April 01 , 2021 till March 31, 2030 Rent: Rs. 60,000 /- per months.	Leased	Premises use for Pathology Lab only. Branch office
3.	Hall, Ground Floor, Biharman Nagla, Pilibhit Bypass Road Bareilly Uttarpradesh	Mrs. Anita Singh D/o Prem Pal Singh	M/s Modern Diagnostics & Research Centre Private Limited Acting through its Shri Brijesh Kumar Verma S/o Shri Shiv Shankar Lal	Lease agreement dated :- March 17, 2025 Lease period: 11 months. Effective From:- March 17 , 2025 till February 16 ,2026 Rent:- 80,500/-	Rented	Premises use for Pathology Lab only.

4.	Building No. 385, In front of Hanuman Mandir, Betiyahata City District- Gorakhpur, Pincode-273001	Manju Agarwal W/o Late Jagdish Agarwal	Modern Diagnostic and Research Center Private Ltd Limited authorized to Mr. Gaurav Rao S/o Late Bhim Rao	Lease agreement dated:- April 20, 2024 Lease period: 11 months. Effective From: - April 20, 2024 till March 19, 2025 Rent: Rs. 84,000 /- per months.	Leased	Premises use for Pathology Lab only.
5.	2 <sup>nd</sup> floor P.B Chowdhury Colony, Dr.B.K. Kakoti Road, Ulubari, Guwahati- 781007	Amrapali Chowdhury W/o Late Ashish Chowdhury	Modern Diagnostic and Research Center Private Ltd represented by Mr. Deep Jyoti Borah S/o Jagannath Borah	Lease agreement dated :- September 01 ,2024 Lease period:- 11 months. Effective From:- September 01 ,2024 till August 01 ,2025 Rent: Rs. 92,000 /- +GST per months. Next Renewable date :- August 01, 2025	Leased	Premises given by owner to tenant on Rental basis for Lab Testing
6.	Ground Floor , Plot No.9, Scheme No. 53 , Indore, Madhya Pradesh	Mr. Rakesh Kumar Ajmera S/o Har Govind Das Ajmera	Modern Diagnostic and Research Centre Private Ltd represented by Sharik Ali S/o Mr. Sardar Ali	Lease agreement dated:- January 12 ,2022 Lease period:- 4 Year and 11 Months. Effective From:- January 22, 2022 till December 22 ,2026 Rent: Rs. 65,000 /- per months.	Leased	Premises use for Pathology Lab only.
7.	Lower Basment, B1 Tower-3, Mahaveer Nagar-II Maharani Farm, Durgapura Jaipur- 302018 Rajasthan.	Alka Bhargav W/o Naresh Bhargav	Modern Diagnostic and Research Centre Private Ltd represented by Rishi Singhal	Lease agreement dated :- March 31, 2025 Lease period:- 11 Months Effective From:- March 01, 2025 Rent: Rs. 31500/Month.	Leased	Premises use for Diagnostic Centre only.
8.	Khasra No-1183 Min. Khata No-774 Min And Khewat No-75 Situated At Revenue Village Paloura Main Road Janipur Opposite Jda Complex, Jammu	Sh. Yash Pal Sharma S/o Late Sh. Hans Raj Sharma	Modern Diagnostic and Research Centre Private Ltd represented by Mr. Vipin Safaya	Lease agreement dated :- June 02 ,2023 Lease period:- 9 Years. Effective From:- June 01, 2023 upto May 31, 2032 Rent: Rs. 70,000 /- per months.	Leased	Premises use for Lab Testing only.
9.	Ground Floor, Plot No. XIV/446(P), Diwan Iqbal Nath Colony, Opposite Main Gate, Kalpana Chawla Medical Hospital, Karnal Haryana	M/s Parmond Kumar Gupta S/o Sh Sukhdev Sarup Gupta	Modern Diagnostic and Research Centre Private Ltd represented by its Manager Mr. Sarvan Kumar	Lease agreement dated :- September 01 , 2021 Lease period:- 5 Years. Effective From:- September 01 , 2021 till August 31 , 2026 Rent: Rs. 65,000 /- +GST per months	Leased	Premises given by owner to tenant on Rental basis for Lab Testing

10.	First floor , Second floor , F-119/60,3, 3 - Ambika Mukherjee Road , Kolkata-700056 , Ward No. 17 , District:- 24 Parganas(North)	Mr. Santosh Shaw S/o Mangru Shaw and Mr. Rajesh Gupta S/o Santosh Shaw	Modern Diagnostic and Research Centre Limited represented by its General Manager Mr. Sudip Ghosal	Lease agreement dated :- March 01 ,2025 Lease period:- 11 months. Effective From:- March 01 ,2025 till January 31 , 2026 Rent:- 50,000/- +GST per months.	Leased	Premises use for Laboratory or Diagnostic Testing only.
11.	363-364/4 Jawahar Nagar, New Railway Road, Gurgaon, Haryana, 122001	Dr. Devendra Singh Yadav S/o Late Sh. Sumer Singh Yadav	Modern Diagnostic and Research Centre Private ltd represented by its Director Deepali Yadav D/o Dr. Devendra Singh Yadav	Lease agreement dated :- May 20 ,2024 Lease period:- 3 Years. Effective From:- April 01 ,2024 till March 31 , 2027 Rent:- 5,79,784/-	Leased	Premises exclusively used by tenant for its existing Lawful business only .
12.	Shop No. 75, Ram Nagar, Tehsil Camp, Panipat - 132103	Jyoti Rani D/o Shri Jit Singh	Modern Diagnostic and Research Centre Private ltd represented by its Shri Sushil Kumar S/o. Shri Bhalle Ram	Rent agreement dated: February 04,2025 Rent perions:11 Months Effective from: February 01,2025 till December 31,2025	Rented	Pathology testing Laboratory.



13.	Plot No. 1057P, Sector 40 , Gurugram-122002	Mr. Sumit Arora S/o Mr. S.C Arora	Modern Diagnostic and Research Centre Limited represented by its MD Dr. Devendra Singh Yadav	Lease agreement dated :- February 01,2025 Lease period:- 9 years. Effective From:- February 01 ,2025 to January 31 , 2034 Rent:- 12,25,000 + GST per months This rent will be applicable from May 01 , 2025 1. Rent:- NIL - February 01 ,2025 to April 30 , 2025 2. Rent:- 12,25,000 + GST per months- May 01 ,2025 to January 31 ,2028 3. Rent:- 14,08,750/- + GST per months- February 01 , 2028 to January 31 ,2031 4. Rent:- 16,20,062.50/- + GST per months- February 01 ,2031 to January 31 ,2034.	Leased	Lessee shall use the premises, for setting up and running a medical imaging & diagnostic centre with modalities including inter-alia MRI, CT Scan, PET-CT scan, Nuclear Medicine, X-ray, Ultrasound, Echocardiography, CBCT, Mammography, Dexa Bone densitometry , Pathology lab, Research lab, Consultation etc
14.	1 floor, , Hotel New AI-Hamaza Iqbal Market Karan Nagar, Chowk Srinagar Jammu& kashmir	Abdul Aziz Dar S/o Late Sh. Ghulam Nabi Dar	Modern Diagnostic and Research Centre Private ltd represented by its Mr. Vipen Safaya S/o Late Shri Brijlal Safaya	Lease agreement dated :- February 28 ,2018 Lease period:- 9 years. Effective From:- March 01 , 2018 till February 28, 2027 Rent:- 82,740/-	Leased	Premises used for running the Diagnostic lab only.
15.	25 C/1 Ground Floor Model Town, Yamuna Nagar Tehsil – Jagadhari District- Yamunanagar Haryana- 135001	Shri Madan Chauhan, S/o Shri Tanti Ram Or Mrs. Sunita Chauhan, W/o Shri Madan Chauhan,	Modern Diagnostic and Research Centre Private ltd represented by its Sh. Aman Chanana S/o Sh. Harish Chanana	Lease agreement dated :- October 03,2017 Lease period:- 9 years. Effective From:- October 01 , 2017 till September 30 , 2026 Rent:- 70,000/-	Leased	Premises given by owner to tenant on Rental basis for Lab Testing
16.	Shop No. 3 Marla-5 Khewat No. 815, Khatoni No.911, Situated at Darra Kalan Road Tehsil-	Anil Kumar Gupta S/o Shri	Shri Sushil Kumar S/o Shri Jeet Singh	Lease agreement dated :- February 28 , 2018 Lease period:- 9 years. Effective From:-	Leased	Premises uses for running Business of Pathology

	Thanesar District-kurukshetra, Haryana	Ramdhari Gupta	Modern Diagnostic and Research Centre Private ltd	March 15 2018 till March 14 , 2027 Rent:- 26,000/-		testing Laboratory.
17.	Min Khasara No.510(1-11), 510/1(0-5),Khevat No.1176 Kthoni No. 2157/2158 Min Situated at Opposite Bus Stand Amritsar Road Ajnala Tehsil , District- Amritsar ,Punjab	Dr. Rajiv Kumar S/o Onkar Nath	M/s Modern Diagnosic And Research Centre Authorised Signatory Mr. Yogesh Nanda S/o Surendre Nanda	Rent agreement dated: November 01 ,2024 Rent perions: 3 Years. Effective from: November 01 ,2024 till November 01 ,2027 Rent:- 46,000/- Per Months	Rented	Premises used For Laboratory Purpose only.

The Diagnostic Centres/Lab locations Operating on business agreement basis:

Sr. No.	Name of Parties	Address of Property	Terms of agreement	Date of agreement	Tenure
1	SS Hospital	OCF-2, Bhiwandi, Alwar, Rajasthan, India.	Revenue and profit sharing based	September 30, 2020	10 Years
2	Artemis Medicare Services Limited	4A Townsend Avenue, Sector – 82 A, Vatika India next Gurgaon, Haryana – 122004.	Revenue sharing based	February 16, 2023	10 Years
3	Indian Oil Corporation Ltd.	Indian Oil Corporation Ltd, Panipat Refinery, Bohali, Panipat, Haryana-132140	Contract Agreement for providing Pathology Services at Panipat Refinery Hospital	January 04, 2023	Till July 03, 2026
4	Mr. Kuldeep Singh	385, Infornt of Hanuman Mandir Bethiyahata Gorakhpur-273001	profit sharing based	February 11, 2023	Effective From:- April 01, 2023 till March 31, 2038
5	Dr. Karam Singh Memorial Multispeciality Hospital	16A, Doctor,S Avenue (Near Ghala Mala Chowk), Amritsar, Punjab	Revenue sharing based	December 13, 2023	10 Years

## **KEY INDUSTRY REGULATIONS**

*The following description is a summary of the relevant regulations and policies as prescribed by the GoI and other regulatory bodies that are applicable to our business. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, and the bye laws of the respective local authorities that are available in the public domain. The regulations set out below may not be exhaustive and are merely intended to provide general information to the shareholders and neither designed, nor intended to substitute for professional legal advice. For details of government approvals obtained by us, see the section titled “Government and Other Approvals” on page 183 of this Draft Red Herring Prospectus.*

### **THE COMPANIES ACT**

The Companies Act primarily regulates the formation, financing, functioning and restructuring of Companies as separate legal entities. The Act provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. The provisions of the Act state the eligibility, procedure and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law laid down transparency, corporate governance and protection of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

### **SEBI REGULATIONS**

Securities And Exchange Board of India is the regulatory body for securities market transactions including regulation of listing and delisting of securities. It forms various rules and regulations for the regulation of listed entities, transactions of securities, exchange platforms, securities market and intermediaries thereto. Apart from other rules and regulations, listed entities are mainly regulated by the SEBI Act, 1992, Securities Contract Regulation Act, 1956, Securities Contracts (Regulation) Rules, 1957, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015.

### **TAX REGULATED ACT**

#### **Income Tax Act, 1961**

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under it depending upon its “Residential Status” and “Type of Income” involved. U/s 139(1) every Company is required to file its Income tax return for every Previous Year by 31st October of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like are also required to be complied by every Company.

#### **Goods and Service Tax Act, 2017**

The Central Goods and Services Tax Act, 2017 is an Act to make a provision for levy and collection of tax on intra-State supply of goods or services or both by the Central Government and for matters connected therewith or incidental thereto. In line with CGST Act, each state Governments has enacted State Goods and Service Tax Act for respective states. Goods and Services Tax (GST) is a comprehensive indirect tax on manufacture, sale and consumption of goods and services throughout India to replace taxes levied by the central and state governments on goods as services. This method allows GST-registered businesses to claim tax credit to the value of GST they paid on purchase of goods or services or both as part of their normal commercial activity. The mechanism provides for two level taxation of interstate and intra state transactions. When the supply of goods or services happens within a state called as intra-state transactions, then both the CGST and SGST will be collected. Whereas if the supply of goods or services happens between the states called as inter-state transactions and IGST will be collected. Exports are considered as zero-rated supply and imports are levied the same taxes as domestic goods and services adhering to the destination-based taxation principle in addition to the Customs Duty which has not been subsumed in the GST.

#### **Customs Act, 1962**

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code) in terms of provisions of the Foreign Trade Development and Regulation Act, 1992. Imported goods in India attract basic customs duty, additional customs duty and cesses in terms of the provisions of the Customs Act, 1962, Customs Tariff Act, 1975 and the relevant

provisions made thereunder. The rates of basic customs duty are specified under the Customs Tariff Act 1975. Customs duty is calculated on the assessable value of the goods. Customs duties are administrated by Central Board of Indirect Taxes and Customs under the Ministry of Finance.

### **State Tax on Profession, Trades, Callings and Employment Rules, 1975**

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional tax is classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner.

## **BUSINESS/ TRADE RELATED LAWS/ REGULATIONS**

### **Drugs, Medical Devices and Cosmetics Bill, 2023 (the “Drugs Bill, 2023”)**

The Ministry of Health and Family Welfare, Government of India, released a draft of the Drugs Bill, 2023. The Drugs Bill, 2023 is proposed to amend and consolidate the laws relating to, inter alia, import, manufacture, distribution and sale of drugs and medical devices and cosmetics as well as the law relating to clinical trials of new drugs and clinical investigation of investigational medical devices. The Drugs Bill, 2023 lays down the standards of the quality of imported drugs and cosmetics and circumstances under which these would be deemed to be adulterated, spurious and misbranded. Under the Drugs Bill, 2023, the central government has the power to prohibit or restrict or regulate the import of drugs and cosmetics in public interest including to meet the requirements of an emergency arising due to epidemic or natural calamities. Further, it lays down the standards of quality for manufacture, sale and distribution of drugs and cosmetics and clinical trial of drugs. The Drugs Bill, 2023 also proposes establishment of several boards and committees to assist and advise the Central and State Governments in the administration and regulation of drugs, cosmetics and medical devices.

### **Atomic Energy Act, 1962 as amended (“AE Act”)**

The AE Act aims to ensure safe disposal of radioactive waste and secure public safety, including that of persons handling radioactive substances. The AE Act empowers the GoI to prohibit the manufacture, possession, use, and transfer, export and import, transport and disposal, of any radioactive substances without its written consent and requires any person to make periodical returns or other such statements as regards any prescribed substance in a person’s possession or control that can be a source of atomic energy. Violation of various provisions of the AE Act is punishable by fine or imprisonment, or both. Further, the GoI, in order to prevent radiation hazards, secure public safety and safety of persons handling radioactive substances or radiation-generating plants, is empowered to ensure safe disposal of radioactive wastes at such premises. Our Company is required to obtain licenses from the AERB for the use of radioactive substances and disposal of radioactive waste.

### **Atomic Energy (Radiation Protection) Rules, 2004 (“Radiation Rules”)**

The Radiation Rules require that no person shall, without a license issued by the Atomic Energy Regulatory Board (“AERB”), establish a radiation installation for siting, design, construction, commissioning or operation. Such license is valid for a period of five years. The Radiation Rules also require a license for a person to handle radioactive material and/or operate radiation generating equipment. A registration will be required under the Radiation Rules, for sources and practices associated with medical diagnostic x-ray equipment including therapy, simulator and analytical x-ray equipment used for research. The Radiation Rules lay down various compliance measures regarding, inter alia, maintenance of radiation protection equipment and health surveillance of workers. The Radiation Rules also prescribe certain general safety guidelines, directives for emergency preparedness and accidents.

### **Atomic Energy (Safe Disposal of Radioactive Wastes) Rules, 1987 (“Radioactive Waste Rules”)**

Under the Radioactive Waste Rules, an authorization is necessary for any person to dispose of radioactive waste, and the waste may only be disposed of in the terms of such authorization. A Radiological Safety Officer is required to be appointed to assist in the safe handling and disposal of radioactive waste. Further, records are required to be maintained of all disposals and handling of radioactive waste and the persons carrying it out.

### **Atomic Energy Regulatory Board – Safety Code for Medical Diagnostic X-Ray Equipment and Installation in, 2010 as amended (“X-ray Code”)**

The X-ray Code governs radiation safety in design, installation and operation of x-ray generating equipment for medical diagnostic purposes. Pursuant to the X-ray Code, medical diagnostic x-ray equipment and protective devices are required to be operated in accordance with the requirements outlined and it is the responsibility of the employer/owner of medical x-ray installation equipment to ensure compliance with the statutory provisions. The X-ray Code mandates that only medical x-ray equipment which is of the type approved by AERB is to be installed for use. The purchase, transfer, gift, leasing or loan of x-ray equipment shall be registered with AERB by the person acquiring the equipment. Further, no diagnostic x-ray equipment shall be operated unless the licensee obtains license and/or registration from AERB. Non-compliance with the regulatory requirement set forth in the X-ray Code shall be punishable with imprisonment or fine or both. In 2012, AERB introduced amendments to this safety code to enhance radiation protection measures.

### **Radiation Surveillance Procedures for Medical Applications, 1989 (“RSPM Notification”)**

The RSPM Notification was promulgated under rule 15 of the Radiation Protection Rules, 1971 to ensure that procedures and installations involving radiation, radiation equipment and radioactive material are conducted in a manner that provide adequate protection against the hazards of radiation. In the light of the RSPM Notification, any person desirous of handling any radioactive material or radiation equipment has to approach the competent authority for prior permission in the form of either a license or an authorization. The RSPM Notification provide safety guidelines as regard to certain key aspects such as the design safety of equipment, planning of radiation instalments, commissioning of radiation equipment and isolation and disposal of radioactive effluents or damaged radioactive material. The RSPM Notification stipulates adherence to working conditions in a medical radiation installation formulated by the competent authority in this regard. The RSPM Notification holds an employer directly responsible for effective implementation of surveillance procedures. However, the RSPM notification is yet to be issued under the Atomic Energy (Radiation Protection) Rules, 2004.

### **National Accreditation Board for Testing and Calibration Laboratories (“NABL”)**

The NABL is an autonomous body established under the aegis of Department of Science and Technology, Government of India. NABL provides government, regulators and the diagnostic industry with a scheme of laboratory accreditation through third-party assessment for formally recognizing the quality and technical competence of the testing and calibration of laboratories in accordance with International Organization for Standardization Standards. NABL certification is a mandatory eligibility condition for diagnostic centers empanelment under the Central Government Health Scheme. Diagnostic laboratories which are not accredited by NABL may also participate in application and get empaneled under the Central Government Health Scheme but their empanelment shall be provisional till they are inspected by 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 the NABL.

### **Guidelines for Exchange of Human Biological Material for Biomedical Research Purposes, 1997 (“HBM Guidelines”)**

The HBM Guidelines, issued by the GoI, authorize 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.

### **Guidelines Relating to Import of Blood Samples**

The “Guidelines for Exchange of Human Biological Material for Biomedical Research Purposes” issued by the Central Government on November 19, 1997 authorizes 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. As of August 4, 2016, the DGFT issued Notification No. 19/2015-2020, which allows the import of human biological samples for commercial purposes without prior approval from any government agency. 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 inter alia 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. ICMR has established an online portal to streamline the process of transferring human biological material, including blood samples, for research purposes.

### **Indian Council of Medical Research Regulations – ICMR Guidelines for Good Clinical Laboratory Practices, 2021 (“GCLP”)**

The GCLP are guidelines provided by the Indian Council of Medical Research with the objective of promoting uniformity in maintaining quality of laboratory services. The first GCLP guidelines were released in the year 2008. GCLP 2021 aims 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 2021 provides guidelines with regards to (i) infrastructure; (ii) personnel training; (iii) equipment; (iv) examination processes; (v) sample storage and disposal; (vi) safety and hygiene measures; (vii) ethical considerations; and (viii) quality control and management.

### **The Clinical Establishments (Registration and Regulation) Act, 2010 (“CERRA”)**

The CERRA is a central legislation that governs clinical establishments and provides for registration under it. It prescribes the minimum standards for facilities and services provided by clinical establishments. In terms of the CERRA, ‘clinical establishment’ specifically covers a hospital, maternity home, nursing home, dispensary, clinic, sanatorium or an institution by whatever name called that offers services, facilities requiring diagnosis, treatment or care for illness, injury, deformity, abnormality or pregnancy in any recognized system of medicine established and administered or maintained by any person or body of persons, whether incorporated or not, including 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 penalty provision under CERRA also covers anyone who contravenes any provision of CERRA for which no penalty is provided specifically, to be punished for the first offence with fine which may extend to ten thousand rupees, for any second offence with fine which may extend to fifty thousand rupees and for any subsequent offence with fine which may extend to five lakh rupees.

### **The Clinical Establishments (Central Government) Rules, 2012 (“CECG Rules”)**

The CECG Rules inter alia provide conditions for registration and continuation of clinical establishments. In terms of the CECG Rules, clinical establishments are required to charge rates for each type of procedures and services within the range of rates determined by the Central Government and display the same in a local language as well as in English. Clinical establishments are required to maintain electronic records of patients and statistics, in accordance with the CECG Rules. Certain States in India have framed rules under the CERC Act 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.

### **Pre-Conception and Pre-Natal Diagnostic Techniques (Prohibition of Sex Selection) Act, 1994 (“PCNDT Act”) and the Pre-Natal Diagnostic Techniques (Regulation and Prevention of Misuse) Act, 1994 (“PNDT Act”)**

The PCNDT Act and PNDT Act prohibit sex selection, before or after conception, regulate the use of pre-natal diagnostic techniques by restricting their usage for the purposes of detecting genetic or metabolic disorders or chromosome lab normality’s or certain congenital malformations or sex-linked disorders and seek to prevent the misuse of such techniques for the purposes of pre-natal sex determination leading to female foeticide. The PCNDT Act and PNDT Act also make it mandatory for all genetic counselling centers, genetic clinics, genetic laboratories carrying out pre-natal diagnostic techniques, to register with the appropriate authority, failing which penal actions may be taken against them. Hospitals providing pre-natal diagnostic facilities fall within the purview of the PNDT Act and PNDT Act. Further, the PCNDT Act and PNDT Act prohibit advertisements relating to pre-conception and pre-natal determination of sex and the same is made punishable with a fine and imprisonment.

### **Safety Code for Medical Diagnostic X-Ray Equipment and Installations, 2001 (the “X-Ray Safety Code”)**

The AERB issued the X-Ray Safety Code intended to govern radiation safety in design, installation and operation of X-ray generating equipment for medical diagnostic purposes. The X-Ray Safety 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 owner or user of medical X-ray installation equipment to ensure compliance with the statutory provisions. The X-Ray Safety 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 Safety Code, including in relation to location and layout. Additionally, under the X-Ray Safety Code, the owners of medical X-ray installations in India are required to be registered with AERB and conduct quality assurance performance test of the X-ray unit.



### **Epidemic Disease Act, 1897 (“ED Act”)**

The ED Act is a central legislation that provides for the prevention of spread of a dangerous epidemic disease. It prescribes the powers to the State and Central Government to take special measures to prevent the spread of the epidemic. It also provides for penalty and punishment for violation of the provisions of the ED Act, which includes any damage caused to healthcare service personnel and property.

### **National Digital Health Mission (NDHM), now known as the Ayushman Bharat Digital Mission (ABDM)**

The Ministry of Health and Family Welfare constituted a committee headed by Shri J. Satyanarayana to develop an implementation framework for the National Health Stack. This committee produced the National Digital Health Blueprint (NDHB) now known as the Ayushman Bharat Digital Mission (ABDM), laying out the building blocks and an action plan to comprehensively and holistically implement digital health. ABDM describes the broad context, rationale, scope, and implementation arrangements for a digital ecosystem for healthcare services across the country. Since the implementation is envisioned to be in a mission mode, the initiative is referred to as the Ayushman Bharat Digital Mission. Ayushman Bharat Digital Mission aims to create a digital health ecosystem in India by integrating personal health records into a single database accessible to patients and doctors, promoting efficient and accessible healthcare services.

### **National Medical Device Policy, 2023**

The National Medical Devices Policy, 2023 is expected to facilitate an orderly growth of the medical device sector to meet the public health objectives of access, affordability, quality and innovation. This sector is expected to realize its full potential, with the strategies viz, building an enabling ecosystem for manufacturing along with a focus on innovation, creating a robust and streamlined regulatory framework, providing support in training and capacity building programs and promoting higher education to foster talent and skilled resources in line with the industry requirements. Encouraging domestic investments and production of medical devices complements the Government’s ‘Atmanirbhar Bharat’ and ‘Make in India’ programs.

### **Bio-Medical Waste Management Rules, 2016 (“BMW Rules”) (Latest Amendment: 2019)**

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 authorization 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 pretreating laboratory and microbiological waste, and providing 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 authorization, 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. According to the Amendments Rules the BMW Rules apply the Healthcare facilities must phase out chlorinated plastic bags and gloves Barcoding and tracking system introduced for BMW disposal. Strict monitoring of deep burial pits in rural areas.

### **National Accreditation Board for Testing and Calibration Laboratories (“NABL”)**

The NABL is an autonomous body established under the aegis of Department of Science and Technology, Government of India. NABL provides government, regulators and the diagnostic industry with a scheme of laboratory accreditation through third-party assessment for formally recognizing the quality and technical competence of the testing and calibration of laboratories in accordance with International Organization for Standardization Standards. NABL certification is a mandatory eligibility condition for diagnostic centers empanelment under the Central Government Health Scheme. Diagnostic laboratories which are not accredited by NABL may also participate in application and get empaneled under the Central Government Health Scheme but their empanelment shall be provisional till they are inspected by 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 the NABL.

### **Cosmetics Rules, 2020 (the “Cosmetic Rules”)**

Under the Cosmetic Rules, no cosmetic shall be imported into India unless the product has been registered in accordance with these rules by the central licensing authority i.e., the Drugs Controller General of India, appointed by the Central Government. Further, any person who intends to manufacture cosmetics shall make an application for grant of a license or loan license to manufacture for sale or for distribution to the state licensing authority. Also, it needs to be ensured that if cosmetics are

manufactured at more than one premise, a separate license is obtained for each such premises. Under the Cosmetic Rules, each batch of the raw materials used for manufacturing the cosmetics, and also each batch of the final product is required to be tested and the records or registers showing the particulars in respect of such tests is required to be maintained. The Cosmetic Rules further prescribes the labelling and packaging requirements to be followed for sale or distribution of cosmetics of Indian origin.

### **National Pharmaceuticals Pricing Policy, 2012 (the “2012 Policy”)**

The 2012 Policy intends to provide the principles for pricing of essential drugs specified in the National List of Essential Medicines – 2011 (“NLEM”) declared by the Ministry of Health and Family Welfare, Government of India and modified from time to time, in order to ensure the availability of such medicines at reasonable price, while providing sufficient opportunity for innovation and competition to support the growth of the industry. The prices are regulated based on the essential nature of the drugs. Further, the 2012 Policy regulates the price of formulations only, through market-based pricing which is different from the earlier principle of cost-based pricing. Accordingly, the formulations will be priced by fixing a ceiling price and the manufacturers of such drugs will be free to fix any price equal to or below the ceiling price.

### **The New Drugs and Clinical Trial Rules, 2019 (the “NDC Rules”)**

The clinical trials in India are controlled by the Directorate General (“DG”) of health services under the Ministry of Health and Family Welfare, Government of India. The NDC Rules lay down the process mechanics and guidelines for clinical trials, including procedure for approval for clinical trials. Clinical trials require obtaining of free, informed, and written consent from each study subject. The NDC Rules also provide for compensation in case of injury or death caused during the clinical trials. The Central Drugs Standard Control Organization has issued the guidance for industry for submission of clinical trial application for evaluating safety and efficacy, for the purpose of submission of clinical trial application as required under the NDC Rules. Further, under the NDC Rules, the ethics committee constituted there under is required to register itself with the central licensing authority in order to conduct any clinical trial, bioavailability study or bioequivalence study. The NDC Rules further provide for the composition and functions of the ethics committee and its period of validity. The NDC Rules further mandate the maintenance of records for a period of five years after completion of the clinical trial, bioavailability study or bioequivalence study, as the case may be.

### **The Guidelines for Prevention of Misleading Advertisements and Endorsements for Misleading Advertisements, 2022 (“Advertisement Guidelines”)**

The Advertisement Guidelines provide for the prevention of false or misleading advertisements and making endorsements relating thereto. The Advertisement Guidelines apply inter alia to a manufacturer and to all advertisements regardless of form, format or medium. The Advertisement Guidelines lay down the conditions for non-misleading and valid advertisement and prohibit surrogate or indirect advertisements of goods or services whose advertising is prohibited or restricted by law, by portraying it to be an advertisement for other goods or services, the advertising of which is not prohibited or restricted by law. Further, the Advertisement Guidelines lay down duties of inter alia a manufacturer and provide inter alia that every manufacturer shall ensure that all descriptions, claims and comparisons in an advertisement which relate to matters of objectively ascertainable facts shall be capable of substantiation. The Advertisement Guidelines further provide that any endorsement in an advertisement must reflect the genuine, reasonably current opinion of the individual, group or organization making such representation and must be based on adequate information about, or experience with, the identified goods, product or service and must not otherwise be deceptive.

### **Drugs and Cosmetics Act, 1940 (“DCA”) and the Drugs and Cosmetics Rules, 1945 (“DCA Rules”)**

The DCA regulates the import, manufacture, distribution and sale of drugs and cosmetics and prohibits the import, manufacture and sale of certain drugs and cosmetics which are, inter alia, misbranded, adulterated, spurious or harmful. The DCA Rules specify the requirement of a license for the manufacture or sale of any drug or cosmetic including for the purpose of examination, testing or analysis. It further mandates that every person holding a license must keep and maintain such records, registers and other documents as may be prescribed which may be subject to inspection by the relevant authorities.

### **Drugs (Prices Control ) Order, 2013 (“DPCO”)**

The DPCO prescribes inter alia the ceiling price of scheduled formulations, retail price of a new drug for existing manufacturers of scheduled formulations, maximum retail price of scheduled formulations. Under the DPCO, the Central Government may issue directions to the manufacturers of active pharmaceutical ingredients or bulk drugs and formulations to increase production or sell such active pharmaceutical ingredient or bulk drug to such manufacturers of formulations and direct the formulators to sell the formulations to institutions, hospitals or any agency. The DPCO specifies procedures for fixing the ceiling price of scheduled formulations of specified strengths or dosages, retail price of new drug for existing manufacturers of scheduled

formulations, and penalties for contravention of its provisions.

### **The Narcotic Drugs and Psychotropic Substances Act,1985 (“NDPS Act”)**

The NDPS Act is a legal framework which seeks to control and regulate operations relating to narcotic drugs and psychotropic substances. It prohibits, inter alia, the cultivation, production, manufacture, possession, sale, purchase, transportation, warehousing, consumption, inter-state movement, trans-shipment and import and export of narcotic drugs and psychotropic substances, except for medical or scientific purposes. It also controls and regulates controlled substances which can be used in the manufacturing of narcotic drugs and psychotropic substances. Offences under the NDPS Act are essentially related to violations of the various prohibitions imposed under the NDPS Act, punishable by both imprisonment and monetary fines.

### **The Poisons Act, 1919(“Poisons Act”)**

The Poisons Act enables state governments to grant licenses for the possession, sale, whole sale or retail and fixing of the fee, if any, of poisons. The Poisons Act also enables state governments to regulate the classes of persons to whom such license may be granted, the maximum quantity of poison which may be permitted to be sold to anyone person etc.

## **REGULATIONS RELATED TO FOREIGN TRADE AND INVESTMENT**

### **The Foreign Direct Investment**

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“FDI”) through press notes and press releases. The Department for Promotion of Industry and Internal Trade (DPIIT), Ministry of Commerce & Industry, Government of India makes policy pronouncements on FDI through Consolidated FDI Policy Circular/Press Notes/Press Releases which are notified by the Department of Economic Affairs (DEA), Ministry of Finance, Government of India as amendments to the Foreign Exchange Management (Non-Debt Instruments) Rules,2019 under the Foreign Exchange Management Act, 1999 (42 of 1999) (FEMA). DPIIT has issued consolidated FDI Policy Circular of 2020 (“FDIPolicy2020”), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press release sand clarifications on FDI Policy that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until an updated circular is issued.

The reporting requirements for any investment in India by a person resident outside India under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019are specified by the RBI. Regulation 4 of the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 vide notification No. FEMA.395/2019- RB dated 17.10.2019 issued by the RBI stipulates the reporting requirement for any investment in India by a person resident outside India. All the reporting is required to be done through the Single Master Form (SMF) available on the Foreign Investment Reporting and Management System (FIRMS)platformat<https://firms.rbi.org.in>.

Under the current FDI Policy of 2020, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations.

### **Foreign Exchange ManagementAct,1999(“FEMA”)**

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce & Industry, Government of India. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the ‘automatic route’ within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIF and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 (“FEMA Regulations”) to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2015 for regulation on exports of goods and services.

### **Ownership restrictions of FIIs**

Under the portfolio investment scheme, the total holding of all FIIs together with their sub-accounts in an Indian company is subject to a cap of 24% of the paid-up capital of a company, which may be increased up to the percentage of sectoral cap on FDI in respect of the said company pursuant to a resolution of the board of directors of the company and the approval of the shareholders of the company by a special resolution in a general meeting. The total holding by each FII, or incase an FII is

investing on behalf of its sub-account, each sub-account should not exceed 10% of the total paid-up capital of a company.

### **Laws related to Overseas Investment by Indian Entities:**

Overseas investment by Indian Entities are governed under Foreign Exchange Management Act, 1999 under which the central Government of India have notified Foreign Exchange Management (Overseas Investment) Rules, 2022 in suppression of Foreign Exchange Management (Transferor Issue of Any Foreign Security) Regulations, 2004 and the Foreign Exchange Management (Acquisition and Transfer of Immovable Property Outside India) Regulations, 2015. Followed by the rules, RBI has vide notification no. RBI/2022-2023/110, A.P. (DIR Series) Circular No.12 dated August 22, 2022 have issued Foreign Exchange Management (Overseas Investment) Directions, 2022 and Foreign Exchange Management (Overseas Investment) Regulations, 2022. These legislations frame the investment fields, mode and cap for various sectors and regions, by any person resident in India and the reporting requirements.

### **Foreign Trade Policy 2023:**

The Central Government of India in exercise of powers conferred under Section 5 of the Foreign Trade (Development & Regulation) Act, 1992 (No. 22 of 1992) [FT (D&R) Act], as amended, has notified Foreign Trade Policy (FTP) 2023 which is effective from April 01, 2023 and shall continue to be in operation unless otherwise specified or amended. It provides for a frame work relating to export and import of goods and services.

## **LAWS RELATED TO ENVIRONMENTAL LAWS**

### **National Environmental Policy, 2006**

The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource.

### **Environment (Protection) Act, 1986 as amended (“EPA”)**

The EPA has been enacted for the protection and improvement of the environment. It stipulates that no person carrying on any industry, operation or processes shall discharge or emit or permit to be discharged or emitted any environmental pollutant in excess of such standards as may be prescribed. Further, no person shall handle or cause to be handled any hazardous substance except in accordance with such procedure and after complying with such safeguards as may be prescribed. EPA empowers the Central Government to take all measures necessary to protect and improve the environment such as laying down standards for emission or discharge of pollutants, providing for restrictions regarding areas where industries may operate and generally to curb environmental pollution. Pollution control boards have been constituted in all states in India to exercise the powers and perform the functions provided for under these statutes for the purpose of preventing and controlling pollution. Companies are required to obtain consents of the relevant state pollution control boards for emissions and discharge of effluents into the environment.

### **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, 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 prescribes specific amounts of fine and terms of imprisonment for various contraventions.

### **Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (the “Hazardous Waste Rules”)**

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste. Under the Hazardous Waste Rules, “hazardous waste” inter alia means any waste which by reason of characteristics such as physical, chemical, biological, reactive, toxic, flammable, explosive or corrosive, causes danger or is likely to cause danger to health or environment, whether alone or in contact with other wastes or substances. Every occupier and operator of a facility generating hazardous waste must obtain authorization has been relevant state pollution control board. Further, the occupier, importer or exporter is liable for damages caused to the environment or third party resulting from the improper handling and management and disposal of hazardous waste and must pay any financial penalty that may be levied by the respective state pollution control board.

## **Environment Impact Assessment Notification of 2006**

The Ministry of Environment, Forests and Climate Change has notified the Environment Impact Assessment Notification of 2006 in September 2006. The notification makes it mandatory for various projects to get environment clearance.

## **LAWS RELATING TO INTELLECTUAL PROPERTY**

### **Trade Marks Act, 1999**

Under the Trademarks Act, 1999 (“Trademarks Act”), a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A ‘mark’ may consist of a device, brand, heading, label, ticket, name, signature, word, letter, numeral, shape of goods, packaging or combination of colors or any combination thereof.

### **The Patents Act, 1970:**

The Patents Act, 1970 as amended from time to time, in India has been enacted to protect inventions. Patents provide the exclusive rights for the owner of a patent to make, use, exercise, distribute and sell a patented invention. The patent registration confers on the patentee the exclusive right to use, manufacture and sell his invention for the term of the patent.

## **LAWS RELATED TO EMPLOYMENT OF MAN POWER:**

### **Code on Wages, 2019**

The Code on Wages, 2019 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 received the assent of the President of India on August 8, 2019. 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. Only few section of the Code has yet been notified vide notification no. S.O. 4604(E) dated December 18, 2020.

### **The Occupational Safety, Health and Working Conditions Code, 2020**

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Occupational Safety, Health and Working Conditions Code, 2020. The draft rules provide for operationalization of provisions in the Occupational Safety, Health and Working Conditions Code, 2020 relating to safety, health and working conditions of the dock workers, building or other construction workers, mines workers, inter-state migrant workers, contract labour, journalists, audio-visual workers and sales promotion employees.

### **The Industrial Relations Code, 2020**

The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this code will be brought into force on a date to be notified by the Central Government.

### **The Code on Social Security, 2020**

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganized Workers' Social Security Act, 2008. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Code on Social Security, 2020. The draft rules provide for operationalization of provisions in the Code on Social Security, 2020 relating to employees' provident fund, employees' state insurance corporation,



gratuity, maternity benefit, social security and cess in respect of building and other construction workers, social security for unorganized workers, gig workers and platform workers.

In addition to above, we are subject to wide variety of generally applicable labour laws concerning condition of working, benefit and welfare of our laborers and employees such as the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Employees (Provident Fund and Miscellaneous Provision) Act, 1952.

\*The Code on Wages, 2019, The Code on Social Security, 2020, (enacted by the Parliament of India and assented to by the President of India) will come into force as may be notified in the Official Gazette by the Central Government of India, different dates may be appointed for different provisions of the Codes.

### **Employees Provident Fund and Miscellaneous Provisions Act, 1952**

Under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (EPF Act), compulsory provident fund, family pension fund and deposit linked insurance are payable to employees in factories and other establishments. The legislation provides that an establishment employing more than 20 (twenty) persons, either directly or indirectly, in any capacity whatsoever, is either required to constitute its own provident fund or subscribe to the statutory employee's provident fund. The employer of such establishment is required to make a monthly contribution to the provident fund equivalent to the amount of the employee's contribution to the provident fund. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the above mentioned schemes.

### **Employees State Insurance Act, 1948, as amended (the "ESIC Act")**

The ESIC Act, provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

### **Payment of Gratuity Act, 1972, as amended (the "Gratuity Act")**

The Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more employees are employed or were employed on any day of the preceding twelve months, as notified by the Central Government from time to time. Penalties are prescribed for non-compliance with statutory provisions.

Under the Gratuity Act, an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement, resignation, superannuation, death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent upon an employee having completed five years of continuous service. The maximum amount of gratuity payable may not exceed 1 million.

### **Certain other laws and regulations that may be applicable to our Company in India include the following:**

- Minimum Wages Act, 1948 and Maharashtra Minimum Wages Rules, 1963 ("MWA Rules")
- Public Liability Insurance Act, 1991 ("PLI Act")
- Payment of Bonus Act, 1965 ("POB Act")
- Child Labour (Prohibition and Regulation) Act, 1986
- Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("SHWW Act")
- Equal Remuneration Act, 1976 ("ER Act")
- Contract Labour (Regulation and Abolition) Act, 1970 ("CLRA") and Contract Labour (Regulation and Abolition) Central Rules, 1971 ("Contract Labour Rules")
- Workmen Compensation Act, 1923 ("WCA")
- Maternity Benefit Act, 1961 ("Maternity Act")
- Industrial Employment Standing Orders Act, 1946
- Apprentice Act, 1961 read with The National Policy of Skill Development and Entrepreneurship 2015



## **OTHER GENERAL REGULATIONS**

### **State Laws**

We operate in various states. Accordingly, legislations passed by the state governments are applicable to us in those states. These include legislations relating to, among others, Shops and Establishment Act, classification of fire prevention and safety measures and other local licensing. Further, we require several approvals from local authorities such as municipal bodies. The approvals required may vary depending on the state and the local area.

### **Municipality Laws**

Pursuant to the Constitution (Seventy-Fourth Amendment) Act, 1992, the respective state legislatures in India have power to endow the municipalities with power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India. The respective states of India have enacted laws empowering the municipalities to issue trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

### **Approvals from Local Authorities**

Setting up of a factory or manufacturing / housing unit entails the requisite planning approvals to be obtained from the relevant Local Panchayat(s) outside the city limits and appropriate Metropolitan Development Authority within the city limits. Consents are also required from the state pollution control board(s), the relevant state electricity board(s), the state excise authorities, sales tax, among others, are required to be obtained before commencing the building of a factory or the start of manufacturing operations.

### **Other regulations:**

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, Specific Relief Act 1963, Negotiable Instrument Act 1881, The Information Technology Act, 2000, Sale of Goods Act 1930 and Consumer Protection Act 1986, The Arbitration & Conciliation Act, 1996 are also applicable to the company.

## **PROPERTY RELATED LAWS**

The Company is required to comply with central and state laws in respect of property. Central Laws that may be applicable to our Company's operations include the Land Acquisition Act, 1894, the Transfer of Property Act, 1882, Registration Act, 1908, Indian Stamp Act, 1899, Stamp Act of respective State and Indian Easements Act, 1882.

## **HISTORY AND CORPORATE STRUCTURE**

Our Company was originally incorporated as “Modern Diagnostic & Research Centre Private Limited” as a private limited company, under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated April 16, 2012 issued by Registrar of Companies, National Capital Territory of Delhi and Haryana having Corporate Identification Number U85110DL2012PTC234368.

Our Company has acquired the business of M/s. Modern Diagnostic & Research Centre, a proprietorship firm of Mr. Devendra Singh Yadav carrying on the business of Diagnostic Centre with varied fields of medical applications since 1985, pursuant to Agreement for Transfer of Business executed on April 1, 2013 between M/s. Modern Diagnostic & Research Centre and our Company.

Our Company was converted from a private limited company to public limited company pursuant to special resolution passed in the Extra-Ordinary General Meeting of the company held on November 16, 2024 and consequently the name of our Company was changed to “Modern Diagnostic & Research Centre Limited” pursuant to fresh certificate of incorporation dated December 18, 2024 issued to our Company by the Registrar of Companies, Central Processing Centre having Corporate Identification Number U85110DL2012PLC234368.

Our Company was originally promoted by Mr. Devendra Singh Yadav and Mrs. Asha Yadav who were the initial subscribers to the Company’s Memorandum and Articles of Association and are the present promoters of our Company along with Mrs. Deepali Yadav and Mr. Jitendra Singh.

The details in this regard have been disclosed in the chapter titled “Capital Structure” beginning on page 60 of this Draft Red Herring Prospectus.

As on date of this Draft Red Herring Prospectus, our Company has 7 shareholders.

For information on our Company’s profile, activities, services, market, growth, technology, managerial competence, standing with reference to prominent competitors, major suppliers, please refer the sections entitled “Industry Overview”, “Business Overview”, “Our Management”, “Financial information of our company” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 92, 108, 144, 164 and 167 respectively.

### **ADDRESS OF REGISTERED OFFICE:**

Registered Office of the Company is presently situated at Plot No H-64, 1st Floor BLK-H, Bali Nagar City landmark near Khetar Pal Hospital, Ramesh Nagar, West Delhi, New Delhi, Delhi-110015, India.

### **Changes in Registered Office of the Company since incorporation**

There has not been any change in our Registered Office since incorporation till date of this Draft Red Herring Prospectus except below change:

<b>Date of Change of Registered office</b>	<b>Registered Office</b>	<b>Reason</b>
On Incorporation	B-137, Ramesh Nagar, New Delhi-110015, West Delhi, Delhi, India	Not Applicable
	<b>Changed From</b>	<b>Changed to</b>
January 01, 2023	B-137, Ramesh Nagar, New Delhi-110015, West Delhi, Delhi, India	Plot No H-64, 1st Floor BLK-H, Bali Nagar City landmark near Khetar Pal Hospital, Ramesh Nagar, West Delhi, New Delhi, Delhi-110015, India
		For Administrative Convenience

### **Our Main Object**

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

1. To run, own, manage, administer, Diagnostic Centers, Scan Centers, Nursing Homes, Hospitals, Clinics, Dispensaries, Maternity Homes, Child Welfare and Family Planning Centers, Clinical Pathological testing laboratories, X-Ray and ECG Clinics, Training Institutes for training of Doctors/ Paramedical staff / Technicians in India and abroad.

2. To act as Consultants and Advisers providing technical know-how, technical services and allied services for the establishment, operation and improvement of Nursing Homes, Hospitals, Clinics, Medical Institutions, Medical Centers, Diagnostic Centers and Laboratories in India and abroad.
3. To run, own, manage, administer, Medical/ Paramedical colleges in India and abroad and to carry on educational institution like school, college, coaching classes and to carry on courses in all subjects or branches of engineering, medical science, commerce, Industrial, Commercial, arts, management and any other faculty of education and to run and manage Computer training Institutions.
4. To establish, maintain, manage, run, promote the establishment of a research laboratory for carrying out research in the field of medicines, drugs, herbs, chemicals & allied articles and to carry on business as laboratory proprietors, to act as an analytical and consulting chemists and to undertake analytical and research work of any kind for own as well as for other manufacturers, dealers and Govt departments.
5. To carry on and engage in the business on its own or in association with any Indian or foreign agency, individuals, firms, company or Govt undertaking either in India or abroad and to act as franchise agent for electronic information technology development, upgradation, manufacturing, processing and up gradation of hard- ware, Software, Web-site, Webpage, Internet, e-mail, online electronic communication systems, data processing, developing, producing, generating, manufacturing and dealing in all types of the computer hard wares, softwares, computer stationery and to run and operate the computer hardware and software training institute for the training of the computer operations, development up gradation of software, training of SAP packages, ERP Packages, accounting & other pack- ages and programming in India and abroad. To provide consultancy services related to the preparation and maintenance of accounting, statistical or mathematical information and reports, data processing, computer programming and all other related business
6. To acquire, establish and maintain health care and slimming centers, gymnasiums, massage parlor, body care center, beauty parlor, mini sports boutique including swimming pool, library and to yoga techniques for improving health, sauna, steam and Jacuzzi baths for clients.
7. To manufacture, produce, process, formulate, buy, sell, import, export and deal in all kinds of reagents, consumables, and other related products used in laboratories, research institutions, hospitals, and other industries and to carry on the business of manufacturing and supplying laboratory reagents, fine chemicals, and other consumables or products.

#### KEY AWARDS, CERTIFICATIONS, ACCREDITATIONS AND RECOGNITIONS

There are no Key Awards, Certifications, Accreditations and Recognitions in the company since its incorporation except as mentioned below.

Year	Key Awards, Certifications, Accreditations and Recognitions
2014	Brand Academy – Healthcare Excellence Awards
2015	Brand Academy – Global Quality Awards
2018	Times Healthcare Achievers Awards 2018 by BCCL
2019	Indian Business Excellence Awards 2019 by WBR Corp UK Limited

#### CHANGES TO THE MEMORANDUM OF ASSOCIATION

Sr. No.	Particulars	Date of Meeting	Type of Meeting
1.	Conversion of the Company into Public Limited Company and change in name of the Company from Modern Diagnostic & Research Centre Private Limited” to “Modern Diagnostic & Research Centre Limited” vide fresh Certificate of Incorporation issued by Registrar of Companies, Central Processing Centre dated December 18, 2024	November 16, 2024	Extra-Ordinary General Meeting
2.	Adoption of Memorandum of Association of the Company as per the Provisions of the Companies Act, 2013	November 16, 2024	Extra-Ordinary General Meeting
3.	Increase in Authorised Capital of the Company from Rs. 1,00,00,000 (Rupees One Crore) divided into 10,00,000 (Ten Lakh) Equity Shares of Rs. 10/- (Ten) each to Rs. 17,00,00,000 (Rupees Seventeen Crore) divided into 1,70,00,000 (One Crore Seventy Lacs) Equity Shares of Rs. 10/-(Ten) each.	February 22, 2025.	Extra-Ordinary General Meeting
4.	Alteration in the main object clause of Memorandum of Association of Company by Addition of new sub-clause 7 after sub-clause 6 in Clause III(A), as under in		Extra-Ordinary General Meeting

	main object of Company vide Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s) issued by Registrar of Companies, Central Processing Centre dated March 12, 2025	February 22, 2025.	
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## **ADOPTING NEW ARTICLES OF ASSOCIATION OF THE COMPANY**

Our Company has adopted a new set of Articles of Association of the Company, in the Extra Ordinary General Meeting of the Company dated November 16, 2024.

## **MAJOR EVENTS**

There are no major events in the company since its incorporation except as mentioned below.

<b>Year</b>	<b>Key Events/Milestone/ Achievement</b>
2012-13	Incorporation of the Company in the name and style of “Modern Diagnostic & Research Centre Private Limited”
2013-14	Acquisition of Business of M/s Modern Diagnostics & Research Centre, Proprietorship Concern through Business Transfer Agreement. Proprietorship Concern was engaged in the business of Diagnostic Centre.
2024-25	Converted into Public Limited Company in the name and style of “Modern Diagnostic & Research Centre Limited”

## **OTHER DETAILS REGARDING OUR COMPANY**

For details of our Company’s activities, products, growth, technology, marketing strategy, competition and our customers, please refer section titled “Business Overview”, “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” and “Basis for Issue Price” on pages 108, 167 and 84 respectively of this Draft Red Herring Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to sections titled “Our Management” and “Capital Structure” beginning on pages 144 and 60 of this Draft Red Herring Prospectus respectively.

## **CAPITAL RAISING (DEBT/ EQUITY)**

For details in relation to our capital raising activities through equity, please refer to the chapter titled “Capital Structure” beginning on page 60 of this Draft Red Herring Prospectus. For details of our Company’s debt facilities, please refer section “Financial Information of our Company” on page 164 of this Draft Red Herring Prospectus.

## **DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/ BANKS AND CONVERSION OF LOANS INTO EQUITY**

There have been no defaults or rescheduling of borrowings with any financial institutions/banks as on the date of this Draft Red Herring Prospectus. Furthermore, except as disclosed in chapter titled “Capital Structure” beginning on Page 60 of this Draft Red Herring Prospectus, none of the Company's loans have been converted into equity in the past.

## **SUBSIDIARIES/HOLDINGS AND JOINT VENTURES OF THE COMPANY**

Our company does not have any Subsidiaries/Holdings and Joint Ventures as on date of filing Draft Red Herring Prospectus.

## **TIME AND COST OVERRUNS IN SETTING UP PROJECTS**

There has been no time / cost overrun in setting up projects by our Company.

## **LOCK-OUT OR STRIKES**

Our Company has, since incorporation, not been involved in any labour disputes or disturbances including strikes and lockouts. As on the date of this Draft Red Herring Prospectus, our employees are not unionized.

## **INJUNCTION AND RESTRAINING ORDER**

Our company is not under any injunction or restraining order, as on date of filing of this Draft Red Herring Prospectus.

## **MATERIAL ACQUISITIONS / AMALGAMATIONS / MERGERS/ REVALUATION OF ASSETS/DIVESTMENT OF BUSINESS/UNDERTAKING IN LAST TEN YEARS**

There has been no Material Acquisitions/Amalgamations/Mergers/Revaluation of Assets/Divestment of Business/Undertaking in last ten years except as mentioned below:

- Acquisition of Business of M/s Modern Diagnostics & Research Centre, proprietorship Concern through Business Transfer Agreement dated April 01, 2013 against issuance of 5500 Equity Shares of ₹ 10/- each having face value of ₹ 10/- each fully paid-up share.

For further details, please refer to the chapter titled “*Capital Structure*” beginning from page no. 60 of this Draft Red Herring Prospectus.

## **TOTAL NUMBER OF SHAREHOLDERS OF OUR COMPANY**

As on the date of this Draft Red Herring Prospectus, the total numbers of equity shareholders are 7(Seven). For more details on the shareholding pattern of our Company, please refer to the chapter titled “*Capital Structure*” beginning on page no. 60 of this Draft Red Herring Prospectus.

## **CHANGES IN THE MANAGEMENT**

For details of change in Management, please see chapter titled “Our Management” on page 144 of this Draft Red Herring Prospectus.

## **CHANGES IN ACTIVITIES OF OUR COMPANY DURING THE LAST FIVE (5) YEARS**

There has been no change in the business activities of our Company during last five (5) years from the date of this Draft Red Herring Prospectus which may have had a material effect on the profit/loss account of our Company except as mentioned in Material development in chapter titled “Management’s discussion and analysis of financial conditions & results of operations” beginning on page 167 of this Draft Red Herring Prospectus.

## **SHAREHOLDERS AGREEMENTS/INVESTMENT AGREEMENT**

As on the date of this Draft Red Herring Prospectus, there are no subsisting shareholder’s agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same.

## **MATERIAL AGREEMENT**

Our Company has not entered into any material agreements other than the agreements entered into by it in ordinary course of business.

## **COLLABORATION AGREEMENTS**

Our Company has not entered into any collaboration agreement as on the date of this Draft Red Herring Prospectus.

## **OTHER AGREEMENTS**

As on the date of this Draft Red Herring Prospectus our Company has not entered into any agreements other than those entered into in the ordinary course of business and there are no material agreements entered as on the date of this Draft Red Herring Prospectus.

### **Non-Compete Agreement**

Our Company has not entered into any Non-compete Agreement as on the date of filing of this Draft Red Herring Prospectus.

### **Joint Venture Agreements**

Except the agreements entered in the ordinary course of business carried on or intended to be carried on by us, we have not entered into any other Joint Venture agreement.

**Strategic Partners**

Our Company is not having any strategic partner as on the date of filing this Draft Red Herring Prospectus.

**Financial Partners**

Our Company has not entered into any financial partnerships with any entity as on the date of filing of this Draft Red Herring Prospectus.

**CORPORATE PROFILE OF OUR COMPANY**

For details on the description of our Company's activities, the growth of our Company, please see "Business Overview", "Management's Discussion and Analysis of Financial Conditions and Results of Operations" and "Basis of Issue Price" on pages 108, 167 and 84 of this Draft Red Herring Prospectus.



## OUR MANAGEMENT

In accordance with our Articles of Association, unless otherwise determined in a general meeting of the Company and subject to the provisions of the Companies Act, 2013 and other applicable rules, the number of Directors of the Company shall not be less than 3 (Three) and not more than 15 (Fifteen). Our Company currently has 5 (Five) directors on our Board, of which 2 (Two) Directors are Executive directors, 1 (One) Non-Executive and 2 (Two) are Independent Directors.

Mr. Devendra Singh Yadav	-	Chairman cum Managing Director
Mrs. Deepali Yadav	-	Whole Time Director
Mr. Ajay Kohli	-	Non-Executive Director
Mr. Rishabh Kumar Jain	-	Non-Executive & Independent Director
Mr. Sanjay Khandelwal	-	Non-Executive & Independent Director

The Following table sets forth details regarding the Board of Directors as on the date of this Draft Red Herring Prospectus.

<b>MR. DEVENDRA SINGH YADAV, CHAIRMAN CUM MANAGING DIRECTOR</b>	
Father's Name	Mr. Sumer Singh Yadav
DIN	01254395
Date of Birth	July 09, 1953
Age	71 Years
Designation	Chairman cum Managing Director
Status	Executive
Qualification	He has completed his Bachelor of Medicine and Bachelor of Surgery in 1976 from Medical College Rohtak, Kurukshetra University and thereafter, DMRD, Diploma in Medical Radio-diagnosis from University of Delhi in 1985 and was admitted as Diplomate of the National Board for the practice of Radio-diagnosis in 1998 from National Board of Examinations, New Delhi, India.
No. of Years of Experience	He is having 38 years of experience in the medical diagnostic and research field.
Address	House No.-31, Tatvam Villa, Vipul World, Sector-48, South City –II, Gurgaon, Haryana-122018, India
Occupation	Business
Nationality	Indian
Date of Appointment	He was appointed under Promotor Category as a Executive Director of the Company since incorporation of the company i.e., April 16, 2012. Further, he was appointed as Chairman cum Managing Director for period of 5 years, w.e.f. February 20, 2013, subsequently he was reappointed as Chairman cum Managing Director w.e.f. February 19, 2018 for the term of 5 years and later he was reappointed as Chairman cum Managing Director w.e.f. February 18, 2023 for the term of 5 years.
Term of Appointment and date of expiration of current term of office.	Currently he holds office for the period of 5 (Five) years w.e.f. February 18, 2023 till February 17, 2028, liable to retire by rotation.
No. of Equity Shares held & % of Share Holding(Pre-Issue)	92,40,000 Equity Shares of Rs. 10/- each; 84.00 % of Pre-issue Paid Up Capital
Other Directorships	<b>Indian Companies:</b> NIL <b>Foreign Companies:</b> NIL

<b>MRS. DEEPAI YADAV, WHOLE TIME DIRECTOR</b>	
Father's Name	Mr. Devendra Singh Yadav
DIN	06496670
Date of Birth	July 29, 1983
Age	41 years
Designation	Whole Time Director
Status	Executive
Qualification	She has completed her Degree of Doctor of Medicine (Radio-diagnosis) in 2013 from HIHT University, Dehradun.
No. of Years of Experience	She is having 11 years of experience in Radiology.
Address	EA2-4, Block E, Tata Primanti, Next to V Club, Sector 72, Badshahpur, Gurgaon, Haryana - 122101, India.
Occupation	Business

<b>MRS. DEEPALI YADAV, WHOLE TIME DIRECTOR</b>	
Nationality	Indian
Date of Appointment	Originally, she was appointed as a Whole Time Director of the Company on February 20, 2013. Subsequently she resigned as a Whole Time Director on April 07, 2015. Further, she was appointed as an Additional Director of the Company on May 01, 2015. Subsequently her designation was changed as a Whole Time Director for a period of 3 years on September 30, 2015 for period of 3 years w.e.f. May 1, 2015. She was re-appointed as Whole-time Director for the term of 5 years w.e.f. May 1, 2018 and for the term of 5 years w.e.f. April 30, 2023.
Term of Appointment and date of expiration of current term of office.	Currently she holds office for a period of 5 (Five) years w.e.f April 30, 2023 till April 29, 2028, liable to retire by rotation.
No. of Equity Shares held & % of Share Holding(Pre-Issue)	5,50,000 Equity Shares of Rs. 10/- each; 5.00 % of Pre-issue Paid Up Capital
Other Directorships	<b>Indian Companies:</b> NIL <b>Foreign Companies:</b> NIL

<b>MR. AJAY KOHLI, NON-EXECUTIVE DIRECTOR</b>	
Father's Name	Mr. Pran Nath Kohli
DIN	01791298
Date of Birth	July 16, 1969
Age	55 Years
Designation	Non-Executive Director
Status	Non-Executive
Qualification	He has completed his Diploma in Electronics Engineering (Industry- Integrated) in the year 1989 from Board of Technical Examinations, Maharashtra State.
No. of Years of Experience	He is having experience of 17 years in the field of medical line.
Address	H-43, Bali Nagar, Ramesh Nagar, Rajouri Garden, West Delhi-110015, India
Occupation	Business
Nationality	Indian
Date of Appointment	He was appointed as an Additional Non-Executive Director of the Company on January 30, 2025, subsequently his designation was changed to Non-Executive Director w.e.f January 31, 2025.
Term of Appointment and date of expiration of current term of office.	Currently he holds office as Non-Executive Director, appointed on January 31, 2025, liable to retire by rotation
No. of Equity Shares held & % of Share Holding(Pre-Issue)	NIL
Other Directorships	<b>Indian Companies:</b> Excel Health Tech Devices Private Limited <b>Foreign Companies:</b> NIL

<b>MR. RISHABH KUMAR JAIN, NON-EXECUTIVE &amp; INDEPENDENT DIRECTOR</b>	
Father's Name	Mr. Sanjay Kumar Jain
DIN	10611758
Date of Birth	January 10, 1998
Age	27 Years
Designation	Independent Director
Status	Non-Executive
Qualification	He has completed his Bachelor of Commerce in 2017 from Ch. Charan Singh University, Meerut. He is a member of The Institute of Company Secretaries of India in
No. of Years of Experience	He is Practicing Company Secretary having around 3.5 years experience in the field of corporate law and compliance.
Address	Ward No. 24, Dhobi Pada, Galiuna 1, Baraut (Rural) (Now in Nagar), Po Baraut, Dist-Baghat, Uttar Pradesh-250611, India
Occupation	Professional
Nationality	Indian
Date of Appointment	He was appointed as an Additional Director (Independent) of the Company by the Board of Directors in their board meeting held on January 30, 2025 with effect from January 30, 2025. Later, he was regularised as an Independent Director for a period of 5 (Five) years up to

	January 29, 2030 not liable to retire by rotation by a special resolution of shareholders at the company's Extraordinary General Meeting of the company held on January 31, 2025.
Term of Appointment and date of expiration of current term of office.	Currently he holds office as an Non-executive Independent Director, w.e.f January 30, 2025 for a term upto Five Consecutive years not liable to retire by rotation.
No. of Equity Shares held & % of Share Holding(Pre-Issue)	NIL
Other Directorships	<b>Indian Companies:</b> Asston Pharmaceuticals Limited <b>Foreign Companies :</b> NIL

<b>MR. SANJAY KHADELWAL, NON-EXECUTIVE &amp; INDEPENDENT DIRECTOR</b>	
Father's Name	Mr. Rajendra Kumar Khandelwal
DIN	02139499
Date of Birth	June 06, 1974
Age	50 Years
Designation	Independent Director
Status	Non-Executive
Qualification	He is Fellow Member of the Institute of Company Secretaries of India since year 2009 and he also holds the Certificate of Registration to act as an Insolvency Professional valid from 30 <sup>th</sup> June, 2017 issued by Insolvency and Bankruptcy Board of India.
No. of Years of Experience	He is Practicing Company Secretary having around 20-year experience in the field of corporate law and compliance.
Address	64-C, Khasra No.103-104, Rajpur Extension Chhatarpur, Ignou, South Delhi, Delhi-110068, India
Occupation	Professional
Nationality	Indian
Date of Appointment	He was appointed as an Additional Director (Independent) of the Company by the Board of Directors in their board meeting held on January 30, 2025 with effect from January 30, 2025. Later, he was regularised as an Independent Director for a period of 5 (Five) years up to January 29, 2030 not liable to retire by rotation by a special resolution of shareholders at the company's Extraordinary General Meeting of the company held on January 31, 2025.
Term of Appointment and date of expiration of current term of office.	Currently he holds office as an Non- Executive Independent Director, w.e.f on January 30, 2025 for a term upto Five Consecutive years not liable to retire by rotation.
No. of Equity Shares held & % of Share Holding(Pre-Issue)	NIL
Other Directorships	<b>Indian Companies-</b> Corporate Mentor Private Limited <b>LLP:</b> Startup Eduvisors LLP <b>Foreign Companies:</b> NIL

## **BRIEF PROFILE OF OUR DIRECTORS**

### **1. Mr. Devendra Singh Yadav, Chairman cum Managing Director, Age: 71 Years**

Mr. Devendra Singh Yadav aged 71 years is Promoter of the company as well as Chairman cum Managing Director of the Company. He has completed his Bachelor of Medicine and Bachelor of Surgery in 1976 from Medical College Rohtak, Kurukshetra University and thereafter, DMRD, Diploma in Medical Radio-diagnosis from University of Delhi in 1985 and Diplomate of the National Board for the practice of Radio-diagnosis in 1998 from National Board of Examinations, New Delhi, India.. He is having 38 years of experience in the medical diagnostic and research field. He was appointed under Promoter Category as a Executive Director of the Company since incorporation of the company i.e., April 16, 2012. Further he was appointed as Chairman cum Managing Director, w.e.f. February 20, 2013, subsequently he was reappointed as Chairman cum Managing Director w.e.f. February 19, 2018 for the term of 5 years and later he was reappointed as Chairman cum Managing Director w.e.f. February 18, 2023 for the term of 5 years.

He started Diagnostic Centre in 1985 in Gurugram, Haryana, as proprietorship firm and introduced all the latest imaging modalities in the city such as Ultrasound, CT Scan, Mammography, MRI etc. with the aim of providing advanced diagnostic services. Formed Modern Diagnostic and Research Centre Pvt. Ltd. As a Company in 2012. Under Dr. Yadav's leadership, Company has expanded its services and geographical reach, establishing itself as a prominent player in the diagnostic industry. The company focuses on delivering accurate and timely diagnostic solutions to enhance patient outcomes and support clinicians. His dedication to advancing

diagnostic services has positioned Company as a leader in the industry, continually adopting cutting-edge technologies to ensure accurate and timely results for patients and clinicians alike.

## **2. Mrs. Deepali Yadav, Whole Time Director, Age: 41 Years**

Mrs. Deepali Yadav aged 41 years is Whole Time Director of the company. She has completed her Degree of Doctor of Medicine (Radio-Dignosis) in 2013 from HIHT University, Dehradun. She is having 11 years of experience in Radiology. Originally she was appointed as a Whole Time Director of the Company on February 20, 2013. Subsequently she resigned as a Whole Time Director on April 07, 2015. Further, she was appointed as an Additional Director of the Company on May 01, 2015. Subsequently her designation was changed as a Whole Time Director on September 30, 2015 for period of 3 years w.e.f. May 1, 2015. She was re-appointed as Whole-time Director for the term of 5 years w.e.f. May 1, 2018 and for the term of 5 years w.e.f. April 30, 2023.

She is highly Experienced in CT CORNORY ANGIOGRAPHY and CT MRI case reporting, USG guided FNAC. She has special interest in FETAL Echocardiography and MRI breast and Amniocentesis. Her leadership and dedication continue to enhance the quality and accessibility of diagnostic services at Modern Diagnostic & Research Centre Limited.

## **3. Mr. Ajay Kohli, Non-Exeutive Director, Age: 55 Years**

Mr. Ajay Kohli aged 55 years is a Non-Executive Director of the company. He has completed his Diploma in Electronics Engineering (Industry- Integrated) in the year 1989 from Board of Technical Examinations, Maharashtra State. He is having experience of 17 years in the field of medical line. He was appointed as Additional Non-Executive Director of the Company on January 30, 2025, subsequently his designation was changed to Non-Executive Director w.e.f January 31, 2025. He plays a crucial role in providing independent oversight, strategic guidance, and expert advice without being involved in daily operations.

## **4. Mr. Rishabh Kumar Jain, Non-Executive & Independent Director, Age: 27 Years**

Mr. Rishabh Kumar Jain aged 27 years is a Non-Executive and Independent Director of our Company. He has completed his Bachelor of Commerce in 2017 from Ch. Charan Singh University, Meerut. He is a member of The Institute of Company Secretaries of India. He is Practicing Company Secretary having around 3.5 years of experience in the field of corporate law and compliance. He was appointed as an Additional Director (Independent) of the Company by the Board of Directors in their board meeting held on January 30, 2025 with effect from January 30, 2025. Later, he was regularised as an Independent Director for a period of 5 (Five) years up to January 29, 2030 not liable to retire by rotation by a special resolution of shareholders at the company's Extraordinary General Meeting of the company held on January 31, 2025. As an Independent Director of our Company, he brings valuable expertise in ensuring transparency, ethical governance, and risk management within the organization. He plays a crucial role in providing independent oversight, guiding board decisions, and maintaining the integrity of financial and regulatory reporting.

## **5. Mr. Sanjay Khandelwal, Non-Executive & Independent Director, Age: 50 Years**

Mr. Sanjay Khandelwal aged 50 years is a Non-Executive and Independent Director of our Company. He is Fellow Member of The Institute of Company Secretaries of India since year 2009 and he also holds the Certificate of Registration to act as an Insolvency Professional valid from 30<sup>th</sup> June, 2017 issued by Insolvency and Bankruptcy Board of India. He is Practicing Company Secretary having around 20 years of experience in the field of corporate law and compliance. He was appointed as an Additional Director (Independent) of the Company by the Board of Directors in their board meeting held on January 30, 2025 with effect from January 30, 2025. Later, he was regularised as an Independent Director for a period of 5 (Five) years up to January 29, 2030 not liable to retire by rotation by a special resolution of shareholders at the company's Extraordinary General Meeting held on January 31, 2025. As an Independent Director of our Company, he is responsible for providing his expertise in Management and Compliance related matters of our Company and also provided inputs in corporate governance matters and other legal matters. His combined expertise in corporate law and insolvency matters positions him as a valuable asset in overseeing corporate governance and financial oversight within organization.

### **Confirmations:**

1. None of the above-mentioned Directors are on the RBI List of wilful defaulters or Fraudulent Borrowers
2. None of the Promoters, persons forming part of our Promoter Group, our directors or persons in control of our Company or our Company are debarred from accessing the capital market by SEBI or any other Regulatory Authority.
3. None of the Promoters, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

4. None of our Directors are/were director of any listed company whose shares were delisted from any stock exchange(s) during the tenure of their directorship in such Company.
5. None of Promoters or Directors of our Company are a fugitive economic offender.
6. None of our Directors are/were director of any listed company whose shares have been or were suspended from trading by stock exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five years.
7. Except as disclosed in chapter titled **“Outstanding Litigations and Material Developments”** beginning on Page 177 of this Draft Red Herring Prospectus, there is no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors have been charge-sheeted with serious crimes like murder, rape, forgery, economic offence etc.
8. There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the last one year in respect of Directors and Promoters of our Company.

#### **NATURE OF ANY FAMILY RELATIONSHIP BETWEEN ANY OF OUR DIRECTORS**

Except as disclosed below, none of the Directors of our Company are related to each other as per Sec 2(77) of Companies Act, 2013,

<b>Name of Director</b>	<b>Nature of Relationship</b>
Mr. Devendra Singh Yadav	Father of Mrs. Deepali Yadav
Mrs. Deepali Yadav	Daughter of Mr. Devendra Singh Yadav

#### **ARRANGEMENT AND UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS AND OTHERS**

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the above-mentioned Directors was selected as director or member of senior management.

#### **SERVICE CONTRACTS**

None of our directors have entered into any service contracts with our company and no benefits are granted upon their termination from employment other than the statutory benefits provided by our company. However, Executive Directors of our Company are appointed for specific terms and conditions for which no formal agreements are executed, however their terms and conditions of appointment and remuneration are specified and approved by the Board of Directors and Shareholders of the Company.

Except statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including the directors and key Managerial personnel, are entitled to any benefits upon termination of employment.

#### **BORROWING POWERS OF THE BOARD OF DIRECTORS**

Our Company has passed a Special Resolution in the Extra Ordinary General Meeting of the members held on March 18, 2025, authorizing the Board of Directors of the Company under Section 180 (1) (c) of the Companies Act, 2013 to borrow from time to time all such money as they may deem necessary for the purpose of business of our Company notwithstanding that money borrowed by the Company together with the monies already borrowed by our Company may exceed the aggregate of the paid up share capital and free reserves provided that the total amount borrowed by the Board of Directors shall not exceed the sum of Rs. 150 Crore (Rupees One hundred Fifty Crores only).

#### **COMPENSATION AND BENEFITS TO THE CHAIRMAN AND MANAGING DIRECTORS AND WHOLE TIME DIRECTOR ARE AS FOLLOW: -**

<b>Name</b>	<b>Mr. Devendra Singh Yadav</b>	<b>Mrs. Deepali Yadav</b>
<b>Designation</b>	Managing Director	Whole Time Director
<b>Date of Appointment/ Change in Designation</b>	February 18, 2023.	April 30, 2023
<b>Term of Appointment</b>	5 (Five) years	5 Years
<b>Remuneration Payable from the F.Y. 2024-25</b>	Upto 1.50 Crore per annum	Upto 60 Lacs per annum
<b>Compensation/ remuneration paid during the F.Y. 2023-24</b>	₹ 142.84 p.a.	₹ 57.60 p.a.

*Our company does not have any Subsidiary Company*



## BONUS OR PROFIT-SHARING PLAN FOR OUR DIRECTORS

We have no bonus or profit- sharing plan for our Directors.

## SITTING FEES

The Articles of Association of our Company provides that payment of sitting fees to Directors (other than Managing Director & Whole- Time Directors) for attending a meeting of the Board or a Committee thereof shall be decided by the Board of Directors from time to time within the applicable maximum limits. Our Board of Directors has resolved in their meeting dated March 17, 2025 for payment to all Non-Executive Independent Directors for attending each such meeting of the Board or Committee thereof.

## SHAREHOLDING OF OUR DIRECTORS IN OUR COMPANY

The shareholding of our directors as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of Directors	No. of Equity Shares held	Category/ Status	Holding in % (pre-issue)
1.	Mr. Devendra Singh Yadav	92,40,000	Chairman cum Managing Director	84.00
2.	Mrs. Deepali Yadav	5,50,000	Whole Time Director	5.00
	<b>Total</b>	97,90,000		89.00

*None of the Independent Directors of the Company holds any Equity Shares of Company as on the date of this Draft Red Herring Prospectus.*

Our Articles of Association do not require our directors to hold any qualification Equity Shares in the Company.

## INTEREST OF DIRECTORS

All the non-executive Directors of the company may be deemed to be interested to the extent of fees, payable to them for attending meetings of the Board or Committee if any as well as to the extent of other remuneration and/or reimbursement of expenses payable to them as per the applicable laws.

- The Registered office located at H-64, BLK-H, Bali Nagar, New Delhi-110015 is rented by Mr. Ajay Kohli for a period of January 01, 2023 to December 31, 2025 with a monthly rent of ₹ 6000.*
- The Corporate office located at 363-364/4, Jawahar Nagar, New Railway Road Gurugram Haryana-122001 is rented by Mr. Devendra Singh Yadav for a period of April 01, 2024 to March 31, 2027 with a monthly rent of ₹ 579784.*
- Our Directors Mr. Devendra Singh Yadav and Deepali Yadav have provided personal Guarantees to secure our existing borrowings from our lenders and also mortgaged their immovable properties.*

The directors may be regarded as interested in the shares and dividend payable thereon, if any, held by or that may be subscribed by and allotted/transferred to them or the companies, firms and trust, in which they are interested as directors, members, partners and or trustees. All directors may be deemed to be interested in the contracts, agreements/arrangements to be entered into by the issuer company with any company in which they hold directorships or any partnership or proprietorship firm in which they are partners or proprietors as declared in their respective declarations.

Executive Director is interested to the extent of remuneration paid to them for services rendered to the company and also payment of interest on unsecured loan and lease rent.

Except as stated under “Annexure IX- Restated Related Party Transactions Disclosures” under Chapter titled “Restated Financial Information” beginning on page 164 of the Draft Red Herring Prospectus, our company has not entered into any contracts, agreements or arrangements during the preceding two years from the date of the Draft Red Herring Prospectus in which our directors are interested directly or indirectly.

### Interest in the property of Our Company

Except as disclosed above and in the chapters titled “Business Overview” and “Restated Financial Statement –Related Party Transactions” and “History and Corporate Structure” on pages 108, 164 and 139 respectively of this Draft Red Herring Prospectus, our directors do not have any interest in any property acquired two years prior to the date of this Draft Red Herring Prospectus.

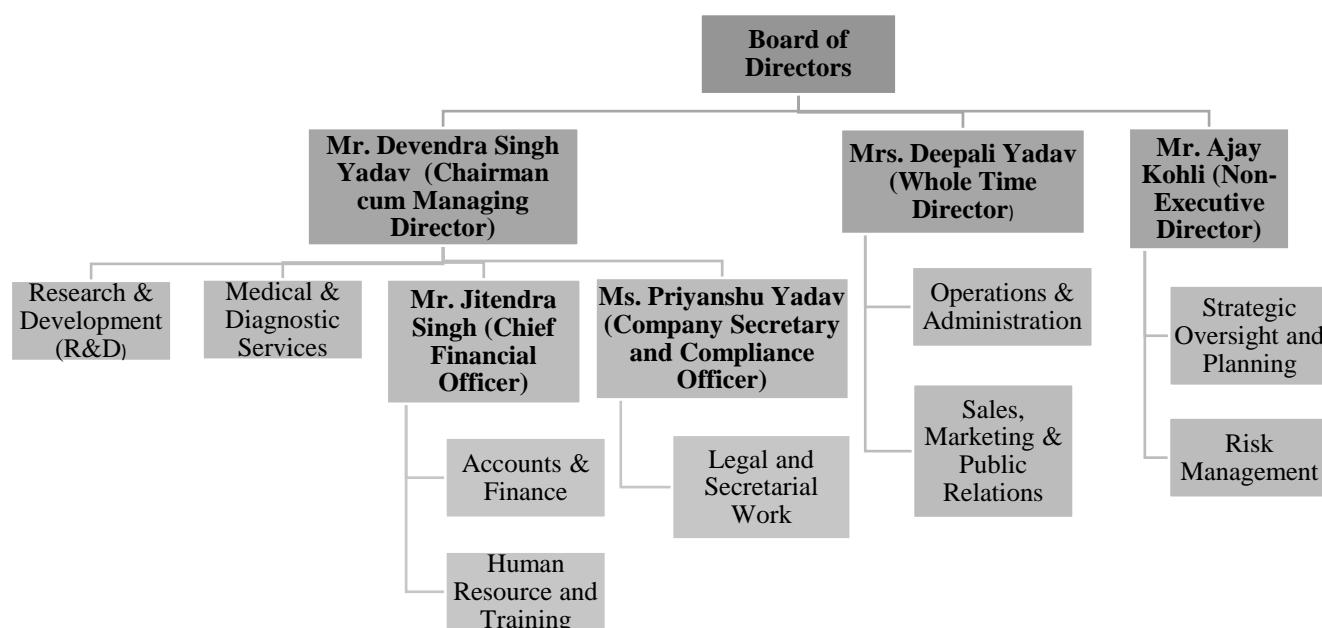


## CHANGES IN THE BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Name of Key Managerial Personnel	Date of Event	Nature of Event	Reason for the changes
Mr. Jitendra Singh	April 01, 2024	Change in Designation from Whole Time Director to Non-Executive Director	To ensure better corporate governance.
	January 30, 2025	Cessation from the post of Non- Executive Director	Resignation
Mrs. Asha Yadav	April 01, 2024	Cessation from the post of Whole Time Director	Resignation
Mr. Garvit Garg	April 01, 2024	Cessation from the post of Non-Executive Director	Resignation
Mr. Nitin Kumar	April 01, 2024	Cessation from the post of Whole Time Director	Resignation
Mr. Pulkit Garg	April 01, 2024	Cessation from the post of Non-Executive Director	Resignation
Ms. Sunita Yadav	April 01, 2024	Cessation from the post of Whole Time Director	Resignation
Mr. Rishabh Kumar Jain	January 30, 2025	Appointed as an Additional Director.	To ensure better Corporate Governance
	January 31, 2025	Regularisation as Non-Executive Independent Director	
Mr. Sanjay Khandelwal	January 30, 2025	Appointed as an Additional Director	To ensure better Corporate Governance
	January 31, 2025	Regularisation as Non-Executive Independent Director	
Mr. Devendra Singh Yadav	February 18, 2023	Re-appointment as Chairman cum Managing Director	To ensure better Corporate Governance
Mrs. Deepali Yadav	April 30, 2023	Re-appointment as Whole Time Director	To ensure better Corporate Governance.
Mr. Ajay Kohli	January 30, 2025	Appointed as an Additional Director.	To ensure better Corporate Governance.
	January 31, 2025	Regularisation as Non-Executive Director	

## MANAGEMENT ORGANISATION CHART

The Management Organization Structure of the company is depicted from the following chart:



## COMPLIANCE WITH CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act, 2013, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and SEBI (ICDR) Regulations, 2018 in respect of corporate governance will be applicable to our Company immediately upon the listing of our Company's Equity Shares on the SME Platform of BSE. The requirements pertaining to constitution of the committees such as the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committees have been complied with.

As on date of this Draft Red Herring Prospectus, as our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the requirements specified in regulations 17, 17A 18, 19, 20, 21, 22, 23, 24, 24A 25, 26, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 are not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. In spite of certain regulations and schedules of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 is not applicable to our Company, our Company endeavours to comply with the good corporate governance and accordingly certain exempted regulations have been compiled by our Company.

Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

### Composition of Board of Directors

Currently our Board is consisting of 5 (Five) directors of which 2 (Two) Directors are Executive directors, 1 (One) Non-Executive and 2 (Two) are Independent Directors.

Composition of Board of Directors is set forth in the below mentioned table:

Sr. No.	Name of Directors	Designation	Status	DIN
1.	Mr. Devendra Singh Yadav	Chairman cum Managing Director	Executive	01254395
2.	Mrs. Deepali Yadav	Whole Time Director	Executive	06496670
3.	Mr. Ajay Kohli	Non-Executive Director	Non-Executive	01791298
4.	Mr. Rishabh Kumar Jain	Independent Director	Non-Executive	10611758
5.	Mr. Sanjay Khandelwal	Independent Director	Non-Executive	02139499

### Constitution of Committees

Our company has constituted the following Committees of the Board:

- 1. Audit Committee**
- 2. Stakeholders Relationship Committee**
- 3. Nomination and Remuneration Committee**

Details of composition, terms of reference etc. of each of the above committees are provided hereunder:

#### **1. Audit Committee:**

The Board of Directors of our Company has, in pursuance to provisions of Section 177 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on March 17, 2025 constituted Audit Committee.

The constitution of the Audit Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Mr. Sanjay Khandelwal	Chairperson	Non-Executive Independent Director
Mr. Rishabh Kumar Jain	Member	Non-Executive Independent Director
Mr. Deepali Yadav	Member	Whole -Time Director

Our Company Secretary and Compliance officer shall act as the secretary of the Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to answer Shareholder queries.

### **Terms of Reference of the Audit Committee shall be as under:**

- i. The recommendation for the appointment, re-appointment and, if required, the replacement or removal of the Statutory auditor, their remuneration and fixation of terms of appointment of the Auditors of the Company;
- ii. Review and monitor the auditors' independence and performance, and effectiveness of audit process;
- iii. Examination of financial statement and auditors' report thereon including interim financial results before submission to the Board of Directors for approval particularly with respect to;
  - a) 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
  - b) Changes, if any, in accounting policies and practices and reasons for the same
  - c) Major accounting entries involving estimates based on the exercise of judgment by management
  - d) Significant adjustments made in the financial statements arising out of audit findings
  - e) Compliance with listing and other legal requirements relating to financial statements
  - f) Disclosure of any related party transactions
  - g) Qualifications in the draft audit report.
- iv. Approval or any subsequent modification of transactions of the Company with related party;  
 Provided that the Audit Committee may make omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions provided under the Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof; Provided further that in case of transaction, other than transactions referred to in section 188 of Companies Act 2013 or any subsequent modification(s) or amendment(s) thereof, and where Audit Committee does not approve the transaction, it shall make its recommendations to the Board;

Provided also that in case any transaction involving any amount not exceeding one crore rupees is entered into by a director or officer of the company without obtaining the approval of the Audit Committee and it is not ratified by the Audit Committee within three months from the date of the transaction, such transaction shall be voidable at the option of the Audit Committee;

- v. Reviewing, with the management, and monitoring 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 the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- vi. Scrutiny of Inter-corporate loans and investments;
- vii. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;
- viii. Reviewing and discussing 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;
- ix. To review the functioning of the Whistle Blower mechanism, in case the same is existing;
- x. Valuation of undertakings or assets of the company, where ever it is necessary;
- xi. Evaluation of internal financial controls and risk management systems and reviewing with the management, performance of statutory & internal auditors, and adequacy of the internal control systems;
- xii. 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 and discussion with internal auditors of any significant findings and follow up there on;
- xiii. 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;
- xiv. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- xv. 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;
- xvi. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate; and
- xvii. Carrying out any other function as assigned by the Board of Directors & other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

### **Review of Information**

- i. Management discussion and analysis of financial condition and results of operations.
- ii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iii. Internal audit reports relating to internal control weaknesses; and
- iv. The appointment, removal and terms of remuneration of the Internal Auditor.

## Powers of Committee

- To investigate any activity within its terms of reference;
- To seek information from any employees;
- To obtain outside legal or other professional advice; and
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

## Quorum and Meetings

The audit committee shall meet as often as necessary subject to minimum 4 times in a financial year and not more than 120 days shall elapse between any two consecutive meetings. The quorum of the meeting of the Audit Committee shall be one third of total members of the Audit Committee or 2, whichever is higher, subject to minimum two Independent Director shall present at the Meeting.

## 2. Stakeholders Relationship Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on March 17, 2025 constituted Stakeholders Relationship Committee.

The constitution of the Stakeholders Relationship Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Mr. Rishabh Kumar Jain	Chairperson	Non- Executive Independent Director
Mr. Sanjay Khandelwal	Member	Non- Executive Independent Director
Mr. Devendra Singh Yadav	Member	Chairman cum Managing Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

## Terms of Reference of the Stakeholders Relationship Committee shall be as under:

To supervise and ensure;

- Resolving the grievances of the security holders of the company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;

Such other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

## Quorum and Meetings

The Stakeholders Relationship Committee shall meet at least once in a financial year. The quorum shall be one third of total members of the Stakeholders Relationship Committee or 2 members, whichever is higher.

## 3. Nomination and Remuneration Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on March 17, 2025 constituted Nomination and Remuneration Committee.

The constitution of the Nomination and Remuneration Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Mr. Rishabh Kumar Jain	Chairperson	Non- Executive Independent Director
Mr. Sanjay Khandelwal	Member	Non- Executive Independent Director

Mr. Ajay Kohli	Member	Non- Executive Director
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Our Company Secretary and Compliance officer will act as the secretary of the Committee.

**Terms of reference of the Nomination and Remuneration Committee shall be as under:**

Role of Nomination and Remuneration Committee not limited to but includes: -

- i. Formulation of 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;
- ii. 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:
  - a) use the services of an external agencies, if required;
  - b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c) consider the time commitments of the candidates.
- iii. Formulation of criteria for evaluation of Independent Directors and the Board;
- iv. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- v. 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 of Directors their appointment and removal and shall carry out evaluation of every director's performance;
- vi. recommend to the board, all remuneration, in whatever form, payable to senior management;
- vii. Such other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

**Quorum and Meetings**

The Committee is required to meet at least once in financial year. The quorum necessary for a meeting of the Nomination and Remuneration Committee is one third of total members of the Nomination and Remuneration Committee or 2 members, whichever is higher, including at least one Independent Director in attendance.

**POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING**

The provisions of regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the SME platform of BSE. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges.

The Company Secretary & Compliance will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the Board.

**POLICY FOR DETERMINATION OF MATERIALITY & MATERIALITY OF RELATED PARTY TRANSACTIONS AND ON DEALING WITH RELATED PARTY TRANSACTIONS**

The provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on SME Platform of BSE. We shall comply with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on listing of Equity Shares on the SME platform of BSE Limited. The Board of Directors at their meeting held on March 17, 2025 have approved and adopted the policy for determination of materiality and determination of materiality of related party transactions and on dealing with related party transactions.

**OUR KEY MANAGEMENT PERSONNEL**

Our Company is supported by a well- laid team having good exposure to various operational aspects of our line are as follows: A brief about the Key Managerial Personnel of our Company are as follows:

Name, Designation & Educational Qualification	Age (Year)	Date of Joining as KMP	Compensation paid for the F.Y. ended 2024 (In Rs. Lakhs)	Overall Experience (in Years)	Previous Employment
<b>Name: Devendra Singh Yadav</b> <b>Designation:</b> Chairman cum Managing Director <b>Qualification:</b> Bachelor of Medicine and Bachelor of Surgery, Diploma in Medical Radio-diagnosis, Diplomate of the National Board for the practice of Radio-diagnosis	71	Reappointed as Chairman cum Managing Director w.e.f. February 18, 2023	142.84	38 Years	NA
<b>Name: Deepali Yadav</b> <b>Designation:</b> Whole Time Director <b>Qualification:</b> Doctor of Medicine (Radio-Diagnosis)	41	Re-appointed as Whole Time Director w.e.f. April 30, 2023	57.60	11 Years	NA
<b>Name: Jitendra Singh</b> <b>Designation:</b> Chief Financial Officer <b>Qualification:</b> Bachelor of Science, Certified Associate of The Indian Institute of Bankers	67	Appointed on April 01, 2024	17.28	40 Years	Oriental Bank of Commerce
<b>Name: Priyanshu Yadav</b> <b>Designation:</b> Company Secretary and Compliance officer <b>Qualification:</b> Company Secretary	30	Appointed on March 17, 2025	N.A.	01 Years	Indclan Mobility Private Limited

## BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL

### 1. Mr. Devendra Singh Yadav, Chairman cum Managing Director, Age: 71 Years

Mr. Devendra Singh Yadav aged 71 years is Promoter of the company as well as Chairman cum Managing Director of the Company. He has completed his Bachelor of Medicine and Bachelor of Surgery in 1976 from Medical College Rohtak, Kurukshetra University and thereafter, DMRD, Diploma in Medical Radio-diagnosis from University of Delhi in 1985 and Diplomate of the National Board for the practice of Radio-diagnosis in 1998 from National Board of Examinations, New Delhi, India. He is having more than 38 years of experience in the medical diagnostic and research field. He was appointed under Promoter Category as a Executive Director of the Company since incorporation of the company i.e., April 16, 2012. Further he was appointed as Chairman cum Managing Director, w.e.f. February 20, 2013, subsequently he was reappointed as Chairman cum Managing Director w.e.f. February 19, 2018 for the term of 5 years and later he was reappointed as Chairman cum Managing Director w.e.f. February 18, 2023 for the term of 5 years.

He started Diagnostic Centre in 1985 in Gurugram, Haryana, as proprietorship firm and introduced all the latest imaging modalities in the city such as Ultrasound, CT Scan, Mammography, MRI etc. with the aim of providing advanced diagnostic services. Formed Modern Diagnostic and Research Centre Pvt. Ltd. As a Company in 2012. Under Dr. Yadav's leadership, Company has expanded its services and geographical reach, establishing itself as a prominent player in the diagnostic industry. The company focuses on delivering accurate and timely diagnostic solutions to enhance patient outcomes and support clinicians. His dedication to advancing diagnostic services has positioned Company as a leader in the industry, continually adopting cutting-edge technologies to ensure accurate and timely results for patients and clinicians alike.

### 2. Mrs. Deepali Yadav, Whole Time Director, Age: 41 Years

Mrs. Deepali Yadav aged 41 years is Whole Time Director of the company. She has completed her Degree of Doctor of Medicine (Radio-Dignosis) in 2013 from HIHT University, Dehradun. She is having 11 years of experience in Radiology. Originally she was appointed as a Whole Time Director of the Company on February 20, 2013. Subsequently she resigned as a Whole Time Director on April 07, 2015. Further, she was appointed as an Additional Director of the Company on May 01, 2015. Subsequently her designation was changed as a Whole Time Director on September 30, 2015 for period of 3 years w.e.f. May 1, 2015. She was re-appointed as Whole-time Director for the term of 5 years w.e.f. May 1, 2018 and for the term of 5 years w.e.f. April 30, 2023.



She is highly Experienced in CT CORNORY ANGIOGRAPHY and CT MRI case reporting, USG guided FNAC. She has special interest in FETAL Echocardiography and MRI breast and Amniocentesis. Her leadership and dedication continue to enhance the quality and accessibility of diagnostic services at Modern Diagnostic & Research Centre Limited.

### 3. Mr. Jitendra Singh, Chief Financial Officer, Age: 67 Years

Mr. Jitendra Singh is the Chief Financial Officer (CFO) of our Company. He was appointed as the CFO on April 1, 2024. He is Bachelor of Science and Certified Associate of The Indian Institute of Bankers. He has around 40 years of experience. He was also working as a Non-Executive Director of our Company since February 28, 2018. His designation was changed to Whole time Director on September 29, 2018. Further his designation was changed to Non-Executive on April 1, 2024 and he has resigned from the post of Director on January 30, 2025. He has been previously associated with Oriental Bank of Commerce. He is responsible for looking after the finance & accounts in our Company.

### 4. Mrs. Priyanshu Yadav, Company Secretary & Compliance Officer, Age: 30 years

Ms. Priyanshu Yadav is the Company Secretary and Compliance Officer of our Company. She is a qualified Company Secretary and a member of the Institute of Company Secretaries of India. She has been appointed as Company Secretary and Compliance Officer of our Company w.e.f. March 17, 2025. She has 01 year of experience in the field of Secretarial and corporate law compliances. She is currently responsible for the overall Corporate Governance and Secretarial Compliances and functions of our Company.

## CHANGES IN THE KEY MANAGEMENT PERSONNEL IN LAST THREE YEARS

There have been no changes in the Key Managerial Personnel of our Company during the last three years except as stated below:

Sr. No.	Name of Key Managerial Personnel	Designation	Date of Appointment/Cessation/ Promotion/ Transfer	Reason for the changes
1.	Mr. Devendra Singh Yadav	Chairman cum Managing Director	Re-appointed as Chairman cum Managing Director w.e.f. February 18, 2023	To ensure better Corporate Governance
2.	Mrs. Deepali Yadav	Whole-Time Director	Re-appointed as Whole Time Director w.e.f. April 30, 2023	To ensure better Corporate Governance
3.	Mrs. Priyanshu Yadav	Company Secretary and Compliance Officer	Appointed as Company Secretary and Compliance Officer w.e.f. March 17, 2025	To ensure better Corporate Governance
4.	Mr. Jitender Singh	Chief Financial Officer	Appointed as Chief Financial Officer w.e.f. April 01, 2024	To ensure better Corporate Governance
		Whole Time Director	Change in Designation from Whole Time Director to Director w.e.f. April 01, 2024	
5.	Mrs. Asha Yadav	Whole Time Director	Cessation from the post of Whole Time Director w.e.f. April 01, 2024	Resignation
6.	Mr. Nitin Kumar	Whole Time Director	Cessation from the post of Whole Time Director w.e.f. April 01, 2024	Resignation
7.	Mrs. Sunita Yadav	Whole Time Director	Cessation from the post of Whole Time Director w.e.f. April 01, 2024	Resignation

## RELATIONSHIP BETWEEN KEY MANAGEMENT PERSONNEL

Except as disclosed below, there is no any existing relationship between Key Management Personnel as on date of filing Draft red Herring Prospectus as per Section 2(77) of Companies Act, 2013.

Name of Key Management Personnel	Relationship
Mr. Devendra Singh Yadav	Brother of Mr. Jitendra Singh Father of Mrs. Deepali Yadav
Mrs. Deepali Yadav	Daughter of Mr. Devendra Singh Yadav
Mr. Jitendra Singh	Brother of Mr. Devendra Singh Yadav

## We confirm that:

- All the persons named as our Key Managerial Personnel above are the permanent employees of our Company.
- There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above mentioned Key Managerial Personnel have been recruited.
- None of our KMPs except Mr. Devendra Singh Yadav, Mrs. Deepali Yadav are also part of the Board of Directors.
- In respect of all above mentioned Key Managerial Personnel there has been no contingent or deferred compensation accrued for the year ended September 30, 2024.
- Except for the terms set forth in the appointment Letters the Key Managerial Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the issuer.
- Our Company does not have any bonus/profit sharing plan for any of the Key Managerial Personnel.
- None of the Key Managerial Personnel in our Company hold any shares of our Company as on the date of filing of this Draft Red Herring Prospectus except as under:

Sr. No.	Name of KMP	No. of Shares held	Holding in %
1.	Devendra Singh Yadav	92,40,000	84.00
2.	Deepali Yadav	5,50,000	5.00
3.	Jitendra Singh	Nil	Nil
4.	Priyanshu Yadav	Nil	Nil

- Presently, we do not have ESOP/ESPS scheme for our employees.
- The turnover of KMPs is not high, compared to the industry to which our Company belongs.

## PAYMENT OF BENEFIT TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)

Except for any statutory payments made by our Company upon termination of services of its officer or employees, our Company has not paid any sum, any non-salary amount or benefit to any of its officers or to its employees including amounts towards super annuations, ex-gratia/rewards.

## INTEREST OF KEY MANAGERIAL PERSONNEL IN OUR COMPANY

Apart from shares held in the Company, and to the extent of remuneration allowed and reimbursement of expenses incurred by them for or on behalf of the Company and to the extent of loans and advances made to or borrowed from the Company, none of our Key managerial personal are interested in our Company.

Except as provided in this Draft Red Herring Prospectus, we have not entered into any contract, agreement or arrangement during the preceding 2 (two) years from the date of this Draft Red Herring Prospectus in which the Key Managerial Personnel are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

For the details unsecured loan taken from or given to our Directors/KMPs and for details of transaction entered by them in the past please refer to “Annexure IX - Statement of Related Party Transaction” under chapter “Restated Financial Statement” on page 164 of this Draft Red Herring Prospectus.

## OTHER BENEFITS TO OUR KEY MANAGERIAL PERSONNEL

Except as stated in this Draft Red Herring Prospectus, there are no other benefits payable to our Key Managerial Personnel.

## EMPLOYEES



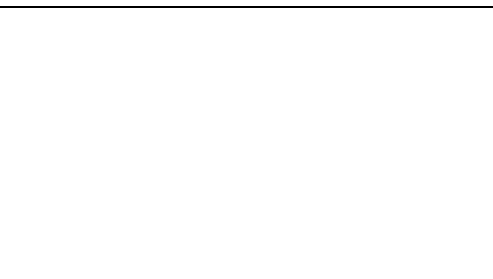
The details about our employees appear under the Paragraph titled Human Resource in Chapter Titled — *Business Overview* beginning on page 108 of this Draft Red Herring Prospectus.



## OUR PROMOTER AND PROMOTER GROUP

Mr. Devendra Singh Yadav, Mrs. Deepali Yadav, Mrs. Asha Yadav and Mr. Jitendra Singh are Promoters of our Company.

As on the date of this Draft Red Herring Prospectus Mr. Devendra Singh Yadav, Mrs. Deepali Yadav, Mrs. Asha Yadav and Mr. Jitendra Singh are holding 1,03,40,000 Equity Shares which constitute 94.00 % of the issued and paid-up Equity Share capital of our Company. Our Promoters and Promoter Group will continue to hold the majority of our post- Issue paid-up equity share capital of our Company.

The Details of our Promoters are as follows:

	<b>MR. DEVENDRA SINGH YADAV, CHAIRMAN CUM MANAGING DIRECTOR</b>	
	<b>Date of Birth</b>	July 09, 1953
	<b>Age</b>	71 Years
	<b>Educational Qualification</b>	Bachelor of Medicine and Bachelor of Surgery, Diploma in Medical Radio-diagnosis, Diplomate of the National Board for the practice of Radio-diagnosis.
	<b>Present Residential Address</b>	House No-31, Talvam Villa, Vipul world, Sector-48, South city-II, Gurgaon, Haryana-122018, India.
	<b>Experience</b>	38 Years
	<b>Occupation</b>	Business
	<b>Permanent Account Number</b>	AABPY3005C
	<b>No. of Equity Shares held in MDRCL (% of Shareholding) (Pre-issue)</b>	92,40,000 Equity Shares of Rs. 10/- each; 84.00 % of Pre-issue Paid Up Capital
	<b>DIN</b>	01254395
	<b>Other Interests</b>	Nil
	<b>MRS. DEEPAI YADAV, WHOLE TIME DIRECTOR</b>	
	<b>Date of Birth</b>	July 29, 1983
	<b>Age</b>	41 Years
	<b>Educational Qualification</b>	Doctor of Medicine (Radio-Diagnosis)
	<b>Present Residential Address</b>	EA2-4, Block E, Tata Primanti, Next to V Club, Sector 72, Badshapur, Gurgaon, Haryana -122101, India.
	<b>Experience</b>	11 Years
	<b>Occupation</b>	Business
	<b>Permanent Account Number</b>	AIDPY9614K
	<b>No. of Equity Shares held in MDRCL (% of Shareholding) (Pre-issue)</b>	5,50,000 Equity Shares of Rs. 10/- each; 5.00 % of Pre-issue Paid Up Capital
	<b>DIN</b>	06496670
	<b>Other Interests</b>	Nil
	<b>MRS. ASHA YADAV</b>	
	<b>Date of Birth</b>	February 28, 1958
	<b>Age</b>	67 Years
	<b>Educational Qualification</b>	Master of Arts
	<b>Present Residential Address</b>	Villa No.31 Tatavam Villa, Vipul Woral, Sohna Road, Near Vipul Trade Center Sector 48, South City II, Farrukhnagar Gurgaon, Haryana- 122018, India.

	<b>Experience</b>	12 Years
	<b>Occupation</b>	Business
	<b>Permanent Account Number</b>	AAAPY5674L
	<b>No. of Equity Shares held in MDRCL (% of Shareholding) (Pre-issue)</b>	5,50,000 Equity Shares of Rs. 10/- each; 5.00 % of Pre-issue Paid Up Capital
	<b>DIN</b>	05136788
	<b>Other Interests</b>	Nil
	<b>MR. JITENDRA SINGH, CHIEF FINANCIAL OFFICER</b>	
	<b>Date of Birth</b>	December 12, 1957
	<b>Age</b>	67 Years
	<b>Educational Qualification</b>	Bachelor of Science (BSC), Certified Associate of the Indian Institute of Bankers.
	<b>Present Residential Address</b>	31 Tatvam Villa, Sector 48 Sohna Road, South City –II, Gurgaon, Haryana -122018, India.
	<b>Experience</b>	40 Years
	<b>Occupation</b>	Business
	<b>Permanent Account Number</b>	AATPS0382C
	<b>No. of Equity Shares held in MDRCL (% of Shareholding) (Pre-issue)</b>	Nil
	<b>DIN</b>	08076719
	<b>Other Interests</b>	Nil

We declare and confirm that the details of the permanent account numbers, bank account numbers, passport numbers, Aadhar card number and Driving Licence number of our Promoter which are available are being submitted to the BSE, at the time of filing of this Draft Red Herring Prospectus with them.

*Present Promoters of Our Company are Mr. Devendra Singh Yadav, Mrs. Deepali Yadav, Mrs Asha Yadav and Mr. Jitendra Singh.*

*Initial subscribers to the MoA of our Company were Mr. Devendra Singh Yadav and Mrs. Asha Yadav. For details of the shareholding acquired by the current promoter of our Company refer the capital buildup of our Promoter under chapter “Capital Structure” beginning on page 60 of this Draft Red Herring Prospectus.*

#### Undertaking/ Confirmations

None of our Promoters or Promoter Group or Group Company or person in control of our Company has been:

- prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority or
- refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.

No material regulatory or disciplinary action is taken by any by a stock exchange or regulatory authority in the past one year in respect of our Promoters, Group Company and Company promoted by the promoters of our company.

Except as disclosed in chapter titled “Outstanding Litigations and Material Developments” beginning on Page 177 of this Draft Red Herring Prospectus, there are no defaults in respect of payment of interest and principal to the debenture / bond / fixed deposit

holders, banks, FIs by our Company, our Promoters, Group Company and Company promoted by the promoters during the past three years.

The litigation record, the nature of litigation, and status of litigation of our Company, Promoters, Group company and Company promoted by the Promoters are disclosed in chapter titled “Outstanding Litigations and Material Developments and status of page 177 of this Draft Red Herring Prospectus.

None of our Promoters, person in control of our Company are or have ever been a promoter, director or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Further, neither our Promoters, the promoter group members nor our Group Company have been declared as a willful defaulter or a fraudulent borrower by the RBI or any other government authority nor there are any violations of securities laws committed by them in the past and no proceedings for violation of securities laws are pending against them.

### **Common Pursuits/ Conflict of Interest**

None of the promoter group entities are engaged in similar line of business.

We shall adopt the necessary procedures and practices as permitted by law to address any conflicting situations, as and when they may arise.

### **Interest in promotion of Our Company**

The Promoters are interested to the extent of their shareholding in the Company, and any dividend and distributions which may be made by the Company in future. The related party transactions are disclosed in Financial information of our company” and “Our Management –Interest of Directors” and “Our Management –Interest of Key Managerial Personnel” on pages 164 & 144 of this Draft Red Herring Prospectus, respectively.

### **Interest in the property of Our Company**

Except as mentioned in this Draft Red Herring Prospectus, our Promoters do not have any other interest in any property acquired by our Company in a period of two years before filing of this Draft Red Herring Prospectus or proposed to be acquired by us till date of filing the Red Herring Prospectus with RoC.

### **Other Interest of Promoters**

- Except as stated in “Annexure -IX- Restated Related Party Transactions Disclosures” under section “Restated Financial Information” beginning from page no. 164 of this Draft Red Herring Prospectus and to the extent of compensation, remuneration/ sitting fees to be paid, Perquisites to be given, reimbursement of expenses to be made in accordance with their respective terms of appointment and to the extent of their shareholding and benefits, if any, arise on the shareholding, our Promoter do not have any other interest in our business.
- Further, our Promoter may be deemed to be interested to the extent of the payments made by our Company, if any, to the Group entities and payment to be made by our Company to the Group Entities. For the payments that are made by our Company to certain Group entities, please refer “Annexure-IX- Restated Related Party Transactions Disclosures” under section “Restated Financial Information” beginning from page no. 164 of this Draft Red Herring Prospectus.
- Except as mentioned in chapter titled “Business Overview” and “History and Corporate Structure” beginning from page no. 108 and 139 respectively of this Draft Red Herring Prospectus, our Promoter, Directors or Group Companies do not have any interest in any property acquired by our Company in the preceding three years before filing this Draft Red Herring Prospectus. Further, they do not have any interest in any property to be acquired by our Company till the date of this Draft Red Herring Prospectus.
- The Corporate office located at 363-364/4, Jawahar Nagar, New Railway Road Gurugram Haryana-122001 is rented by Mr. Devendra Singh Yadav, for a period of April 01, 2024 to March 31, 2027 with a monthly rent of ₹ 5,79,784.
- Our Promoters Mr. Devendra Singh Yadav and Deepali Yadav and Asha Yadav have provided personal Guarantees to secure our existing borrowings from our lenders and also mortgaged their immovable properties.



- Excepted as otherwise as stated in this Draft Red Herring Prospectus, we have not entered into any contract, agreements or arrangements during the preceding three years from the date of this Draft Red Herring Prospectus in which Promoter is directly or indirectly interested.

### **Experience of Promoters in the line of business**

Our Promoters Mr. Devendra Singh Yadav, Mrs. Deepali Yadav, Mrs. Asha Yadav and Mr. Jitendra Singh have experience of 38, 11, 12 and 40 years respectively. The Company shall also endeavor to ensure that relevant professional help is sought as and when required in the future.

### **Related Party Transactions**

For the transactions with our Promoter Group entities please refer to section titled “Annexure – IX Restated Statement of Related Party Transactions” under chapter titled “Restated Financial Statements” on page 164 of this Draft Red Herring Prospectus.

Except as stated in “Annexure – IX Restated Statement of Related Party Transactions” beginning under chapter titled “Restated Financial Statements” on page 164 of this Draft Red Herring Prospectus., and as stated therein, our Promoters or any of the Promoter Group do not have any other interest in our business.

### **Payment or Benefit to Promoters of Our Company**

For details of payments or benefits paid to our Promoters, please refer to the chapter titled “Our Management” beginning on page 144 of this Draft Red Herring Prospectus. Also refer Annexure IX on “Restated Statement of Related Party Transactions” under chapter titled “Restated Financial Statements” on page 164 of this Draft Red Herring Prospectus.

### **Companies / Firms from which the Promoter have disassociated themselves in the last (3) three years**

Except as disclosed below, our Promoters have not disassociated themselves from any of the Companies, Firms or other entities during the last three years preceding the date of this Draft Red Herring Prospectus:

- Modern Diagnostic & Research Centre Limited (Mr. Jitendra Singh- Resigned from the post of Non- Executive Director on January 30, 2025)

### **Other ventures of our Promoters**

Save and except as disclosed in this section titled “Our Promoters and Promoter Group” and “Information with respect of Group Companies” beginning on page 158 and 197 respectively of this Draft Red Herring Prospectus, there are no ventures promoted by our Promoters in which they have any business interests/ other interests as on date of this Draft Red Herring Prospectus.

### **Litigation details pertaining to our Promoters**

For details on litigations and disputes pending against the Promoters and defaults made by the Promoters please refer to the section titled “Outstanding Litigations and Material Developments” beginning on page 177 of this Draft Red Herring Prospectus.

### **OUR PROMOTER’ GROUP**

In addition to our Promoter named above, the following natural persons form a part of our Promoter Group:

#### **1. Natural persons who are part of our Individual Promoter Group:**

As per Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018, the Natural persons who are part of the Promoter Group (due to their relationship with the Promoters), other than the Promoters, are as follows:

<b>Relationship with Promoter</b>	<b>Mr. Devendra Singh Yadav</b>	<b>Mrs. Deepali Yadav</b>
Father	Late Mr.Sumer Singh Yadav	Mr. Devendra Singh Yadav
Mother	Late Mrs. Santra Yadav	Mrs. Asha Yadav
Spouse	Mrs. Asha Yadav	Mr. Nitin Kumar
Brother/s	Mr. Jitendra Singh	
	Mr. Rajendra Singh Yadav	-



Relationship with Promoter	Mr. Devendra Singh Yadav	Mrs. Deepali Yadav
	Mr. Bhupendra Singh Yadav	
Sister/s	-	-
Son/s	-	Mr. Devansh Yadav Mr. Krishna Yadav
Daughter/s	Mrs. Deepali Yadav	-
Spouse's Father	Late Mr. Jaidayal Singh Yadav	Mr. Sunder Singh
Spouse's Mother	Late Mrs. Shakuntla Yadav	Mrs. Sapna Yadav
Spouse's Brother/s	Mr. Govind Singh Yadav	Mr. Naveen Kumar
	Mr. Om Prakash Yadav	
	Mr. Rajinder Singh Yadav	
	Mr. Ranbir	
Spouse's Sister/s	Mrs. Pushpa Yadav Mrs. Sunita Yadav	Mrs. Aruna
Relationship with Promoter	Mr. Jitendra Singh	Mrs. Asha Yadav
Father	Late Mr. Sumer Singh Yadav	Late Mr. Jaidayal Singh Yadav
Mother	Late Mrs. Santra Yadav	Late Mrs. Shakuntala Yadav
Spouse	Mrs. Sunita Yadav	Mr. Devendra Singh Yadav
Brother/s	Mr. Devendra Singh Yadav	Mr. Govind Singh Yadav
	Mr. Rajendra Singh Yadav	Mr. Om Prakash Yadav
	Mr. Bhupendra Singh Yadav	Mr. Rajinder Singh Yadav
		Mr. Ranbir
Sister/s	-	Ms. Pushpa Yadav Mrs. Sunita Yadav
Son/s	Mr. Dhruv Yadav	-
Daughter/s	Ms. Kanika Yadav	Mrs. Deepali Yadav
Spouse's Father	Late Mr. Jaidayal Singh Yadav	Late Mr. Sumer Singh Yadav
Spouse's Mother	Late Mrs. Shakuntala Yadav	Late Mrs. Santra Yadav
Spouse's Brother/s	Mr. Om Prakash Yadav	Mr. Jitendra Singh
	Mr. Govind Singh Yadav	Mr. Rajendra Singh Yadav
	Mr. Ranbir	Mr. Bhupendra Singh Yadav
	Mr. Rajinder Singh Yadav	
Spouse's Sister/s	Ms. Pushpa Yadav Mrs. Asha Yadav	-

## 2. Corporate Entities or Firms forming part of the Promoter Group

As per Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018, there are no entities which form part of our Promoter Group.

### **DIVIDEND POLICY**

The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. The dividend, if any, will depend on few numbers of factors, including but not limited, net operating profit after tax, working capital requirements, capital expenditure requirements, cash flow required to meet contingencies, outstanding borrowings and applicable taxes including dividend distribution tax payable by our Company. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities. As on the date of this Draft Red Herring Prospectus, our Company does not have a formal dividend policy.

Upon the listing of the Equity Shares of our Company and subject to the SEBI Listing Regulations, we may be required to formulate a dividend distribution policy which shall be required to include, among others, details of circumstances under which the shareholders may or may not expect dividend, the financial parameters that shall be considered while declaring dividend, internal and external factors that shall be considered for declaration of dividend, policy as to how the retained earnings will be utilized and parameters that shall be adopted with regard to various classes of shares, as applicable.

Our Company has not declared any dividends during the last three Financial Years. Further, our Company has not declared any dividend in the current Fiscal. There is no guarantee that any dividends will be declared or paid or that the amount thereof will not be decreased in future. For details in relation to the risk involved, please refer section titled “Risk Factors” beginning on Page No. 23 of this Draft Red Herring Prospectus.

**SECTION IX – FINANCIAL INFORMATION OF OUR COMPANY**

**RESTATED FINANCIAL INFORMATION**

<b>Sr. No</b>	<b>Particulars</b>	<b>Page Nos.</b>
1.	Restated Financial Information	F1-F32

**Independent Auditor's Examination report on  
Restated Financial Information of MODERN DIAGNOSTIC & RESEARCH CENTRE LIMITED**

**To,**  
**The Board of Directors**  
**MODERN DIAGNOSTIC & RESEARCH CENTRE LIMITED,**  
Plot No H-64, 1<sup>st</sup> Floor BLK-H, Bali Nagar City Landmark,  
Near Khetar Pal Hospital, Ramesh Nagar, West Delhi,  
New Delhi-11015 Delhi.

Dear Sirs,

1. We have examined the attached Restated Financial Information of MODERN DIAGNOSTIC & RESEARCH CENTRE LIMITED, (the "Company" or the "Issuer"), comprising the Restated Statement of Assets and Liabilities as at September 30, 2024 & March 31, 2024, 2023 and 2022, the Restated Statements of Profit and Loss, the Restated Cash Flow Statement for the stub period ended on September 30, 2024 & for the financial year ended on March 31, 2024, 2023 and 2022, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the "Restated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on March 27, 2025 for the purpose of inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus / Prospectus (Here-in Offer Documents) prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO").
2. These restated Summary Statement have been prepared in terms of 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 ("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 from time to time (the "Guidance Note").
3. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, Registrar of Companies, Gujarat and the BSE SME Exchange in connection with the proposed IPO. The Restated Financial Information have been prepared by the management of the Company on the basis of preparation stated in Annexure IV to the Restated Financial Information. The Board of Directors' responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

4. We have examined such Restated Financial Information taking into consideration:
- a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated August 07, 2024 in connection with the proposed IPO of equity shares of the Issuer;
  - b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
  - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
  - d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

5. These Restated Financial Information have been compiled by the management from:

The audited Financial Statements of the Company for the stub period ended on September 30, 2024 & for the financial year ended on March 31, 2024, 2023 and 2022, which has been approved by the Board of Directors.

- a) We have relied upon Special purpose Audited financial statements of the Company as at and for the six months ended September 30, 2024 prepared by the company in accordance with Indian Accounting Standard (Indian GAAP) which have been approved by the Board of Directors at their meeting held on December 26, 2024.
  - b) We have relied upon Statutory Audited financial statements of the Company as at and for the years ended March 31, 2024, 2023 & 2022 prepared in accordance with the Indian Accounting Standards (Indian GAAP) which have been approved by the Board of Directors at their meeting held on September 02, 2024, September 02, 2023 and September 02, 2022 respectively.
6. For the purpose of our examination, we have relied on:

- a) Auditors' Report issued by previous auditor dated December 26, 2024 for the six months ended on 30<sup>th</sup> September, 2024 as referred in paragraph 5 (a) above.
- b) Auditors' Report issued by previous auditor dated on September 02, 2024, September 02, 2023 and September 02, 2022 on the financial statements of the company as at and for the year ended on March 31, 2024, 2023 and 2022 as referred in Paragraph 5(b) above.

The audits for the financial years ended March 31, 2024, 2023 & 2022 and stub period ended September 30, 2024 were conducted by the Company's statutory auditors, M/S. Gupta Aiyer & Co. Chartered Accountants, and accordingly reliance has been placed on the restated statement of assets and liabilities and the restated statements of profit and loss and cash flow statements, the Summary Statement of Significant Accounting Policies, and other explanatory information and collectively, the "Restated Financial Information" examined by them for the said years.

7. Based on our examination and according to the information and explanations given to us, we report that:
- a) The **“Restated Summary Statement of Assets and Liabilities”** as set out in **Annexure I** to this report, of the Company as at and for the stub period ended on September 30, 2024 & for the financial year ended on March 31, 2024, 2023 & 2022 are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more. These fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
  - b) The **“Restated Summary Statement of Profit and Loss”** as set out in **Annexure II** to this report, of the Company as at and for the stub period ended on September 30, 2024 & for the financial year ended on March 31, 2024, 2023 &, 2022 are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
  - c) The **“Restated Summary Statement of Cash Flow”** as set out in **Annexure III** to this report, of the Company as at and for the stub period ended on September 30, 2024 & for the financial year ended on March 31, 2024, 2023 &, 2022 are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Cash Flow have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
  - d) The Restated Summary Statement have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
  - e) The Restated Summary Statements have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any;
  - f) The Restated Summary Statements have been made after incorporating adjustments for prior period and other material amounts in the respective financial years/period to which they relate, if any and there are no qualifications which require adjustments;
  - g) Extra-ordinary items that need to be disclosed separately in the accounts has been disclosed wherever required;
  - h) There were no qualifications in the Audit Reports issued by the Statutory Auditors as at and for the stub period ended on September 30, 2024 & for the financial year ended on March 31, 2024, 2023 &, 2022 which would require adjustments in this Restated Financial Statements of the Company;
  - i) Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Policies and Notes to Accounts as set out in



**Annexure IV** to this report;

- j) There was no change in accounting policies, which needs to be adjusted in the Restated Summary Statements
  - k) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statements;
  - l) The company has not proposed any dividend in past effective for the said period.
8. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company as at and for the stub period ended on September 30, 2024 & for the financial year ended on March 31, 2024, 2023 &, 2022 proposed to be included in the Offer Documents.

<b>Annexure No.</b>	<b>Particulars</b>
<b>I</b>	<b>Restated Statement of Assets &amp; Liabilities</b>
I.1	Restated Statement of Share Capital
I.2	Restated Statement of Reserves & Surpluses
I.3	Restated Statement of Long-Term Borrowings
I.4	Restated Statement of Deferred tax liabilities
I.5	Restated Statement of Other Non-current liabilities
I.6	Restated Statement of Long-Term Provisions
I.7	Restated Statement of Short-Term Borrowings
I.8	Restated Statement of Trade Payables
I.9	Restated Statement of Other Current Liabilities
I.10	Restated Statement of Short-Term Provisions
I.11	Restated Statement of Property Plants & Equipments and Intangible Assets
I.12	Restated Statement of Non-Current Investments
I.13	Restated Statement of Other Non-Current Assets
I.14	Restated Statement of Inventories
I.15	Restated Statement of Trade Receivable
I.16	Restated Statement of Cash & Cash Equivalent
I.17	Restated Statement of Short-Term Loans and Advances
I.18	Restated Statement of Other Current Assets
<b>II</b>	<b>Restated Statement of Profit &amp; Loss</b>
II.1	Restated Statement of Revenue from operations
II.2	Restated Statement of Other Income
II.3	Restated Statement of Cost of Material Consumed
II.4	Restated Statement of Employees Benefit Expenses
II.5	Restated Statement of Finance Cost
II.6	Restated Statement of Other Expenses
II.7	Restated Statement of Earnings per equity share
<b>Other Annexures:</b>	

<b>Annexure No.</b>	<b>Particulars</b>
III	Cash Flow Statement
IV	Statement of Significant Accounting Policies
V	Notes to the Re-stated Financial Statements
VI	Statement of Accounting & Other Ratios and Statement of Analytical Ratios, As Restated
VII	Statement of Capitalization, As Restated
VIII	Statement of Tax Shelter, As Restated
IX	Related party disclosures, As Restated
X	Statement of Dividends
XI	Changes in the Significant Accounting Policies
XII	Contingent Liabilities & Capital Commitment

9. We, M/s. S V J K & Associates., Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and hold a valid peer review certificate issued by the “**Peer Review Board**” of the ICAI which is valid till November 30, 2026.
10. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the special purpose interim financial statements and audited financial statements mentioned in paragraph 5 above.
11. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
13. Our report is intended solely for use of the Board of Directors for inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, the stock exchanges and Registrar of Companies, Gujarat in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. 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, S V J K and Associates**  
**Chartered Accountants**  
**Firm Reg. No: 135182W**  
**PRC No: 014698**

**Ankit Singhal**  
**Partner**  
**Membership No: 151324**

**Place: Ahmedabad**  
**Date: March 27, 2025**  
**UDIN: 25151324BMOBXJ3481**

**ANNEXURE - I**  
**STATEMENT OF ASSETS & LIABILITIES, AS RESTATED**

(₹ in Lakhs)

	Particulars	Note	As At 30/09/2024	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
<b>I</b>	<b>EQUITY AND LIABILITIES</b>					
	1. Shareholders' funds					
	(a) Share Capital	I.1	100.00	100.00	100.00	100.00
	(b) Reserves and surplus	I.2	1,571.35	1,075.82	496.33	1,069.53
	2. Non-current liabilities					
	(a) Long-term borrowings	I.3	1,164.93	1,013.64	580.92	1,324.30
	(b) Deferred tax liabilities	I.4	141.43	146.02	165.43	186.45
	(c) Other Non-current liabilities	I.5	81.29	81.51	92.08	79.31
	(d) Long-term provisions	I.6	124.05	128.23	100.88	60.09
	3. Current liabilities					
	(a) Short-term borrowings	I.7	948.24	1,032.13	950.04	715.75
	(b) Trade payables	I.8				
	i) Due to MSME		-	-	-	-
	ii) Due to Others		844.26	856.34	820.02	1,004.88
	(c) Other current liabilities	I.9	583.10	432.23	337.04	288.16
	(d) Short-term provisions	I.10	220.78	82.65	11.37	41.13
	<b>TOTAL</b>		<b>5,779.43</b>	<b>4,948.57</b>	<b>3,654.12</b>	<b>4,869.60</b>
<b>II.</b>	<b>ASSETS</b>					
	1. Non-current assets					
	(a) Property Plant & Equipments and Intangible Assets	I.11				
	(i) Property Plant & Equipments		2,754.46	2,624.11	2,363.61	2,427.20
	(ii) Intangible Assets		72.16	80.13	3.36	4.08
	(iii) Capital work-in-progress		612.97	360.00	-	45.70
	(iv) Intangible Assets under Development		-	-	-	29.47
	(b) Non Current Investments	I.12	17.89	20.55	11.41	529.44
	(c) Other Non-current Assets	I.13	60.39	58.39	49.70	45.03
	2. Current assets					
	(a) Inventories	I.14	407.55	297.06	194.87	151.04
	(b) Trade receivables	I.15	1,191.03	1,035.21	806.10	900.08
	(c) Cash and cash equivalents	I.16	91.00	41.23	15.38	463.78
	(d) Short-term loans and advances	I.17	517.19	393.74	179.17	256.17
	(e) Other Current Assets	I.18	54.79	38.16	30.52	17.61
	<b>TOTAL</b>		<b>5,779.43</b>	<b>4,948.57</b>	<b>3,654.12</b>	<b>4,869.60</b>

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

As per our report of even date attached

For S V J K And Associates  
Chartered Accountants  
Firm's Registration No. : 135182W

For and on behalf of the Board of Directors  
MODERN DIAGNOSTIC & RESEARCH CENTRE LIMITED

Ankit Singhal  
Partner  
M No.: 151324  
UDIN: 25151324BMOBXJ3481

Devendra Singh Yadav  
Director  
DIN:01254395

Deepali Yadav  
Director  
DIN:06496670

Priyanshu Yadav  
Company Secretary  
M No : A61820

Jitendra Singh  
CFO

Place: Ahmedabad  
Date : 27th March, 2025

Place: Delhi  
Date : 27th March, 2025

ANNEXURE - II  
STATEMENT OF PROFIT & LOSS, AS RESTATED

(₹ in Lakhs)

	Particulars	Note	For period ended on 30/09/2024	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
I	Revenue from operations	II.1	3,997.65	6,713.05	5,628.17	6,020.70
II	Other Income	II.2	35.05	154.15	32.36	37.22
III	<b>Total Income (I+II)</b>		<b>4,032.71</b>	<b>6,867.21</b>	<b>5,660.53</b>	<b>6,057.92</b>
	<b>Expenses:</b>					
	(a) Cost of materials consumed	II.3	962.71	1,763.94	1,752.43	2,127.68
	(b) Employee benefits expense	II.4	970.42	1,829.04	1,811.33	1,579.74
	(c) Finance costs	II.5	95.20	180.63	141.04	156.32
	(d) Depreciation and amortisation expense		212.67	392.29	386.76	366.02
	(e) Other expenses	II.6	1,098.30	2,014.89	2,163.19	1,714.35
IV	<b>Total expenses</b>		<b>3,339.29</b>	<b>6,180.79</b>	<b>6,254.74</b>	<b>5,944.12</b>
V	<b>Profit/(Loss) before tax and Exceptional Items (III-IV)</b>		<b>693.42</b>	<b>686.41</b>	<b>(594.21)</b>	<b>113.80</b>
VI	<b>Exceptional Items</b>		-	-	-	-
VII	<b>Profit/(Loss) before tax (V-VI)</b>		<b>693.42</b>	<b>686.41</b>	<b>(594.21)</b>	<b>113.80</b>
VIII	<b>Tax expense:</b>					
	(a) Current tax expense		202.47	126.35	-	48.73
	(b) Short/(Excess) provision of tax for earlier years		-	-	-	-
	(c) Deferred tax charge/(credit)		(4.59)	(19.41)	(21.02)	210.20
			<b>197.89</b>	<b>106.93</b>	<b>(21.02)</b>	<b>258.93</b>
IX	<b>Profit after tax for the year (VII-VIII)</b>		<b>495.53</b>	<b>579.48</b>	<b>(573.20)</b>	<b>(145.14)</b>
XII	<b>Earnings per share (face value of ₹ 10/- each): (Considering Bonus impact with retrospective impact)</b>	II.7				
	(a) Basic (in ₹)		4.50	5.27	(5.21)	(1.32)
	(b) Diluted (in ₹)		4.50	5.27	(5.21)	(1.32)

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

As per our report of even date attached

For S V J K And Associates  
Chartered Accountants  
Firm's Registration No. : 135182W

For and on behalf of the Board of Directors  
MODERN DIAGNOSTIC & RESEARCH CENTRE LIMITED

Ankit Singhal  
Partner  
M No.: 151324  
UDIN: 25151324BMOBXJ3481

Devendra Singh Yadav      Deepali Yadav      Priyanshu Yadav      Jitendra Singh  
Director                      Director                      Company Secretary      CFO  
DIN:01254395              DIN:06496670              M No : A61820

Place: Ahmedabad  
Date : 27th March, 2025

Place: Delhi  
Date : 27th March, 2025

ANNEXURE - III  
STATEMENT OF CASH FLOW, AS RESTATED

(₹ in Lakhs)

Particulars	For period ended	For the year ended	For the year ended	For the year ended
	9/30/2024	31/03/2024	31/03/2023	31/03/2022
<b>Cash Flow From Operating Activities:</b>				
Profit Before Tax	693.42	686.41	(594.21)	113.80
<b>Adjustments for:</b>				
Depreciation & Amortisation Expense	212.67	392.29	386.76	366.02
Financial Income	(0.16)	(3.01)	(8.74)	(35.96)
Interest Expense (Finance Cost)	93.44	178.61	138.26	142.58
(Profit)/Loss on Sale of Asset	(0.49)	7.54	(6.52)	2.41
<b>Operating Profit before Working Capital Changes</b>	<b>998.88</b>	<b>1,261.84</b>	<b>(84.45)</b>	<b>588.85</b>
<b>Changes in Working Capital</b>				
(a) (Increase)/Decrease in Inventories	(110.49)	(102.18)	(43.84)	(29.68)
(b) (Increase)/Decrease in Trade Receivables	(155.82)	(229.11)	93.98	94.29
(c) (Increase)/Decrease in Loans & Advances & Other Assets	(142.07)	(230.91)	59.43	(102.95)
(d) Increase /(Decrease) in Trade Payables & Other Liabilities	(132.43)	(33.12)	(37.01)	(235.43)
<b>CASH GENERATED FROM OPERATIONS</b>	<b>458.06</b>	<b>666.52</b>	<b>(11.89)</b>	<b>315.07</b>
Net Income tax Paid/Refunded	202.47	126.35	-	48.73
<b>Net Cash Flow from/(used in) Operating Activities (A)</b>	<b>660.53</b>	<b>792.86</b>	<b>(11.89)</b>	<b>363.80</b>
<b>Cash Flow From Investing Activities:</b>				
(a) Sales / (Addition) in Fixed Assets & WIP	(588.33)	(1,103.25)	(333.44)	(522.95)
(b) Sale of Fixed Assets	0.80	6.17	17.50	10.40
(b) (Increase) / Decrease in Investment	2.66	(9.15)	518.03	(43.36)
(c) (Increase) / Decrease in Non Current Assets	-	-	-	-
(d) Interest and other income	0.16	3.01	8.74	35.96
<b>Net Cash Flow from/(used in) Investing Activities (B)</b>	<b>(584.71)</b>	<b>(1,103.21)</b>	<b>210.83</b>	<b>(519.94)</b>
<b>Cash Flow from Financing Activities:</b>				
(a) Increase/(Decrease) in Long Term Borrowings	151.30	432.72	(743.38)	10.41
(b) Increase/(Decrease) in Short Term Borrowings	(83.89)	82.09	234.30	582.63
(c) Issue of Share Capital	-	-	-	-
(d) Increase / ( Decrease ) in Long Term Provisions	-	-	-	-
(e) Interest Paid	(93.44)	(178.61)	(138.26)	(142.58)
<b>Net Cash Flow from/(used in) Financing Activities (C)</b>	<b>(26.04)</b>	<b>336.19</b>	<b>(647.34)</b>	<b>450.45</b>
<b>NET INCREASE IN CASH &amp; CASH EQUIVALENTS (A)+(B)+(C )</b>	<b>49.78</b>	<b>25.85</b>	<b>(448.40)</b>	<b>294.31</b>
<b>OPENING BALANCE – CASH &amp; CASH EQUIVALENT</b>	<b>41.23</b>	<b>15.38</b>	<b>463.78</b>	<b>169.47</b>
<b>CLOSING BALANCE - CASH &amp; CASH EQUIVALENT</b>	<b>91.00</b>	<b>41.23</b>	<b>15.38</b>	<b>463.78</b>
As per our Report of even date				
<div> <div> <b>For S V J K And Associates</b>  Chartered Accountants  Firm's Registration No. : 135182W </div> <div> <b>For and on Behalf of the Board</b>  MODERN DIAGNOSTIC &amp; RESEARCH CENTRE LIMITED </div> </div>				
<div> <div> Ankit Singhal  M No.: 151324  UDIN: 25151324BMOBXJ3481 </div> <div> Devendra Singh Yadav  Director  DIN:01254395 </div> <div> Deepali Yadav  Director  DIN:06496670 </div> <div> Priyanshu Yadav  Company Secretary  M No : A61820 </div> <div> Jitendra Singh  CFO </div> </div>				
<div> <div> Place: Ahmedabad  Date : 27th March, 2025 </div> <div> Place: Delhi  Date : 27th March, 2025 </div> </div>				

**Annexure - I.1**

**Restated Statement of Share Capital**

(₹ in Lakhs)

Particulars	As at 30/09/2024	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
<b>Authorised Capital</b>				
Equity shares of Rs.10 each	1,000,000	1,000,000	1,000,000	1,000,000
Authorised Equity Share Capital In Rs.	100.00	100.00	100.00	100.00
<b>Issued, Subscribed &amp; Fully Paid up</b>				
Equity shares of Rs.10 each	1,000,000	1,000,000	1,000,000	1,000,000
Issued, Subscribed & Fully Paid up Share Capital In Rs.	100	100	100.00	100.00
<b>Total</b>	<b>100.00</b>	<b>100.00</b>	<b>100.00</b>	<b>100.00</b>

**Reconciliation of the number of shares outstanding is set out below:-**

Particulars	As at 30/09/2024	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
	Number of Shares	Number of Shares	Number of Shares	Number of Shares
<b>Shares outstanding at the beginning of the year</b>	1,000,000	1,000,000	1,000,000	1,000,000
Add:-Shares Issued during the year				
Right Shares Issued during the year	-	-	-	-
Bonus Shares Issued	-	-	-	-
<b>Less:Shares bought back during the year</b>				
Other Changes (give details)	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>1,000,000</b>	<b>1,000,000</b>	<b>1,000,000</b>	<b>1,000,000</b>

The Company have one class shares-Equity, have a face value of Rs.10/-and each entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all payments of liabilities according to their rights and interests in the company.

**Details of Shareholders holding more than 5% shares:-**

Name of Shareholder	As at 30/09/2024	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
<b>Devendra Singh Yadav</b>				
Number of Shares	840,000	840,000	840,000	840,000
% of Holding	84.00%	84.00%	84.00%	84.00%
<b>Asha Yadav</b>				
Number of Shares	50,000	50,000	50,000	50,000
% of Holding	5.00%	5.00%	5.00%	5.00%
<b>Deepali Yadav</b>				
Number of Shares	50,000	50,000	50,000	50,000
% of Holding	5.00%	5.00%	5.00%	5.00%
<b>Nitin Kumar</b>				
Number of Shares	50,000	50,000	50,000	50,000
% of Holding	5.00%	5.00%	5.00%	5.00%

**Details of Promoter's Shareholding:-**

Name of Shareholder	As at 30/09/2024	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
<b>Devendra Singh Yadav</b>				
Number of Shares	840,000	840,000	840,000	840,000
% of Holding	84.00%	84.00%	84.00%	84.00%
<b>Asha Yadav</b>				
Number of Shares	50,000	50,000	50,000	50,000
% of Holding	5.00%	5.00%	5.00%	5.00%
<b>Deepali Yadav</b>				
Number of Shares	50,000	50,000	50,000	50,000
% of Holding	5.00%	5.00%	5.00%	5.00%

(% Change in Promoter's Share holding : There is no change in promoter's share holding 100% Equity held by Promoters)



**MODERN DIAGNOSTIC & RESEARCH CENTRE LIMITED**  
(Formerly also known as MODERN DIAGNOSTIC & RESEARCH CENTRE PRIVATE LIMITED)  
CIN : U85110DL2012PLC234368

**Annexure - I.2**

**Restated Statement of Reserves And Surplus**

(₹ in Lakhs)

Particulars	As at 30/09/2024	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
<b>Surplus in Statement of Profit &amp; Loss A/c</b>				
Opening balance	1,075.82	496.33	1,069.53	1,214.67
(+) Net Profit For the current year	495.53	579.48	(573.20)	(145.14)
<b>Net Surplus in Statement of Profit and Loss</b>	<b>1,571.35</b>	<b>1,075.82</b>	<b>496.33</b>	<b>1,069.53</b>
<b>Total</b>	<b>1,571.35</b>	<b>1,075.82</b>	<b>496.33</b>	<b>1,069.53</b>

**Annexure - I.3**

**Restated Statement of Long Term Borrowings**

(₹ in Lakhs)

Particulars	As at 30/09/2024	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
<b>Rupee Term Loan (Refer I.3.1)</b>				
Indian rupee loan from Bank	993.38	898.37	756.31	1,408.68
Indian rupee loan from financial institutions	-	-	79.31	127.74
Less: Current maturities of long term debts from banks and FI	(201.44)	(287.74)	(254.70)	(212.12)
From Directors	373.00	403.00	-	-
<b>Total Borrowings</b>	<b>1,164.93</b>	<b>1,013.64</b>	<b>580.92</b>	<b>1,324.30</b>
<b>Secured Loans</b>				
HDFC BANK LOAN	993.38	898.37	756.31	551.43
SIEMENS FINANCIAL SERVICES PVT LTD	-	-	79.31	127.74
HERO FINCORP LTD-LAP	-	-	-	196.33
YES BANK EQUIPEMENT LOANS	-	-	-	181.86
DEUTSCH BANK MSME	-	-	-	122.71
DEUTSCH BANK LAP 300033521810019	-	-	-	356.35
<b>Unsecured Loans</b>				
Directors	373.00	403.00	-	-
Less: Current maturities of long term debts from banks and FI	(201.44)	(287.74)	(254.70)	(212.12)
<b>Total Borrowings</b>	<b>1,164.93</b>	<b>1,013.64</b>	<b>580.92</b>	<b>1,324.30</b>

Note:-

**I.3.1 Additional information to Long term Borrowings - Secured**

Lender	Nature of Loan	Rate of Interest per annum	Sanction Amount	Period of Repayment	Outstanding Balance as on 30.09.2024	Primary Security	Collateral Security
<b>HDFC BANK</b>	Health Care Infra Finance	9.29%	920.00	52 Installments	452.97	<b>A. First &amp; Exclusive Charge on the credit card receivables.</b> <b>B. Personal Guarantee of</b> 1. Dr. D.S. Yadav 2. Mrs. Asha Yadav 3. Dr. Deepali Yadav	>Exclusive Charge Over All Movable Fixed Assets, Equipment, Current Assets of the Company. >Exclusive charge over director's property situated at Plot No 1210 (Sec-4),122005, Villa No 31,Tatvam Villas,Sec-48,122001 & 363/4,462/7 New Railway Road,Jawahar Nagar,Gurgaon (Haryana)122001

**MODERN DIAGNOSTIC & RESEARCH CENTRE LIMITED**  
(Formerly also known as MODERN DIAGNOSTIC & RESEARCH CENTRE PRIVATE LIMITED)  
CIN : U85110DL2012PLC234368

<b>HDFC BANK</b>	Health Care Infra Finance	8.44%	620.43	61 Installments	540.41	A. First & Exclusive Charge on the credit card receivables. B. Personal Guarantee of 1. Dr. D.S. Yadav 2. Mrs. Asha Yadav 3. Dr. Deepali Yadav	>Exclusive Charge Over All Movable Fixed Assets, Equipment, Current Assets of the Company. >Exclusive charge over director's property situated at Plot No 1210 (Sec-4),122005, Villa No 31,Tatvam Villas,Sec-48,122001 & 363/4,462/7 New Railway Road,Jawahar Nagar,Gurgaon (Haryana)122001
<b>SIEMENS FINANCIAL SERVICES PVT LTD</b>	Purchase against Fixed Asset	12.00%	217.71	60 months	-	A. First & Exclusive Charge on the Purchase of Fixed Assets B. Personal Guarantee of 1. Dr. D.S. Yadav 2. Mr. Nitin Kumar 3. Dr. Deepali Yadav	>Exclusive Charge Over All Movable Fixed Assets, Equipment, Current Assets of the Company. >Atellica Sample Handler, Atellica CH-930 System, Atellica 141600 System, Advice 2120

Note:-

**I.3.2 Additional information to Long term Borrowings - Unsecured - Repayable on demand**

Lender	Nature of Loan	Rate of Interest per annum	Sanction Amount	Period of Repayment	Outstanding Balance as on 30.09.2024	Primary Security	Collateral Security
Asha Yadav	Business Loan	N.A.	N.A.	N.A.	10.00	Unsecured Director Loan	
D. S. Yadav	Business Loan	N.A.	N.A.	N.A.	363.00		

**Annexure - I.4**

**Restated Statement of Deferred Tax Liability**

(₹ in Lakhs)

Particulars	As At 30/09/2024	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
<b>Deferred Tax Liability</b> On account of timing difference in Depreciation	141.43	146.02	165.43	186.45
<b>Deferred Tax Assets</b> On account of timing difference Expenses Disallowed U/s. 43B of I.T. Act., 1961				
<b>Total</b>	<b>141.43</b>	<b>146.02</b>	<b>165.43</b>	<b>186.45</b>

**Annexure - I.5**

**Restated Statement of Other Non-Current Liabilities**

(₹ in Lakhs)

Particulars	As At 30/09/2024	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
Security Received from client	65.90	65.75	74.83	19.36
Security Deposit	15.39	15.76	17.25	59.95
<b>Total</b>	<b>81.29</b>	<b>81.51</b>	<b>92.08</b>	<b>79.31</b>

**Annexure - I.6**

**Restated Statement of Long Term Provision**

(₹ in Lakhs)

Particulars	As At 30/09/2024	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
Provision for Gratuity	124.05	128.23	100.88	60.09
<b>Total</b>	<b>124.05</b>	<b>128.23</b>	<b>100.88</b>	<b>60.09</b>

**MODERN DIAGNOSTIC & RESEARCH CENTRE LIMITED**

(Formerly also known as MODERN DIAGNOSTIC & RESEARCH CENTRE PRIVATE LIMITED)

CIN : U85110DL2012PLC234368

**Annexure - I.7**

**Restated Statement of Short Tem Borrowings**

(₹ in Lakhs)

Particulars	As At 30/09/2024	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
<b>Loan repayable on demand</b>				
(a) From Banks (Refer I.7.1)	746.80	744.39	695.34	503.63
(b) Current Maturities of Long Term Borrowings	201.44	287.74	254.70	212.12
<b>Unsecured Loan</b>				
Directors	-	-	-	-
<b>Total Borrowings</b>	<b>948.24</b>	<b>1,032.13</b>	<b>950.04</b>	<b>715.75</b>

**Note:-**

**I.7.1 Additional information to Short term Borrowings:**

Lender	Nature of Loan	Sanctioned Amount (Rs. In Lakhs)	Outstanding as on 30/09/2024 (Rs. In Lakhs)	Rate of Interest per annum	Period of Repayment	Primary Security	Collateral Security
HDFC Bank Ltd	HCF Cash Credit	200.00	746.80	Linked with 3 month T-Bill: 9.25%	12 months	A. First & Exclusive Charge on the credit card receivables. B. Personal Guarantee of 1. Dr. D.S. Yadav 2. Mrs. Asha Yadav 3. Dr. Deepali Yadav	>Exclusive Charge Over All Movable Fixed Assets, Equipment, Current Assets of the Company. >Exclusive charge over director's property situated at Plot No 1210 (Sec-4),122005, Villa No 31,Tatvam Villas,Sec- 48,122001 & 363/4,462/7 New Railway Road,Jawahar Nagar,Gurgaon (Haryana)122001
	HCF MEOD	50.00		Linked with 3 month T-Bill: 9.25%			
	HCF Overdraft	500.00		Linked with 3 month T-Bill: 9.25%			
	OverDraft facility	500.00		T-bill (as on date of disbursement) + Spread %: 9.50%			

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**Annexure - I.8**

**Restated Statement of Trade Payable**

(₹ in Lakhs)

Particulars	As At 30/09/2024	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
Micro, Small and Medium Enterprises	-	-	-	-
Others	844.26	856.34	820.02	1,004.89
<b>Total</b>	<b>844.26</b>	<b>856.34</b>	<b>820.02</b>	<b>1,004.89</b>

**(a) Ageing schedule:**

**Balance as at 30th September, 2024**

(₹ in Lakhs)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years
(i) Undisputed MSME	-	-	-	-
(ii) Undisputed Others	822.31	21.95	-	-
(iii) Disputed dues - MSME	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-
<b>Total</b>	<b>822.31</b>	<b>21.95</b>	<b>-</b>	<b>-</b>

**Balance as at 31st March, 2024**

(₹ in Lakhs)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years
(i) Undisputed MSME	-	-	-	-
(ii) Undisputed Others	853.34	3.01	-	-
(iii) Disputed dues - MSME	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-
<b>Total</b>	<b>853.34</b>	<b>3.01</b>	<b>-</b>	<b>-</b>

**Balance as at 31st March, 2023**

(₹ in Lakhs)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years
(i) Undisputed MSME	-	-	-	-
(ii) Undisputed Others	820.02	-	-	-
(iii) Disputed dues - MSME	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-
<b>Total</b>	<b>820.02</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Balance as at 31st March 2022**

(₹ in Lakhs)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years
(i) Undisputed MSME	-	-	-	-
(ii) Undisputed Others	895.10	104.58	5.22	-
(iii) Disputed dues - MSME	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-
<b>Total</b>	<b>895.10</b>	<b>104.58</b>	<b>5.22</b>	<b>-</b>

**(b) Dues payable to Micro and Small Enterprises:**

(₹ in Lakhs)

Particulars	As At 30/09/2024	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
Principal amount remaining unpaid to any supplier as at the year end		-	-	-
Interest due on the above mention principal amount remaining unpaid to any		-	-	-
Amount of the interest paid by the Company in terms of Section 16		-	-	-
Amount of the interest due and payable for the period of delay in making		-	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting year		-	-	-

\* The information regarding micro and small enterprises has been identified on the basis of information available with the Company. Based on the information available with the company, there are no micro and small enterprises to whom the company has paid interest or any interest payable on outstanding (under the provisions of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006) during the year ended March 31, 2024.

**Annexure - I.9**

**Restated Statement of Other Current Liabilities**

(₹ in Lakhs)

Particulars	As At 30/09/2024	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
Expenses Payable	56.80	26.91	38.38	46.35
Conveyance Expense Payable	15.17	33.66	20.90	23.67
Advance From customers	46.46	31.35	69.88	23.48
Bonus Payable	34.83	34.83	33.37	19.29
Interest payable	50.94	21.83	1.27	4.21
CSR Provision	6.41	1.11	5.41	8.59
Statutory Payable	40.31	34.30	40.89	41.57
Salary Payable	239.10	148.25	126.93	121.00
Other Current Liability	93.06	100.00	-	-
<b>Total</b>	<b>583.10</b>	<b>432.23</b>	<b>337.04</b>	<b>288.16</b>

**Annexure - I.10**

**Restated Statement Short Term Provisions**

(₹ in Lakhs)

Particulars	As At 30/09/2024	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
Provision for Gratuity	15.08	13.78	10.48	23.42
Audit fees payable	1.36	0.89	0.89	0.89
Provision for tax	204.35	67.99	-	16.81
<b>Total</b>	<b>220.78</b>	<b>82.65</b>	<b>11.37</b>	<b>41.13</b>

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Annexure - I.11 Restated Statement of Property Plant & Equipment

As at 30/09/2024										
(₹ in Lakhs)										
	Fixed Assets	Gross Block				Accumulated Depreciation			Net Block	
		Balance as at 1 April 2024	Additions	Disposals	Balance as at 30th September, 2024	Balance as at 1 April 2024	Depreciation charge for the year	On disposals	Balance as at 30th September, 2024	Balance as at 30th September, 2024
I.	<b>Property Plant &amp; Equipment</b>									
	Plant & Machinery	4,635.02	292.67	-	4,927.69	2,592.22	127.04	-	2,719.25	2,042.80
	Furniture & Fixtures	198.18	21.15	-	219.33	80.86	7.78	-	88.64	117.32
	Motor Vehicles	157.35	-	5.92	151.43	69.52	4.14	5.61	68.05	87.83
	Office Equipments	308.16	13.68	-	321.84	203.12	20.24	-	223.36	105.04
	Computers & Peripherals	310.07	7.35	-	317.42	191.21	14.33	-	205.54	118.85
	Leasehold Improvement	183.23	-	-	183.23	44.07	26.95	-	71.02	139.16
	Signage	26.89	0.50	-	27.39	13.78	4.22	-	18.00	13.11
	<b>Total Tangible Assets</b>	<b>5,818.88</b>	<b>335.36</b>	<b>5.92</b>	<b>6,148.32</b>	<b>3,194.77</b>	<b>204.70</b>	<b>5.61</b>	<b>3,393.87</b>	<b>2,754.46</b>
II.	<b>Intangible Assets</b>									
	Software	160.61	-	-	160.61	80.48	7.96	-	88.45	80.13
	<b>Total Intangible Assets</b>	<b>160.61</b>	<b>-</b>	<b>-</b>	<b>160.61</b>	<b>80.48</b>	<b>7.96</b>	<b>-</b>	<b>88.45</b>	<b>80.13</b>
III.	<b>Capital Work In Progress</b>	360.00	252.97	-	612.97	-	-	-	-	612.97
	<b>Total</b>	<b>360.00</b>	<b>252.97</b>	<b>-</b>	<b>612.97</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>360.00</b>
	<b>Total</b>	<b>6,339.49</b>	<b>588.33</b>	<b>5.92</b>	<b>6,921.90</b>	<b>3,275.26</b>	<b>212.67</b>	<b>5.61</b>	<b>3,482.31</b>	<b>3,064.23</b>

Capital Work In Progress ageing schedule as on 31/03/2024

Particulars	Amount in CWIP for a period ended on 30/09/2024				Total
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Year	
Project in progress					
Capital Work in progress	252.97	360.00	-	-	612.97
<b>TOTAL</b>	<b>252.97</b>	<b>360.00</b>			<b>612.97</b>

As at 31st March, 2024										
(₹ in Lakhs)										
	Fixed Assets	Gross Block				Accumulated Depreciation			Net Block	
		Balance as at 1 April 2023	Additions	Disposals	Balance as at 31st March, 2024	Balance as at 1 April 2023	Depreciation charge for the year	On disposals	Balance as at 31st March, 2024	Balance as at 31st March, 2024
I.	<b>Property Plant &amp; Equipment</b>									
	Plant & Machinery	4,149.68	541.21	55.88	4,635.02	2,401.81	233.12	42.72	2,592.22	1,747.87
	Furniture & Fixtures	171.36	26.82	-	198.18	64.86	16.00	-	80.86	106.50
	Motor Vehicles	160.13	8.21	10.99	157.35	72.72	7.24	10.44	69.52	87.41
	Office Equipments	278.76	29.40	-	308.16	161.91	41.21	-	203.12	116.85
	Computers & Peripherals	260.59	49.47	-	310.07	163.44	27.78	-	191.21	97.16
	Leasehold Improvement	97.01	86.22	-	183.23	4.64	39.43	-	44.07	92.37
	Signage	24.95	1.93	-	26.89	5.61	8.17	-	13.78	19.35
	<b>Total Tangible Assets</b>	<b>5,142.49</b>	<b>743.25</b>	<b>66.87</b>	<b>5,818.88</b>	<b>2,874.98</b>	<b>372.95</b>	<b>53.16</b>	<b>3,194.77</b>	<b>2,267.51</b>
II.	<b>Intangible Assets</b>									
	Software	160.61	-	-	160.61	61.14	19.34	-	80.48	99.46
	<b>Total Intangible Assets</b>	<b>160.61</b>	<b>-</b>	<b>-</b>	<b>160.61</b>	<b>61.14</b>	<b>19.34</b>	<b>-</b>	<b>80.48</b>	<b>99.46</b>
III.	<b>Capital Work In Progress</b>	-	360.00	-	360.00	-	-	-	-	-
	<b>Total</b>	<b>-</b>	<b>360.00</b>	<b>-</b>	<b>360.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total</b>	<b>5,303.10</b>	<b>1,103.25</b>	<b>66.87</b>	<b>6,339.49</b>	<b>2,936.13</b>	<b>392.29</b>	<b>53.16</b>	<b>3,275.26</b>	<b>2,366.97</b>



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**Capital Work In Progress ageing schedule as on 31/03/2024**

Particulars	Amount in CWIP for a period ended on 31/03/2024				Total
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Year	
<b>Project in progress</b>					
Capital Work in progress	360.00	-	-	-	360.00
<b>TOTAL</b>	<b>360.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>360.00</b>

As at 31st March, 2023

(₹ in Lakhs)

	Fixed Assets	Gross Block				Accumulated Depreciation			Net Block	
		Balance as at 1 April 2022	Additions	Disposals	Balance as at 31st March, 2023	Balance as at 1 April 2022	Depreciation charge for the year	On disposals	Balance as at 31st March, 2023	Balance as at 31st March, 2023
I.	<b>Property Plant &amp; Equipment</b>									
	Plant & Machinery	3,846.27	18.82	40.00	3,825.08	1,943.35	246.34	36.10	2,153.58	1,671.50
	Furniture & Fixtures	151.94	19.42	-	171.36	52.91	11.94	-	64.86	106.50
	Motor Vehicles	186.75	18.68	45.30	160.13	95.46	15.47	38.22	72.72	87.41
	Office Equipments	256.97	21.79	-	278.76	125.88	36.03	-	161.91	116.85
	Computers & Peripherals	214.07	46.52	-	260.59	117.45	45.99	-	163.44	97.16
	General Laboratory Equipment	278.20	-	-	278.20	199.99	12.93	-	212.92	65.28
	Plant And Machinery Other	46.40	-	-	46.40	33.04	2.26	-	35.30	11.10
	Land And Building	11.35	189.17	-	200.52	1.87	10.18	-	12.05	188.47
	Signage	5.92	19.03	-	24.95	0.71	4.89	-	5.61	19.35
							-		-	-
	<b>Total Tangible Assets</b>	<b>4,997.86</b>	<b>333.44</b>	<b>85.30</b>	<b>5,246.00</b>	<b>2,570.66</b>	<b>386.05</b>	<b>74.32</b>	<b>2,882.39</b>	<b>2,363.61</b>
II.	<b>Intangible Assets</b>									
	Software	57.10	-	-	57.10	53.02	0.72	-	53.74	3.36
	<b>Total Intangible Assets</b>	<b>57.10</b>	<b>-</b>	<b>-</b>	<b>57.10</b>	<b>53.02</b>	<b>0.72</b>	<b>-</b>	<b>53.74</b>	<b>3.36</b>
III.	<b>Capital Work In Progress</b>	45.70	-	45.70	-	-	-	-	-	-
	<b>Total</b>	<b>45.70</b>	<b>-</b>	<b>45.70</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>45.70</b>
IV.	<b>Intangible Assets under Development</b>	29.47	-	29.47	-	-	-	-	-	-
	<b>Total</b>	<b>29.47</b>	<b>-</b>	<b>29.47</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>29.47</b>
	<b>Total</b>	<b>5,130.13</b>	<b>333.44</b>	<b>160.47</b>	<b>5,303.10</b>	<b>2,623.68</b>	<b>386.76</b>	<b>74.32</b>	<b>2,936.13</b>	<b>2,366.97</b>

**Capital Work In Progress ageing schedule as on 31/03/2023**

Particulars	Amount in CWIP for a period ended on 31/03/2023				Total
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Year	
<b>Project in progress</b>					
Capital Work in progress	-	-	-	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Intangible Asset under Development ageing schedule as on 31/03/2023**

Particulars	Amount in Intangible asset under development for a period ended on 31/03/2023				Total
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Year	
Intangible Assets under Development	29.47	-	-	-	29.47
<b>TOTAL</b>	<b>29.47</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>29.47</b>

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As at 31st March, 2022

(₹ in Lakhs)

	Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
		Balance as at 1 April 2021	Additions	Disposals	Balance as at 31st March, 2022	Balance as at 1 April 2021	Depreciation charge for the year	On disposals	Balance as at 31st March, 2022	Balance as at 31st March, 2022	Balance as at 31 March 2021
I.	<b>Property Plant &amp; Equipment</b>										
	Plant & Machinery	3,808.92	232.05	194.70	3,846.27	1,865.82	259.42	181.89	1,943.35	1,902.91	1,943.10
	Furniture & Fixtures	73.18	78.76	-	151.94	46.32	6.59	-	52.91	99.03	26.86
	Motor Vehicles	186.75	-	-	186.75	76.52	18.94	-	95.46	91.28	110.23
	Office Equipments	204.59	52.37	-	256.97	98.36	27.52	-	125.88	131.09	106.24
	Computers & Peripherals	135.39	78.68	-	214.07	87.71	29.74	-	117.45	96.62	47.68
	General Laboratory Equipment	278.20	-	-	278.20	180.33	19.66	-	199.99	78.21	97.87
	Plant And Machinery Other	46.40	-	-	46.40	30.78	2.26	-	33.04	13.36	15.62
	Land And Building	11.35	-	-	11.35	1.51	0.36	-	1.87	9.49	9.84
	Signage	-	5.92	-	5.92	-	0.71	-	0.71	5.21	-
	<b>Total Tangible Assets</b>	<b>4,744.78</b>	<b>447.78</b>	<b>194.70</b>	<b>4,997.86</b>	<b>2,387.34</b>	<b>365.21</b>	<b>181.89</b>	<b>2,570.66</b>	<b>2,427.20</b>	<b>2,357.44</b>
		-									
II.	<b>Intangible Assets</b>										
	Software	57.10	-	-	57.10	52.20	0.82	-	53.02	4.08	4.90
	<b>Total Intangible Assets</b>	<b>57.10</b>	<b>-</b>	<b>-</b>	<b>57.10</b>	<b>52.20</b>	<b>0.82</b>	<b>-</b>	<b>53.02</b>	<b>4.08</b>	<b>4.90</b>
III.	<b>Capital Work In Progress</b>	-	45.70	-	45.70	-	-	-	-	45.70	-
	<b>Total</b>	<b>-</b>	<b>45.70</b>	<b>-</b>	<b>45.70</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>45.70</b>	<b>-</b>
IV.	<b>Intangible Assets under Development</b>	-	29.47	-	29.47	-	-	-	-	29.47	-
	<b>Total</b>	<b>-</b>	<b>29.47</b>	<b>-</b>	<b>29.47</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>29.47</b>	<b>-</b>
	<b>Total</b>	<b>4,801.88</b>	<b>522.95</b>	<b>194.70</b>	<b>5,130.13</b>	<b>2,439.55</b>	<b>366.02</b>	<b>181.89</b>	<b>2,623.68</b>	<b>2,506.45</b>	<b>2,362.34</b>

Capital Work In Progress aging schedule as on 31/03/2022

Particulars	Amount in CWIP for a period ended on 31/03/2022				Total
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Year	
<b>Project in progress</b>					
Capital Work in progress	45.70	-	-	-	45.70
<b>TOTAL</b>	<b>45.70</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>45.70</b>

Intangible Asset under Development ageing schedule as on 31/03/2022

Particulars	Amount in Intangible asset under development for a period ended on 31/03/2022				Total
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Year	
Intangible Assets under Development	29.47	-	-	-	29.47
<b>TOTAL</b>	<b>29.47</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>29.47</b>

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**Annexure - I.12**

**Restated Statement of Non-Current Investments**

(₹ in Lakhs)

Particulars	As At 30/09/2024	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
Fixed Deposit*	17.89	20.55	11.41	529.44
<b>Total</b>	<b>17.89</b>	<b>20.55</b>	<b>11.41</b>	<b>529.44</b>

\*All FD hypothecation with Bank Against Bank Guarantee

**Annexure - I.13**

**Restated Statement of Non-Current Assets**

(₹ in Lakhs)

Particulars	As At 30/09/2024	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
Security Deposit	60.39	58.39	49.70	45.03
<b>Total</b>	<b>60.39</b>	<b>58.39</b>	<b>49.70</b>	<b>45.03</b>

**Annexure - I.14**

**Restated Statement of Inventories**

(₹ in Lakhs)

Particulars	As At 30/09/2024	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
Consumables - Stores (At lower of Cost or NRV)	407.55	297.06	194.87	151.04
<b>Total</b>	<b>407.55</b>	<b>297.06</b>	<b>194.87</b>	<b>151.04</b>

**Annexure - I.15**

**Restated Statement of Trade receivables**

(₹ in Lakhs)

Particulars	As At 30/09/2024	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
Undisputed, Considered good	1,191.03	1,035.21	806.10	900.08
Undisputed, Considered doubtful	-	-	-	-
<b>Total</b>	<b>1,191.03</b>	<b>1,035.21</b>	<b>806.10</b>	<b>900.08</b>

**Aging of receivables**

As At 30/09/2024

(₹ in Lakhs)

Particulars	Less Than 6 Month	6 Months - 1 year	1-2 years	2-3 years	More than 3 years
<b>Undisputed</b>					
Trade receivables - Considered good	950.79	67.69	69.62	47.11	55.82
Trade receivables - doubtful debt	-	-	-	-	-
<b>Disputed</b>					
Trade receivables - Considered good	-	-	-	-	-
Trade receivables - doubtful debt	-	-	-	-	-
<b>Total</b>	<b>950.79</b>	<b>67.69</b>	<b>69.62</b>	<b>47.11</b>	<b>55.82</b>

As At 31/03/2024

(₹ in Lakhs)

Particulars	Less Than 6 Month	6 Months - 1 year	1-2 years	2-3 years	More than 3 years
<b>Undisputed</b>					
Trade receivables - Considered good	813.26	77.38	23.50	32.57	88.49
Trade receivables - doubtful debt	-	-	-	-	-
<b>Disputed</b>					
Trade receivables - Considered good	-	-	-	-	-
Trade receivables - doubtful debt	-	-	-	-	-
<b>Total</b>	<b>813.26</b>	<b>77.38</b>	<b>23.50</b>	<b>32.57</b>	<b>88.49</b>

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As At 31/03/2023					(₹ in Lakhs)
Particulars	6 Months - 1 year	6 Months - 1 year	1-2 years	2-3 years	More than 3 years
<b>Undisputed</b>					
Trade receivables - Considered good	393.08	222.92	146.85	42.92	0.33
Trade receivables - doubtful debt	-	-	-	-	-
<b>Disputed</b>					
Trade receivables - Considered good	-	-	-	-	-
Trade receivables - doubtful debt	-	-	-	-	-
<b>Total</b>	<b>393.08</b>	<b>222.92</b>	<b>146.85</b>	<b>42.92</b>	<b>0.33</b>

As at 31/03/2022					(₹ in Lakhs)
Particulars	6 Months - 1 year	6 Months - 1 year	1-2 years	2-3 years	More than 3 years
<b>Undisputed</b>					
Trade receivables - Considered good	492.46	259.70	42.02	86.27	19.63
Trade receivables - doubtful debt	-	-	-	-	-
<b>Disputed</b>					
Trade receivables - Considered good	-	-	-	-	-
Trade receivables - doubtful debt	-	-	-	-	-
<b>Total</b>	<b>492.46</b>	<b>259.70</b>	<b>42.02</b>	<b>86.27</b>	<b>19.63</b>

**Annexure - I.16**

Restated Statement of Cash and Bank Balance					(₹ in Lakhs)
Particulars	As At 30/09/2024	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022	
<b>Cash and Cash Equivalents</b>					
Bank Balance					
(i) In current account	0.15	1.77	1.03		456.60
Cash on Hand	90.86	39.46	14.36		7.18
<b>Total</b>	<b>91.00</b>	<b>41.23</b>	<b>15.38</b>		<b>463.78</b>

**Annexure - I.17**

Restated Statement of Short Term Loans And Advances					(₹ in Lakhs)
Particulars	As At 30/09/2024	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022	
TDS Receivable	63.42	29.95	35.65		118.45
Advances to Staff	0.71	1.11	0.46		0.67
Advance to Suppliers	76.56	18.27	22.50		11.45
Advances recoverable in cash or kind	236.96	204.88	47.13		96.89
MAT credit entitlements	139.53	139.53	73.43		28.71
<b>Total</b>	<b>517.19</b>	<b>393.74</b>	<b>179.17</b>		<b>256.17</b>

**Annexure - I.18**

Restated Statement of Other current assets					(₹ in Lakhs)
Particulars	As At 30/09/2024	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022	
Prepaid Expenses	54.79	38.16	30.52		17.61
<b>Total</b>	<b>54.79</b>	<b>38.16</b>	<b>30.52</b>		<b>17.61</b>

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**Annexure - II.1****Restated Statement of Revenue from operations**

Particulars	For period ended on 30/09/2024	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
<b>Sales of Services</b>				
Income From Diagnostics Services	3,997.65	6,713.05	5,628.17	6,020.70
<b>Total</b>	<b>3,997.65</b>	<b>6,713.05</b>	<b>5,628.17</b>	<b>6,020.70</b>

**\*Note: Geographical Revenue Bifurcation**

(₹ in Lakhs)

Particulars	For period ended on 30/09/2024	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
Domestic	3,982.51	6,699.61	5,566.87	5,924.48
Export	15.14	13.44	61.30	96.22
<b>Total</b>	<b>3,997.65</b>	<b>6,713.05</b>	<b>5,628.17</b>	<b>6,020.70</b>

**\*Note: Statewise Revenue Bifurcation**

(₹ in Lakhs)

Particulars	For period ended on 30/09/2024	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
Haryana	2,796.40	4,837.22	4,209.82	4,621.57
Rajasthan	256.68	455.73	309.23	125.26
Jammu & Kashmir	290.67	414.98	431.52	511.67
Punjab	123.37	200.15	152.75	88.35
Uttar Pradesh	275.56	297.41	249.66	222.24
West Bengal	182.14	333.85	275.56	409.34
Assam	79.07	142.57	108.40	13.70
Madhya Pradesh	60.76	50.33	5.53	-
Less : Discount	82.14	32.64	175.59	67.65
<b>Total</b>	<b>3,982.51</b>	<b>6,699.61</b>	<b>5,566.87</b>	<b>5,924.48</b>

**\*Note: Countrywise Revenue Bifurcation**

(₹ in Lakhs)

Particulars	For period ended on 30/09/2024	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
Dubai	-	-	-	0.46
Kenya	-	-	15.95	74.82
Nigeria	-	0.17	25.24	-
Nepal	8.32	-	-	-
Uganda	6.82	13.27	20.11	20.93
<b>Total</b>	<b>15.14</b>	<b>13.44</b>	<b>61.30</b>	<b>96.22</b>

**Annexure - II.2****Restated Statement of Other income**

(₹ in Lakhs)

Particulars	For period ended on 30/09/2024	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
Interest on Income tax refund	-	1.97	5.82	5.80
Interest Income	0.16	1.04	2.92	30.16
Other Misc Income	34.40	151.11	12.10	0.18
Exchange Rate Fluctuation	-	0.03	5.00	1.07
Profit on sale of Assets	0.49	-	6.52	-
<b>Total</b>	<b>35.05</b>	<b>154.15</b>	<b>32.36</b>	<b>37.22</b>

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**Annexure - II.3****Restated Statement of Purchases of stock-in-trade**

(₹ in Lakhs)

Particulars	For period ended on 30/09/2024	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
Inventories at the beginning of the year:	297.06	194.87	151.04	121.35
Add : Purchases	1,073.20	1,866.13	1,796.26	2,157.37
Less : Inventories at the end of the year	(407.55)	(297.06)	(194.87)	(151.04)
<b>Cost of material consumed</b>	<b>962.71</b>	<b>1,763.94</b>	<b>1,752.43</b>	<b>2,127.68</b>

**Annexure - II.5****Restated Statement of Employee benefits expense**

(₹ in Lakhs)

Particulars	For period ended on 30/09/2024	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
(a) Salaries and wages	815.40	1,425.86	1,379.86	1,159.33
(b) Directors' Remuneration	96.13	259.46	294.46	295.69
(c) Gratuity	-	32.25	29.14	27.05
(d) Contributions to Provident and other funds	46.67	81.26	82.99	74.42
(e) Employees Group Insurance	-	8.90	3.10	2.36
(f) Staff welfare expenses	12.22	21.31	21.78	20.89
<b>Total</b>	<b>970.42</b>	<b>1,829.04</b>	<b>1,811.33</b>	<b>1,579.74</b>

**Annexure - II.6****Restated Statement of Finance costs**

(₹ in Lakhs)

Particulars	For period ended on 30/09/2024	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
Interest Expense				
~On borrowings from Banks	51.16	83.59	60.71	34.44
~On borrowings from Others	42.28	95.02	77.54	107.84
Bank Charges	1.76	2.02	2.78	14.04
<b>Total</b>	<b>95.20</b>	<b>180.63</b>	<b>141.04</b>	<b>156.32</b>

**Annexure - II.7**

14,103,563.23

**Restated Statement of Other expenses**

(₹ in Lakhs)

Particulars	For period ended on 30/09/2024	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
Advertisement	33.98	35.67	16.35	45.37
Accreditation Fee - C.A.P.	5.48	19.39	89.49	68.05
Bad Debts	0.51	12.74	15.37	6.58
Legal and professional fees	361.79	627.03	658.25	555.59
Power and fuel	101.70	171.99	160.32	137.28
Clinic Expenses	24.61	28.01	38.12	30.35
Rent	140.03	256.55	249.50	196.65
Rates and taxes	1.89	8.86	5.46	3.49
Insurance	2.89	5.24	11.70	5.23
Repairs and Maintenance Expenses	92.74	195.73	195.82	179.76
CSR Expenses	5.31	1.11	5.41	8.62
Business promotion	2.73	20.56	5.17	3.05



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Conveyance Expenses	80.67	144.23	139.81	109.90
Printing and Stationery	46.09	87.59	84.15	65.95
Audit fees	0.47	0.89	0.89	0.89
Membership Subscription	0.20	0.28	0.16	1.87
Courier & Logistic Expenses	51.52	93.65	117.47	116.91
Running & Maintenance-Generator	22.41	37.11	19.60	16.93
Sample Collection Charges	42.37	100.33	197.37	30.21
Security Charges	10.85	19.91	20.13	21.01
Telephone Expenses	7.85	15.76	15.69	15.46
Testing Charges	59.10	112.56	95.16	60.83
Other Expenses	3.12	12.16	21.30	26.40
Travelling Expenses-Foreign	-	-	0.46	5.27
Loss on Sale of FA	-	7.54	-	2.41
Interest on Duties & Taxes	-	-	0.04	0.30
<b>Total</b>	<b>1,098.30</b>	<b>2,014.89</b>	<b>2,163.19</b>	<b>1,714.35</b>
<b>(i) Payments to the auditors comprises</b>				
- As Auditors	0.47	0.89	0.89	0.89
- Other services	-	-	-	-
<b>(ii) Expenditure on Corporate Social Responsibility</b>				
Gross Amt. required to be spent by the Company during the period	5.31	1.11	5.41	8.62
Amount spent in cash during the year		-	-	-
<b>Total</b>	<b>5.78</b>	<b>1.99</b>	<b>6.30</b>	<b>9.50</b>

**Annexure - II.8****Restated Statement of Earning Per Equity Share**

(₹ in lakhs, except per share data)

Particulars	For period ended on 30/09/2024	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
<b>Before Exceptional Itmes</b>				
1.Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs. in Lakhs)	495.53	579.48	(573.20)	(145.14)
2. Weighted Average number of equity shares [Original]	1,000,000	1,000,000	1,000,000	1,000,000
3. Weighted Average number of equity shares used as denominator for calculating EPS (After considering Bonus impact with retrospective effect)	11,000,000	11,000,000	11,000,000	11,000,000
4. Basic and Diluted Earning per Share (On Face value of Rs. 10/ per share)	4.50	5.27	(5.21)	(1.32)

**ANNEXURE-IV**

**Summary of significant accounting policies**

**1.1) Basis of preparation of financial statements**

The financial statements are prepared under the historical cost convention in accordance with the Generally Accepted Accounting Policies in India and comply with the mandatory accounting standards under section 211 (3C) of the Companies Act., 1956. The accounting policies have been consistently applied by the company and are consistent with those used in the previous year.

**a. Use of estimates**

The preparation of the financial statements in conformity with GAAP requires the management to make estimates and assumption that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the period.

Contingencies are recorded when it is probable that a liability will be incurred, and the amount can be reasonably estimated. Where no reliable estimate can be made, a disclosure is made as contingent liability. Actual results could differ from those estimates. The differences if any will be dealt accordingly in subsequent years.

**b. Property, Plant and equipment**

Property, Plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of Property, Plant and equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing Property, Plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

**Capital Work in Progress**

Capital expenditure on assets under construction by the company is reflected as a distinct item in Capital work in progress till the period of completion and thereafter in the Property Plant & Equipment .

Expenditure during construction period incurred on the projects under implementation are treated as pre operative expenses pending allocation to the Property, plant & equipment, and are included under capital work in progress. These expenses are apportioned to the Property, plant & equipment on commencement of commercial production. capital work in progress is stated at the amount incurred upto the date of Balance Sheet.

**c. Depreciation**

Depreciation on assets, are provided pro-rata from the date of capitalization on the Straight Line method as per useful life and in the manner specified under schedule -II to the Companies Act, 2013.

The Company has used the following rates to provide depreciation on its Property, Plant and Equipment.

Asset Description	Useful lives estimated by the Management (years)
Plant and equipment	8
Vehicles	8 to 10
Furniture & Fixtures	10
Office Equipment	5
Computers	3

**d. Impairment of tangible and intangible assets**

The Company 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 company estimates the assets recoverable amount. An asset recoverable amount is higher of an asset's or cash generating unit's (CGU) net selling price and its value in use. the recoverable amount is determined for and individual asset, unless the asset doesnot generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is wrtitten down to its recoverable amount. in assessing value in use, the estiamted future cash flows are discouted 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 assets. After impairment, depreciation is provided and the revised carrying amount of the asset over its remaining useful life.

**e. Inventories**

Raw Materials, components, stores and spares are valued at lower of cost and net realizable value.

Cost is determined on a First in First out (FIFO) basis. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale.

Cost of inventories comprise of all costs of purchases, costs of conversion and other costs incurred in bringing them to their respective present location and condition. Stock of construction materials, stores, spares and oil and lubricants as certified by the management have been valued at cost.

**MODERN DIAGNOSTIC & RESEARCH CENTRE LIMITED****(Formerly also known as MODERN DIAGNOSTIC & RESEARCH CENTRE PRIVATE LIMITED)****CIN : U85110DL2012PLC234368****f. Revenue recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

**Revenue from contracts:**

Revenue and costs associated there with have been recognised in accordance with AS 7 Constructions Contracts.

Revenue from Construction contracts is recognised by reference to the stage of completion of the contract activity at the reporting date of the financial statements on the basis of percentage of completion method. The stage of completion of contracts is measured by reference to the proportion that contract cost incurred for work performed up to the reporting date bear to the estimated total contract cost for each contract.

An expected loss on construction contract is recognised as an expense immediately and it is certain that the total contract cost will exceed the total contract revenue.

Incentive payments, as per the customer specified performance standards, are included in the contract revenue only when:

- a. The contract is sufficiently advanced that it is probable that the specified performance standards will be met; and
- b. The amount incentive payment can be measured reliably.

**g. Income taxes**

Tax expenses comprises of current and deferred tax. Current income tax has been measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

**h. Earnings per share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**i. Provisions**

A provision has been recognized in respect of a present obligation as a result of past event i.e. based on the probability of there being an outflow of resources to settle the obligation, in respect of which a reliable estimate can be made. Provisions have not been discounted to its present value and have been determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The company does not recognize a contingent liability but discloses its existence in the financial statements.

**j. Cash and cash equivalents**

Cash and cash equivalents for the purposes of cash flow statement comprises of cash at bank and in hand and short-term investments with an original maturity of three months or less.

**k. Investments**

- i. Long-term investments are valued at cost less provision for diminution, if any, in value of such investments.
- ii. Current investments are valued at lower of cost and fair market value.

ANNEXURE –V

Notes to the Re-stated Financial Statements:

**I. Additional regulatory information**

**(a) Details of crypto currency or virtual currency**

The Company has neither traded nor invested in Crypto currency or Virtual Currency for the period/year ended on September 30, 2024, March 31, 2024, 2023 & 2022. Further, the Company has also not received any deposits or advances from any person for the purpose of trading or investing in Crypto Currency or Virtual Currency.

**(b) Undisclosed income**

During the Period, the Company has not surrendered or disclosed as income any transactions not recorded in the books of accounts in the course of tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

**(c) Relationship with struck off companies**

The Company does not have any transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 for the year ended on September 30, 2024, March 31, 2024, 2023 & 2022.

**(d) Compliance with numbers of layers of companies**

The Company is in compliance with the number of layers of companies in accordance with clause 87 of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 for the year ended on September 30, 2024 March 31, 2024, 2023 & 2022.

**(e) Utilisation of borrowed funds and share premium**

For the year ended on September 30, 2024, March 31, 2024, 2023, 2022 & 2021 the Company has not advanced or loaned or invested funds (either borrowed funds or share premium or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

- i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- ii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

For the year ended on September 30, 2024, March 31, 2024, 2023, 2022 & 2021, the Company 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 Company shall:

- i) 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
- ii) provide any guarantee, security, or the like on behalf of the ultimate beneficiaries.

**(f) The Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.**

**(g) No proceeding have been initiated nor pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.**

**II. Non-adjustment Items:**

No Audit qualifications for the respective periods which require any corrective adjustment in these Restated Financial Statements of the Company have been pointed out during the restated period.

**III. Material Regroupings:**

Appropriate adjustments have been made in the restated summary statements of Assets and Liabilities Profits and Losses and Cash flows wherever required by reclassification of the corresponding items of income expenses assets and liabilities in order to bring them in line with the requirements of the SEBI Regulations.

**IV. Material Adjustments in Restated Profit & Loss Account:**

Particulars	For the Period Ended			
	9/30/2024	3/31/2024	3/31/2023	3/31/2022
<b>Profit After Tax as per Books of Accounts</b>	<b>592.31</b>	<b>644.22</b>	<b>33.04</b>	<b>42.65</b>
Adjustment for provision of Gratuity	1.63	(17.06)	-	13.80
Adjustment for provision of Income Tax	(94.19)	8.28	-	(6.90)
Adjustment for provision of Deferred Tax	(4.21)	(55.95)	250.45	(250.45)
Adjustment for Depreciation	-	-	(856.69)	55.77
<b>Profit After Tax as per Restated</b>	<b>495.53</b>	<b>579.48</b>	<b>(573.19)</b>	<b>(145.14)</b>

(₹ in Lakhs)

Particulars	For the Period Ended				
	9/30/2024	3/31/2024	3/31/2023	3/31/2022	3/30/2021
<b>Reserves and surplus as per Books of Accounts</b>	<b>1,725.95</b>	<b>1,133.64</b>	<b>489.43</b>	<b>456.38</b>	<b>413.73</b>
Adjustment for provision of Gratuity	1.63	(17.06)	-	13.80	-
Adjustment for provision of Income Tax	(92.81)	1.38	-	(6.90)	-
Adjustment for provision of Deferred Tax	(60.17)	(55.95)	(0.00)	(250.45)	-
Adjustment for Depreciation	0.01	0.01	0.01	55.77	-
Adjustment in opening balance due to Depreciation	(3.26)	13.80	6.90	800.94	800.94
<b>Reserves and surplus as per Restated</b>	<b>1,571.35</b>	<b>1,075.82</b>	<b>496.33</b>	<b>1,069.53</b>	<b>1,214.67</b>

**V. Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006**

Based on the information available with the Company in respect of MSME (as defined in the Micro, Small and Medium Enterprises Development Act, 2006) there are no delays in payment of dues to such enterprise during the year.

The identification of Micro, Small and Medium Enterprises Suppliers as defined under "The Micro, Small and Medium Enterprises Development Act, 2006" is based on the information available with the management. As certified by the management, the amounts overdue as on September 30, 2024, March 31, 2024, 2023, 2022 & 2021 to Micro, Small and Medium Enterprises on account of principal amount together with interest, aggregate to Rs. Nil.

I. Other figures of the previous years have been regrouped / reclassified and / or rearranged wherever necessary.

II. The balance of Sundry Creditors, Sundry Debtors, Loans Advances, Unsecured Loans, and Current Liabilities are subject to confirmation and reconciliation.

**VI** As required under SEBI (ICDR) Regulations, the statement of assets and liabilities has been prepared after deducting the balance outstanding on revaluation reserve account from both fixed assets and reserves and the net worth arrived after such deductions.

**VI. Corporate Social Responsibility :**

Particulars	For the period ended			
	30th September, 2024	31st March, 2024	31st March, 2023	31st March, 2022
Amount Required to be spent by the company during the period	5.31	1.11	5.41	8.62
Amount of expenditure incurred	5.31	1.11	5.41	8.62
Shortfall at the end of the previous year	Nil	Nil	Nil	Nil
Total of previous years shortfall	Nil	Nil	Nil	Nil
Reason for shortfall	NA	NA	NA	NA
Nature of CSR activities	To provide educational support to underprivileged children and children to remote areas, healthcare services and facilities to bird and animals			
Details of related party transaction, e.g., contribution to a trust controlled by the company in relation to CSR Expenditure as per relevant Accounting Standard,	NA	NA	NA	NA
Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movement in the provision during the year should be shown separately.	NA	NA	NA	NA

**VII. Trade Receivables, Trade Payables, Borrowings, Loans & Advances and Deposits**

Balances of Trade Receivables, Trade Payables, Borrowings and Loans & Advances and Deposits are subject to confirmation.

**VIII. Re-grouping/re-classification of amounts**

The figures have been grouped and classified wherever they were necessary.

**IX. Examination of Books of Accounts & Contingent Liability**

The list of books of accounts maintained is based on information provided by the assessee and is not exhaustive. The information in audit report is based on our examination of books of accounts presented to us at the time of audit and as per the information and explanation provided by the assessed at the time of audit.

**X. Director Personal Expenses**

There are no direct personal expenses debited to the profit and loss account. However, personal expenditure if included in expenses like telephone, vehicle expenses etc. are not identifiable or separable.

**XI. Deferred Tax Asset / Liability: [AS-22]**

The company has created Deferred Tax Asset / Liability as required by Accounting Standard (AS) - 22.

**XII. Disclosure under AS - 15 Employee Benefits**

The benefits payable under this plan are governed by "Gratuity Act 1972". Under the Act, employee who has completed five years of service is entitled to specific benefit. The level of benefit provided depends on the member's length of services and salary at retirement age.

The following tables summarise the components of net benefit expense recognised in the summary statement of profit or loss and the funded status and amounts recognised in the statement of assets and liabilities for the respective plans:

Particulars	(₹ in Lakhs)			
	As on 30th September, 2024	As on 31st March, 2024	As on 31st March, 2023	As on 31st March, 2022
<b>Components of Employer Expense</b>				
Current Service Cost	14.64	24.67	19.79	19.42
Interest Cost	5.11	8.23	5.71	3.42
Expected return on Plan Assets	-	-	-	-
Actuarial Losses/(gains)	(21.38)	(0.65)	3.64	4.21
Past Service Cost	-	-	-	-
<b>Total Expense recognised in the Statement of Profit &amp; Loss.</b>	<b>(1.63)</b>	<b>32.25</b>	<b>29.14</b>	<b>27.05</b>
<b>Net (Asset)/Liability recognised in the Balance Sheet</b>				
Opening Net Liability	142.01	111.36	83.52	56.46
Expense recognised in the Statement of Profit & Loss	(1.63)	32.25	29.14	27.05
Net Liability/(Asset) Transfer In	-	-	-	-
Net (Liability)/Asset Transfer Out	-	-	-	-
Benefit paid directly by the employer	(1.25)	(1.60)	(1.30)	-
Employers' Contribution	-	-	-	-
<b>Net (Asset)/Liability recognised in the Balance Sheet</b>	<b>139.13</b>	<b>142.01</b>	<b>111.36</b>	<b>83.52</b>

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<b>Change in defined benefit obligations (DBO) during the year</b>				
Present value of DBO at beginning of the Year	142.01	111.36	83.52	56.46
Current Service Cost	14.64	24.67	19.79	19.42
Interest Cost	5.11	8.23	5.71	3.42
Expected return on Plan Assets	-	-	-	-
Benefit paid directly by the employer	(1.25)	(1.60)	(1.30)	-
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	3.36	1.80	(4.05)	(4.04)
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	-	-	-	(2.41)
Actuarial (Gains)/Losses on Obligations - Due to Experience	(24.74)	(2.46)	7.68	10.66
<b>Present Value of DBO at the end of the year</b>	<b>139.13</b>	<b>142.01</b>	<b>111.36</b>	<b>83.52</b>
<b>Bifurcation of Present Value of Obligation at the end of the year with respect to provisions of the Companies Act, 2013</b>				
Current Liability (Amount due within One year)	15.08	13.78	10.48	23.42
Non-Current Liability (Amount due over One year)	124.05	128.23	100.88	60.09
<b>Present Value of Obligation as at the end of the Period</b>	<b>139.13</b>	<b>142.01</b>	<b>111.36</b>	<b>83.52</b>
<b>Actuarial Assumptions</b>				
<b>Economics</b>				
Discount Rate	<b>6.82%</b>	<b>7.19%</b>	<b>7.39%</b>	<b>6.84%</b>
Salary Escalation	<b>5.00%</b>	<b>5.00%</b>	<b>5.00%</b>	<b>5.00%</b>
<b>Demographic</b>				
Mortality Rate	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)
Attrition Rate				
For service 1 years and below	<b>22.00%</b>	<b>22.00%</b>	<b>22.00%</b>	<b>22.00%</b>
For service 2 years to 4 years	<b>15.00%</b>	<b>15.00%</b>	<b>15.00%</b>	<b>15.00%</b>
For service 5 years to 10 years	<b>11.00%</b>	<b>11.00%</b>	<b>11.00%</b>	<b>11.00%</b>
For service 11 years and above	<b>6.00%</b>	<b>6.00%</b>	<b>6.00%</b>	<b>6.00%</b>
<b>Valuation Inputs</b>				
Retirement Age	<b>58 &amp; 75 Years</b>	<b>58 &amp; 75 Years</b>	<b>58 &amp; 75 Years</b>	<b>58 years</b>
Vesting Period	<b>5 Years</b>	<b>5 Years</b>	<b>5 Years</b>	<b>5 Years</b>



**ANNEXURE –VI**

**Statement of Accounting & Other Ratios, As Restated**

Particulars	9/30/2024	3/31/2024	3/31/2023	3/31/2022
Net Profit as Restated (A)	495.53	579.48	(573.20)	(145.14)
Add: Depreciation	212.67	392.29	386.76	366.02
Add: Interest on Loan	95.20	180.63	141.04	156.32
Add: Income Tax/ Deferred Tax	197.89	106.93	(21.02)	258.93
Less: Other Income	(35.05)	(154.15)	(32.36)	(37.22)
<b>EBITDA</b>	<b>966.23</b>	<b>1,105.18</b>	<b>(98.77)</b>	<b>598.92</b>
<b>EBITDA Margin (%)</b>	<b>24.17%</b>	<b>16.46%</b>	<b>-1.75%</b>	<b>9.95%</b>
Net Worth as Restated (B)	1,671.35	1,175.82	596.33	1,169.53
<b>Return on Net worth (%) as Restated (A/B)</b>	<b>29.65%</b>	<b>49.28%</b>	<b>-96.12%</b>	<b>-12.41%</b>
Equity Share at the end of year (in Nos.) (C)	1,000,000	1,000,000	1,000,000	1,000,000
<b>Weighted No. of Equity Shares (Pre-Bonus) (D)</b>	<b>1,000,000</b>	<b>1,000,000</b>	<b>1,000,000</b>	<b>1,000,000</b>
<b>Weighted No. of Equity Shares (Post-Bonus) (E)</b>	<b>11,000,000</b>	<b>11,000,000</b>	<b>11,000,000</b>	<b>11,000,000</b>
<b>(after considering Bonus Impact with retrospective effect)</b>				
<b>Basic &amp; Diluted Earnings per Equity Share as Restated (A/D)</b>	<b>49.55</b>	<b>57.95</b>	<b>-57.32</b>	<b>-14.51</b>
<b>Basic &amp; Diluted Earnings per Equity Share as Restated after considering Bonus Impact with retrospective effect (A/E)</b>	<b>4.50</b>	<b>5.27</b>	<b>-5.21</b>	<b>-1.32</b>
Equity Share at the end of year (in Nos.) (F)	1,000,000	1,000,000	1,000,000	1,000,000
<b>Equity Share at the end of year (in Nos.) (after considering Bonus Impact with retrospective effect) (G)</b>	<b>11,000,000</b>	<b>11,000,000</b>	<b>11,000,000</b>	<b>11,000,000</b>
<b>Net Asset Value per Equity share as Restated (B/C)</b>	<b>167.13</b>	<b>117.58</b>	<b>59.63</b>	<b>116.95</b>
<b>Net Asset Value per Equity share as Restated after considering Bonus Impact with retrospective effect (B/G)</b>	<b>15.19</b>	<b>10.69</b>	<b>5.42</b>	<b>10.63</b>

Note:-

EBITDA Margin = EBITDA/Total Revenues

Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year

Return on Net worth (%) = Restated Profit after taxation / Net worth x 100

Net asset value/Book value per share (₹) = Net worth / No. of equity shares

The Company does not have any revaluation reserves or extra-ordinary items.

As per Accounting Standard 20 (AS - 20), In case of a bonus issue or a share split, equity shares are issued to existing shareholders for no additional consideration. Therefore, the number of equity shares outstanding is increased without an increase in resources. The number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

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Sr. No.	Ratio	As at 30/09/2024	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
1	Current Ratio	0.87	0.75	0.58	0.87
2	Debt-Equity Ratio	1.26	1.74	2.57	1.74
3	Debt Service Coverage Ratio	3.38	2.69	-0.17	1.73
4	Return on Equity (ROE)(%)	34.81%	65.40%	-64.92%	-17.24%
5	Inventory Turnover Ratio	2.73	7.17	10.13	15.62
6	Trade receivables turnover ratio	3.59	7.29	6.60	6.36
7	Trade payables turnover ratio	1.26	2.23	1.97	1.91
8	Net capital turnover ratio	-8.57	-9.01	-9.76	-26.55
9	Net profit ratio(%)	12.40%	8.63%	-10.18%	-2.41%
10	Return on capital employed (ROCE)(%)	21.10%	25.58%	-17.19%	8.75%
11	Return on investments(%)	0.87%	5.06%	25.59%	5.70%

Sr. No.	Ratio	As At 31/03/2024	Notes	As At 31/03/2023	Notes
1	Current Ratio	29.80%	Refer A-1	-33.67%	Refer B-1
2	Debt-Equity Ratio	-32.23%	Refer A-2	47.18%	Refer B-2
3	Debt Service Coverage Ratio	-1702.17%	Refer A-3	-109.72%	Refer B-3
4	Return on Equity (ROE)(%)	-200.74%	Refer A-4	276.46%	Refer B-4
5	Inventory Turnover Ratio	-29.22%	Refer A-5	-35.14%	Refer B-5
6	Trade receivables turnover ratio	10.52%		3.80%	
7	Trade payables turnover ratio	13.10%		3.02%	
8	Net capital turnover ratio	-7.67%		-63.25%	Refer B-6
9	Net profit ratio(%)	-184.76%	Refer A-6	322.48%	Refer B-7
10	Return on capital employed (ROCE)(%)	-248.80%	Refer A-7	-296.47%	Refer B-8
11	Return on investments(%)	-80.25%	Refer A-8	349.30%	Refer B-9

**Note : A Reasons for Variations:**

- 1 Current Ratio : It is increased due to increase in Trade Receivables
- 2 Debt Equity Ratio: It is due to repayment of debts
- 3 Debt Service Coverage Ratio : It is decreased due to decrease in debts.
- 4 Return on Equity (ROE)(%) : The variance is due to increase in retained earnings
- 5 Inventory Turnover Ratio : It is increased due to decreased in purchase stock in trade
- 6 Net profit ratio(%) :It is increased as overall operating profit of company is increased
- 7 Return on capital employed (ROCE)(%) :The variance is due to increase in capital employed
- 8 Return on investments(%) : It is due to decrease in fixed deposit return on investment

**Note : B Reasons for Variations:**

- 1 Current Ratio : It is decreased due to increase in Trade Payables
- 2 Debt Equity Ratio: It is increase due to increase in debts
- 3 Debt Service Coverage Ratio : It is decreased due to decrease in debts as debt repayment
- 4 Return on Equity (ROE)(%) : The variance is due to increase in retained earnings
- 5 Inventory Turnover Ratio : It is increased due to decreased in purchase stock in trade
- 6 Net capital turnover ratio : It is decreased due to decreased in revenue from operation
- 7 Net profit ratio(%) :It is increased as overall operating profit of company is increased
- 8 Return on capital employed (ROCE)(%) :The variance is due to increase in capital employed
- 9 Return on investments(%) : It is due to decrease in fixed deposit return on investment

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**ANNEXURE –VII****Statement of Capitalization, As Restated****(₹ in Lakhs)**

<b>Particulars</b>	<b>Pre-Issue</b>	<b>Post Issue*</b>
	<b>9/30/2024</b>	
<b>Debt :</b>		
Long Term Debt	1,164.93	[•]
Short Term Debt	948.24	[•]
<b>Total Debt</b>	<b>2,113.17</b>	<b>-</b>
<b>Shareholders Funds</b>		
Equity Share Capital	100.00	[•]
Reserves and Surplus	1,571.35	[•]
Less: Misc. Expenditure	-	-
<b>Total Shareholders' Funds</b>	<b>1,671.35</b>	<b>[•]</b>
<b>Long Term Debt/ Shareholders' Funds</b>	<b>0.70</b>	<b>[•]</b>
<b>Total Debt / Shareholders Fund</b>	<b>1.26</b>	<b>[•]</b>

**\*Note:-**

1) "The post issue figures are as on 30.09.2024"

2) "The post issue figures are not available since issue price is not yet finalized"

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ANNEXURE –VIII				
Statement of Tax Shelter, As Restated				
(₹ in Lakhs)				
Particulars	As At			
	9/30/2024	3/31/2024	3/31/2023	3/31/2022
<b>Profit Before Tax as per books of accounts (A)</b>	<b>693.42</b>	<b>686.41</b>	<b>(594.21)</b>	<b>113.80</b>
-- Normal Tax rate	27.82%	27.82%	27.82%	27.82%
-- Minimum Alternative Tax rate	16.69%	16.69%	16.69%	15.60%
<b>Permanent differences</b>				
Other adjustments	-	79.40	62.55	42.85
CSR Expenditure	5.31	1.11	5.41	8.62
<b>Total (B)</b>	<b>5.31</b>	<b>80.51</b>	<b>67.96</b>	<b>51.46</b>
<b>Timing Differences</b>				
Depreciation as per Books of Accounts	212.67	392.29	386.76	366.02
Depreciation as per Income Tax	183.11	371.18	332.55	356.11
Difference between tax depreciation and book depreciation	29.56	21.10	54.22	9.91
Other adjustments	(0.49)	-	(10.98)	-
Deduction under chapter VI-A		-	-	-
<b>Total (C)</b>	<b>29.06</b>	<b>21.10</b>	<b>43.24</b>	<b>9.91</b>
<b>Net Adjustments (D = B+C)</b>	<b>34.37</b>	<b>101.61</b>	<b>111.20</b>	<b>61.38</b>
<b>Total Income (E = A+D)</b>	<b>727.79</b>	<b>788.03</b>	<b>(483.01)</b>	<b>175.17</b>
Brought forward losses set off (INCLUDING Depreciation)	-	(534.57)	-	-
Tax effect on the above (F)	-	(534.57)	-	-
<b>Taxable Income/ (Loss) for the year/period (E+F)</b>	<b>727.79</b>	<b>253.46</b>	<b>(483.01)</b>	<b>175.17</b>
Tax & interest thereon Payable for the year	202.47	70.51	-	48.73
Tax payable as per MAT	115.75	126.35	-	17.75
Tax expense recognised	202.47	126.35	-	48.73
Tax payable as per normal rates or MAT (whichever is higher)	<b>Income Tax</b>	<b>MAT</b>	<b>Income Tax</b>	<b>Income Tax</b>

ANNEXURE –IX

Statement of Related Party & Transactions :

List of Related Parties where Control exists and Relationships:

Sr. No	Name of the Related Party	Relationship
1)	Devendra Singh Yadav	Chairman and Managing Director
2)	Nitin Kumar	Director
3)	Deepali Yadav	Director
4)	Asha Yadav	Director
5)	Sunita Yadav	Director
6)	Jitendra Singh	Chief Financial Officer/Director
7)	Priyanshu Yadav	Company Secretary
8)	Kanika Yadav	Relatives of Director
9)	Dhruv Yadav	Relatives of Director

Note:

Nithi Kumar Resigned as on April 1, 2024 as director

Asha Yadav Resigned as on April 1, 2024 as director

Sunita Yadav Resigned as on April 1, 2024 as director

(₹ in Lakhs)

Transactions during the year:	For the period ended 30/09/2024	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
<b>Directors Remuneration / Salary Paid to Related Party</b>				
Devendra Singh Yadav	83.35	142.84	141.58	141.42
Nitin Kumar	37.78	63.36	62.51	62.77
Deepali Yadav	33.62	57.60	56.83	57.12
Asha Yadav	-	8.67	8.56	8.56
Sunita Yadav	-	8.67	8.56	8.56
Jitendra Singh	-	17.28	17.04	17.25
Kanika Yadav	18.90	34.91	30.15	25.10
Dhruv Yadav	7.21	13.22	11.42	7.94
Jitendra Singh	10.08	-	-	-
<b>Interest Paid</b>				
Asha Yadav	-	-	-	1.70
Devendra Singh Yadav	-	-	-	-
<b>Rent Paid</b>				
Devendra Singh Yadav	41.05	68.31	68.30	57.50
<b>Loan Taken</b>				
Devendra Singh Yadav	-	393.00	-	-
Asha Yadav	-	10.00	-	-
<b>Repayment of Loan</b>				
Devendra Singh Yadav	30.00	-	-	-
<b>Closing Balance at the year end</b>	<b>For the period ended 30/09/2024</b>	<b>For the year ended 31/03/2024</b>	<b>For the year ended 31/03/2023</b>	<b>For the year ended 31/03/2022</b>
<b>Outstanding balance of Loan</b>				
Devendra Singh Yadav	363.00	393.00	-	-
Asha Yadav	10.00	10.00	-	-

ANNEXURE –X

Statement of Dividends

No Dividend Paid till Date

ANNEXURE –XI

Changes in the Significant Accounting Policies

There have been change in the accounting policy of charging depreciation on property plant and equipment of the company for the period covered under audit.

ANNEXURE –XII

Contingent Liabilities & Capital Commitment:

Claims against the Company (including unasserted claims) not acknowledged as debt:

(₹ in Lakhs)

Contingent Liabilities	9/30/2024	3/31/2024	3/31/2023	3/31/2022
Gaurantees issued by Bank on behalf of the Company	17.89	20.55	11.40	10.00

(₹ in Lakhs)

Particulars	9/30/2024	3/31/2024	3/31/2023	3/31/2022
Capital Commitment		NIL	NIL	NIL

## OTHER FINANCIAL INFORMATION

### Statement of Accounting & Other Ratios, As Restated

(₹ in Lakhs)

Particulars		30-09-2024	31-03-2024	31-03-2023	31-03-2022
Net Profit as Restated	(A)	495.53	579.48	(573.20)	(145.14)
Add: Depreciation		212.67	392.29	386.76	366.02
Add: Interest on Loan		95.20	180.63	141.04	156.32
Add: Income Tax/ Deferred Tax		197.89	106.93	(21.02)	258.93
Less: Other Income		(35.05)	(154.15)	(32.36)	(37.22)
<b>EBITDA</b>		966.23	1,105.18	(98.77)	598.92
<b>EBITDA Margin (%)</b>		24.17%	16.46%	-1.75%	9.95%
Net Worth as Restated	(B)	1,671.35	1,175.82	596.33	1,169.53
<b>Return on Net worth (%) as Restated</b>	(A/B)	29.65%	49.28%	-96.12%	-12.41%
Equity Share at the end of year (in Nos.)	(C)	10,00,000	10,00,000	10,00,000	10,00,000
<b>Weighted No. of Equity Shares (Pre-Bonus)</b>	(D)	10,00,000	10,00,000	10,00,000	10,00,000
<b>Weighted No. of Equity Shares (Post-Bonus)</b>	(E)	1,10,00,000	1,10,00,000	1,10,00,000	1,10,00,000
(after considering Bonus Impact with retrospective effect)					
<b>Basic &amp; Diluted Earnings per Equity Share as Restated</b>	(A/D)	49.55	57.95	-57.32	-14.51
<b>Basic &amp; Diluted Earnings per Equity Share as Restated after considering Bonus Impact with retrospective effect</b>	(A/E)	4.50	5.27	-5.21	-1.32
Equity Share at the end of year (in Nos.)	(F)	10,00,000	10,00,000	10,00,000	10,00,000
<b>Equity Share at the end of year (in Nos.) (after considering Bonus Impact with retrospective effect)</b>	(G)	1,10,00,000	1,10,00,000	1,10,00,000	1,10,00,000
<b>Net Asset Value per Equity share as Restated</b>	(B/C)	167.13	117.58	59.63	116.95
<b>Net Asset Value per Equity share as Restated after considering Bonus Impact with retrospective effect</b>	(B/G)	15.19	10.69	5.42	10.63

Notes :

- 1) The ratios have been calculated as below:
  - a) Basic Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Equity Shares outstanding during the year.
  - b) Diluted Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Diluted Potential Equity Shares outstanding during the year.
  - c) Return on Net Worth (%) = Restated PAT attributable to Equity Shareholders/ Net Worth X 100
  - d) Restated Net Asset Value per equity share (Rs.) = Restated Net Worth as at the end of the year + Preference Share Capital / Total Number of Equity Shares outstanding during the year.
- 2) Weighted Average Number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. Further, number of shares are after considering impact of the bonus shares.
- 3) Earnings Per Share calculation are in accordance with Accounting Standard 20- Earnings Per Share, notified under the Companies (Accounting Standards) Rules 2006, as amended.
- 4) Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss)



- 5) Share Split: Shares have been Sub divided from Rs. 100/- to Rs. 10/- per share during the period ending 31/12/2023. Thus, the effect of Split given on EPS and NAV as well.
- 6)  $\text{EBIDTA Margin} = \text{EBIDTA} / \text{Total Revenue}$

## **MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS**

*You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in the Draft Red Herring Prospectus. You should also read the section entitled “Risk Factors” beginning on page 23 and “Forward Looking Statements” beginning on page 16, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations.*

*The following discussion of our financial condition and results of operations should be read in conjunction with our restated financial statements for the period ended September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 including the schedules and notes thereto and the reports thereto, which appear in the section titled “Financial Information of our company” on Page No.164 of the Draft Red Herring Prospectus. The financial statements presented and discussed herein have been prepared to comply in all material respects with the notified accounting standards by Companies (Accounting Standards) Rules, 2006 (as amended), the relevant provisions of the Companies Act and SEBI (Issue of Capital and Disclosure Requirements) Regulations. Our fiscal year ends on March 31 of each year. Accordingly, all references to a particular fiscal year/financial year are to the twelve-month period ended on March 31 of that year. The forward-looking statements contained in this discussion and analysis is subject to a variety of factors that could cause actual results to differ materially from those contemplated by such statements.*

### **OVERVIEW**

We are a services provider in diagnostic and related healthcare tests services in India. We offer a one-stop solution for pathology and radiology testing services such as imaging (including radiology), pathology/clinical laboratory. Through our integrated, nationwide network, we offer a complete range of diagnostic facilities in radiology and pathology. We provide healthcare tests and services for use in core testing, patients’ diagnosis and prevention, monitoring of disease and other health conditions. Our customers include individual patients, hospitals and other healthcare providers and corporate customers.

Our Promoter and Managing Director, Mr. Devendra Singh Yadav started its operations of Diagnostic Centre in the name and style of Modern X-Ray and Clinical Lab as Proprietorship firm in the year 1985 which was designated later on as Modern Diagnostic & Research Centre, in the year 1992. Modern Diagnostic and Research Centre Pvt Limited was incorporated in 2012, we acquired the Business of M/s Modern Diagnostics & Research Centre, Proprietorship Concern through Business Transfer Agreement in 2013.

Our Company was originally incorporated as “Modern Diagnostic & Research Centre Private Limited” as a private limited company, under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated April 16, 2012 issued by Registrar of Companies, Delhi having Corporate Identification Number U85110DL2012PTC234368. Subsequently, our Company was converted from a private limited company to public limited company pursuant to special resolution passed in the Extra-Ordinary General Meeting of the company held on November 16, 2024 and consequently the name of our Company was changed to “Modern Diagnostic & Research Centre Limited” pursuant to fresh certificate of incorporation dated December 18, 2024 issued to our Company by the Registrar of Companies, Central Processing Centre having Corporate Identification Number U85110DL2012PLC234368. For details of change in name and registered office of our Company, please refer to chapter titled “History and Corporate Structure” beginning on page no. 139 of this Draft Red Herring Prospectus.

We are focused on providing reliable diagnostic and related healthcare tests and value-added services such as home collection of specimens and online access to test reports. We also offer customized test packages to our institutional customers/patients as per their requirement. Our patient centric approach is a critical differentiator which results in several individuals and healthcare providers choosing us as their diagnostic healthcare services provider. Presently, we have 21 centres which includes 17 laboratories and 4 diagnostics centres in 8 states. We offer wide range of diagnostic facilities in Radiology and High-end Pathology. Our healthcare tests and services include Ultrasound and colour doppler, CT scan, MRI, Digital X-ray, Mammography, Heart lab, Neuro lab and laboratory, ECG, CBCT, OPG, PFT etc.

Our diagnostic testing portfolio includes (i) “Pathology” which includes Anatomical Pathology, Clinical Pathology, Forensic Pathology and Molecular Pathology; (ii) “Radiology” which includes Diagnostic Radiology and Interventional Radiology such as X-ray, Computed Tomography (CT scan), Magnetic Resonance Imaging (MRI), Ultrasound etc. We perform these tests and services in our clinical laboratories using sophisticated and computerized instruments.

We focus on providing quality diagnostic and related healthcare tests and services to patients. We believe our focus on the patient as a customer is a critical differentiator in the diagnostic and healthcare industry and, together with what we believe is our brand’s recognition for quality diagnostic services, results in individuals and healthcare providers choosing us as their diagnostic healthcare service provider. This is because in India, patients generally choose their diagnostic healthcare service provider based on quality and affordability. Patients and healthcare providers seek good and reliable healthcare service providers.

The Indian healthcare sector renowned for its dynamic growth potential and diverse components was estimated to value at an impressive USD 216 billion in FY23. This sector is projected to nearly double to an estimated USD 454 billion by FY28, representing a robust compound annual growth rate of 16%. The market revenue of diagnostic sector in India reached INR 981 billion in 2023 from INR 710 billion in 2020 and further estimated to grow to INR 1,055 billion in 2024, clocking a CAGR of 10.4% between 2020-2024. Between 2024E-2030F, the country's overall diagnostic market revenue is projected to grow at 13.1% CAGR with revenue slated to reach to INR 2,204 billion (Source: D&B report).

Our visionary Promoters and Directors, Mr. Devendra Singh Yadav and Mrs. Deepali Yadav, bring a wealth of experience to the healthcare industry, with 38 and 11 years of expertise, respectively. Their deep understanding of the sector, combined with their leadership skills, has played a crucial role in shaping and expanding our company. As seasoned professionals, they are driven by a strong passion for healthcare and a commitment to excellence. Their strategic vision and progressive thinking have been instrumental in driving innovation, enhancing patient care, and fostering sustainable growth. Under their guidance, our organization continues to evolve, adapt to industry advancements.

We have also implemented a PACS (Picture Archiving and Communication System) for efficient data storage, retrieval, and management of medical images. This advanced system allows us to securely store diagnostic images such as X-rays, CT scans, MRIs, and ultrasounds in a digital format, eliminating the need for physical film. Additionally, PACS enables seamless remote access to medical images and reports via the internet. This allows radiologists and healthcare professionals to analyze and interpret diagnostic images from any location, improving workflow efficiency and ensuring faster reporting. With this system, patient data remains securely stored while providing quick and convenient access for accurate diagnosis and timely medical decisions.

## STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

For details in respect of Statement of Significant Accounting Policies, please refer to Restated Standalone Financial Statements under chapter titled "Restated Financial Statements" beginning on page 164 of this Draft Red Herring Prospectus.

## Factors Affecting our Results of Operations

Our business is subjected to various risks and uncertainties, including those discussed in the section titled "Risk Factors" beginning on page 23 of this Draft Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Our ability to successfully implement our growth strategy and expansion plans;
- Our ability to attract, retain and manage qualified personnel;
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Our ability to expand our geographical area of services
- Rapid innovation or unforeseen technological failures may adversely affect our business and financial condition
- Competition from existing and new entities may adversely affect our revenues and profitability;
- Our business and financial performance is particularly based on market demand and supply of our services;
- The performance of our business may be adversely affected by changes in, or regulatory policies of, the Indian national, state and local Governments;
- Unforeseen clinical trial failures or research difficulties can delay progress or increase costs
- Health crises or environmental regulations may disrupt operations or increase demand for certain products
- Any downgrading of India's debt rating by a domestic or international rating agency could have a negative impact on our business and investment returns;
- Changes in Government Policies and political situation in India may have an adverse impact on the business and services of our Company;
- The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition.

## RESULTS OF OUR OPERATION

(Rs.in Lakhs)

Particulars	For Stub Period Ended on		For The Year Ended 31st March					
	30.09.2024	% of Total Revenue	2024	% of Total Revenue	2023	% of Total Revenue	2022	% of Total Revenue
Revenue:								

Revenue from Operations	3,997.65	99.13	6,713.05	97.76	5,628.17	99.43	6,020.70	99.39
Other income	35.05	0.87	154.15	2.24	32.36	0.57	37.22	0.61
<b>Total revenue</b>	<b>4,032.71</b>	<b>100.00</b>	<b>6,867.21</b>	<b>100.00</b>	<b>5,660.53</b>	<b>100.00</b>	<b>6,057.92</b>	<b>100.00</b>
<b>Expenses:</b>								
Cost of Material Consumed	962.71	23.87	1,763.94	25.69	1,752.43	30.96	2,127.68	35.12
Employees Benefit Expenses	970.42	24.06	1,829.04	26.63	1,811.33	32.00	1,579.74	26.08
Finance costs	95.20	2.36	180.63	2.63	141.04	2.49	156.32	2.58
Depreciation and Amortization	212.67	5.27	392.29	5.71	386.76	6.83	366.02	6.04
Other expenses	1,098.30	27.23	2,014.89	29.34	2,163.19	38.22	1,714.35	28.30
<b>Total Expenses</b>	<b>3,339.29</b>	<b>82.81</b>	<b>6,180.79</b>	<b>90.00</b>	<b>6,254.74</b>	<b>110.50</b>	<b>5,944.12</b>	<b>98.12</b>
<b>Profit before exceptional and extraordinary items and tax</b>	<b>693.42</b>	<b>17.19</b>	<b>686.41</b>	<b>10.00</b>	<b>(594.21)</b>	<b>(10.50)</b>	<b>113.80</b>	<b>1.88</b>
Exceptional Items	-	-	-	-	-	-	-	-
<b>Profit before extraordinary items and tax</b>	<b>693.42</b>	<b>17.19</b>	<b>686.41</b>	<b>10.00</b>	<b>(594.21)</b>	<b>(10.50)</b>	<b>113.80</b>	<b>1.88</b>
Extraordinary items	-	-	-	-	-	-	-	-
<b>Profit before tax</b>	<b>693.42</b>	<b>17.19</b>	<b>686.41</b>	<b>10.00</b>	<b>(594.21)</b>	<b>(10.50)</b>	<b>113.80</b>	<b>1.88</b>
<b>Tax expense :</b>								
Current tax	202.47	5.02	126.35	1.84	-	-	48.73	0.80
Deferred Tax	(4.59)	(0.11)	(19.41)	(0.28)	(21.02)	(0.37)	210.20	3.47
<b>Total Tax Expenses</b>	<b>197.89</b>	<b>4.91</b>	<b>106.93</b>	<b>1.56</b>	<b>(21.02)</b>	<b>(0.37)</b>	<b>258.93</b>	<b>4.27</b>
Profit (Loss) for the period from continuing operations	<b>495.53</b>	<b>12.29</b>	<b>579.48</b>	<b>8.44</b>	<b>(573.20)</b>	<b>(10.13)</b>	<b>(145.14)</b>	<b>(2.40)</b>

## Review of Restated Financials

### Key Components of Company's Profit and Loss Statement

**Revenue from operations:** Revenue from operations mainly consists from Sales of services

**Other Income:** Other Income Consist of Interest Income, Foreign Exchange Fluctuation & Misc. Income etc.

**Expenses:** Company's expenses consist of Cost of Material Consumed, Depreciation Expenses, Employee Benefit Expenses, Finance Cost & Other Expenses.

**Cost of Material Consumed:** Cost of material consumed consist of material consumed in providing the services during the year.

**Employee Benefits Expense:** Employee benefit expenses includes Salaries and Wages, Director Remuneration, Contribution of Provident & Other Funds, Gratuity Expenses, Staff Welfare Expenses etc.

**Finance Cost:** Finance Cost includes Interest & Bank Charges.

**Depreciation and Amortization Expense:** We recognize Depreciation and Amortization expense on a SLM Basis as per the rates set forth in the Companies Act, 2013/ Companies Act, 1956, as applicable.

**Other Expenses:** Other expenses includes Advertisement Expenses, Legal & Professional Charges, Power & Fuel, Rent Expenses, Repair & Maintenance Expenses, Conveyance Expenses, Printing & Stationary, Courier & Logistics, Sample Collection Charges, and Testing Charges etc.

**Review of Operations for the period ended on September 30, 2024:**

***Revenue from Operation***

Revenue from operations for the period ended on September 30, 2024 amounting to Rs 3997.65 lakhs represent 99.13 % of Total Revenue

***Other Income***

Other Income Consist of Interest Income, Profit on Sale of Fixed Assets & Other Misc. Income etc. amounting to Rs. 35.05 Lakhs represent 0.87 % of Total Revenue.

***Cost of Material Consumed***

Cost of Material Consumed consist of Material Purchases amounting to Rs. 962.71 Lakhs represents 23.87% of Total Revenue.

***Employee Benefit Cost***

Employee benefit expenses include Salaries and Wages, Directors Remuneration, Professional Tax Expense, Bonus & Incentive Expenses, Ex Gratia Payment, Contribution of Provident & Other Funds, Gratuity Expenses & Staff Welfare Expenses etc. amounting to Rs.970.42 Lakhs represents 24.06 % of Total Revenue.

***Finance Cost***

Finance Cost includes Interest paid on borrowings, Bank Charges amounting to Rs. 95.20 Lakhs represents 2.36 % of Total Revenue.

***Depreciation***

Depreciation charged on SLM method amounting to Rs. 212.67 Lakhs represents 5.27 % of Total Revenue

***Other Expenses***

Other expenses includes Advertisement Expenses, Legal & Professional Charges, Power & Fuel, Rent Expenses, Repair & Maintenance Expenses, Conveyance Expenses, Printing & Stationary, Courier & Logistics, Sample Collection Charges, and Testing Charges etc. amounting to Rs. 1098.30 Lakhs represents 27.23 % of Total Revenue.

***Profit Before Tax***

The Profit before tax for the period ended on September 30, 2024 was Rs. 693.42 Lakhs representing 17.19 % of Total Revenue.

***Tax Expenses***

Tax Expenses consisting of Current Tax & Deferred Tax for the period ended on September 30, 2024 was Rs. 197.89 Lakhs representing 4.91% of Total Revenue.

***Profit After Tax***

The Profit after tax for the period ended on September 30, 2024 was Rs. 495.53 Lakhs representing 12.19 % of Total Revenue.

## **Fiscal 2024 Compared with Fiscal 2023**

### ***Revenue from Operations***

Revenue from operations grew by 19.27%, from ₹5,628.17 lakhs in FY 2023 to ₹6,713.05 lakhs in FY 2024. This growth was driven by the expansion in domestic diagnostic services, particularly in Haryana, Rajasthan, and West Bengal.

### ***Other Income***

Other income rose significantly by 376.56%, from ₹32.36 lakhs to ₹154.15 lakhs. The spike is largely attributable to increased miscellaneous income (₹151.11 lakhs), including gains from sale of assets.

### ***Cost of Materials Consumed***

Material consumption remained almost flat, increasing marginally from ₹1,752.43 lakhs to ₹1,763.94 lakhs. This reflects steady procurement practices, with a controlled increase in medical consumables in proportion to service volumes.

### ***Employee Benefits Expense***

Employee costs increased slightly by 0.98%, from ₹1,811.33 lakhs to ₹1,829.04 lakhs. While salaries and wages remained stable, director remuneration declined slightly, balancing overall personnel costs. Gratuity and group insurance expenses also rose marginally.

### ***Finance Costs***

Finance costs rose by 28.07%, from ₹141.04 lakhs to ₹180.63 lakhs, mainly due to increased borrowings from banks and private lenders. Bank charges remained steady, indicating the cost pressure was primarily interest-driven.

### ***Depreciation and Amortisation Expense***

Depreciation increased slightly by 1.43%, from ₹386.76 lakhs to ₹392.29 lakhs, reflecting minor capital additions and ongoing depreciation of installed medical and IT infrastructure.

### ***Other Expenses***

Other expenses decreased by 6.85%, from ₹2,163.19 lakhs to ₹2,014.89 lakhs. The reduction is primarily due to lower sample collection costs and consultancy expenses. However, rent, insurance, and conveyance expenses remained substantial due to expanded operational activity.

### ***Total Expenses***

Total expenses decreased slightly by 1.17%, from ₹6,254.74 lakhs to ₹6,180.79 lakhs, owing to the combined effect of flat employee and material costs, and reduced other expenses.

### ***Profit Before Tax***

The company recorded a turnaround, reporting a profit of ₹686.41 lakhs in FY 2024 compared to a loss of ₹594.21 lakhs in FY 2023. This reversal was a result of increased revenue and better control over expenses.

The company has successfully stabilized its expenses, resulting in a strong financial recovery in FY 2024. It reported a profit of ₹686.41 lakhs, a notable improvement from the loss of ₹594.21 lakhs in FY 2023. This positive shift was largely driven by increased revenue, which played a key role in strengthening profitability. Alongside revenue growth, the company maintained effective cost management and operational efficiency, contributing to a more stable and sustainable financial position.

### ***Tax Expenses***

- Current tax expense increased from Nil to ₹126.35 lakhs due to taxable profit recovery.
- Deferred tax saw a credit adjustment of ₹19.41 lakhs.
- Total tax expense was ₹106.93 lakhs compared to ₹-21.02 lakhs in FY 2023.

### ***Profit After Tax***

The company recorded a net profit of ₹579.48 lakhs in FY 2024, marking a significant improvement from the loss of ₹573.20 lakhs in FY 2023. This turnaround reflects a strong recovery, supported by increased revenue and better financial management.

### **Fiscal 2023 Compared with Fiscal 2022**

#### ***Revenue from Operations***

The company experienced a 6.52% decline in revenue, falling from ₹6,020.70 lakhs in FY 2022 to ₹5,628.17 lakhs in FY 2023. This decrease was primarily attributed to a reduction in demand following the COVID-19 pandemic. During FY 2021-22, there was a surge in testing activities, leading to higher revenues. However, as the situation normalized in FY 2022-23, the demand for testing services declined, resulting in a corresponding drop in turnover. This shift reflects the expected market adjustment post-pandemic as healthcare and diagnostic trends returned to pre-COVID levels.

#### ***Other Income***

Other income fell by 13.06%, from ₹37.22 lakhs to ₹32.36 lakhs. The decline was mainly due to reduced interest income and lower asset disposal gains, partially offset by foreign exchange gains.

#### ***Cost of Materials Consumed***

Material costs decreased by 17.64%, from ₹2,127.68 lakhs to ₹1,752.43 lakhs. The reduction aligns with lower diagnostic volumes and reduced procurement of testing materials.

#### ***Employee Benefits Expense***

Employee costs increased by 14.65%, from ₹1,579.74 lakhs to ₹1,811.33 lakhs. This was mainly driven by increased staff hiring and wage adjustments to support service infrastructure.

#### ***Finance Costs***

Finance costs dropped by 9.77%, from ₹156.32 lakhs to ₹141.04 lakhs. This decline was due to reduced reliance on private borrowings and controlled bank finance exposure.

#### ***Depreciation and Amortisation Expense***

Depreciation increased by 5.67%, from ₹366.02 lakhs to ₹386.76 lakhs. The increase was due to ongoing asset capitalization in IT and diagnostics infrastructure.

#### ***Other Expenses***

Other expenses grew by 26.17%, from ₹1,714.35 lakhs to ₹2,163.19 lakhs. Key contributors included increased accreditation fees, sample collection charges, and rent due to facility expansion.

#### ***Total Expenses***

Total expenses rose by 5.23%, from ₹5,944.12 lakhs to ₹6,254.74 lakhs, consistent with increased employee and other operational expenses.

### ***Profit Before Tax***

The company experienced a shift from profitability to a net loss in FY 2023, reporting a loss of ₹594.21 lakhs compared to a profit of ₹113.80 lakhs in FY 2022. This decline was primarily driven by a reduction in revenue, which impacted overall earnings, coupled with an increase in the company's cost base. Higher operational expenses, along with a decline in demand, particularly following the post-pandemic market adjustment, contributed to this financial setback.

#### ***Tax Expenses***

- Current tax expense declined sharply from ₹48.73 lakhs to Nil, indicating a reversal.



- Deferred tax showed a credit of ₹21.02 lakhs.
- Total tax expense was negative, aiding in narrowing the loss.

### ***Profit After Tax***

The company's net loss widened from ₹145.14 lakhs in FY 2022 to ₹573.20 lakhs in FY 2023, highlighting a particularly challenging financial year. This decline was largely driven by a reduction in income, coupled with rising operational costs. The decrease in revenue, influenced by changing market conditions and lower demand, was further compounded by an increase in expenses, which put additional pressure on profitability.

### **Cash Flows**

(₹ in lakhs)

Particulars	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Net Cash from Operating Activities	660.53	792.86	(11.89)	363.80
Net Cash from Investing Activities	(584.71)	(1,103.21)	210.83	(519.94)
Net Cash used in Financing Activities	(26.04)	336.19	(647.34)	450.45

### ***Cash Flows from Operating Activities***

Net cash from operating activities for fiscal 2024 was at ₹ 792.86 lakhs as compared to the Profit Before Tax at ₹ 686.41 lakhs while for fiscal 2023 Net cash from operating activities was at ₹(11.89) lakhs as compared to the Profit Before Tax at (594.21) Lakhs. This was primarily due to adjustments against adjustments against, changes in Working Capital & Income Tax Paid.

Net cash from operating activities for fiscal 2023 was at ₹ (11.89) lakhs as compared to the Profit Before Tax at (594.21) lakhs while for fiscal 2022 Net cash from operating activities was at ₹ 363.80 lakhs as compared to the Profit Before Tax at 113.80 Lakhs. This was primarily due to adjustments against adjustments against, changes in Working Capital & Income Tax Paid.

### ***Cash Flows from Investment Activities***

In fiscal 2024, the net cash invested in Investing Activities was ₹ (1103.21) lakhs. This was mainly on account of Purchases of Fixed Assets and Interest income.

In fiscal 2023, the net cash invested in Investing Activities was ₹ 210.83 lakhs. This was mainly on account of sales of Investments by the company during the year

In fiscal 2022, the net cash invested in Investing Activities was ₹ (519.94) lakhs. This was mainly on account of Purchases of Fixed Asset.

### ***Cash Flows from Financing Activities***

In fiscal 2024, the net cash from financing activities was ₹ 336.19lakhs. This was on account of increase in borrowings.

In fiscal 2023, the net cash from financing activities was ₹ (647.34) lakhs. This was on account of payment of borrowings.

In fiscal 2022, the net cash from financing activities was ₹ 450.45 lakhs. This was on account of increase in borrowings

### **Information required as per Item (II) (C) (iv) of Part A of Schedule VI to the SEBI Regulations:**

**An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:**

#### ***1. Unusual or infrequent events or transactions***

There has not been any unusual trend on account of our business activity. There are no Unusual or infrequent events or transactions in our Company. The transactions are as per usual business operations.

#### ***2. Significant economic changes that materially affected or are likely to affect income from continuing operations.***

Except for any change in economic policy affecting our industry in India, there are no other significant economic changes that may materially affect or likely to affect income from continuing operations.

**3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.**

Apart from the risks as disclosed under Section “Risk Factors” beginning on page 23 in the Draft Red Herring Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

**4. Future changes in relationship between costs and revenues**

Our Company’s future costs and revenues will be determined by growth of industry in which we operate.

**5. Increases in net sales or revenue and Introduction of new services or increased sales prices**

Increases in revenues are by and large linked to increases in volume of our business.

**6. Status of any publicly announced New Products or Business Segment**

Our Company has not announced any new Service.

**7. Seasonality of business**

Our Business is not seasonal in Nature.

**8. Dependence on few customers/ clients**

The percentage of contribution of our Company’s Top Customers/Clients for the period ended September 30, 2024 is as follows:

Particulars	Customers
Top Ten (%)	7.34%

**9. Competitive conditions**

Competitive conditions are as described under the Chapters “Industry Overview” and “Business Overview” beginning on pages 92 and 108 respectively of the Draft Red Herring Prospectus.

**10. Details of material developments after the date of last balance sheet i.e. September 30, 2024**

After the date of last Balance sheet i.e. September 30, 2024, the following material events have occurred after the last audited period:

1. Our Company has passed a Board Resolution in Board Meeting dated November 7, 2024 and Shareholders Resolution in Extra Ordinary General Meeting held on November 16, 2024 for conversion of the Company from “Private Limited” to “Public Limited” and subsequently Alteration in Clause I of the Memorandum of Association of the Company.
2. Our Company has passed a Board Resolution for Adoption of New sets of Articles of Association in Board Meeting held On November 7, 2024 and Shareholders Resolution in Extra Ordinary General Meeting held on November 16, 2024.
3. Our Company has passed a Board Resolution for Adoption of Memorandum of Association of the Company as per the provisions of the Companies Act, 2013 in Board Meeting held On November 7, 2024 and Shareholders Resolution in Extra Ordinary General Meeting held on November 16, 2024.
4. Our Company has passed Board Resolution in Board Meeting for Cessation of Mr. Jitendra Singh from the post of Non-Executive Director of the Company w.e.f. January 30, 2025.
5. Our Company has passed a Board Resolution for Increase in Authorized Share Capital of the Company and make consequent alteration in Clause V of Memorandum of Association in Board Meeting held on February 21, 2025 and Shareholders Resolution in Extra-Ordinary General Meeting held on February 22, 2025 for the same.

6. Our Company has passed a Shareholders Resolution to approve issuance of Bonus Shares in the Ratio of 10:1 in Extra-Ordinary General Meeting held on February 22, 2025 and passed a Board Resolution dated February 24, 2025 for allotment of Bonus equity shares.
7. Our Company has passed a Board Resolution for Alteration in The Main Object Clause of the Memorandum of Association of the Company in Board Meeting held on February 21, 2025 and Shareholders Resolution in Extra-Ordinary General Meeting held on February 22, 2025.
8. Our Company has passed Board Resolution for appointment of Mr. Ajay Kohli as an Additional Director of the Company in Board Meeting held on January 30, 2025.
9. Our Company has passed Board Resolution for appointment of Mr. Rishabh Kumar Jain as an Additional Independent Director of the Company in Board Meeting held on January 30, 2025.
10. Our Company has passed Board Resolution for appointment of Mr. Sanjay Khandelwal as an Additional Independent Director of the Company in Board Meeting held on January 30, 2025.
11. Our Company has passed Board Resolution in Board Meeting for appointment of Mrs. Priyanshu Yadav as Company Secretary and Compliance Officer of the Company w.e.f. March 17, 2025.
12. Regularisation of Additional Directors Mr. Ajay Kohli, Mr. Rishabh Kumar Jain and Mr. Sanjay Khandelwal as Non-Executive Director, Non-Executive & Independent Director and Non-Executive & Independent Director respectively vide Shareholders Resolution dated January 31, 2025 in Extra-Ordinary General Meeting of the Company.
13. Our Company has Constituted an Audit Committee ("Audit Committee"), Nomination and Remuneration Committee, Stakeholders Relationship Committee vide Board Resolution dated March 17, 2025 as per applicable provisions of Companies Act, 2013 and also to comply with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 applicable upon listing of the Company's Equity shares on SME platform of BSE.
14. Our Company has passed a Board Resolution for Initial Public Offer in Board Meeting held on March 17, 2025 and Shareholders Resolution in Extra-Ordinary General Meeting held on March 18, 2025.
15. Our Company has adopted Materiality Policy pursuant to Para 12(A)(1)(V) and (1A) of Part A of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for pending litigations and adopted materiality policy, for disclosure of material creditors Pursuant to Para 12(A)(2) of Part A of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 vide Board Resolution dated March 17, 2025.
16. Our Company has adopted materiality policy for identification of Group Companies Pursuant to Regulation 2(1)(t) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 vide Board Resolution dated March 17, 2025.
17. Our Company has adopted Insider Trading Policies and other policies vide Board Resolution dated March 17, 2025 to comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015.
18. Our Company has adopted Code of Conduct as per the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 vide Board Resolution dated March 17, 2025.
19. Our Company has adopted Whistle Blower and/or Vigil Mechanism and other policies vide Board Resolution dated March 17, 2025 pursuant to applicable provisions of Companies Act, 2013.

### CAPITALISATION STATEMENT

#### Statement of Capitalization, As Restated

(₹ in Lakhs)

Particulars	Pre Issue (September 30, 2024)	Post Issue
<b>Debt :</b>		
Long Term Debt	1,164.93	[●]
Short Term Debt	948.24	[●]
<b>Total Debt</b>	<b>2,113.17</b>	<b>[●]</b>
<b>Shareholders Funds</b>		
Equity Share Capital	100.00	[●]
Reserves and Surplus	1,571.35	[●]
<b>Total Shareholders' Funds</b>	<b>1,671.35</b>	<b>[●]</b>
<b>Long Term Debt/ Shareholders' Funds</b>	<b>0.70</b>	-
<b>Total Debt / Shareholders Fund</b>	<b>1.26</b>	-

**\*Note:**

1. The post issue figures are not available since issue price is not yet finalized.
2. The post issue figures are as on 30.09.2024.

## **SECTION X – LEGAL AND OTHER INFORMATION**

### **OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS**

*Except as stated below there is no (i) pending criminal litigation involving our Company, Directors, Promoters or Group Companies; (ii) actions taken by statutory or regulatory authorities involving our Company, Directors, Promoters or Group Companies; (iii) outstanding claims involving our Company, Directors, Promoters or Group Companies for any direct and indirect tax liabilities; (iv) outstanding proceedings initiated against our Company for economic offences; (v) defaults or non-payment of statutory dues by our Company; (vi) material fraud against our Company in the last five years immediately preceding the year of this Draft Red Herring Prospectus; (vii) inquiry, inspection or investigation initiated or conducted under the Companies Act 2013 or any previous companies law against our Company during the last five years immediately preceding the year of this Draft Red Herring Prospectus and if there were prosecutions filed (whether pending or not); (viii) fines imposed or compounding of offences for our Company in the last five years immediately preceding the year of this Draft Red Herring Prospectus; (ix) litigation or legal action against our Promoters by any ministry or Government department or statutory authority during the last five years immediately preceding the year of this Draft Red Herring Prospectus; (x) pending litigations involving our Company, Directors, Promoter, Group Companies or any other person, as determined to be material by the Company's Board of Directors in accordance with the SEBI (ICDR) Regulations; or (xi) outstanding dues to creditors of our Company as determined to be material by our Company's Board of Directors in accordance with the SEBI (ICDR) Regulations and dues to small scale undertakings and other creditors.*

*For the purpose of material litigation in (x) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigations to be disclosed by our Company in this Draft Red Herring Prospectus:*

- a) All criminal proceedings, statutory or regulatory actions and taxation matters, involving our Company, Promoters, Directors, key managerial personnel (KMPs), senior management Persons (SMPs) or Group Companies, as the case may be shall be deemed to be material;*
- b) Litigation where the value or expected impact in terms of value, exceeds the lower of the following:*
  - (i) two percent of turnover, as per the latest annual restated consolidated financial statements of the issuer; or (ii) two percent of net worth, as per the latest annual restated consolidated financial statements of the issuer, except in case the arithmetic value of the net worth is negative; or (iii) five percent of the average of absolute value of profit or loss after tax, as per the last three annual restated consolidated financial statements of the issuer;*
- c) Notices received by our Company, Promoters, Directors, KMPs, SMPs, Subsidiaries or Group Companies, as the case may be, from third parties (excluding statutory/regulatory authorities or notices threatening criminal action) shall, in any event, not be evaluated for materiality until such time that the Company / Directors / Promoters / Group Companies, as the case may be, are impleaded as parties in proceedings before any judicial forum.*

*Our Company, our Promoters and/or our Directors, have not been declared as wilful defaulters by the RBI or any governmental authority, have not been debarred from dealing in securities and/or accessing capital markets by the SEBI and no disciplinary action has been taken by the SEBI or any stock exchanges against our Company, our Promoters or our Directors, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.*

### **OUTSTANDING LITIGATIONS INVOLVING OUR COMPANY, PROMOTERS, DIRECTORS AND KMPs**

#### **PART 1: LITIGATION RELATING TO OUR COMPANY**

##### **A. FILED AGAINST OUR COMPANY**

##### **1) Litigation involving Criminal Laws**

NIL

##### **2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

##### **3) Litigation involving Tax Liability**

**Indirect Tax:** NIL

**Direct Tax:** NIL

**4) Other Pending Litigation based on Materiality Policy of our Company**

- i. **Usha Jain (hereinafter referred to as the Complainant) V/s. M/s Modern Diagnostic & Research Centre Pvt. Ltd. & Dr. Aastha Narula (Parties hereinafter collectively referred as the Opponent)**

*(Case no. 613/2021 filed and pending before the Court of District Consumer Disputes Redressal Commission, Alwar)*

The matter pertains to an alleged deficiency in service and unfair trade practices by the Opponents in providing a medical report to the Complainant. The Complainant is seeking the ₹15,000/- paid towards the charges for the investigation report, ₹5,000/- incurred towards re-investigation charges, and ₹3,00,000/- being in financial assistance for compensation for mental agony and trouble suffered owing to wrong investigation report along with ₹22,000/- for legal expenses in addition to an interest @18% per annum on the claimed amount and the matter is pending before the concerned authority.

- ii. **Neha Jain (hereinafter referred to as the Complainant) V/s. M/s Modern Diagnostic & Research Centre Pvt. Ltd. & Dr. Aastha Narula (Parties hereinafter collectively referred as the Opponent) 616/2021**

*(The case is pending before the Court of District Consumer Disputes Redressal Commission, Alwar)*

The matter pertains to an alleged deficiency in service and unfair trade practices by the Opponents in providing a medical report to the Complainant. The Complainant is seeking the ₹15,000/- paid towards the charges for the investigation report, ₹5,000/- incurred towards re-investigation charges, and ₹ 3,00,000/- being in financial assistance for compensation for mental agony and trouble suffered owing to wrong investigation report along with ₹22,000/- for legal expenses in addition to an interest @18% per annum on the claimed amount and the matter is pending before the concerned authority.

**B. CASES FILED BY OUR COMPANY**

**1) Litigation involving Criminal Laws**

- i. **M/s Modern Diagnostic & Research Centre Pvt. Ltd. (hereinafter referred to as the Complainant), V/s. 1. Mr. Pradeep Chhabra Director, Cosmic Motors and MD Grace Toyota; 2. Mr. Damanbir, Sales Executive, Cosmic Motors; 3. Mr. Abhimanyu Mehta, Executive, Cosmic Motors and Grace Toyota; 4. Mr. Hemant Parik, Zonal Head of Toyota Financial Services; 5. Cosmic Motors (India) Private Limited(Parties 1 to 5 hereinafter collectively referred to as “Accused” and individually as Accused No. 1, 2, 3, 4 & 5)**

*(Case No. COMI/262/2020 filed and pending before the Illaqa Magistrate, District Courts, Gurugram)*

The complainant alleges that the accused, including directors and executives of Cosmic Motors and Grace Toyota, fraudulently sold a Lexus ES300h (hybrid) car for ₹ 56,50,000/- without transferring ownership. The vehicle was allegedly hypothecated to Toyota Financial Services, a fact concealed from the buyer. Despite multiple complaints to the police and a legal undertaking by the accused, the transfer was never completed.

Further upon persuasion with the accused herein, the complainant herein states to have received a cheque dated November 18, 2019 bearing no. 001967 for an amount of Rs. 56.50 Lakhs, drawn on HDFC Bank, towards refund of the aforementioned disputed amount, which allegedly got dishonoured, leading to a separate default under the Negotiable Instruments Act. Aggrieved by the aforementioned acts of the accused herein acting in connivance with each other, the complainant filed the instant criminal complaint at Under Section 156(3) Of the Criminal Procedure Code for Committing Offences Under Section 405/406/420/467/468/471/34/107/120-B Of Indian Penal Code seeking recovery of ₹56.50 lakhs and the summoning, prosecution, and punishment of the accused for cheating, forgery, criminal conspiracy, and breach of trust and the same is pending.

**Connected matter:**

**M/s Modern Diagnostic & Research Centre Pvt. Ltd. (hereinafter referred to as the Complainant), V/s. 1. M/s Cosmic Motors India Pvt. Ltd.; 2. Sh. Pradeep Chhabra, Director Cosmic Motors India Pvt. Ltd.; 3. Ms. Shivani Chhabra,**



**Director Cosmic Motors India Pvt. Ltd.;** (Parties 1 to 3 collectively referred to as “Accused” and individually as Accused No. 1, 2 & 3)

*(Case No. NACT/7759/2020 filed and pending before the hon’ble court of judicial Magistrate, first Class, Gurugram. for ₹56,50,000 under the provisions of Section 138, 141 and 142 of the Negotiable Instruments Act, 1881 and Section 420 of IPC)*

The instant complaint was filed against the accused alleging the dishonour of cheque as stated in the matter **COMI/262/2020** mentioned above, for reasons of a “Stop Payment” instruction. Despite a legal notice, no payment was made. So the complainant herein has filed the instant petition seeking the recovery of the aforementioned amount of Rs. 56,50,000/- lakhs, trial and punishment of the accused for cheque dishonor and fraud.

**ii. M/s Modern Diagnostic & Research Centre Pvt. Ltd. (hereinafter referred to as the Complainant) V/s. Sh. Naveen Kumar -Proprietor M/s Satguru Real Laboratory (hereinafter referred to as the Accused)**

*(NACT/39009/2022 filed and pending before the hon’ble court of judicial Magistrate, first Class, Gurugram. for ₹50,000 under the provisions of Section 138, 141 and 142 of the Negotiable Instruments Act, 1881)*

The complainant alleges that it herein provided diagnostic testing services of samples to the accused, for which the accused had an outstanding liability of ₹67,093 and issued a cheque of ₹50,000 dated 18.05.2022 towards partial payment, which was dishonored due to "Payment Stopped by Drawer." Despite receiving a legal notice, the accused failed to make the payment. Aggrieved by the said dishonour, the complainant herein filed the instant petition seeking prosecution and recovery under the law.

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Litigation involving Tax Liability**

**Indirect Tax:** NIL

**Direct Tax:** NIL

**4) Other Pending Litigation based on Materiality Policy of our Company**

**i. M/s Modern Diagnostic & Research Centre Pvt. Ltd. (hereinafter referred to as the “Plaintiff”) vs. Pradeep Singh S/o Mr. Zile Singh (hereinafter referred to as the “Defendant”)**

*(CS/4753/2018 The case is pending before the Sh. Vikrant Civil Judge (Junior Division), Gurugram)*

The plaintiff herein states to have entered into a Franchise/Hub Agreement with the Defendant. The defendant however is alleged of having failed to deposit collected charges as per agreement this leading to outstanding dues of ₹6,58,378/-, which remained unpaid despite several reminders and legal notices. Aggrieved by the breach of the aforementioned Franchise/ Hub Agreement, the plaintiff herein filed the instant petition seeking full recovery of the disputed amount of Rs. 6,58,378/- along with an interest @18% per annum and legal costs along with a request to direct the defendant to pay Rs. 50,000/- as *mesne-profit* to the plaintiff.

**ii. M/s Modern Diagnostic & Research Centre Pvt. Ltd. (hereinafter referred to as the “Plaintiff”) vs. Maa Durga Diagnostic Centre (Proprietor: Goutam Chandra Das) (hereinafter referred to as the “Defendant”)**

*(case No. EXE/326/2024 filed and pending before the Civil Judge (Junior Division), Gurugram)*

As alleged, the plaintiff claims to have provided diagnostic testing services to the defendant, who failed to clear outstanding dues despite multiple invoices despite of regular reminders, and legal notices. The total amount allegedly due on August 31, 2020 was ₹1,24,628/-, and Additionally, a cheque of ₹10,000/- issued by the defendant was dishonored due to insufficient funds.. The plaintiff seeks full recovery along with 18% interest per annum, legal costs, with a request to further direct the defendant to pay Rs. 1,00,000/- as *mesne-profit* to the plaintiff and the matter is pending before the concerned authority.



iii. **M/s Modern Diagnostic & Research Centre Pvt. Ltd. (hereinafter referred to as the “Plaintiff”) vs. M/s Meditest Diagnostic Private Limited and Attar Singh S/O Uday Ram, Director (hereinafter referred to as the “Defendant”)**

*(Case No. CS/1026/2024 filed and pending before the Court of Civil Judge (Senior Division), Gurugram)*

As alleged, the plaintiff claims to have provided pathological testing services to the defendant, who failed to clear outstanding dues despite multiple invoices despite of regular reminders, and legal notices. The total amount allegedly due on March 31, 2023 was ₹2,52,075/-, and seeking full recovery along with 18% interest per annum, legal costs, along with a request to further direct the defendant to pay Rs.50,000/- as *mesne-profit*, the plaintiff herein filed the instant petition.

**PART 2: LITIGATION RELATING TO OUR PROMOTER, DIRECTORS AND KMPs OF THE COMPANY**

**A. LITIGATION AGAINST OUR PROMOTER, DIRECTORS AND KMPs**

**1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Litigation involving Tax Liability**

**Indirect Tax:** NIL

**Direct Tax:**

**Mr. Ajay Kohali (Non Executive Director)**

**A.Y.2014-2015**

As per details available on the website of the Income Tax Department Mr. Ajay Kohli (herein after referred to as the “Assessee”) have been issued with a demand notice bearing Demand Reference No: 2015201437008218103T dated May 15, 2015 passed u/s. 143(1) of the Income Tax Act, 1961 raising a demand of Rs. 19,400/- for the A.Y. 2014-2015.

However as per details available on the website, an amount of Rs. 22,698/- is due and payable towards interest only and the principle demand is 0(Zero). The matter is pending under dispute.

**4) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**B. LITIGATION FILED BY OUR PROMOTER, DIRECTORS AND KMPs**

**1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Litigation involving Tax Liability**

**Indirect Tax:** NIL

**Direct Tax:** NIL

#### **4) Other Pending Litigation based on Materiality Policy of our Company**

NIL

#### **DISCIPLINARY ACTION INCLUDING PENALTY IMPOSED BY SEBI OR STOCK EXCHANGES AGAINST THE PROMOTER, DIRECTORS, GROUP COMPANIES AND PROMOTOR GROUP DURING THE LAST 5 FINANCIAL YEARS**

There are no disciplinary actions including penalty imposed by SEBI or Stock Exchanges against the Promoters, Directors or Group Companies during the last 5 financial years including outstanding actions except as disclosed above.

#### **PAST INQUIRIES, INSPECTIONS OR INVESTIGATIONS**

There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law in the last five years immediately preceding the year of this DRAFT RED HERRING PROSPECTUS in the case of our Company, Promoter, Directors. Other than as described above, there have been no prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last five years immediately preceding the year of the DRAFT RED HERRING PROSPECTUS

#### **OUTSTANDING LITIGATION AGAINST OTHER PERSONS AND COMPANIES WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY**

As on the date of the DRAFT RED HERRING PROSPECTUS, there is no outstanding litigation against other persons and companies whose outcome could have a material adverse effect on our Company.

#### **PROCEEDINGS INITIATED AGAINST OUR COMPANY FOR ECONOMIC OFFENCES**

There are no proceedings initiated against our Company for any economic offences.

#### **NON-PAYMENT OF STATUTORY DUES**

As on the date of the DRAFT RED HERRING PROSPECTUS there have been no (i) instances of non-payment or defaults in payment of statutory dues by our Company, (ii) over dues to companies or financial institutions by our Company, (iii) defaults against companies or financial institutions by our Company, or (iv) contingent liabilities not paid for.

#### **MATERIAL FRAUDS AGAINST OUR COMPANY**

There have been no material frauds committed against our Company in the five years preceding the year of this DRAFT RED HERRING PROSPECTUS.

#### **DISCLOSURES PERTAINING TO WILFUL DEFAULTERS**

Neither our Company, nor our Promoters, nor Group Companies and nor Directors have been categorized or identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

#### **DISCLOSURES PERTAINING TO FRAUDULENT BORROWER**

Our Company or any of our Promoters or Group Companies or Directors are not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.

#### **MATERIAL DEVELOPMENTS OCCURING AFTER LAST BALANCE SHEET DATE**

Except as disclosed in Chapter titled "Management's Discussion & Analysis of Financial Conditions & Results of Operations" beginning on page 167, there have been no material developments that have occurred after the Last Balance Sheet Date.

### **OUTSTANDING DUES TO CREDITORS**

There are no disputes with such entities in relation to payments to be made to our Creditors. The details pertaining to amounts due towards such creditors are available on the website of our Company.

Below are the details of the Creditors where outstanding amount as on September 30, 2024: -

<b>Name</b>	<b>Number of creditors</b>	<b>Balance as on September 30, 2024 (in Lacs)</b>
Total Outstanding dues to Micro and Small & Medium Enterprises	--	--
Total Outstanding dues to Creditors other than Micro and Small & Medium Enterprises	137	844.26

## **GOVERNMENT AND OTHER APPROVALS**

*We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business (as applicable on date of this Draft Red Herring Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business.*

*In view of the approvals listed below, we can undertake this Issue and our current/proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Red Herring Prospectus.*

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities. The following are the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business:

### **Approvals In Relation to Our Company's incorporation**

1. Certificate of Incorporation dated April 16, 2012 from the Registrar of Companies, National Capital Territory of Delhi and Haryana, under the Companies Act, 1956 as "M/s. MODERN DIAGNOSTIC & RESEARCH CENTRE PRIVATE LIMITED" (Corporate Identification Number. U85110DL2012PTC234368)
2. Fresh Certificate of Incorporation dated December 18, 2024 from the Registrar of Companies, Central Registration Center, consequent to conversion of the Company 'M/s. MODERN DIAGNOSTIC & RESEARCH CENTRE PRIVATE LIMITED' to "M/s. MODERN DIAGNOSTIC & RESEARCH CENTRE LIMITED" (Corporate Identification Number.- U85110DL2012PLC234368)
3. Acquired the Business of M/s Modern Diagnostics & Research Centre, Proprietorship Concern through Business Transfer Agreement in April 01, 2013

### **Approvals in relation to the Issue**

#### ***Corporate Approvals***

1. Our Board of Directors has, pursuant to resolutions passed at its meeting held on March 17, 2025 authorized the Issue, subject to the approval by the shareholders of our Company under section 62(1) (c ) of the Companies Act, 2013.
2. Our shareholders have, pursuant to a resolution dated March 18, 2025, under Section 62(1) (c ) of the Companies Act, 2013, authorized the Issue.
3. Our Board of Directors has, pursuant to a resolution dated March 31, 2025 and [●] authorized our Company to take necessary action for filing the Draft Red Herring Prospectus and Red Herring Prospectus respectively with SME Platform of BSE Limited (BSE SME)

#### ***Approvals from Stock Exchange***

1. Our Company has received in- principle listing approval from the SME Platform of BSE Limited (BSE SME) dated [●] for listing of Equity Shares issued pursuant to the issue.

#### ***Other Approvals***

1. The Company has entered into a tripartite agreement dated January 28, 2025 with the Central Depository Services (India) Limited (CDSL) and the Registrar and Transfer Agent, who in this case Link Intime India Private Limited, for the dematerialization of its shares.
2. The Company has entered into an agreement dated January 11, 2025 with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who in this case is Link Intime India Private Limited, for the dematerialization of its shares.

3. The ISIN of the Company is INE1HK501016

### APPROVALS/LICENSES/PERMISSIONS IN RELATION TO OUR BUSINESS

#### Tax Related Approvals

S. No	Description	Address of Place of Business/Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
1.	Permanent Account Number (PAN)	M/s. Modern Diagnostic & Research Centre Limited	AAHCM9001D	Income Tax Department	May 17, 2012	Valid till Cancelled
2.	Tax Deduction Account Number (TAN)	M/s. Modern Diagnostic & Research Centre Limited, Plot No.64, 1 <sup>st</sup> Floor, Block-H, Bali Nagar, Ramesh Nagar-110015, Delhi	DELM21276D	Income Tax Department	--	Valid till Cancelled
3.	Certificate of Enrolment under The West Bengal State Tax on Professions, Trades, Callings and Employment Rules,1979	M/s. Modern Diagnostic and Research Centre Limited, F-119/60,3, Ambika Mukherjee Road, Kolkata	Enrolment Number: 194001169894	West Bengal Central Range, Kolkata	March 12, 2025	Valid till Cancelled
4.	Certificate of Registration under The West Bengal State Tax on Professions, Trades, Callings and Employment Rules,1979	M/s. Modern Diagnostic and Research Centre Limited, F-119/60,3, Ambika Mukherjee Road, Kolkata	Registration Number:- 193000805904	West Bengal Central Range, Kolkata	March 25, 2025	Valid till Cancelled
5.	Professions Tax Registration Certificate (P.T.R.C.)	M/s. Modern Diagnostic & Research Centre Private Limited Ground Floor , Plot No.9, Scheme No. 53 , Indore, Madhya Pradesh	Registration Number: 79689028529	Indore Circle-11	--	Valid till Cancelled

#### Registrations related to Labor Laws

S. No.	Description	Address	License Number	Issuing Authority	Date of issue	Date of Expiry
1.	Registration under the Employees Provident fund (EPF)- Sector-44	M/s. Modern Diagnostic & Research Centre Private Limited, Plot No 8, Institutional Area Sec44Gurgaon, Haryana,	Registration Number:- GN/GGN/0033021 /000/01/8186	Employees' Provident Fund Organization, Gurgaon, Haryana	March 06,2013	Valid till Cancelled

2.	Registration under the Employees Provident fund (EPF)-NRR	M/s. Modern Diagnostic & Research Centre, 363/4 Jawahar Nagar, New Railway Road, (NRR) Gurgaon, Haryana, 122001	Registration Number:- HR/GGN./ 25407	Employees' Provident Fund Organization, Gurgaon, Haryana	April 03,2002	Valid till Cancelled
3.	Registration under the Employees State Insurance Corporation (ESIC)-Sector-44	M/s. Modern Diagnostic & Research Centre Private Limited, Plot No 8, Institutional Area Sec 44Gurgaon, Haryana,	Registration Number:- 69000524280001403	Employees State Insurance Corporation	February 13,2013	Valid till Cancelled
4.	Registration under the Employees State Insurance Corporation (ESIC)-NRR	M/s. Modern Diagnostic & Research Centre Private Limited, 363/4 Jawahar Nagar New Railway Road, (NRR) Gurgaon, Haryana, 122001	Registration Number :-13/32288/66	Employees State Insurance Corporation	July 07,2005	Valid till Cancelled
5.	Registration Under Delhi Shops and Commercial Establishments Act, 1954	M/s. Modern Diagnostic & Research Centre Private Limited , Plot No.64, 1 <sup>st</sup> Floor,Block-H,Bali Nagar, Ramesh Nagar-110015,Delhi	Certificate No. 2025042931	Department of Labour, NCT of Delhi	March 25, 2025	Valid till Cancelled

**Approvals in relation to various Medical Diagnostic Laboratories operated by the Company:**

<b>Approval Related to Laboratories in Haryana</b>					
<b>Plot No. 8, Institutional Area , Sector 44 Gurgaon-122002, Haryana, (Gurgaon-Lab)</b>					
<b>Sr. No.</b>	<b>Description</b>	<b>Registration Number</b>	<b>Issuing / Concerned Authority</b>	<b>Date of Issue/ Effective Date</b>	<b>Validity</b>
1.	Registration Under Punjab Shops and Commercial Establishments Act, 1958-Sector 44	Registration Number:- PSA/REG/GGN/L1-GGN-4-10/0128036	Labor Department, Chandigarh	May 06 , 2018	Valid till Cancelled
2.	Agreement of Bio-Medical Waste Management rules ,2016 Authorised by Haryana State Pollution Control Board(HSPCB)- Sec.44	Agreement Number:- G0520/BWL/2024-25 Unique ID:-G0520	Biotic Waste Limited as “service provider” through its Mr. AnupYadav	Agreement dated on:- March 16, 2024 effective from April 01, 2024	March 31, 2025
3.	Form B Registration Under Pre-Conception and Pre-Natal Diagnostic Techniques ( PCPNDT Certificate) Act 1994	Registration Number:- AA/GGN/2012/200	District Program. Officer(WCD) Gurugram	December 17, 2022	December 16, 2027
4.	Fire Certificate	Memo Number:- FS/2023/455	Assistant Divisional Fire officer	April 13, 2024	April 13, 2027
5.	Certificate of Provisional Registration under the Clinical Establishments (Registration and Regulation) Act, 2010 (CEA)-Sector 44	Provisional Registration Number:- 0608601700 CEA/2025/36	District Nodal Officer, CEA, Gurugram	Renewed registration dated January 16, 2025	January 15, 2026
6.	ISO 15189:2012 Medical laboratories – Requirements for quality and competence in Medical Testing	Certificate Number:- MC-2575	National Accreditation Board for testing and Calibration Laboratories	Date Of Issue:- February 15, 2024	December 31, 2025 (Validity reduced to this date in view of transition deadline for

					ISO 15189:2022)
7.	Certificate of Accreditation	Certificate Number:- MIS-2016-0025  Sl. No. 011612	National Accreditation Board For Hospitals & Healthcare Providers (NABH)	Originally issued on March 21, 2016  Last renewed on March 21, 2022	March 20, 2026
8.	Registration For Operation Of Medical Diagnostic X-Ray Equipment Ortho Pantomography (OPG)-Sec-44	Case File Number: HR-20052-RF-XR-002  Equipment ID:- G-XR-10671	Atomic Energy Regulatory Board Radiological Safety Division Government of India	Date of Issue:- June 15, 2020	June 15, 2030
9.	Registration For Operation Of Medical Diagnostic X-Ray Equipment Bone Densitometer (BMD)-Sec.44	Case File Number: HR-20052-RF-XR-003  Model: DPX Series  Equipment ID:- G-XR-10674	Atomic Energy Regulatory Board Radiological Safety Division Government of India	Date of Issue:- June 15, 2020	June 15, 2025
10.	Registration For Operation Of Medical Diagnostic X-Ray Equipment Mammography-Sec.44	Case File Number: HR-20052-RF-XR-001  Equipment ID:- G-XR-10668	Atomic Energy Regulatory Board Radiological Safety Division Government of India	Date of Issue:- January 22, 2021	January 22, 2026
11.	Registration For Operation Of Medical Diagnostic X-Ray Equipment Radiography (Fixed)-Sec.44	Case File Number: HR-20052-RF-XR-004  Equipment ID:- G-XR-10676	Atomic Energy Regulatory Board Radiological Safety Division Government of India	Date of Issue:- June 15, 2020	June 15, 2025
12.	Registration For Operation Of Medical Diagnostic X-Ray Equipment Computed Tomography-Sec.44	Case File Number: HR-20052-RF-XR-006  Equipment ID:- G-XL-31048	Atomic Energy Regulatory Board Radiological Safety Division Government of India	Date of Issue:- July 24, 2020	July 24, 2025
13.	Approval of Radiological Safety Officer (Nitin Kumar)	Case File Number: HR-20052-INST  Document no. 24- RSO-1120296	Atomic Energy Regulatory Board Radiation Application Safety Division Government of India	May 02, 2024	May 02, 2027
<b>(Old No. 462/7) New No. 363-364/4 , New Railway Road, Jawahar Nagar, Gurugram ,Haryana (NRR , Gurgaon- Lab)</b>					
1.	Registration Under Punjab Shops and Commercial Establishments Act, 1958	Registration Number:- PSA/REG/GGN/L1- GGN-3-9/0126505	Labor Department, Chandigarh	October 01 , 2019	Valid till Cancelled
2.	Agreement of Bio-Medical Waste Management rules ,2016 Authorised by Haryana State Pollution Control Board(HSPCB)-NRR	Agreement Number:- G053/BWL/2024-25  Unique ID:-G053	Biotic Waste Limited as “service provider” through its Mr. AnupYadav	Date of Agreement made on:- March 16 ,2024  Date of Agreement effective from April 01 , 2024	March 31 ,2025
3.	Form B Registration Under Pre- Conception and Pre-Natal Diagnostic Techniques (PCPNDT Certificate) Act 1994	Registration Number:- AA/GGN/2006/01	District Program. Officer (WCD) Gurugram	September 30 ,2021	September 29, 2026
4.	Fire Certificate	Memo Number:- FS/2022/3155	Assistant Divisional Fire officer	November 26, 2022	November 26, 2025



5.	Certificate of Provisional Registration under the Clinical Establishments (Registration and Regulation) Act, 2010 (CEA)-NRR	Provisional Registration Number:- 0608601699 CEA/2025/37	District Nodal Officer, CEA, Gurugram	Last renewed on January 16, 2025	January 15, 2026
6.	ISO 15189:2012 Medical laboratories – Requirements for quality and Competence in Medical Testing	Certificate Number:- MC-2334	National Accreditation Board for testing and Calibration Laboratories	Date Of Issue:- September 07, 2023	December 31, 2025 (Validity reduced to this date in view of transition deadline for ISO 15189:2022)
7.	Certificate of Accreditation	Certificate Number:- MIS-2017-0045  Sl. No. 013304	National Accreditation Board For Hospitals & Health Providers (NABH)	Original Certificate dtd, March 12, 2017  March 12, 2023	March 11, 2027
8.	Registration of Lift Rule 4 (2) Form-B under the provision of Haryana Lifts And Escalators Rules 2008	Registration Number:- G03632/L-12  Application Number:- 9588-1883	Lift Inspector/XEN O/o C.E.I . Hr Gurugram	Date of Inspection January 11, 2012	Date of Expiry January 10 ,2026
9.	Registration For Operation Of Medical Diagnostic X-Ray Equipment Bone Densitometer (BMD)-NRR	Case File Number: HR-20004-RF-XR-003  Equipment ID:- G-XR-10404	Atomic Energy Regulatory Board Radiological Safety Division Government of India	Date of Issue:- May 08, 2020	May 08 , 2025
10.	Registration For Operation Of Medical Diagnostic X-Ray Equipment Radiography And Fluoroscopy	Case File Number: HR-20004-RF-XR-005  Equipment ID:- G-XR-10408	Atomic Energy Regulatory Board Radiological Safety Division Government of India	Date of Issue:- May 08, 2020	May 08 , 2025
11.	Registration For Operation Of Medical Diagnostic X-Ray Equipment Radiography (Fixed)	Case File Number:- HR-20004-RF-XR-007  Equipment ID:- G-XR-32323	Atomic Energy Regulatory Board Radiological Safety Division Government of India	Date of Issue:- May 08, 2020	May 08 , 2025
12.	Registration For Operation Of Medical Diagnostic X-Ray Equipment Dental Cone Beam CT	Case File Number:- HR-20004-RF-XR-010  Equipment ID:- G-XR-122965	Atomic Energy Regulatory Board Radiological Safety Division Government of India	Date of Issue:- December 19, 2019	December 19 ,2029
13.	Registration For Operation Of Medical Diagnostic X-Ray Equipment Mammography	Case File Number:- HR-20004-RF-XR-008  Equipment ID:- G-XR-63399	Atomic Energy Regulatory Board Radiological Safety Division Government of India	Date of Issue:- March 23, 2022	March 23 ,2027
14.	License For Operation Of Medical Diagnostic X-Ray Equipment Computed Tomography	Case File Number: HR-20004-RF-XR-006  Equipment ID:- G-XL-10410	Atomic Energy Regulatory Board Radiological Safety Division Government of India	Date of Issue:- July 28, 2020	July 28,2025
15.	EECO Ambulance Shell and Pollution under Control Certificate	Registration Number: HR55AR6764	RTA Gurugram	March 27, 2023	PUC validity March 23, 2026
16.	Maruti EECO Ambulance shell and Pollution under Control Certificate	Registration Number:- HR55AA3373	Registering Authority Cum R.T.A Gurugram	December 16 ,2024	PUC validity June 15 ,2025

Shop No. 75, Ram Nagar, Tehsil Camp, Panipat, Haryana (Panipat-Lab)					
1.	Registration Under Punjab Shops and Commercial Establishments Act, 1958	Registration Number: PSA/REG/PPT/LI-Ppt-III / 0310373	Labour Department, Chandigarh	September 02, 2023	Valid till Cancelled
2.	Agreement of Bio-Medical Waste Management rules ,2016 Authorised by Haryana State Pollution Control Board(HSPCB)-	Agreement Number:- 237	Haat Supreme Wastech Private. Limited as “service provider” through its Mr. Amit Kumar	Date of Agreement made on:- April 01, 2024	March 31 ,2025
3.	Fire Certificate	Serial Number-1528 Dated May 14, 2024	Safety Fire Protection	May 14, 2024	May 14, 2025
4.	Certificate of Provisional Registration under the Clinical Establishments (Registration and Regulation) Act, 2010-Panipat	Provisional registration Number:- 0607500128	District Registering Authority Panipat Government of Haryana	January 24, 2025	January 23, 2026
25 C/L, Bandbox Building Owned by Devendra Singh Yadav, (Yamunanagar-Lab)					
1.	Agreement of Bio-Medical Waste Management rules ,2016 Authorised by Haryana State Pollution Control Boar	Agreement Number:- 126	Ess Kay Hygienic Services as “service provider” through its Mr. Sahil Nain	Date of Agreement made on:- April 01, 2024	March 31 ,2025
2.	Certificate of Provisional Registration under the Clinical Establishments (Registration and Regulation) Act, 2010-Yamunanagar	Provisional registration Number:- 0607100140	Government Of Haryan District Registering Authority Yamunanagar	June 05, 2024	May 05, 2025
3.	Fire Certificate	Serial Number:- 97/ FSY/2023	Haryana Fire & Emergency Services, Yamunagar	February 22, 2023	Valid till Cancelled
4.	ISO 15189:2012 Medical laboratories – Requirements for quality and Competence in Medical Testing	Certificate Number:- MC-6643	National Accreditation Board for testing and Calibration Laboratories	July 11, 2024	December 31, 2025 (Validity reduced to this date in view of transition deadline for ISO 15189:2022)
5.	Authorization under Bio Medical Waste Management Rule, 2016	Authorization No. BMW24YAM6281961 2	Haryana State Pollution Control Board	April 22, 2024	Valid till Cancelled
6.	Registration Under Punjab Shops and Commercial Establishments Act, 1958	Application to be made for obtaining certificate			
Shop No. 3 Marla-5 Khewat No. 815, Khatoni No.911, Situated at Darra Kalan Road Tehsil- Thanesar District- kurukshetra, Haryana (Kurukshetra-Lab)					
1.	Agreement of Bio-Medical Waste Management rules ,2016 Authorised by Haryana State Pollution Control Board(HSPCB)-	Agreement Number:-	Rudraksha Enviro Care Pvt. Ltd. Village Bhagod, Tehsil Naraingarh, Ambala, Haryana	April 01, 2024	March 31, 2025
2.	Certificate of Provisional Registration under the Clinical Establishments (Registration and Regulation) Act, 2010-	Provisional registration Number:- 0607200077	Government Of Haryan District Registering Authority, Kurukshetra	January 07, 2025	January 06, 2026
3.	Registration Under Punjab Shops and Commercial Establishments Act, 1958	Application to be made for obtaining certificate			
4.	Fire Certificate	Application to be made for obtaining certificate			
446P, DiwanIqbal Colony, Opposite Main Gate of Kalpana Chawla Medical College, Karnal, Harvana (Karnal-Lab)					

1.	Registration Under Punjab Shops and Commercial Establishments Act, 1958	Registration Number:- PSA/REG/KNL/LI-Knl-1/0334662	Labour Department, Chandigarh	July 19, 2024	Valid till Cancelled
2.	Agreement of Bio-Medical Waste Management rules ,2016 Authorised by Haryana State Pollution Control Board(HSPCB)	Agreement Number:- 591	Haat Supreme Wastech Private Limited. as “service provider” through its Mr. Praveen	Date of Agreement made on:- April 01, 2024	March 31 ,2025
3.	Certificate of Provisional Registration under the Clinical Establishments (Registration and Regulation) Act, 2010-Karnal	Application to be made for obtaining certificate			
4.	Fire Certificate	Application to be made for obtaining certificate			
At Artemis Lite, 4 Towns end Avenue,Vatika India Next, Sector 82-A, Gurugram, Haryana, ( Manesar Lab)					
1.	Certificate of Provisional Registration under the Clinical Establishments (Registration and Regulation) Act, 2010-Gurgaon	Provisional registration Number:- 0608601718 CEA/2025/72	Government Of Haryan District Registering Authority Gurugram	January 29 , 2025	January 29 ,2026
2.	Form B Certificate of Registration Under Pre-Conception and Pre-Natal Diagnostic Techniques ( PCPNDT Certificate) Act 1994	Number:- PNDT/2023/428  Registration Number Allotted: AA/GGN/2023/527	District Program Officer (WCD) Gurugram	May 23, 2023	May 11, 2028
3.	Registration Under Punjab Shops and Commercial Establishments Act, 1958	Application to be made for obtaining certificate			
4.	Agreement of Bio-Medical Waste Management rules ,2016 Authorised by Haryana State Pollution Control Board (HSPCB)-	Application to be made for obtaining certificate			
5.	Fire Certificate	Application to be made for obtaining certificate			
Indian Oil Corporation, Refineries division, Panipat Refinery Hospital: No Registrations required for this unit as the unit has been established within the premises of the Panipat Refinery Hospital and the onus of obtaining necessary registrations is the liability of the Hospital					
Approval Related to Uttar Pradesh Lab Testing					
Emerald Building Ground Floor New Ambedkar Park Chhoti Vihar Pilibhit Bypass Road Bareilly Uttar Pradesh (Bareilly- Lab)					
1.	Registration of BMW Membership Certificate under the Environment (Protection) Act, 1986	Certificate Number:- 3623	SP Green Bareilly	July 01, 2024	June 30, 2026
2.	Registration of Renewal Of Medical Establishment Certificate Under the Clinical Establishments (Registration And Regulation) Act, 2010	Registration No:- RMEE2229392  Renewal Certificate No: CMEE24103995	Chief Medical Officer Bareilly, Uttar Pradesh	June 13, 2024	April 30, 2025
3.	Fire Certificate	Patar Sankhiya:- U. NI (BRE. PRI)Bhavan- 2018/107	Deputy Director, Fire Service, Bareilly/Moradabad Region	January 15, 2018	Valid till Cancelled
4.	Registration Under Uttar Pradesh Shops and Commercial Establishments Act, 1962	Application to be made for obtaining certificate			
Building No. 385, In front of Hanuman Mandir, Betiyahata City District- Gorakhpur, Pincode-273001, (Gorakhpur-Lab)					
1.	Registration of Bio Medical Waste ( Management & Handling)Rules 2016 under Environment Protection Act- 1986	Certificate Number:- RPSC/25/102	Royal Pollution Control Services	January 01 ,2025	December 31, 2025.

2.	Registration of Renewal Of Medical Establishment Certificate Under the Clinical Establishments (Registration And Regulation) Act, 2010	Registration Number:- RMEE2230798  Application Number:- CMEE2494076	Chief Medical Officer Gorakhpur, Uttar Pradesh	May 07, 2024	April 30 ,2025
3.	Fire Certificate	Patra Sakhiya- C.F.O- Nirikshan-Bhavan- 2021-2022	Chief Fire Officer, District-Gorakhpur	July 05, 2021	Valid till Cancelled
4.	Registration Under Uttar Pradesh Shops and Commercial Establishments Act, 1962	Application to be made for obtaining certificate			
Shiv Apartment Sunderpur Varanasi (Varanasi –Lab)					
1.	Certificate of BMW Under the authorized by U.P Pollution control Board	Registration Number:- CPC-BMW/19306  Membership Number:- 5910	Managing Director of CPC Power India Private limited, Varanasi	January 01, 2024	March 31 ,2025
2.	Authorization for Operating a Facility For Collection, Reception, Treatment, Storage, Transport and Disposal of Biomedical Wastes	Authorization no. 26196214	Uttar Pradesh Pollution Control Board	May 05, 2024	May 04, 2025
3.	Registration of Medical Establishments Certificate (CEA) Under the Clinical Establishments (Registration and Regulation) Act, 2010	Registration Number:- RMEE2446730  Certificate Number:- CMEE24105432/AL- 2475	Chief Medical officer, Varanasi, Uttar Pradesh	Date of issue Date:- June 21 ,2024	April 30 ,2025
4.	Certificate of Refilling of fire Extinguishers	---	Certificate issued by Anjali Enterprise	January 01, 2024	April 30 ,2025
5.	Registration Under Uttar Pradesh Shops and Commercial Establishments Act, 1962	Application to be made for obtaining certificate			
Approval Related to Madhya Pradesh Lab Testing					
Plot No.9, Scheme No. 53, Vijay Nagar,Indore, Madhya Pradesh-452001, (Indore-lab)					
1.	Registration Under Madhya Pradesh Shops and Establishments Act, 1958	Registration Number: INDO220210SE00286 8	District Labour Office, Indore	February 10, 2022	Valid till Cancelled
2.	Authorisation Under Bio Medical Waste (BMW)	Consent Number: B-106530 PCB ID:150601	Maharashtra Pollution Control Board, Regional Officer, Indore	September 01,2018	October 01, 2037
3.	Authorization for Operating a Facility For Collection, Reception, Treatment, Storage, Transport and Disposal of Biomedical Wastes	PCB ID: 150601 (for category: Scale/BMW)  Consent No. B-106530	M.P. Pollution Control Board	September 01, 2018	October 01, 2037
4.	Certificate of Registration under Sub-Section (3) of Section 4 of the Madhya Pradesh Upcharyagriha Taha Rujopchar Sambandhi Sthapanaye (RegistrikaranTathaAnugypan) Adhiniyam, 1973	Registration Number:- CL/7798/DEC-2022	Chief Medical & Health Officer, Indore	December 01,2022	March 31, 2025
5.	Fire Certificate	--	Ceasefire Industries Pvt. Ltd.	Refill invoice dated November 21, 2024	November 20
Approval Related to Jammu Lab Testing					
1st Floor, Hotel New Al-Hamza Building, Iqbal Market Karran Nagar Chowk Near Hotel Hamzah, Srinagar (Srinagar-Lab)					
1.	Registration Certificate Under Jammu & Kashmir Shops and Establishments Act. 1966	Registration Number: 2789872367	Office of the Assistant Labour	April 05,2021	March 31,2027

			Commissioner, Srinagar		
2.	Agreement Certificate Under Bio-Medical Waster(BMW)	PCC/HO/BMW/16505 21 Reference Number: KHCS/24/307	Kashmir Health Care System, Common Bio Medical Water Treatment Facility, Pulwama, Kashmir	January 01,2024	Renewed till December 31,2025
3.	No Objection Fire Certificate	Number: JDF&ES-K/F- Prv/3646	Office of the Joint Director Fire & Emergency Services, J & K, Kashmir Range, Srinagar	May 21, 2018	Valid till Cancelled
4.	Certificate of Accreditation (ISO 15189:2022)	Certificate Number: MC-4928	National Accreditation Board For Testing and Callbration Laboratories	January 10, 2024	January 09, 2026
5.	Registration of Clinical Establishments	<i>Application made vide application number Number: CMOS/SBN/5814 dated September 24, 2024 to district Health Officer, Shrinagar, Co-Convenor(DRA)</i>			
<b>H No 123 Lanr No 2 Sarswati Vihar Anand Nagar Bohri Talab Tillo Jammu 180002 (Jammu-Lab)</b>					
1.	Registration Under Jammu & Kashmir Shops and Establishments Act, 1966	Registration Number- 3311181213	Labor department of Jammu and Kashmir	December 16, 2023	March 31, 2026
2.	Bio-Medical Waste (BMW) Lifting Certificate	--	M/s. Anmol Health Care, Samba, (J&K)	December 01,2023	November 30,2026
3.	Certificate of provisional registration under the Clinical Establishments (Registration and Regulation) Act, 2010 (CEA).	Registration Number: 0102102223	District Registering Authority, CMo, Jammu	January 01,2025	December 31,2026
4.	Form III, Authorization (Fresh) for Operating a Faculty for Generation, Collection, Reception, Treatment, Storage and Disposal of BIO-Medical Waste	Serial Number: PCC/RD/BMW/51947 63/25/464-66	J & K Pollution Control Committee, Regional Director, JKPCC, Jammu	March 07,2025	December 31,2025
5.	No Objection Fire Certificate	<i>Application to be made for obtaining certificate</i>			
<b>Approval Related to West Bengal Lab Testing</b>					
<b>F-119/60,3,Ambika Mukherjee Road, Kolkata District:- North 24 Parganas Pincode:-700056, west Bengal, (Kolkata-Lab)</b>					
1.	Consent to Establish(CTE) Under Section 25 & 26 of the Water(Prevention and Control Pollution) Act,1974 and Section 21 of the Air(Prevention and Control Pollution Act,1981	CTE Number:- WBPCB/6205637/202 5	West Bengal Pollution Control Board, Kolkata, Environmental Engineer, Barrackpore Regional Office	January 27, 2025	December 31, 2031
2.	Agreement Under Bio Medical Waste (Management and Handling) Rules 2016,	--	M/s. Medicare Environmental Management Private Limited	January 01, 2025	March 31, 2027
3.	Permanent Certificate of Enlistment registered Under West Bengal Municipal Act 1993	Certificate Number: 0917P187024204022	Kamarhati Municipality	December 05, 2024	December 04, 2025
4.	Fire NOC	--	West Bengal Fire & Emergency Services	--	January 24, 2026
5.	Registration under West Bengal Shops & Establishment Act . 1963	<i>Application to be applied for obtaining certificate</i>			



6.	Registration West Bengal Clinical Establishment (Registration, Regulation and Transparency), Act 2017 (CEA).	<b>Application for registration made vide acknowledgement no. 1500000106111 dated February 08, 2025 with Department Of Health And Family Welfare, Government Of West Bengal</b>			
<b>Approval Related to Assam Lab Testing</b>					
<b>2<sup>nd</sup> floor P.B Chowdhury Colony, Dr.B.K. Kakoti Road, Ulubari, Guwahati-781007, (Guwahati- Lab)</b>					
1.	Registration Of Provisional Certificate under the Clinical Establishments (Registration and Regulation) Act, 2010 (CEA).	Provisional Registration Number:- 1832201115	Government Of Assam District Registering Authority Kamrup Metropolitan	February 12, 2024	Expired on February 12, 2025. <b>Application for renewal to be filed</b>
2.	Fire Certificate	Acknowledgement Of Renewal No Objection Certificate  UAIN: FIRNOCXII/2023/04835	Director of Fire and Emergency Services, Assam, Guwahati,	December 26, 2023	Expired on December 26, 2024 <b>Application for renewal to be filed</b>
3.	Trade License Under Guwahati Municipal Corporation (GMC) Act,1969	License No: 1721210385687992 Registration Number: GMC/WZ/14/HTL/202425/1721210385687992	Guwahati Municipal Corporation, Guwahati	July 17,2025	March 31,2025
4.	Agreement Under BMW Membership Certificate under the Environment (Protection) Act, 1986	Authentication Code: FA/COR/2425/AGR/BMW/680	M/s. Fresh Air Waste Management Private Limited	April 01,2024	March 31,2025
5.	Registration Under The Assam Shops And Establishments Act, 1971/ Trade License	<b>Application to be applied for obtaining certificate</b>			
<b>Approval Related to Rajasthan Lab Testing</b>					
<b>Lower Basment, BI Tower-3, Mahaveer Nagar-II Maharani Farm,DurgapuraJaipur-302018 Rajasthan (Jaipur-Lab)</b>					
1.	Agreement Under Bio Medical Waste Rules, 2016, (BMW)	Unit ID Number: BMW-24-25	Instromedix Water Management Private Limited, Boot Operator Authorized By rajasthan State Pollution Board, Under Jaipur Municipal Corporation	April 01, 2024	March 31, 2025
2.	Registration for Provisional Certificate under the Clinical Establishments (Registration and Regulation) Act, 2010 (CEA)	<b>Application to be made for obtaining certificate</b>			
3.	Registration Under Rajasthan Shops and Commercial Establishments Act, 1958	<b>Application Number:SCA/2025/14/133649 Dated: March 30,2025 M/s. Modern Diagnostic and Research Centre Limited</b>			
4.	Fire Certificate	<b>Application to be made for obtaining certificate</b>			
<b>Bhiwadi Lab: Set up made in the premises of SS Hospital (concerned Hospital), OCF-2, Bhiwadi, Alwar, Rajasthan</b>					
1.	Certificate of Provisional Registration under the Clinical Establishments (Registration and Regulation) Act. 2010-Bhiwandi	Provisional Registration Number: 12/13-08-2024	District Registering Authority, Khairthal,Tijara	August 13,2024	August 12,2025

2.	Registration for Operation of Medical Diagnostic X-Ray Equipment, Type of Equipment- Radiography (Fixed)	Case File Number: RJ-94097-RF-XR-001 Document Number: 22-LOP-765829 Equipment ID: G-XR-158272	Atomic Energy Regulatory Board,Mumabi	April 20,2022	April 20,2027
3.	Registration for Operation of Medical Diagnostic X-Ray Equipment, Type of Equipment- Radiography (Mobile)	Case File Number: RJ-94097-RF-XR-002 Document Number: 22-LOP-768867 Equipment ID: G-XR-158271	Atomic Energy Regulatory Board, Mumbai	April 27,2022	April 27,2027
4.	Form B Registration Under Pre-Conception and Pre-Natal Diagnostic Techniques (PCPNDT Certificate) Act 1994	Registration Number:- Alw/Tij/2021/76	Office of the C.M. & H.O Alwar	April 19,201	April 18,2026
5.	Approval of Radiological Safety Officer	Case File Number: RJ-94097-INST Document Number: 22-RSO-781603	Atomic Energy Regulatory Board, Mumbai	June 01,2022	June 01,2025
6.	Agreement Under Bio Medical Waste Rules, 2016, (BMW)	To be obtained by the concerned Hospital as per agreement terms			
7.	Fire Certificate				
Approval Related to Punjab Lab Testing					
First Floor , bearing No. 32 Sudershan Business Centre, Ghala Mala Chowk, Majitha Road, Amritsar, Punjab, Amritsar-Lab					
1.	Agreement Under BMW Environment (Protection) Act, 1986	--	M/s. Amritsar Envirocare systems Private Limited	September 20,2024	November 19, 2029
2.	Registration Under Punjab Shops and Commercial Establishments Act, 1958	Application to be made for obtaining certificate			
3.	Fire Certificate	Application to be made for obtaining certificate			
4.	Registration for Provisional Certificate under the Clinical Establishments (Registration and Regulation) Act, 2010 (CEA).	Application to be made for obtaining certificate			
Set up made in the premises of Dr. Karam Singh Memoril Multispeciality Hospital ( <i>concerned Hospital</i> ), 16, Doctor Avenue, Majitha Road, Amritsar (Amritsar Lab-2): All the applicable approvals are to be obtained by the concerned hospital as per agreement terms.					
Onkar Hospital, Main Chowk, FGC Road, Terra Kalan, Ajnala, Punjab (Ajnala Lab)					
The company is in the process of finalizing an MOU with Onkar Hospital to operate the lab at the aforementioned facility.					

#### Business Related Approvals


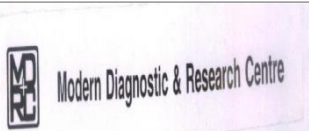
S. No.	Description	Address of Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
1.	Udyam Registration Certificate	M/s. Modern Diagnostic & Research Centre Private Limited, 137-B, Ramesh Nagar New Delhi-110015	Registration Number :- UDYAM-DL-11-0001000	Ministry of Micro Small & Medium Enterprises	August 07, 2020	Valid till Cancelled
2.	Import Export Code (IEC)	M/s. Modern Diagnostic & Research Centre Private Limited, 137-B, Ramesh Nagar New Delhi-110015	IEC Number: 0512050171	Ministry of Commerce and Industry Directorate General of Foreign Trade	October 03,2012	Valid till Cancelled



3.	LEI	M/s. Modern Diagnostic & Research Centre Private Limited,  Plot No.64,1 <sup>st</sup> Floor,Block-H,BaliNagar, City Landmark Near Khetar Pal Hospital,Ramesh Nagar-110015, New Delhi	9845002B7ND39C436A58	LEI Register India Private Limited	March 27, 2023	March 28, 2029
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## INTELLECTUALPROPERTY

Trademarks registered/Objected/Abandoned in the name of our company

S. No	Brand Name/Logo Trademark	Class	Trademark Registration Number	Owner	Date of Validity	Authority	Current Status
1.	DEVICE 	44	2196689	M/s Modern Diagnostic & Research Centre (Label)	From August 29,2011 to August 29,2031	Government of India, Trade Marks Registry, Mumbai	Registered
2.	Device 	42	1548971	MD RC Modern Diagnostic & Research Centre (Label)	From April 12, 2007 to April 12,2027	Government of India, Trade Marks Registry, Mumbai	Registered

## Domain Name

S. No	Domain Name	Sponsoring Registration and ID	Registrant Name, ID and Address	Creation Date	Registry Expiry Date
1.	mdrcindia.com	Registry Domain ID:- 88159082_DOMAIN_COM-VRSN	Registrar:- GoDaddy.com, LLC Registrar IANA ID: 146	July 05,2002	July 05,2026

Licenses other than those related to operating labs which are yet to be applied for:

S. No	Description	Address of Place of Business/Premises	Existing Registration Number if any	When to be applied	Concerned authority
1.	Professions Tax Registration Certificate (P.T.R.C.)	M/s. Modern Diagnostic & Research Centre Private Limited  2 <sup>nd</sup> floor P.B Chowdhury Colony, Dr.B.K. Kakoti Road, Ulubari, Guwahati-781007	NA	immediately	Sales tax Department, Assam

2.	Professions Tax Enrollment Certificate (P.T.E.C.)	M/s. Modern Diagnostic & Research Centre Private Limited 2 <sup>nd</sup> floor P.B Chowdhury Colony, Dr.B.K. Kakoti Road, Ulubari, Guwahati-781007	NA	immediately	Sales tax Department, Assam
3.	Professions Tax Enrollment Certificate (P.T.E.C.)	M/s. Modern Diagnostic & Research Centre Private Limited Ground Floor , Plot No.9, Scheme No. 53 , Indore, Madhya Pradesh	NA	Immediately	Commercial Tax department, Madhya Pradesh
4.	Registration Under Punjab Shops and Commercial Establishments Act, 1958	Plot Number-1057P, Sector 40, Gurugram-122002	NA	immediately	Labour Department, Haryana

**Object of the issue related approvals Letter of Intent and Lease Deed:**

S. No	Property address	Intending Lessor & Intending Lessee	Lease Commencement and Period	Lease Rent	Lock in Period
1.	Area Approx.2000Sq.Ft. Ground Floor, Plot Number B-135,Alganj, Lucknow	Mrs. Anju Sharma and M/s. Modern Diagnostic & Research Centre Limited	June 01, 2025 for 11 Month, Rent Commencement dated: September 01, 2025	Rs.1 Lakh Per Month+ GST	36 months
2.	Plot Number-F-11/16\$17 DLF Phase -1,Golf Course Road,Gurgaon, Plot Size- 540 Sq.Yard	Mr. Shiv Narayan Modi and M/s. Modern Diagnostic & Research Centre Limited	June 01,2025 for 9 Years, Rent Commencement dated: September 01,2025	Rs.2.5 Lakh Per Month+ GST	36 months
3.	3 <sup>rd</sup> Floor , H-64, Bali Nagar, Delhi-110015	Mr.Ajay Kohli and M/s. Modern Diagnostic & Research Centre Limited	June 01,2025 for 9 Years, Rent Commencement dated: September 01,2025	Rs.0.70 Lakh Per Month+ GST	36 months
4.	711-A, Chandralok, 100 Feet Road, Shahdhra, Delhi-110032	Dr. Vivek and M/s. Modern Diagnostic & Research Centre Limited	April 01,2025 for 9 Years, Rent Commencement dated: July 01,2025	Rs.0.30 Lakh Per Month+ GST	36 months
5.	Plot In front of Government PBM Hospital, X-Ray Gali Near Sambhav Hospital, Bikaner, Rajasthan, Plot Size-540 Sq.Yard	Mr. Shiv Narayan Modi and M/s. Modern Diagnostic & Research Centre Limited	June 01,2025 for 9 Years, Rent Commencement dated: September 01,2025	Rs.2.5 Lakh Per Month+ GST	36 months
6.	Plot Number-1057P, Sector 40, Gurugram-122002 Built Up Area.14300 Sq.ft.	Mr. Sumit Arora S/o. S.C. Arora and M/s. Modern Diagnostic & Research Centre Private Limited	Lease deed Dated October 17,2024 for 11 Months Started from December 01,2024 to October 31,2025	Rs.12.5 Lakh Per Month+ GST	11 months
7.	Approval for Site, Layout and Construction of Nuclear Medicine Facility Premise:- Plot Number-1057P, Sector 40, Gurugram-122001.	Modern Diagnostic and Research Centre Private Limited, Chairman Cum Managing Director	--	Date of issue: March 24 ,2025	<b>Issuing Authority:-</b> Atomic energy Regulatory Board Radiation Applications Safety Division, Mumbai
8.	Heritage Plaza, Garh Road Meerut, Uttar Pradesh	Mr. Madan Sharma And Modern Diagnostic And Research Centre limited	June 01 ,2025 for 9 Years Rent Commencement Dated:- ----	Rs.1.80 Lakh Per Month+ GST (1500 Square Feet*120 /- per	36 Months

				square Feet)	
9.	Plot Number-L-664 Awas Vikas Kalyanpur Kanpur	Mr. Alok Srivastava and Modern Diagnostic And Research Centre limited	May 01 ,2025 for 9 Years Rent Commencement Dated:- August 01 ,2025	Rs.0.40 Lakh Per Month+ GST	36 months
10.	Noble Diagnostics Centre,SCO-292,Sector- 32D, Chandigarh	Mr. Pankaj Sharma and Modern Diagnostic And Research Centre limited	April 01,2025 Rent Commencement Dated:- April 01 ,2025	Rs.2.50 Lakh Per Month+ GST	36 months

In addition to above licenses and approvals and except as stated in this chapter, it is hereby mentioned that no application has been made for license / approvals required by the Company and no approval is pending in respect of any such application made with any of the authorities except that for change of name of the Company from pursuant to change of its constitution from Private Limited to Public Limited.

## **SECTION XI – INFORMATION WITH RESPECT TO GROUP COMPANIES**

As per the SEBI (ICDR) Regulations, 2018, for the purpose of identification of Group Companies, our Company has considered those companies as our Group companies with which there were related party transactions as per the Restated Financial Statements of our Company in any of the last three financial years and other Companies as considered material by our Board. Further, pursuant to a resolution of our Board dated March 17, 2025 for the purpose of disclosure in relation to Group companies in connection with the Issue, a company shall be considered material and disclosed as a Group company if such company fulfills both the below mentioned conditions: -

- (i) Such company that forms part of the Promoter Group of our Company in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations; and
- (ii) Our Company has entered into one or more transactions with such company in in any of the last three financial years and stub period as the case of the company as per Restated Financial Statements.

Based on the above, our Company does not have "Group Companies" in terms of the definition provided for above, as on date of this Draft Red Herring Prospectus.

## **SECTION – XII – OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **AUTHORITY FOR THE ISSUE**

The Board of Directors has, pursuant to a resolution passed at its meeting held on March 17, 2025 authorized the Issue, subject to the approval of the shareholders of the Company under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

The shareholders of the Company have, pursuant to a special resolution passed in EOGM held on March 18, 2025 authorized the Issue under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

Our Company has received an In-Principle Approval letter dated [●] from BSE for using its name in this Draft Red Herring Prospectus for listing our shares on the SME Platform of BSE. BSE is the Designated Stock Exchange for the purpose of this Issue.

### **PROHIBITION BY SECURITIES MARKET REGULATORS**

Our Company, our Promoters, our Directors, our Promoters Group and person(s) in control of the issuer have not been prohibited from accessing or debarred from buying, selling, or dealing in securities under any order or direction passed by the Board or any securities market regulators in any other jurisdiction or any other authority/court.

The listing of any securities of our Company has never been refused by any of the Stock Exchanges in India.

None of our Directors are associated with the securities market and there are no violations of securities laws committed by any of them in the past or pending against them, nor have any companies with which our director was associated have been debarred or prohibited from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Further, none of our Promoters or Directors are declared as fugitive economic offenders under Fugitive Economic Offenders Act, 2018.

### **CONFIRMATIONS**

1. Our Company, our Promoter, Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent applicable.
2. None of the Directors in any manner associated with any entities which are engaged in securities market related business and are registered with the SEBI.
3. There has been no action taken by SEBI against any of our Directors or any entity with which our Directors are associated as Promoters or directors.
4. There are no outstanding convertible securities or any other right which would entitle any person with any option to receive equity shares of the issuer.

### **PROHIBITION BY RBI OR GOVERNMENTAL AUTHORITY**

Neither our Company, nor our Promoters, nor the relatives (as defined under the Companies Act) of our Promoter nor Group Companies/Entities, nor our directors have been identified as willful defaulters or Fraudulent Borrowers by the RBI or any other governmental authority.

### **ELIGIBILITY FOR THE ISSUE**

Our Company is eligible in terms of Regulations 230 of SEBI ICDR Regulations for this Issue.

Our Company is eligible for the Issue in accordance with the Regulation 229 (2) of Chapter IX of the SEBI (ICDR) Regulations, 2018, whereby, an issuer whose post issue paid-up capital is more than ten crore rupees but less than twenty-five crore rupees. Our Company shall issue shares to the public and has proposed to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the SME Platform of BSE Limited i.e. BSE SME).

As per Regulation 229 (3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of NSE in accordance with the Restated Financial Statements, prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations.

As per Regulation 229 (4) of the SEBI ICDR Regulations, the company was originally incorporated as “Modern Diagnostic & Research Centre Private Limited” as a private limited under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated April 16, 2012 issued by Registrar of Companies, Delhi.

Further, our Company has acquired the business of M/s. Modern Diagnostic & Research Centre, a proprietorship firm of Mr. Devendra Singh Yadav carrying on the business of Diagnostic Centre with varied fields of medical applications since 1985, pursuant to Agreement for Transfer of Business executed on April 1, 2013 between M/s. Modern Diagnostic & Research Centre and our Company. Therefore, the company has been in existence for at more than one year before filing of DRHP.

As per Regulation 229 (5), there has been no change of promoters of the company for the period of one year from the date of filing of DRHP.

As per Regulation 229 (6), the company has minimum operating profits (earnings before interest, depreciation and tax) of ₹1 crore from operations for at least two out of the three previous financial years. The details as per restated financial information are as follows:

Particulars	For the period/ year ended			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Operating profit (earnings before interest, depreciation and tax and other income) from operations	966.23	1,105.18	(98.77)	598.92

(₹ In lakh)

#### 1. The Issuer should be a company incorporated under the Companies Act 1956 / 2013 in India.

Our Company is incorporated under the Companies Act, 1956.

Our Company was originally incorporated as “Modern Diagnostic & Research Centre Private Limited” as a private limited under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated April 16, 2012 issued by Registrar of Companies, Delhi having Corporate Identification Number U85110DL2012PTC234368.

Subsequently, our Company was converted from a private limited company to public limited company and consequently the name of our Company was changed to “Modern Diagnostic & Research Centre Limited” pursuant to fresh certificate of incorporation dated December 18, 2024 issued to our Company by the Registrar of Companies, Central Processing Centre.

#### 2. The post issue paid up capital of the company (face value) shall not be more than ₹ 25.00 Crore.

The present paid-up capital of our Company is ₹ 1100.00 Lakh and we are proposing issue of upto 41,00,000 Lakh Equity Shares of ₹ 10/- each at Issue price of ₹ [●] per Equity Share including share premium of ₹ [●] per Equity Share, aggregating to ₹ [●] Lakh. Hence, our Post Issue Paid up Capital will be ₹ [●] Lakhs which is more than ₹ 10.00 Crores and less than ₹ 25.00 Crore.

#### 3. Net Worth

The Net worth of the company shall at least ₹ 100.00 Lakhs for 2 preceding full financial years:

Particulars	For the period/ year ended			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Restated Net Worth	1,671.35	1,175.82	596.33	1,169.53

#### 4. Net Tangible Asset

The Net Tangible Asset shall ₹ 300.00 Lakhs in last preceding (full) financial year:

Particulars	For the period/ year ended			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Net Assets	1671.35	1175.82	596.33	1169.53
Less: Intangible Assets	72.16	80.13	3.36	33.55
<b>Net Tangible Assets</b>	<b>1599.19</b>	<b>1,095.69</b>	<b>592.97</b>	<b>1135.98</b>

The Net Tangible Assets based on Restated Financial Statement of our company as on the last preceding (full) financial year i.e. March 31, 2024 is ₹ 1,095.69. Therefore, our company satisfies the criteria for Net Tangible Asset of ₹ 300.00 lakhs in last preceding (full) financial year.

## 5. Track Record

**The track record of Applicant Company seeking listing should be at least 3 years. Where the applicant company has taken over a proprietorship concern/ registered partnership firm/ LLP, then the track record together with such proprietorship concern/ registered firm/ LLP should be at least 3 years. Provided, the applicant company seeking listing should have a track record of operations for at least one full financial year and audited financial results for one full financial year.**

Our Company was originally incorporated as “Modern Diagnostic & Research Centre Private Limited” as a private limited company, under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated April 16, 2012 issued by Registrar of Companies having Corporate Identification Number U85110DL2012PTC234368. Subsequently, our Company was converted from a private limited company to public limited company pursuant to special resolution passed in the Extra- Ordinary General Meeting of the company held on November 16, 2024 and consequently the name of our Company was changed to “Modern Diagnostic & Research Centre Limited” pursuant to fresh certificate of incorporation dated December 18, 2024 issued to our Company by the Registrar of Companies, Delhi. Therefore, our company satisfies the criteria of having track record of atleast 3 years.

## 6. Earnings before Interest, Depreciation and tax

**The Company confirms that it has operating profits (earnings before interest, depreciation and tax) from operations for at least 2 out of 3 financial years preceding the application:**

Our Company satisfies the criteria of having operating profit (earnings before interest, depreciation and tax) from operations for 2 out of 3 latest financial years preceding the application date which given hereunder based on Restated Standalone Financial Statement.

Particulars	For the period/ year ended			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Operating profit (earnings before interest, depreciation and tax and other income) from operations	966.23	1,105.18	(98.77)	598.92

(₹ In lakh)

## 7. Leverage Ratio

The Leverage ratio (Total Debts to Equity) of the Company as on September 30, 2024 was 1.26:1 which is less than the limit of 3:1. Therefore, our company satisfies the criteria of having leverage ratio of less than 3:1.

Particulars	For the period/ year ended
	September 30, 2024
Total Debt (A)	2,113.17
Total Shareholder's Funds (Equity) (B)	1,671.35
Leverage Ratio (A/B)	1.26:1

## 8. Disciplinary action

- No regulatory action of suspension of trading against the promoter(s) or companies promoted by the promoters by any stock Exchange having nationwide trading terminals.
- Our Promoter(s) or directors are not be promoter(s) or directors (other than independent directors) of compulsory delisted companies by the Exchange and the applicability of consequences of compulsory delisting is attracted or companies that are suspended from trading on account of non-compliance.
- Our directors are not be disqualified/ debarred by any of the Regulatory Authority.

## 9. Default

Our company confirms that there are no pending defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by our company, our promoters or promoting company(ies).



## 10. Name change

Except conversion of Company from Private Limited to Public Limited, our Company confirms that there has been no name change within the last one year.

## 11. Other Requirements

We confirm that;

- i. The Company has not been referred to NCLT under IBC.
- ii. There is no winding up petition against the company, which has been admitted by the court or a liquidator has not been appointed.
- iii. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against our company.
- iv. The Net worth computation is computed as per the definition given in SEBI (ICDR) Regulations.
- v. There has been no change in the promoters of the company in preceding one year from date of filing the application to BSE for listing under SME segment.
- vi. The composition of the board is in compliance with the requirements of Companies Act, 2013 at the time of in principle approval.
- vii. None of the Issues managed by Book Running Lead Manager are returned by BSE in last six months from the date of this Draft Red Herring Prospectus.
- viii. The Company has a website: [www.mdrcindia.com](http://www.mdrcindia.com)
- ix. 100% of the Promoter's shareholding in the Company is in Dematerialised form.
- x. Our Company shall mandatorily facilitate trading in demat securities and have entered into tripartite agreement with both the depositories i.e. NSDL & CDSL along with our Registrar for facilitating trading in dematerialized mode. The Company's shares bear an ISIN: INE1HK501016.
- xi. There is no default in payment of interest and/or principal to the debenture / bond / fixed deposit holders, banks, FIs by the Company, promoters / promoting Company(ies), group companies, companies promoted by the promoters / promoting company(ies) during the past three years.

We confirm that;

- i. There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of Promoters/promoting Company(ies), group companies, companies promoted by the Promoters/promoting companies of the Company.
- ii. There is no default in payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the Company, Promoters/promoting Company(ies), group companies, companies promoted by the Promoters/promoting Company(ies) during the past three years.

### In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, we confirm that:

1. In accordance with regulation 260 of the SEBI ICDR Regulations, this Issue is 100% underwritten by the BRLM in compliance of Regulations 260(1) and 260(2) of the SEBI (ICDR) Regulations, 2018. For details pertaining to underwriting by BRLM, please refer to Section titled "*General Information*" beginning on page no. 49 of this Draft Red Herring Prospectus. - **Noted for Compliance**
2. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, 2018, the BRLM will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares Issue in the Initial Public Issue. For details of the market making arrangement, see Section titled "*General Information*" beginning on page no. 49 of this Draft Red herring Prospectus. - **Noted for Compliance**
3. In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, 2018, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to two hundred, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date our company becomes liable to repay it, then our company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest at rate of fifteen per cent per annum and within such time as disclosed in the Issue document and BRLM shall ensure the same.

4. In accordance with Regulation 246 the SEBI (ICDR) Regulations, 2018, we shall also ensure that we submit the soft copy of Issue Document through BRLM immediately up on registration of the Issue Document with the Registrar of Companies along with a Due Diligence Certificate including additional confirmations. However, SEBI shall not issue any observation on our Draft Red Herring Prospectus.
5. In accordance with Regulation 230(1)(a) of the SEBI (ICDR) Regulations, an application is being made to BSE and BSE is the designated stock exchange.
6. In accordance with Regulation 230(1)(b) of the SEBI (ICDR) Regulations, we have entered into an agreement with depositories for the dematerialisation of our specified securities already issued and proposed to be issued.
7. In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all our present equity shares are fully paid-up.
8. In accordance with Regulation 230(1)(d) of the SEBI (ICDR) Regulations, all the specified securities held by our promoters are already in dematerialised form.
9. In accordance with Regulation 230(1)(e) of the SEBI (ICDR) Regulations, our Company has made firm arrangements of finance through verifiable means towards seventy-five per cent of the stated means of finance for funding from the issue proceeds, excluding the amount to be raised through the proposed public offer or through existing identifiable internal accruals – Not required as the object of Issue is Capital expenditure requirement, working capital requirement, repayment of loan, general corporate purpose and issue expenses, for details, please refer the chapter “Objects of the Issue” on page no.72 of this Draft Red Herring Prospectus.
10. In accordance with Regulation 230(1)(f) of the SEBI (ICDR) Regulations, the issue is fresh issue of shares and there is no offer for sale.
11. In accordance with Regulation 230(1)(h) of the SEBI (ICDR) Regulations, the object for the issue does not consist of repayment of loan taken from promoter, promoter group or any related party, from the issue proceeds, directly or indirectly.

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and Subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

#### **SEBI DISCLAIMER CLAUSE**

**“IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS/~~RED HERRING PROSPECTUS/ PROSPECTUS~~ TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS/~~RED HERRING PROSPECTUS/ PROSPECTUS~~. THE BOOK RUNNING LEAD MANAGER, BEELINE CAPITAL ADVISORS PRIVATE LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS/~~RED HERRING PROSPECTUS/ PROSPECTUS~~ GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS/~~RED HERRING PROSPECTUS/ PROSPECTUS~~, BEELINE CAPITAL ADVISORS PRIVATE LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, BEELINE CAPITAL ADVISORS PRIVATE LIMITED HAS FURNISHED TO STOCK EXCHANGE/SEBI, A DUE DILIGENCE CERTIFICATE DATED [●] IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THE DRAFT RED HERRING PROSPECTUS/~~RED HERRING PROSPECTUS/ PROSPECTUS~~ DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013**

**OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH BEELINE CAPITAL ADVISORS PRIVATE LIMITED ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS/~~RED HERRING PROSPECTUS/~~ PROSPECTUS.”**

**ALL LEGAL REQUIREMENTS PERTAINING TO THIS ISSUE WILL BE COMPLIED WITH AT THE TIME OF FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES, DELHI, IN TERMS OF SECTION 26, 30 AND SECTION 32 OF THE COMPANIES ACT, 2013.**

#### **DISCLAIMER CLAUSE OF THE BSE**

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE Limited. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to the filing with the RoC.

#### **CAUTION- DISCLAIMER FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER (“BRLM”)**

The Company, the Directors, accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisement or any other material issued by or at the instance of the issuer and that anyone placing reliance on any other source of information would be doing so at their own risk.

The BRLM accepts no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at instance of the issuer and that anyone placing reliance on any other source of information, including Company’s website: [www.mdrcindia.com](http://www.mdrcindia.com) in would be doing so at their own risk.

#### **CAUTION**

The BRLM accepts no responsibility, save to the limited extent as provided in the MOU entered into between the BRLM, and our Company dated March 18, 2025 and the Underwriting Agreement dated March 18, 2025 between Beeline Capital Advisors Private Limited and our Company and the Market Making Agreement dated March 18, 2025 entered into among the Market Maker, Book Running Lead Manager and our Company.

All information shall be made available by us and BRLM 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 or at collection centres etc.

The BRLM and their respective associates and affiliates may engage in transactions with, and perform services for, our Company and our Promoters Group, affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company and our Promoters Group, affiliates or associates for which they have received, and may in future receive, compensation.

#### **Note:**

Investors that apply in this Issue will be required to confirm and will be deemed to have represented to our Company, the Underwriters and BRLM and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our company and will not Issue, sell, pledge or transfer the Equity Shares of our company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our company. Our Company, the Underwriters and BRLM 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 Equity Shares of our company.

#### **DISCLAIMER IN RESPECT OF JURISDICTION**

This Issue is being made in India to persons resident in India including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under the applicable trust law and who are authorized under their constitution to hold and invest in shares, and any FII sub –account registered with SEBI which is a foreign corporate or Foreign individual, permitted insurance companies and pension funds and to FIIs and Eligible NRIs. This Draft Red Herring Prospectus does not, however,

constitute an invitation to subscribe to Equity Shares Issue hereby in any other jurisdiction to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession the Draft Red Herring Prospectus comes is required to inform him or herself about and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Delhi, India only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, our Company's Equity Shares, represented thereby may not be offered or sold, directly or indirectly, and Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of Draft Red Herring Prospectus nor any sale here under shall, under any circumstances, create any implication that there has been any change in our Company's affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

#### **DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT, 1933**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

**Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those 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 applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

#### **FILING OF DRAFT RED HERRING PROSPECTUS/ RED HERRING PROSPECTUS/PROSPECTUS WITH THE BOARD AND THE REGISTRAR OF COMPANIES**

The Draft Red Herring Prospectus is being filed with BSE Limited, 25th Floor, P. J. Towers, Dalal Street, Fort, Mumbai -400001. The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Red Herring Prospectus/Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Red Herring Prospectus/Prospectus along with the material contracts and documents referred elsewhere in the Red Herring Prospectus/Prospectus, will be filed for registration to the RoC New Delhi.

#### **LISTING**

Application is to be made to the SME Platform of BSE for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. Our Company has received an In-Principle Approval letter dated [●] from BSE for using its name in this offer document for listing our shares on the SME Platform of BSE.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the BSE, the Company shall refund through verifiable means the entire monies received within Four days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities, and if any such money is not repaid within four day after the company becomes liable to repay it the company and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE mentioned above are taken within 3 (Three) Working Days from the Issue Closing Date.

## **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 - any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud.

Provided further that where the fraud involves an amount less than ten lakh rupees 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 fifty lakh rupees or with both.

## **CONSENTS**

Consents in writing of (a) Our Directors, Promoters, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditors and Peer Review Auditor, Banker to the Company; (b) Book Running Lead Manager to the issue, Registrar to the issue, Legal Advisor to the issue, Banker to the issue (Sponsor Bank)\*, Syndicate Member\*, Underwriter to the issue and Market Maker to the Issue to act in their respective capacities have been obtained as required under Section 26 of the Companies Act and will be filed along with a copy of the Red Herring Prospectus/ Prospectus with the RoC and such consents will not be withdrawn up to the time of delivery of the Red Herring Prospectus/Prospectus for registration with the RoC.

\*The consents will be taken while filing the Red Herring Prospectus with RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s. S V J K and Associates., Chartered Accountants, Peer Review Auditor of the Company has agreed to provide their written consent to the inclusion of their respective reports on Statement of Possible Tax Benefits relating to the possible tax benefits and Restated financial statements as included in this Draft Red Herring Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this Draft Red Herring Prospectus. In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018,

## **EXPERT OPINION**

Except for report and certificates from Peer Review Auditors on financial matter and Legal advisor to the company on Legal matters with regard to the capacity of the machineries, we have not obtained any other expert opinions.

## **PREVIOUS PUBLIC OR RIGHTS ISSUE**

There have been no public or rights issue by our Company during the last five years.

## **UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION**

We have not made any previous public Issue. Therefore, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring for or agreeing to procure subscription for any of the Equity Shares of the Company since its inception.



**PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED GROUP-COMPANIES / SUBSIDIARIES/ ASSOCIATES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 370(1B) OF THE COMPANIES ACT, 1956 / SECTION 186 OF THE COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS:**

Neither our Company nor any other companies under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 has made / Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three years.

**PERFORMANCE VIS-À-VIS OBJECTS – PUBLIC/RIGHTS ISSUE OF OUR COMPANY AND/OR LISTED GROUP COMPANIES/ SUBSIDIARIES AND ASSOCIATES OF OUR COMPANY**

Except as stated in the chapter titled “Capital Structure” beginning on page 60 of this Draft Red Herring Prospectus our Company has not undertaken any previous public or rights issue. None of the Group Companies/ Entities or associates of our Company are listed on any stock exchange.

**PERFORMANCE VIS-A-VIS OBJECTS - LAST ISSUE OF GROUP/ASSOCIATE COMPANIES**

Except as disclosed in this Draft Red Herring Prospectus, all of our Group/ Associate are unlisted and have not made a public issue of shares.

**FEES PAYABLE TO BRLM TO THE ISSUE**

The total fees payable to the BRLM will be as per the Memorandum of Understanding for Initial Public Offer, a copy of which is available for inspection at the Registered Office of our Company.

**FEES PAYABLE TO THE REGISTRAR TO THE ISSUE**

The fees payable to the Registrar to the Issue, for processing of Bidding application, data entry, printing of refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the Agreement between the Company and the Registrar to the Issue.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, communication expenses etc. Adequate funds will be provided to the Registrar to the Issue to enable it to send refund orders or Allotment advice by registered post/speed post or email.

**FEES PAYABLE TO OTHERS**

The total fees payable to the Sponsor Bank, Legal Advisor, Statutory Auditor and Peer Review Auditor, Market maker and Advertiser, etc. will be as per the terms of their respective engagement letters.

**PREVIOUS ISSUES OF EQUITY SHARES OTHERWISE THAN FOR CASH**

Except as stated in the chapter titled “*Capital Structure*” beginning on page no. 60 of this Draft Red Herring Prospectus, our Company has not Issue any Equity Shares for consideration otherwise than for cash.

**LISTED VENTURES OF PROMOTER**

There are no listed ventures of our Promoter as on date of filing of this Draft Red Herring Prospectus.

**OUTSTANDING DEBENTURES OR BONDS AND REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS**

Except as disclosed below, there are no outstanding debentures or bonds or redeemable preference shares and other instruments issued by the Company as on the date of this Draft Red Herring Prospectus.

**CAPITAL ISSUE DURING THE LAST THREE YEARS**

Other than as disclosed in “*Capital Structure*” beginning on page no. 60, our Company has not undertaken any capital issue in the last three years preceding the date of this Draft Red Herring Prospectus.

Further, our company does not have any listed Group Companies/ Subsidiaries/ Associates, hence issue of capital during the last three years is not applicable.

**STATEMENT ON PRICE INFORMATION OF PAST ISSUES HANDLED BY BEELINE CAPITAL ADVISORS PRIVATE LIMITED:**

<b>Main Board IPO:</b>								
Sr. No.	Issuer Name	Issue Size (₹ in Cr.)	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.	Mamata Machinery Limited	179.35	243.00	December 27, 2024	600.00	72.74% (-3.31%)	N.A.	N.A.
<b>SME IPO:</b>								
Sr. No.	Issuer Name	Issue Size (₹ in Cr.)	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.	Mach Conferences and Events Limited	125.28	225.00	September 11, 2024	300.00	+6.36% (+0.11%)	-0.11% (-0.02%)	-10.80% (-8.82%)
2.	S D Retail Limited	64.98	131.00	September 27, 2024	145.00	+2.33% (-8.04%)	(+34.66%) (-9.36%)	-28.63% (-9.59%)
3.	C2C Advanced Systems Limited	99.07	226	December 03, 2024	429.40	+279.27% (-1.10%)	66.79% (-9.53%)	N.A.
4.	Nisus Finance Services Co Limited	114.24	180.00	December 11, 2024	225.00	+174.47% (-4.79%)	104.50% (-9.09%)	N.A.
5.	Toss The Coin Limited	9.17	182.00	December 17, 2024	345.80	+348.79 (-4.91%)	104.73% (-8.50%)	N.A.
6.	Anya Polytech and Fertilizers Limited	44.80	14.00	January 02, 2025	17.10	58.57% (-2.81%)	N.A.	N.A.
7.	Parmeshwar Metal Limited	24.74	182.00	January 09, 2025	345.80	4.34% (0.31%)	N.A.	N.A.
8.	B.R.Goyal Infrastructure Limited	85.21	135.00	January 14, 2025	135.75	-19.07% (-0.43%)	N.A.	N.A.
9.	H.M. Electro Mech Limited	27.74	75.00	January 31, 2025	81.00	-20.89% (-5.55%)	N.A.	N.A.
10.	Solarium Green Energy Limited	105.04	190.00	February 13, 2025	202.00	19.55% (-3.03%)	N.A.	N.A.

Source: Price Information [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), Issue Information from respective Prospectus.



As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Issues) managed by the Lead Manager. Hence, disclosure pertaining to recent 10 issues handled by the lead manager are provided.

**Note:**

1. The S&P BSE Sensex and NSE Nifty are considered as the Benchmark.
2. "Issue Price" is taken as "Base Price" for calculating % Change in Closing Price of the respective Issues on 30<sup>th</sup> / 90<sup>th</sup>/180<sup>th</sup> Calendar days from listing.
3. "Closing Benchmark" on the listing day of respective scripts is taken as "Base Benchmark" for calculating % Change in Closing Benchmark on 30<sup>th</sup> / 90<sup>th</sup>/180<sup>th</sup> Calendar days from listing. Although it shall be noted that for comparing the scripts with Benchmark, the +/- % Change in Closing Benchmark has been calculated based on the Closing Benchmark on the same day as that of calculated for respective script in the manner provided in Note No. 4 below.
4. In case 30<sup>th</sup>/90<sup>th</sup>/180<sup>th</sup> day is not a trading day, closing price on BSE/NSE of the previous trading day for the respective Scripts has been considered, however, if scripts are not traded on that previous trading day then last trading price has been considered.

**SME IPO:**

Financial Year	Total No. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPO trading at discount as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at discount as on 180 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 180 <sup>th</sup> calendar day from listing date		
			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	24	1165.44	-	-	4	14	-	6	-	5	2	5	2	2
2023-24	21	770.18	-	-	3	13	3	2	-	2	2	15	1	1
2022-23	12	232.94	-	1	2	3	2	4	-	1	1	3	2	5
2021-22	N.A.													

**MAIN BOARD IPO:**

Financial Year	Total No. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPO trading at discount as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at discount as on 180 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 180 <sup>th</sup> calendar day from listing date		
			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	1	179.35	1	-	-	-	-	-	-	-	-	-	-	-
2023-24	NIL													
2022-23	NIL													
2021-22	N.A													

**Notes:**

1. Issue opening date is considered for calculation of total number of IPO's in the respective financial year.

2. *In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.*

Source: [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)

**Track Record of past issues handled by Beeline Capital Advisors Private Limited:** For details regarding track record of BRLM to the issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the BRLM at: [www.beelinemb.com](http://www.beelinemb.com)

## STOCK MARKET DATA FOR OUR EQUITY SHARES

This being an Initial Public Offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange.

## MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Registrar Agreement provides for the retention of records with the Registrar to the Issue for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for longer period, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

In terms of SEBI circular no. SEBI/HO/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, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2021 and SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 subject to 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 at the rate higher of ₹100 per day or 15% per annum of the application amount in the events of delayed or withdrawal of 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 per day or 15% per annum of the application amount.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, Bid application number, number of Equity Shares Bid for, amount paid on Bid application and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB or the member of the Syndicate (in Specified Cities) or the Sponsor Bank, as the case may be, where the Application Form was submitted by the ASBA Bidder or through UPI Mechanism, giving full details such as name, address of the Bidder, Bid application number, UPI Id, number of Equity Shares applied for, amount blocked on application and designated branch or the collection center of the SCSBs or the member of the Syndicate (in Specified Cities), as the case may be, where the Application Form was submitted by the ASBA Bidder or Sponsor Bank.

Our Company has obtained authentication on the SCORES in terms of SEBI circular no. CIR/OIAE/1/2013 dated April 17, 2013 and comply with the SEBI circular (CIR/OIAE/1/2014/CIR/OIAE/1/2013) dated December 18, 2014 in relation to redressal of investor grievances through SCORES. Our Company has not received any complaints as on the date of this Red Herring Prospectus/Prospectus. - **Noted for Compliance**

## DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the SCSB (in case of ASBA Bidders) or Sponsor Bank (in case of UPI Mechanism) or for redressal of routine investor grievances including through SEBI Complaint Redress System (SCORES) shall be 10 Working 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.

Our Company has constituted Stakeholders Relationship Committee as follows:

Name of the Directors	Designation	Nature of Directorship
Mr. Rishabh Kumar Jain	Chairperson	Non- Executive Independent Director
Mr. Sanjay Khandelwal	Member	Non- Executive Independent Director
Mr. Devendra Singh Yadav	Member	Chairman cum Managing Director

Our Company has appointed Mrs. Priyanshu Yadav as the Company Secretary and Compliance Officer who may be contacted in case of any pre-issue or post-issue related problems at the following address:

Mrs. Priyanshu Yadav

**C/o. Modern Dignostic & Research Centre Limited**

Plot No H-64,1st Floor BLK-H, Bali Nagar City landmark near Khetar Pal Hospital, Ramesh Nagar, West Delhi, New Delhi, Delhi-110015, India.

**Telephone No.:** +91 9999474297

**Web site:** [www.mdrindia.com](http://www.mdrindia.com)

**E-Mail:** [compliance@mdrcindia.com](mailto:compliance@mdrcindia.com)

Till date of this Draft Red Herring Prospectus, our Company has not received any investor complaint and no complaints is pending for resolution.

#### **CAPITALIZATION OF RESERVES OR PROFITS DURING LAST 5 (FIVE) YEARS**

Except as disclosed under chapter titled “*Capital Structure*” on page 60 of this Draft Red Herring Prospectus, our Company has not capitalized Reserves or Profits during last five years.

#### **REVALUATION OF ASSETS DURING THE LAST FIVE (5) YEARS**

Our Company has not revalued its assets during last five years.

#### **EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS**

Our Company has not made any application under Regulation 300(1)(c) of the SEBI ICDR Regulations for seeking an exemption from complying with any provisions of securities laws by SEBI as on the date of this Draft Red Herring Prospectus.

## **SECTION XIII – ISSUE RELATED INFORMATION**

### **TERMS OF ISSUE**

*The Equity Shares being issued pursuant to this issue shall be subject to the provision of the Companies Act, SEBI (ICDR) Regulations, 2018, SCRA, SCRR, Memorandum and Articles, the terms of this Draft Red Herring Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note ('CAN') and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, guidelines, rules, notifications, and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, BSE, ROC, RBI and / or other authorities, as in force on the date of the Issue and to the extent applicable.*

*Please note that, in accordance with the Regulation 256 of the SEBI (ICDR), Regulations, 2018 read with SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. As an alternate payment mechanism, Unified Payments Interface (UPI) has been introduced (vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018) as a payment mechanism in a phased manner with ASBA for applications in public Issues by individual investors through intermediaries (Syndicate members, Registered Stock-Brokers, Registrar and Transfer agent and Depository Participants).*

*Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.*

#### **Ranking of Equity Shares**

The Equity Shares being issued and transferred in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum & Articles of Association and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of allotment in accordance with Companies Act, 2013 and the Articles of Association of the Company.

#### **Authority for the Issue**

This Issue has been authorized by a resolution of the Board passed at their meeting held on March 17, 2025 subject to the approval of shareholders through a special resolution to be passed pursuant to section 62 (1) (c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62 (1) (c) of the Companies Act, 2013 passed at the EoGM of the Company held on March 18, 2025

#### **Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 and other applicable laws in this respect and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends, if declared, as per provisions of the Companies Act, 2013. For further details, please refer to the chapter titled "Dividend Policy" beginning on page 163 of this Draft Red Herring Prospectus.

#### **Face Value, Issue Price, Floor Price and Price Band**

The face value of each Equity Share is ₹ 10 and the Floor Price is ₹ [●] per Equity Share and the Cap Price is ₹ [●] per Equity Share. The Anchor Investor Issue Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot will be decided by our Company in consultation with the BRLM and advertised in all editions of an English national daily newspaper, all editions of a Hindi national daily newspaper, each with wide circulation, at least two Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchange for the purpose of uploading 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 websites of the Stock Exchange. The Issue Price shall be determined by our Company in consultation with the BRLM, after the Bid/Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

As on the date of filing this Draft Red Herring Prospectus, there shall be only one denomination of Equity Shares.

The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager and is justified under the chapter titled “*Basis of Issue Price*” beginning on page 84 of this Draft Red Herring Prospectus.

### **Compliance with the disclosure and accounting norms**

Our Company shall comply with all the applicable disclosure and accounting norms as specified by SEBI from time to time.

### **Rights of the Equity Shareholder**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

1. Right to receive dividend, if declared;
2. Right to attend general meetings and exercise voting powers, unless prohibited by law;
3. Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
4. Right to receive annual reports and notices to members;
5. Right to receive offers for rights shares and be allotted bonus shares, if announced;
6. Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
7. Right of free transferability, subject to applicable laws and regulations; and the Articles of Association of our Company; and
8. Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Memorandum and Articles of Association of the Company.

### **Minimum Application Value, Market Lot and Trading Lot**

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than two lots. Provided that the minimum application size shall be above ₹2 lakhs.

Pursuant to Section 29 of the Companies Act, the Equity Shares shall be Allotted only in dematerialised form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements will be signed by our Company with the respective Depositories and the Registrar to the Issue before filing this Draft Red Herring Prospectus:

- Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated January 11, 2025
- Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated January 28, 2025.

As per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29 (1) of the Companies Act, 2013, the equity shares of an issuer shall be in dematerialized form i.e. not in the form of physical certificates, but be fungible and be represented by the statement issued through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the BSE Limited from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares subject to a minimum allotment of [●] Equity Shares to the successful Applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

### **Minimum Number of Allottees**

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 200 shareholders. In case the minimum number of prospective allottees is less than 200, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within two (2) working days of closure of Issue.

### **Joint Holders**

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

### **Jurisdiction**

Exclusive Jurisdiction for the purpose of this Issue is with the competent courts/authorities in Delhi, India.

The Equity Share have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, —U.S. persons (as defined in

Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues 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 issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### Nomination Facility to the Investor

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest. 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 of Equity Share(s) by the person nominating. A buyer will be titled to make afresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or 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 shall upon production of such evidence, as may be required by the Board, elect either:

1. to register himself or herself as the holder of the equity shares; or
2. 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 ninety (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 Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the Applicants require changing of their nomination, they are requested to inform their respective depository participant.

### Withdrawal of the Issue

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one (1) 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, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company in consultation with BRLM withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue/issue for sale of the Equity Shares, our Company shall file a fresh Prospectus with Stock Exchange.

### ISSUE PROGRAM

Events	Indicative Dates
Bid/Issue Opening Date	[●]
Bid/Issue Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account**	On or before [●]
Credit of Equity Shares to Demat accounts of Allottees	On or before [●]



Commencement of trading of the Equity Shares on the Stock Exchange	On or before [●]
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**\*\* In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) 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 two 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. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.**

*Note - Our Company in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI ICDR Regulations.*

The above timetable, other than the Bid/Issue Closing Date, is indicative and does not constitute any obligation on our Company the BRLM.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and commencement of trading of the Equity Shares on the Stock Exchange are taken within three Working Days of the Bid/Issue Closing Date or such other period as may be prescribed by the SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Issue Period by our Company in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchange. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

SEBI vide circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the post issue timeline for IPOs. The revised timeline of T+3 days has been made applicable in two phases, i.e., voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Accordingly, the Issue has been made under UPI Phase III, subject to the timing of the Offer and any circulars, clarification or notification issued by the SEBI from time to time, including with respect to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023.

The SEBI is in the process of streamlining and reducing the post Issue timeline for initial public offerings. Any circulars or notifications from the SEBI after the date of the Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the Issue procedure is subject to change to any revised circulars issued by the SEBI to this effect.

The BRLM will be required to submit reports of compliance with listing timelines and activities, identifying non- adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

**In terms of the UPI Circulars, in relation to the Issue, 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 three Working Days from the Bid/Offer Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.**

#### **Submission of Bids**

##### **Bid/Issue Period (except the Bid/Issue Closing Date)**

Submission and Revision in Bids: Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”))

##### **Bid/Issue Closing Date**

Submission and Revision in Bids: Only between 10.00 a.m. and 3.00 p.m. IST



**On the Bid/Issue Closing Date, the Bids shall be uploaded until:**

- i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Individual Investors.

On the Bid/Issue Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Individual Investors after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

The Registrar to the Issue shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/ Issue 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 BRLM and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids.

**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/Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is Indian Standard Time. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public offerings, 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 the Issue. Bids will be accepted only during Monday to Friday (excluding any public holiday). None among our Company or any Member of the Syndicate shall be liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or blocking of application amount by the SCSBs on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

In case of any discrepancy in the data entered in the electronic book vis-a-vis data contained in the physical Bid cum Application Form, for a particular Bidder, the details of the Bid file received from the Stock Exchanges may be taken. Our Company in consultation with the BRLM, reserve the right to revise the Price Band during the Bid/Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. 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. The Floor Price shall not be less than the face value of the Equity Shares.

**In case of any revision to the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Issue Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the BRLM and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.**

**Minimum Subscription**

This Issue is not restricted to any minimum subscription level and the Issue is 100% underwritten. If the Issuer does not receive the subscription of 100% of the Issue through this Issue document including devolvement of Underwriter within sixty days from the date of closure of the Issue, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond four days after the issuer becomes liable to pay the amount, the issuer shall pay interest as prescribed under law.

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the issuer becomes liable to repay it, the issuer and every

director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the issue including through the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 200 (Two hundred).

Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than two lots. Provided that the minimum application size shall be above ₹2 lakhs.

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 issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### **Migration to Main Board**

Our company may migrate to the main board of BSE Limited at a later date subject to the following:

- a. If the Paid-up Capital of our Company is likely to increase above ₹ 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in- principal approval from the main board), our Company shall apply to BSE Limited for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

- b. If the paid-up Capital of our company is more than ₹ 10 Crores but below ₹ 25 Crores, our Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Any company desiring to migrate to the BSE Main board from the SME Board has to fulfill following conditions:

- a. Paid-up capital of more than 10 Crores and Market Capitalisation should be minimum Rs. 25 Crores.  
(Market Capitalisation will be the product of the price (average of the weekly high and low of the closing price of the related shares quoted on the stock exchange during 3 (Three) months prior to the date of the application) and the post issue number of equity shares.)
- b. Promoter(s) shall be holding at least 20% of equity share capital of the company at the time of making application.
- c. The applicant company should have positive operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years and has positive Profit after tax (PAT) in the immediate preceding Financial Year of making the migration application to Exchange.
- d. The applicant company should have a Net worth of at least Rs. 15 crores for 2 preceding full financial years.
- e. The applicant company is listed on SME Exchange/ Platform having nationwide terminals for atleast 3 years.
- f. No material regulatory action in the past 3 years like suspension of trading against the applicant company, promoters/promoter group by any stock Exchange having nationwide trading terminals.
- g. No Debarment of company, promoters/promoter group, subsidiary company by SEBI.
- h. No Disqualification/Debarment of directors of the company by any regulatory authority.
- i. The applicant company has not received any winding up petition admitted by a NCLT.
- j. The applicant company shall have a minimum of 250 public shareholders as per the latest shareholding pattern.
- k. No proceedings have been admitted under the Insolvency and Bankruptcy Code against the applicant company and Promoting companies.
- l. No pending Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by the applicant, promoters/promoter group /promoting company(ies), Subsidiary Companies.

- m. The applicant company shall obtain a certificate from a credit rating agency registered with SEBI with respect to utilization of funds as per the stated objective pursuant to IPO and/or further funds raised by the company, if any post listing on SME platform.
- n. The applicant company has no pending investor complaints.
- o. Cooling off period of 2 months from the date the security has come out of trade-to-trade category or any other surveillance action.

## Market Making

The shares issued and transferred through this Issue are proposed to be listed on the SME Platform of BSE Limited with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the SME Platform of BSE. For further details of the market making arrangement please refer to chapter titled “General Information” beginning on page 49 of this Draft Red Herring Prospectus.

## Arrangements for disposal of Odd Lots

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of BSE.

## Restrictions, if any, on Transfer and Transmission of Shares or Debentures and on their Consolidation or Splitting

Except for the lock-in of the pre-Issue capital of our Company, Promoters’ minimum contribution as provided under the chapter titled “Capital Structure” on page 60 of this Draft Red Herring Prospectus and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, please refer chapter titled “Description of Equity Shares and terms of the articles of association” on page 251 of this Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated herein above. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

## Application by eligible NRIs, FPIs/FIIs registered with SEBI, VCFs registered with SEBI and QFIs

It is to be understood that there is no reservation for Eligible NRIs or FPIs/FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation. NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Issue without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment (“FDI”) Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

**Option to receive securities in Dematerialized Form**

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

Further it is mandatory for the investor to furnish the details of his/her depository account, & if for any reasons details of the account are incomplete or incorrect the application shall be treated as incomplete & may be rejected by the Company without any prior notice.

**New Financial Instruments**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

### ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is more than ₹ 10 crores and upto ₹ 25 crores, shall issue equity shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such an issue, please refer chapter titled “Terms of Issue” and “Issue Procedure” on page no. 211 and 222 respectively of this Draft Red Herring Prospectus.

This public issue of upto 41,00,000 equity shares of face value of ₹10/- each for cash at a price of ₹ [●]/- per equity share including a share premium of ₹ [●]/- per equity share (the “issue price”) aggregating to ₹ [●]/- Lakhs (“the issue”) by our company. The Issue and the Net Issue will constitute [●] % and [●] % respectively of the post issue paid up Equity Share Capital of the Company.

This Issue is being made by way of Book Building Process <sup>(1)</sup>:

Particulars of the Issue <sup>(2)</sup>	Market Maker Reservation Portion	QIBs	Non-Institutional Investors	Individual investors who apply for minimum application size.
Number of Equity Shares available for allocation	[●] Equity Share	[●] Equity Shares	[●] Equity Shares	[●] Equity Shares
Percentage of issue size available for allocation	[●] % of the issue size	Not more than 50% of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion may 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 QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Net Issue	Not less than 35% of the Net Issue
Basis of Allotment <sup>(3)</sup>	Firm Allotment	Proportionate as follows (excluding Anchor Investor Portion): a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to [●] Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Domestic Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price	Proportionate	Proportionate
Mode of Bid	Only through the ASBA process.	Only through the ASBA process.	Through ASBA Process through banks or by	Through ASBA Process through

Particulars of the Issue <sup>(2)</sup>	Market Maker Reservation Portion	QIBs	Non-Institutional Investors	Individual investors who apply for minimum application size.
			using UPI ID for payment	banks or by using UPI ID for payment
Mode of Allotment	Compulsorily in dematerialized form			
Minimum Bid Size	[●] Equity Shares in multiple of [●] Equity shares	Such number of Equity Shares and in multiples of [●] Equity Shares	Such number of Equity shares in multiple of [●] Equity shares	[●] Equity Shares in multiple of [●] Equity shares
Maximum Bid Size	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the issue (excluding the QIB portion), subject to limits as applicable to the Bidder	Such number of Equity Shares in multiples of [●] Equity Shares
Trading Lot	[●] Equity Shares, however, the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares
Terms of Payment	<b>In case of Anchor Investors:</b> Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids <sup>(4)</sup> <b>In case of all other bidders:</b> Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.			
Mode of Bid	Only through the ASBA process (except for Anchor Investors)			

- (1) This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details, please refer to “Issue Structure” on page 219 of the Draft Red Herring Prospectus.
- (2) In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Issue for at least 25% of the post issue paid-up Equity share capital of the Company. This Issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations, 2018.
- (3) Subject to valid Bids being received at or above the Issue Price, undersubscription, 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 Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.
- (4) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

#### Notes:

- 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. 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 Anchor Investor Allocation Price.
- In the event that a Bid was submitted in joint names, the relevant Bidders were required to ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum



Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name appeared as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder was required in the Bid cum Application Form and such First Bidder was deemed to have signed on behalf of the joint holders.

## WITHDRAWAL OF THE ISSUE

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Bid/Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Bid/ Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Bid/ Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the registration of Draft Red Herring Prospectus/ Red Herring Prospectus with ROC.

## JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities at Delhi.

## BID/ISSUE PROGRAMME:

Events	Indicative Dates
Bid/Issue Opening Date	[●]
Bid/Issue Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or Before [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or Before [●]
Credit of Equity Shares to Demat accounts of Allottees	On or Before [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or Before [●]

*Note - Our Company in consultation with the Book Running Lead Manager, 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 in accordance with the SEBI ICDR Regulations*

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Application Form.

Standardization of cut-off time for uploading of bids on the Bid/Issue closing date:

- A standard cut-off time of 3.00 p.m. for acceptance of bids.
- A standard cut-off time of 4.00 p.m. for uploading of bids received from other than Individual Investors .
- A standard cut-off time of 5.00 p.m. for uploading of bids received from only Individual Investors, which may be extended up to such time as deemed fit by BSE after taking into account the total number of bids received up to the closure of timings and reported by BRLM to BSE within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical bid cum application form of that Bidder may be taken as the final data for the purpose of allotment.

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

## **ISSUE PROCEDURE**

All Bidders should read the General Information Document for Investing in Public Issue, prepared and issued in accordance with the SEBI circular no CIR/CFD/DIL/12/2013 dated October 23, 2013 notified by SEBI and updated pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and updated pursuant to SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 (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 which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue, especially in relation to the process for Bids by 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 Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of CAN and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of the Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; 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.

Subsequently, for applications by Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicable for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”), with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Individual Investors (“UPI Phase III”), as may be prescribed by SEBI. Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, and circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular is effective for initial public offers opening on or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and the provisions of this circular are deemed to form part of this Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual Investors in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹ 500,000 shall use the UPI Mechanism.

Furthermore, SEBI vide press release bearing number 12/2023 has approved the proposal for reducing the time period for listing of shares in public issue from existing 6 working days to 3 working days from the date of the closure of the issue. The revised timeline of T+3 days shall be made applicable in two phases i.e. voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Further, SEBI has vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 reduced the time taken for listing of specified securities after the closure of a public issue to three Working Days. Accordingly, the Offer will be made under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time.

### **Phased implementation of Unified Payments Interface**

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI 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 the ASBA) for applications by Individual Investors through 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 Mechanism, the UPI Circulars proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

- a) Phase I: This phase was applicable from January 01, 2019 and lasted till June 30, 2019. Under this phase, a Individual Investor, besides the modes of Bidding available prior to the UPI Circulars, also had the option to submit the Bid cum Application Form with any of the 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.
- b) Phase II: This phase has commenced with effect from July 01, 2019 and will continue for a period of three months or floating of five main board public issues, whichever is later. Under this phase, submission of the Bid cum Application Form by a Individual Investor through intermediaries to SCSBs for blocking of funds has been discontinued and has been replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase. 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.
- c) Phase III: 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, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Notification**"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, 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 Circular, 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 Circular 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 finalized. 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 in this regard, the relevant SCSB as well as the post – Issue BRLM will be required to compensate the concerned investor.

All SCSBs offering the facility of making applications in public issues shall also provide the facility to make application using UPI. The Company will be required to appoint one of the SCSBs as a Sponsor Bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/ or payment instructions of the Individual Bidders using the UPI.

The processing fees for applications made by Individual Investors 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.

The list of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>.

For further details, refer to the “General Information Document” available on the websites of the Stock Exchange and the BRLM.

Our Company, the Promoters and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this 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 and this Prospectus.

Further, our Company, the Promoters and the Members of the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Issue.

## BOOK BUILDING PROCEDURE

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) read with Regulation 252 of SEBI ICDR Regulations, 2018, the Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure

Requirements) Regulations, 2018 via book building process wherein not more than 50% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company may, in consultation with the BRLM, 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 QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor 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 Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Issue shall be available for allocation to Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except the QIB 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 BRLM, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spillover from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

**Investors 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, the PAN and UPI ID, for RIBs Bidding in the Individual Investors Portion using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get their Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Issue, subject to applicable laws.**

#### **AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS**

The Memorandum containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application form. The application forms may also be downloaded from the website of BSE Limited ("BSE SME") i.e. [www.bseindia.com](http://www.bseindia.com). Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking of funds that are available in the bank account specified in the Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Prospectus. The Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

#### **Bid cum Application Form**

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the BSE, at least one day prior to the Bid/ Issue Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the Individual Investors using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Issue through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Issue is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

i. Individual Investors (other than the Individual Investors using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.



- ii. Individual Investors using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- iii. QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

**Anchor Investors are not permitted to participate in the Issue through the ASBA process.**

For Anchor Investors, the Anchor Investor Application Form will be available at the office of the BRLM. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour*
Anchor Investor**	White
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA)	White
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	Blue

\*Excluding Electronic Bid cum Application Form

\*\* Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by Individual Investors (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Draft Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries”)

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an Issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Individual Investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by Investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs:</b>	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

For RIBs using UPI Mechanism, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/ Issue Closing Date ("Cut-Off Time"). Accordingly, RIBs 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 NPCI shall maintain an audit trail for every bid entered in the Stock Exchange bidding platform, and the liability to compensate RIBs (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the bankers to an issue) 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 bankers to an issue. The BRLM shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Issue for analysing the same and fixing liability.

#### **Availability of Draft Red Herring Prospectus and Bid Cum Application Forms**

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and BSE ([www.bseindia.com](http://www.bseindia.com)) at least one day prior to the Bid/ Issue Opening Date.

Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

#### **WHO CAN BID?**

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the DRHP for more details.

**Subject to the above, an illustrative list of Bidders is as follows:**

- Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in



single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);

- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: —Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d) Mutual Funds registered with SEBI;
- e) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- f) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- g) FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Bidder 's category;
- j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k) Foreign Venture Capital Investors registered with the SEBI;
- l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- o) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p) Pension Funds and Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- r) Multilateral and bilateral development financial institution;
- s) Eligible QFIs;
- t) Insurance funds set up and managed by army, navy or air force of the Union of India;
- u) Insurance funds set up and managed by the Department of Posts, India;
- v) Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

#### **Applications Not to Be Made by:**

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.

#### **MAXIMUM AND MINIMUM APPLICATION SIZE**

##### **1. For Individual Investors**

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter.

## 2. For Other than Individual Investors (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

**Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.**

**The above information is given for the benefit of the Bidders. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

### METHOD OF BIDDING PROCESS

Our Company, in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in all editions of the English national newspaper, all editions of Hindi national newspaper and Delhi Edition of Regional newspaper [●] (Hindi Regional Language of Delhi) where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid / Issue Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Issue Period.

- a) The Bid / Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Issue Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Issue Period, if applicable, will be published in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Delhi Edition of Regional newspaper [●] (Hindi Regional Language of Delhi) where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.
- b) During the Bid/ Issue Period, Individual Investors, should approach the BRLM or their authorized agents to register their Bids. The BRLM shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/ Issue Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLM (for the Bids to be submitted in the Specified Cities) to register their Bids.
- c) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- d) The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Buildup of the Book and Revision of Bids”.
- e) Except in relation to the Bids received from the Anchor Investors, the BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form
- f) The BRLM shall accept the Bids from the Anchor Investors during the Anchor Investor Bid/ Issue Period i.e. one working day prior to the Bid/ Issue Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.
- g) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in “Escrow

Mechanism - Terms of payment and payment into the Escrow Accounts” in the section “*Issue Procedure*” beginning on page 222 of this Draft Red Herring Prospectus

- h) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.
- i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- j) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- k) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

#### **BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS**

- a) Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/Issue Period, in accordance with the SEBI ICDR Regulations, provided that (i) the Cap Price will be less than or equal to 120% of the Floor Price, (ii) the Cap Price will be at least 105% of the Floor Price, and (iii) the Floor Price will not be less than the face value of the Equity Shares. Subject to compliance with the foregoing, the Floor Price may move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.
- b) Our Company in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c) The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Individual Investors may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d) Individual Investors, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Individual Investors shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.
- e) The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other applicants.

#### **Participation by Associates /Affiliates of BRLM and the Syndicate Members**

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category 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.

Neither the BRLM nor any persons related to the BRLM (other than Mutual Funds sponsored by entities related to the BRLM), Promoters and Promoter Group can apply in the Issue under the Anchor Investor Portion.

#### **Option to Subscribe in the Issue**

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.

- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

#### **Information for the Bidders:**

1. Our Company and the Book Running Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the Draft Red Herring Prospectus to be registered with the ROC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Red Herring Prospectus with the ROC at least 3 (three) days before the Issue Opening Date.
3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Draft Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
4. Any Bidder who would like to obtain the Draft Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Individual Investors has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

#### **BIDS BY ANCHOR INVESTORS:**

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Issue for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

- 1) Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least 200.00 Lakhs. 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 200.00 Lakhs
- 3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- 4) Bidding for Anchor Investors will open one Working Day before the Bid/ Issue Opening Date and be completed on the same day.
- 5) Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
  - where allocation in the Anchor Investor Portion is up to 200.00 Lakhs, maximum of 2 (two) Anchor Investors.



- where the allocation under the Anchor Investor Portion is more than 200.00 Lakhs but upto 2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor; and
  - where the allocation under the Anchor Investor portion is more than 2500.00 Lakhs: (i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto 2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of 2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor.
- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Issue 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 BRLM before the Bid/ Issue Opening Date, through intimation to the Stock Exchange.
  - 7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
  - 8) If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Issue Closing Date. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.
  - 9) At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
  - 10) Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.
  - 11) The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.
  - 12) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
  - 13) Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

#### **BIDS BY HUFs**

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder 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: 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 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 BRLM, 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 10.00% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10.00% 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 10.00% 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 offices of the BRLM and the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non- Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their 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).

#### **BIDS BY FPIs**

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Offer, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

In terms of the SEBI FPI Regulations, the Issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post- Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Issue 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 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue 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 an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non- Residents (blue in colour).

#### **BIDS BY SEBI-REGISTERED AIFS, VCFs AND FVCIs**

The SEBI FVCI Regulations, SEBI VCF Regulations and the SEBI AIF Regulations prescribe, inter alia, the investment restrictions on the FVCIs, VCFs and AIFs registered with SEBI respectively. FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering. Category I AIF and Category II AIF cannot invest more than 25% of the investible funds in one Investee Company directly or through investment in the units of other AIFs. A Category III AIF cannot invest more than 10% of the investible funds in one Investee Company directly or through investment in the units of other AIFs. AIFs which are authorized under the fund documents to invest in units of AIFs are prohibited from offering their units for subscription to other AIFs. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, a VCF that has not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations (and accordingly shall not be allowed to participate in the Issue) 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.



There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

Further, the shareholding of VCFs, category I AIFs or category II AIFs and FVCIs holding Equity Shares prior to Issue, shall be locked-in for a period of at least one year from the date of purchase of such Equity Shares.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

The Company or the BRLM 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 BRLM, reserve 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 this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof. The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended and Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended, is 10.00% of the paid up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10.00% of the bank's own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company, subject to prior approval of the RBI if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; or (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company. The bank is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. The aggregate investment by a banking company along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid-up share capital engaged in non-financial services. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above. The aggregate equity investments made by a banking company in all subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments shall not exceed 20% of the bank's paid-up share capital and reserves.

In terms of the Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended (i) a bank's investment in the capital instruments issued by banking, financial and insurance entities should not exceed 10% of its capital funds; (ii) banks should not acquire any fresh stake in a bank's equity shares, if by such acquisition, the investing bank's holding exceeds 5% of the investee bank's equity capital; (iii) equity investment by a bank in a subsidiary company, financial services company, financial institution, stock and other exchanges should not exceed 10% of the bank's paid-up share capital and reserves; (iv) equity investment by a bank in companies engaged in non-financial services activities would be subject to a limit of 10% of the investee company's paid-up share capital or 10% of the bank's paid-up share capital and reserves, whichever is less; and (v) a banking company is restricted from holding shares in any company, whether as pledgee, mortgagee or absolute owner, of an amount exceeding 30% of the paid-up share capital of that company or 30% of its own paid-up share capital and reserves, whichever is less. For details in relation to the investment limits under Master Direction – Ownership in Private Sector Banks, Directions, 2016, see "*Key Regulations and Policies*" beginning on page 128.

#### **BIDS BY SCSBS**

SCSBs participating in the Issue are required to comply with the terms of the circulars issued by the SEBI dated September 13, 2012 and January 2, 2013. 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 SYSTEMICALLY IMPORTANT NBFCs**

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) the last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditors, and (iv) 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 BRLM, reserves the right to reject any Bid without assigning any reason thereof.

Systemically Important NBFCs participating in the Issue shall comply with all applicable regulations, directions, guidelines and circulars issued by the RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

## **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 BRLM, reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the IRDAI Investment Regulations, based on investments in equity shares of the investee company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Issue are advised to refer to the IRDAI Investment Regulations 2016, as amended, which are broadly set forth below:

- a) equity shares of a company: the lower of 10%\* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

*\*The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 25,000,000 lakhs or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 5,000,000 lakhs or more but less than ₹ 25,000,000 lakhs.*

Insurance companies participating in this Issue 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/pension funds, subject to applicable laws, with minimum corpus of ₹ 2,500 lakhs, 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 BRLM, 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, Systemically Important NBFCs, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India, or the National Investment Fund and provident funds with a minimum corpus of ₹ 2,500 lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2,500 lakhs, 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, in consultation with the BRLM, reserves the right to accept or reject any Bid in whole or in part, in either case without assigning any reason therefor.

Our Company, in consultation with the BRLM, in their absolute discretion, reserves 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 BRLM may deem fit.

#### **ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE ISSUE:**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

#### **Issue Procedure for Application Supported by Blocked Account (ASBA) Bidders**

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

#### **Terms of payment**

The entire Issue price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders. SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

#### **Payment mechanism**

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non- Individual Investors shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

#### **Payment into Escrow Account for Anchor Investors**

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its 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. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

- a. In case of resident Anchor Investors: — [●]
- b. In case of Non-Resident Anchor Investors: — [●]

Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections from the Anchor Investors.

### **Electronic Registration of Applications**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - a) the applications accepted by them,
  - b) the applications uploaded by them
  - c) the applications accepted but not uploaded by them or
  - d) With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
  - (i) The applications accepted by any Designated Intermediaries
  - (ii) The applications uploaded by any Designated Intermediaries or
  - (iii) The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will Issue an electronic facility for registering applications for the Issue. This facility will available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.
6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

Sr. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

*\*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:
  - Name of the Bidder;
  - IPO Name;
  - Bid Cum Application Form Number;
  - Investor Category;

- PAN (of First Bidder, if more than one Bidder);
  - DP ID of the demat account of the Bidder;
  - Client Identification Number of the demat account of the Bidder;
  - Number of Equity Shares Applied for;
  - Bank Account details;
  - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - Bank account number.
8. In case of submission of the Application by Bidder through the Electronic Mode, the Bidder shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
  9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
  10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
  11. In case of Non- Individual Investors and Individual Investors, applications would not be rejected except on the technical grounds as mentioned in the Draft Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
  12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoters, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
  13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Bid/ Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
  14. The SCSBs shall be given one day after the Bid/ Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
  15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

### **Build of the Book**

- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Issue Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centers during the Bid/ Issue Period.

### **Withdrawal of Bids**

- a) Individual Investors can withdraw their Bids until Bid/ Issue Closing Date. In case a Individual Investors wishes to withdraw the Bid during the Bid/ Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

### **Price Discovery and Allocation**

- a) Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalize the Issue Price and the Anchor Investor Issue Price.
- b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size



available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.

- c) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and the in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- d) In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the RHP.
- e) In case if the Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.

Illustration of the Book Building and Price Discovery Process: Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer, in consultation with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

## GENERAL INSTRUCTIONS

Please note that the NIIs are not permitted to withdraw their bids or lower the size of Bids in terms of quantity of Equity Shares or Bid Amount) at any stage. Individual Investor can revise their Bids during the Bid/ Issue period and withdraw their Bids until Bid/ Issue Closing date.

Anchor investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

### Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All should submit their Bids through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;
4. Ensure that you have mentioned the correct ASBA Account number if you are not an RIB bidding using the UPI Mechanism in the Bid cum Application Form and if you are an RIB 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;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except electronic Bids) within the prescribed time;
6. 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;
7. If you are an ASBA Bidder and the first applicant is not the ASBA 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;
8. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
9. 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;
10. 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;
11. RIBs bidding in the Issue to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for RIBs using the UPI Mechanism) to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party;
  12. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
  13. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form or have otherwise provided an authorization to the SCSB or Sponsor Bank, 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 RIBs submitting their Bids and participating in the Issue through the UPI Mechanism, ensure that you authorize the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
  14. 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 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;
  15. Investors to ensure that their PAN is linked with Aadhar and are in compliance with Central Board of Direct Taxes ("CBDT") notification dated February 13, 2020 and press release dated June 25, 2021.
  16. Ensure that the Demographic Details are updated, true and correct in all respects;
  17. 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;
  18. Ensure that the category and the investor status is indicated;
  19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;
  20. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;
  21. Ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, 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, if applicable, entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;
  22. Ensure that when applying in the Issue using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;
  23. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;
  24. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid/ Issue Closing Date;
  25. RIBs 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 RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form;
  26. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (RIBs 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](http://www.sebi.gov.in)); and
  27. 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.

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 ₹ 200,000 (for Bids by RIBs);
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, do not submit more than one ASBA Forms per ASBA Account;
10. If you are a RIB and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;
11. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
12. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
13. Do not submit the General Index Register (GIR) number instead of the PAN;
14. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
15. 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;
16. 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);
17. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
18. Do not submit a Bid using UPI ID, if you are not a RIB;
19. Do not Bid on another ASBA Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
20. Do not Bid for Equity Shares in excess of what is specified for each category;
21. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Issue 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 the Red Herring Prospectus;
22. 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. RIBs can revise or withdraw their Bids on or before the Bid/Issue Closing Date;
23. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;
24. If you are an RIB which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third-party bank account or third party linked bank account UPI ID;
25. Do not Bid if you are an OCB; and
26. If you are a QIB, do not submit your Bid after 3:00 pm on the Bid/Issue Closing Date.

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-Issue or post-Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors can reach out to the Company Secretary and Compliance Officer. For details of Company Secretary and Compliance Officer, please see the section entitled "General Information" and "Our Management" beginning on pages 49 and 128 respectively.

For helpline details of the BRLM pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, please see the section entitled "General Information" beginning on page 49.

## **GROUND 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. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

3. Bids submitted on a plain paper;
4. Bids submitted by RIBs using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by RIBs using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
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 CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
10. GIR number furnished instead of PAN;
11. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
12. Bids accompanied by stock invest, money order, postal order or cash; and
13. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Issue Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Issue Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Issue Closing Date, unless extended by the Stock Exchange.

Further, in case of any pre-Issue or post Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see “General Information” beginning on page 49.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100/- per day for the entire duration of delay exceeding two Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 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 authorized employees of the Designated Stock Exchange, along with the BRLM 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. For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.**

#### **BASIS OF ALLOCATION**

- a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the DRHP. For details in relation to allocation, the Bidder may refer to the RHP.
- b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- c) In case of under subscription in the Issue, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

## ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to RHP. No Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

### **Flow of Events from the closure of bidding period (T DAY) Till Allotment:**

- On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.
- RTA identifies cases with mismatch of account number as per bid file / Final Certificate and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulate the rejections list with BRLM(s)/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The Designated Stock Exchange (DSE), post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- The RTA uploads the drawal numbers in their system and generates the final list of allottees as per process mentioned below:

### **Process for generating list of allottees: -**

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5<sup>th</sup> application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
- On the basis of the above, the RTA will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

## BASIS OF ALLOTMENT

### **a. For Individual Investor**

Bids received from the Individual Investors at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Individual Investors will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Individual Investors who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to the Individual Investors to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

### **b. For Non-Institutional Bidders**

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Individual Investors shall be available for Allotment to Non- Institutional Bidders

who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

**c. For QIBs**

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

- a) In the first instance allocation to Mutual Funds for [●]% of the QIB Portion shall be determined as follows:
  - In the event that Bids by Mutual Fund exceeds [●]% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●]% of the QIB Portion.
  - In the event that the aggregate demand from Mutual Funds is less than [●]% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
  - Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;
- b) In the second instance Allotment to all QIBs shall be determined as follows:
  - In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●]% of the QIB Portion.
  - Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
  - Under-subscription below [●] % of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

**d. ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)**

- a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:
  - i) not more than 60% of the QIB Portion will be allocated to Anchor Investors;
  - ii) 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 done to other Anchor Investors; and
  - iii) allocation to Anchor Investors shall be on a discretionary basis and subject to:
    - a maximum number of two Anchor Investors for allocation up to ₹2 crores;
    - a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crores per such Anchor Investor; and
    - in case of allocation above twenty five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty five crore rupees and an additional 10 such investors for every additional twenty five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.
- b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

**e. In the event that the Issue Price is higher than the Anchor Investor Allocation Price:**

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated



to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors

**f. In the event the Issue Price is lower than the Anchor Investor Allocation Price:**

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

**g. Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over Subscribed Issue:**

In the event of the Issue being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the BSE SME (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
  - Each successful Bidder shall be allotted [●] equity shares; and
  - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- a) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
- b) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this DRHP.

**Individual Investor' means an investor who applies for minimum application size. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with BSE.**

**The Executive Director / Managing Director of BSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.**

**Issuance of Allotment Advice**

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue.  
The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.
- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 2 (Two) working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.



**Designated Date:**

**On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.**

**The Company will Issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 2 (Two) working days of the Bid/ Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any**

**Instructions for Completing the Bid Cum Application Form**

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an Issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com). With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect front January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com)

**Bidder's Depository Account and Bank Details**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain front the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

**Submission of Bid cum Application Form**

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

**Communications**

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre- Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

### **Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at BSE SME where the Equity Shares are proposed to be listed are taken within 3 (Three) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (Three) days of the Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2 (Two) working days of the Issue Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

### **BASIS OF ALLOTMENT**

Allotment will be made in consultation BSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
  - a) Each successful applicant shall be allotted [●] equity shares; and
  - b) The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.

### **BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION**

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100.00% of the Issue size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange. The Executive Director/Managing Director of the BSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

**As per the RBI regulations, OCBs are not permitted to participate in the Issue. There is no reservation for Non-Residents, NRIs, FPIs and foreign venture capital funds and all Non-Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.**

### **Equity Shares in Dematerialised Form with NSDL/CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company is in process of entering following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) We have entered into a tripartite agreement between NSDL, the Company and the Registrar to the Issue on January 11, 2025.
- b) We have entered into a tripartite agreement between CDSL, the Company and the Registrar to the Issue on January 28, 2025.
- c) The Company's Equity shares bear an ISIN: INE1HK501016.

An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.

- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

### **PRE-ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Draft Red Herring Prospectus with the ROC, publish a pre- Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation. In the pre- Issue advertisement, we shall state the Bid Opening Date and the Bid/ Issue Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICRD Regulations. 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 Regulations.

### **SIGNING OF THE UNDERWRITING AGREEMENT AND THE ROC FILING**

- a) Our Company and the Underwriter intend to enter into an Underwriting Agreement on or immediately after the finalization of the Issue Price but prior to the filing of Prospectus.
- b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Issue Price, Issue size, and underwriting arrangements and will be complete in all material respects.

### **ADVERTISEMENT REGARDING ISSUE PRICE AND PROSPECTUS:**

Our Company will Issue a statutory advertisement after the filing of the Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Issue Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

### **IMPERSONATION**

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 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, for fraud involving an amount of at least ₹ 10/- Lakhs or 1.00% 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 ₹ 10/- lakhs 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 ₹ 50/- Lakh or with both.

## **UNDERTAKINGS BY OUR COMPANY**

We undertake as follows:

- 1) That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;
- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within three working days from Issue Closure date.
- 3) That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
- 4) Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within three Working Days from the Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- 5) That our Promoter 's contribution in full has already been brought in;
- 6) That no further Issue of Equity Shares shall be made till the Equity Shares Issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, undersubscription etc.;
- 7) That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
- 8) If our Company does not proceed with the Issue after the Bid/ Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/ Issue Closing Date. The public notice shall be issued in the same newspapers where the Pre- Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 9) If our Company withdraws the Issue after the Bid/ Issue Closing Date, our Company shall be required to file a fresh Draft Red Herring Prospectus with the Stock exchange/RoC/SEBI, in the event our Company subsequently decides to proceed with the Issue;
- 10) 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 Regulations and applicable law for the delayed period.

## **UTILIZATION OF ISSUE PROCEEDS**

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Issue 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 2013;
- 2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the Issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Offer, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue
- 5) Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- 6) The Book Running Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

## **RESTRICTION 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, 1991, 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 concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment (**FDI**) through press notes and press releases.

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 dated October 15, 2020, with effect from October 15, 2020 (Consolidated FDI Policy), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid-up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the FEMA 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 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, as prescribed in the FDI Policy and the FEMA Rules. 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. 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 or fund in India. Further, in accordance with the amendment to the Companies (Share Capital and Debentures) Rules, 2014 vide notification dated May 4, 2022 issued by Ministry of Corporate Affairs, a declaration shall be inserted in the share transfer form stipulating whether government approval shall be required to be obtained under Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares. Each Bidder should seek independent legal advice about its ability to participate in the Offer.

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 foreign direct investment 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.

Further, in terms of the FEMA Non-debt Rules, the aggregate FPI investment limit is the sectoral cap applicable to Indian company as prescribed in the FEMA Non-Debt Instruments Rules with respect to its paid-up equity capital on a fully diluted basis. Refer to the section titled “*Issue Procedure*” beginning on page 222.

As per the existing policy of the Government, OCBs could not participate in the Issue.

**The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act and referred to in this Prospectus as “U.S. QIBs”) in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. For the avoidance of doubt, the term “U.S. QIBs” does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Prospectus as “QIBs”.**

**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 above information is given for the benefit of the Applicants. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.



## **SECTION XIV – DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION**

Pursuant to Schedule I of the Companies Act, and the SEBI ICDR Regulations, the Main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and Transmission of equity shares or debentures, their consolidation or splitting are as provided below. Each provision below is numbered as per the corresponding article number in the articles of association and defined terms herein have the meaning given to them in the Articles of Association.

1. The Regulations contained in Table 'F' in the First Schedule to the Companies Act, 2013 shall not apply to the Company except in so far as they are embodied in the following Articles, which shall be the regulations for the Management of the Company.

### **INTERPRETATION CLAUSE**

2. The marginal notes hereto shall not affect the construction hereof. In these presents, the following words and expressions shall have the following meanings unless excluded by the subject or context:
  - a) 'The Act' or 'The Companies Act' shall mean 'The Companies Act, 2013, its rules and any statutory modifications or reenactments thereof.'
  - b) 'The Board' or 'The Board of Directors' means a meeting of the Directors duly called and constituted or as the case may be, the Directors assembled at a Board, or the requisite number of Directors entitled to pass a circular resolution in accordance with these Articles.
  - c) 'The Company' or 'This Company' means **Modern Diagnostic & Research Centre Limited**
  - d) 'Directors' means the Directors for the time being of the Company.
  - e) 'Writing' includes printing, lithograph, typewriting and any other usual substitutes for writing.
  - f) 'Members' means members of the Company holding a share or shares of any class.
  - g) 'Month' shall mean a calendar month.
  - h) 'Paid-up' shall include 'credited as fully paid-up'.
  - i) 'Person' shall include any corporation as well as individual.
  - j) 'These presents' or 'Regulations' shall mean these Articles of Association as now framed or altered from time to time and shall include the Memorandum where the context so requires.
  - k) 'Section' or 'Sec.' means Section of the Act.
  - l) Words importing the masculine gender shall include the feminine gender.
  - m) Except where the context otherwise requires, words importing the singular shall include the plural and the words importing the plural shall include the singular.
  - n) 'Special Resolution' means special resolution as defined by Section 114 in the Act.
  - o) 'The Office' means the Registered Office for the time being of the Company.
  - p) 'The Register' means the Register of Members to be kept pursuant to Section 88 of the Companies Act, 2013.
  - q) 'Proxy' includes Attorney duly constituted under a Power of Attorney.
3. Except as provided by Section 67, no part of funds of the Company shall be employed in the purchase of the shares of the Company, and the Company shall not directly or indirectly and whether by shares, or loans, give, guarantee, the provision of security or otherwise any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company.
4. The Authorized Share Capital of the Company shall be as prescribed in Clause 5 of the Memorandum of Association of the Company.
5. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company for the time being (including any shares forming part of any increased capital of the Company) shall be under the control of the Board who may allot the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par or at a discount (subject to compliance with the provisions of the Act) and at such terms as they may, from time to time, think fit and proper and with the sanction of the Company in General Meeting by a Special Resolution give to any person the option to call for or be allotted shares of any class of the Company, either at par, at a premium or subject as aforesaid at a discount, such option being exercisable at such times and for such consideration as the Board thinks fit unless the Company in General Meeting, by a Special Resolution, otherwise decides. Any offer of further shares shall be deemed to include a right, exercisable by the person to whom the shares are offered, to renounce the shares offered to him in favour of any other person.

Subject to the provisions of the Act, any redeemable Preference Share, including Cumulative Convertible Preference Share may, with the sanction of an ordinary resolution be issued on the terms that they are, or at the option of the Company are liable to be redeemed or converted on such terms and in such manner as the Company, before the issue of the shares may, by special resolution, determine.

6. The Company in General Meeting, by a Special Resolution, may determine that any share (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether members or holders of debentures

of the Company or not), giving them the option to call or be allotted shares of any class of the Company either at a premium or at par or at a discount, (subject to compliance with the provisions of Section 53) such option being exercisable at such times and for such consideration as may be directed by a Special Resolution at a General Meeting of the Company or in General Meeting and may take any other provisions whatsoever for the issue, allotment or disposal of any shares.

7. The Board may at any time increase the subscribed capital of the Company by issue of new shares out of the unissued part of the Share Capital in the original or subsequently created capital, but subject to Section 62 of the Act, and subject to the following conditions namely:

- I. (a) Such further shares shall be offered to the persons who, at the date of the offer, are holder of the equity shares of the Company in proportion, as nearly as circumstances admit, to the capital paid up on those shares at that date.
- (b) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than twenty-one days, from the date of the offer within which the offer, if not accepted, will be deemed to have been declined.
- (c) 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 clause (b) shall contain a statement of this right.
- (d) After the expiry of the time specified in the notice aforesaid, or in respect of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner as it thinks most beneficial to the Company.
- II. The Directors may, with the sanction of the Company in General Meeting by means of a special resolution, offer and allot shares to any person at their discretion by following the provisions of section 62 of the Act and other applicable provisions, if any.
- III. Nothing in this Article shall apply to the increase in the subscribed capital of the Company which has been approved by:
  - (a) A Special Resolution passed by the Company in General Meeting before the issue of the debentures or the raising of the loans, and
  - (b) The Central Government before the issue of the debentures or raising of the loans or is in conformity with the rules, if any, made by that Government in this behalf.

8. (1) The rights attached to each class of shares (unless otherwise provided by the terms of the issue of the shares of the class) may, subject to the provisions of Section 48 of the Act, be varied with the consent in writing of the holders of not less than three fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a General Meeting of the holders of the shares of that class.

(2) To every such separate General Meeting, the provisions of these Articles relating to General Meeting shall Mutatis Mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-tenth of the issued shares of that class.

## 9. Issue of further shares with disproportionate rights

Subject to the provisions of the Act, the rights conferred upon the holders of the shares of any class issued with preferred or other rights or not, unless otherwise expressly provided for by the terms of the issue of shares of that class, be deemed to be varied by the creation of further shares ranking *pari passu* therewith.

## 10. Not to issue shares with disproportionate rights

The Company shall not issue any shares (not being Preference Shares) which carry voting rights or rights in the Company as to dividend, capital or otherwise which are disproportionate to the rights attached to the holders of other shares not being Preference Shares.

## 11. Power to pay commission

The Company may, at any time, pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any share, debenture or debenture stock of the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares, such commission in respect of shares shall be paid or payable out of the capital, the statutory conditions and requirements shall be observed and complied with and the amount or rate of commission shall not exceed five percent of the price at which the shares are issued and in the case of debentures, the rate of commission shall not exceed, two and half percent of the price at which the debentures are issued. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also, on any issue of shares, pay such brokerage as may be lawful.

## **12. Liability of joint holders of shares**

The joint holders of a share or shares shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such share or shares.

## **13. Trust not recognised**

Save as otherwise provided by these Articles, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by a statute required, be bound to recognise any equitable, contingent, future or partial interest lien, pledge or charge in any share or (except only by these presents otherwise provided for) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

## **14. Issue other than for cash**

- a) The Board may issue and allot shares in the capital of the Company as payment or part payment for any property sold or goods transferred or machinery or appliances supplied or for services rendered or to be rendered to the Company in or about the formation or promotion of the Company or the acquisition and or conduct of its business and shares may be so allotted as fully paid-up shares, and if so issued, shall be deemed to be fully paid-up shares.
- b) As regards all allotments, from time to time made, the Board shall duly comply with Section 39 of the Act.

## **15. Acceptance of shares**

An application signed by or on behalf of the applicant for shares in the Company, followed by an allotment of any share therein, shall be acceptance of the shares within the meaning of these Articles; and every person who thus or otherwise accepts any share and whose name is on the Register shall, for the purpose of these Articles, be a shareholder.

## **16. Member' right to share Certificates**

1. Every person whose name is entered as a member in the Register shall be entitled to receive without payment:
  - a. One certificate for all his shares; or
  - b. Share certificate shall be issued in marketable lots, where the share certificates are issued either for more or less than the marketable lots, sub-division/consolidation into marketable lots shall be done free of charge.
2. The Company shall, within two months after the allotment and within fifteen days after application for registration of the transfer of any share or debenture, complete and have it ready for delivery; the share certificates for all the shares and debentures so allotted or transferred unless the conditions of issue of the said shares otherwise provide.
3. Every certificate shall be under the signature of two Directors and/or the Company Secretary of the Company and shall specify the shares to which it relates and the amount paid-up thereon.
4. The certificate of title to shares and duplicates thereof when necessary shall be issued under the signature of two Directors and/or the Company Secretary of the Company or authorized official(s) of the Company.

## **17. One Certificate for joint holders**

In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate for the same share or shares and the delivery of a certificate for the share or shares to one of several joint holders shall be sufficient delivery to all such holders. Subject as aforesaid, where more than one share is so held, the joint holders shall be entitled to apply jointly for the issue of several certificates in accordance with Article 20 below.

## **18. Renewal of Certificate.**

If a certificate be worn out, defaced, destroyed, or lost or if there is no further space on the back thereof for endorsement of transfer, it shall, if requested, be replaced by a new certificate without any fee, provided however that such new certificate shall not be given except upon delivery of the worn out or defaced or used up certificate, for the purpose of cancellation, or upon proof of destruction or loss, on such terms as to evidence, advertisement and indemnity and the payment of out of pocket expenses as the Board may require in the case of the certificate having been destroyed or lost. Any renewed certificate shall be marked as such in accordance with the provisions of the act in force.

For every certificate issued under the last preceding Article, no fee shall be charged by the Company.

## **19. Splitting and consolidation of Share Certificate**

The shares of the Company will be split up/consolidated in the following circumstances:

- (i) At the request of the member/s for split up of shares in marketable lot.
- (ii) At the request of the member/s for consolidation of fraction shares into marketable lot.

## **20. Directors may issue new Certificate(s)**

Where any share under the powers in that behalf herein contained are sold by the Directors and the certificate thereof has not been delivered up to the Company by the former holder of the said shares, the Directors may issue a new certificate for such shares distinguishing it in such manner as they think fit from the certificate not so delivered up.

## **21. Person by whom installments are payable**

If, by the conditions of allotment of any share, the whole or part of the amount or issue price thereof shall be payable by installments, every such installment, shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative or representatives, if any.

## **LIEN**

## **22. Company's lien on shares**

The Company shall have first and paramount lien upon all shares other than fully paid-up shares registered in the name of any member, either or jointly with any other person, and upon the proceeds or sale thereof for all moneys called or payable at a fixed time in respect of such shares and such lien shall extend to all dividends from time to time declared in respect of such shares. But the Directors, at any time, may declare any share to be exempt, wholly or partially from the provisions of this Article. Unless otherwise agreed, the registration of transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares.

## **23. As to enforcing lien by sale**

For the purpose of enforcing such lien, the Board of Directors may sell the shares subject thereto in such manner as it thinks fit, but no sale shall be made until the expiration of 14 days after a notice in writing stating and demanding payment of such amount in respect of which the lien exists has been given to the registered holders of the shares for the time being or to the person entitled to the shares by reason of the death of insolvency of the register holder.

## **24. Authority to transfer**

- a. To give effect to such sale, the Board of Directors may authorise any person to transfer the shares sold to the purchaser thereof and the purchaser shall be registered as the holder of the shares comprised in any such transfer.
- b. The purchaser shall not be bound to see the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.

## **25. Application of proceeds of sale**

The net proceeds of any such sale shall be applied in or towards satisfaction of the said moneys due from the member and the balance, if any, shall be paid to him or the person, if any, entitled by transmission to the shares on the date of sale.

## **CALLS ON SHARES**

## **26. Calls**

Subject to the provisions of Section 49 of the Act, the Board of Directors may, from time to time, make such calls as it thinks fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times, and the member shall pay the amount of every call so made on him to the person and at the time and place appointed by the Board of Directors.

## **27. When call deemed to have been made**

A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. The Board of Directors making a call may by resolution determine that the call shall be deemed to be made on a date subsequent to the date of the resolution, and in the absence of such a provision, a call shall be deemed to have been made on the same date as that of the resolution of the Board of Directors making such calls.

## **28. Length of Notice of call**

Not less than thirty days' notice of any call shall be given specifying the time and place of payment provided that before the time for payment of such call, the Directors may, by notice in writing to the members, extend the time for payment thereof.

## **29. Sum payable in fixed installments to be deemed calls**

If by the terms of issue of any share or otherwise, any amount is made payable at any fixed times, or by installments at fixed time, whether on account of the share or by way of premium, every such amount or installment shall be payable as if it were a call duly made by the Directors, on which due notice had been given, and all the provisions herein contained in respect of calls shall relate and apply to such amount or installment accordingly.

## **30. When interest on call or installment payable**

If the sum payable in respect of any call or, installment be not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the call shall have been made or the installment shall fall due, shall pay interest for the same at the rate of 12 percent per annum, from the day appointed for the payment thereof to the time of the actual payment or at such lower rate as the Directors may determine. The Board of Directors shall also be at liberty to waive payment of that interest wholly or in part.

## **31. Sums payable at fixed times to be treated as calls**

The provisions of these Articles as to payment of interest shall apply in the case of non-payment of any such sum which by the terms of issue of a share, become payable at a fixed time, whether on account of the amount of the share or by way of premium, as if the same had become payable by virtue of a call duly made and notified.

## **32. Payment of call in advance**

The Board of Directors, may, if it thinks fit, receive from any member willing to advance all of or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any part of the moneys so advance may (until the same would, but for such advance become presently payable) pay interest at such rate as the Board of Directors may decide but shall not in respect of such advances confer a right to the dividend or participate in profits.

## **33. Partial payment not to preclude forfeiture**

Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any share nor any part payment or satisfaction thereunder, nor the receipt by the Company of a portion of any money which shall from, time to time, be due from any member in respect of any share, either by way of principal or interest nor any indulgency granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as herein after provided.

### **FORFEITURE OF SHARES**

## **34. If call or installment not paid, notice may be given**

If a member fails to pay any call or installment of a call on the day appointed for the payment not paid thereof, the Board of Directors may during such time as any part of such call or installment remains unpaid serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest, which may have accrued. The Board may accept in the name and for the benefit of the Company and upon such terms and conditions as may be agreed upon, the surrender of any share liable to forfeiture and so far as the law permits of any other share.

## **35. Evidence action by Company against shareholders**

On the trial or hearing of any action or suit brought by the Company against any shareholder or his representative to recover any debt or money claimed to be due to the Company in respect of his share, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose, on the Register of shareholders of the Company as a holder, or one of the holders of the number of shares in respect of which such claim is made, and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Directors who made any call nor that a quorum of Directors was present at the Board at which any call was made nor that the meeting at which any call was made was duly convened or constituted nor any other matter whatsoever; but the proof of the matters aforesaid shall be conclusive evidence of the debt.

### **36. Form of Notice**

The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice), on or before which the payment required by the notice is to be made, and shall state that, in the event of non-payment on or before the day appointed, the shares in respect of which the call was made will be liable to be forfeited.

### **37. If notice not complied with, shares may be forfeited**

If the requirements of any such notice as, aforementioned 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. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

### **38. Notice after forfeiture**

When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture shall not be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

### **39. Boards' right to dispose of forfeited shares or cancellation of forfeiture**

A forfeited or surrendered share may be sold or otherwise disposed off on such terms and in such manner as the Board may think fit, and at any time before such a sale or disposal, the forfeiture may be cancelled on such terms as the Board may think fit.

### **40. Liability after forfeiture**

A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding such forfeiture, remain liable to pay and shall forthwith pay the Company all moneys, which at the date of forfeiture is payable by him to the Company in respect of the share, whether such claim be barred by limitation on the date of the forfeiture or not, but his liability shall cease if and when the Company received payment in full of all such moneys due in respect of the shares.

### **41. Effect of forfeiture**

The forfeiture of a share shall involve in the extinction of all interest in and also of all claims and demands against the Company in respect of the shares and all other rights incidental to the share, except only such of these rights as by these Articles are expressly saved.

### **42. Evidence of forfeiture**

A duly verified declaration in writing that the declarant is a Director of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and that declaration and the receipt of the Company for the consideration, if any, given for the shares on the sale or disposal thereof, shall constitute a good title to the share and the person to whom the share is sold or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

### **43. Non-payment of sums payable at fixed times**

The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which by terms of issue of a share, becomes payable at a fixed time, whether, on account of the amount of the share or by way of premium or otherwise as if the same had been payable by virtue of a call duly made and notified.

### **44. Validity of such sales**

Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Directors may cause the purchaser's name to be entered in the register in respect of the shares sold and may issue fresh certificate in the name of such a purchaser. The purchaser shall not be bound to see to the regularity of the proceedings, nor to the application of the purchase



money and after his name has been entered in the register in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

## **TRANSFER AND TRANSMISSION OF SHARES**

### **45. Transfer**

- a. The instrument of transfer of any share in the Company shall be executed both by the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the register of members in respect thereof.
- b. The Board shall not register any transfer of shares unless a proper instrument of transfer duly stamped and executed by the transferor and the transferee has been delivered to the Company along with the certificate and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.

Provided that where it is proved to the satisfaction of the Board that an instrument of transfer signed by the transferor and the transferee has been lost, the Company may, if the Board thinks fit, on an application on such terms in writing made by the transferee and bearing the stamp required for an instrument of transfer, register the transfer on such terms as to indemnity as the Board may think fit.

- c. An application for the registration of the transfer of any share or shares may be made either by the transferor or the transferee, provided that where such application is made by the transferor, no registration shall, in the case of partly paid shares, be effected unless the Company gives notice of the application to the transferee. The Company shall, unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the register the name of the transferee in the same manner and subject to the same conditions as if the application for registration was made by the transferee.
- d. For the purpose of Sub-clause (c), notice to the transferee shall be deemed to have been duly given if dispatched by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be delivered in the ordinary course of post.
- e. Nothing in Sub-clause (d) shall prejudice any power of the Board to register as a shareholder any person to whom the right to any share has been transmitted by operation of law.

### **46. Form of transfer**

Shares in the Company shall be transferred by an instrument in writing in such common form as specified in Section 56 of the Companies Act.

### **47. Board's right to refuse to register**

The Board, May, at its absolute discretion and without assigning any reason, decline to register;

1. The transfer of any share, whether fully paid or not, to a person of whom it do not approve or
2. Any transfer or transmission of shares on which the Company has a lien
  - a. Provided that registration of any transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except a lien on the shares.
  - b. If the Board refuses to register any transfer or transmission of right, it shall, within fifteen days from the date of which the instrument or transfer of the intimation of such transmission was delivered to the Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission as the case may be.
  - c. In case of such refusal by the Board, the decision of the Board shall be subject to the right of appeal conferred by Section 58.
  - d. The provisions of this clause shall apply to transfers of stock also.

### **48. Further right of Board of Directors to refuse to register**

- a. The Board may, at its discretion, decline to recognize or accept instrument of transfer of shares unless the instrument of transfer is in respect of only one class of shares.

- b. No fee shall be charged by the Company for registration of transfers or for effecting transmission on shares on the death of any member or for registering any letters of probate, letters of administration and similar other documents.
- c. Notwithstanding anything contained in Sub-articles (b) and (c) of Article 46, the Board may not accept applications for sub-division or consolidation of shares into denominations of less than hundred (100) except when such a sub-division or consolidation is required to be made to comply with a statutory order or an order of a competent Court of Law or a request from a member to convert his holding of odd lots, subject however, to verification by the Company.
- d. The Directors may not accept applications for transfer of less than 100 equity shares of the Company, provided however, that these restrictions shall not apply to:
  - i. Transfer of equity shares made in pursuance of a statutory order or an order of competent court of law.
  - ii. Transfer of the entire equity shares by an existing equity shareholder of the Company holding less than hundred (100) equity shares by a single transfer to joint names.
  - iii. Transfer of more than hundred (100) equity shares in favour of the same transferee under one or more transfer deeds, one or more of them relating to transfer of less than hundred (100) equity shares.
  - iv. Transfer of equity shares held by a member which are less than hundred (100) but which have been allotted to him by the Company as a result of Bonus and/or Rights shares or any shares resulting from Conversion of Debentures.
  - v. The Board of Directors be authorised not to accept applications for sub-division or consolidation of shares into denominations of less than hundred (100) except when such sub-division or consolidation is required to be made to comply with a statutory order of a Court of Law or a request from a member to convert his holding of odd lots of shares into transferable/marketable lots, subject, however, to verification by the Company. Provided that where a member is holding shares in lots higher than the transferable limit of trading and transfers in lots of transferable unit, the residual shares shall be permitted to stand in the name of such transferor not withstanding that the residual holding shall be below hundred (100).

#### **49. Rights to shares on death of a member for transmission**

- a. In the event of death of any one or more of several joint holders, the survivor, or survivors, alone shall be entitled to be recognised as having title to the shares.
- b. In the event of death of any sole holder or of the death of last surviving holder, the executors or administrators of such holder or other person legally entitled to the shares shall be entitled to be recognised by the Company as having title to the shares of the deceased.  
 Provided that on production of such evidence as to title and on such indemnity or other terms as the Board may deem sufficient, any person may be recognised as having title to the shares as heir or legal representative of the deceased shareholder.  
 Provided further that if the deceased shareholder was a member of a Hindu Joint Family, the Board, on being satisfied to that effect and on being satisfied that the shares standing in his name in fact belonged to the joint family, may recognise the survivors of Karta there of as having titles to the shares registered in the name of such member.  
 Provided further that in any case, it shall be lawful for the Board in its absolute discretion, to dispense with the production of probate or letters of administration or other legal representation upon such evidence and such terms as to indemnity or otherwise as the Board may deem just.

#### **50. Rights and liabilities of person**

- 1. Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time be required by the Board and subject as herein, after provided elect either
  - a. to be registered himself as a holder of the share or
  - b. to make such transfer of the share as the deceased or insolvent member could have made.
- 2. The Board, shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

#### **51. Notice by such a person of his election**

- a. If the person so becoming entitled shall elect to be registered as holder of the shares himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
- b. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

- c. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers 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 of transfer had been signed by that member.

## **52. No transfer to infant, etc.**

No transfer shall be made to an infant or a person of unsound mind.

## **53. Endorsement of transfer and issue of certificate**

Every endorsement upon the certificate of any share in favour of any transferee shall be signed by the Secretary or by some person for the time being duly authorised by the Board in that behalf.

## **54. Custody of transfer**

The instrument of transfer shall, after registration, remain in the custody of the Company. The Board may cause to be destroyed all transfer deeds lying with the Company for a period of ten years or more.

## **55. Register of members**

- a. The Company shall keep a book to be called the Register of Members, and therein shall be entered the particulars of every transfer or transmission of any share and all other particulars of shares required by the Act to be entered in such Register.

### **Closure of Register of members**

- b. The Board may, after giving not less than seven days previous notice by advertisement in some newspapers circulating in the district in which the Registered Office of the Company is situated, close the Register of Members or the Register of Debenture Holders for any period or periods not exceeding in the aggregate forty-five days in each year but not exceeding thirty days at any one time.

### **When instruments of transfer to be retained**

- c. All instruments of transfer which shall be registered shall be retained by the Company but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same.

## **56. Company's right to register transfer by apparent legal owner**

The Company shall incur no liability or responsibility whatever in consequence of their registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right or title or interest prohibiting registration of such transfer and may have entered such notice referred thereto in any book of the Company and the Company shall not be bound by or required to regard or attend to or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in the books of the Company; but the Company shall nevertheless be at liberty to have regard and to attend to any such notice and give effect thereto, if the Board shall so think fit.

## **ALTERATION OF CAPITAL**

## **57. Alteration and consolidation, sub-division and cancellation of shares**

The Company may, from time to time, in accordance with the provisions of the Act, alter by Ordinary Resolution, the conditions of the Memorandum of Association as follows:

1. Increase its share capital by such amount as it thinks expedient by issuing new shares;
2. Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
3. Convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of the denomination;
4. sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division on the proportion between the amount paid and the amount, if any, unpaid, on each reduced share shall be the same as it was in the case of the shares from which the reduced share is derived.
5. (a). Cancel shares which, at the date of passing of the resolution in that behalf, 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.

(b). The resolution whereby any share is sub-divided may determined that, as between the holder of the shares resulting from such sub-division, one or more such shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the others.

6. Classify and reclassify its share capital from the shares on one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may for the time being be permitted under legislative provisions for the time being in force in that behalf.

## **58. Reduction of capital, etc. by Company**

The Company may, by Special Resolution, reduce in any manner with and subject to any incident authorised and consent as required by law:

- a. its share capital;
- b. any capital redemption reserve account; or
- c. any share premium account.

### **SURRENDER OF SHARES**

## **59. Surrender of shares**

The Directors may, subject to the provisions of the Act, accept the surrender of any share by way of compromise of any question as to the holder being properly registered in respect thereof.

### **MODIFICATION OF RIGHTS**

## **60. Power of modify shares**

The rights and privileges attached to each class of shares may be modified, commuted, affected, and abrogated in the manner provided in Section 48 of the Act.

### **SET OFF OF MONEY DUE TO SHAREHOLDERS**

## **61. Set-off of moneys due to shareholders**

Any money due from the Company to a shareholder may, without the consent of such shareholder, be applied by the Company in or towards payment of any money due from him, either alone or jointly with any other person, to the Company in respect of calls.

### **CONVERSION OF SHARES INTO STOCK**

## **62. Conversion of shares**

The Company may, by Ordinary Resolution, convert all or any fully paid share(s) of any denomination into stock and vice versa.

## **63. Transfer of stock**

The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations, under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit; 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.

## **64. Right of stockholders**

The holders of the stock shall, according to the amount of the 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 its 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.

## **65. Applicability of regulations to stock and stockholders**

Such of the regulations contained in these presents, other than those relating to share warrants as are applicable to paid-up shares shall apply to stock and the words shares and shareholder in these presents shall include stock and stockholder respectively.

## **66. DEMATERIALISATION OF SECURITIES**

### **a) Definitions**

For the purpose of this Article:

- ‘Beneficial Owner’ means a person or persons whose name is recorded as such with a depository;
- ‘SEBI’ means the Securities and Exchange Board of India;

‘Depository’ means a company formed and registered under the Companies Act, 2013, and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992, and ‘Security’ means such security as may be specified by SEBI from time to time.

**b) Dematerialisation of securities**

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise or rematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.

**c) Options for investors**

Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person, who is the beneficial owner of the securities, can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities. If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.

**d) Securities in depositories to be in fungible form**

All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 89 and 186 of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

**e) Rights of depositories and beneficial owners:**

- i. Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.
- ii. Save as otherwise provided in (a) above, the depository, as the registered owner of the securities, shall not have any voting rights or any other rights in respect of the securities held by it.
- iii. Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

**f) Service of documents**

Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

**g) Transfer of securities**

Nothing contained in Section 56 of the Act or these Articles shall apply to transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

**h) Allotment of securities dealt with in a depository**

Notwithstanding anything in the Act or these Articles, where securities are dealt with in a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

**i) Distinctive numbers of securities held in a depository**

Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers of securities issued by the Company shall apply to securities held in a depository.

**j) Register and Index of Beneficial owners**

The Register and Index of Beneficial Owners, maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members and Security Holders for the purposes of these Articles.

**k) Company to recognize the rights of registered holders as also the beneficial owners in the records of the depository**

Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share, as also the beneficial owner of the shares in records of the depository as the absolute owner thereof as regards receipt of dividends or bonus or services of notices and all or any other matters connected with the Company, and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by law required, be bound to recognize any benami trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other person, whether or not it shall have express or implied notice thereof.

## GENERAL MEETINGS

### 67. Annual General Meeting

The Company shall in each year hold in addition to the other meetings a general meeting which shall be styled as its Annual General Meeting at intervals and in accordance with the provisions of Section 96 of the Act.



**68. Extraordinary General Meeting**

1. Extraordinary General Meetings may be held either at the Registered Office of the Company or at such convenient place as the Board or the Managing Director (subject to any directions of the Board) may deem fit.

**Right to summon Extraordinary General Meeting**

2. The Chairman or Vice Chairman may, whenever they think fit, and shall if so directed by the Board, convene an Extraordinary General Meeting at such time and place as may be determined.

**69. Extraordinary Meeting by requisition**

- a. The Board shall, on the requisition of such number of members of the Company as is specified below, proceed duly to call an Extraordinary General Meeting of the Company and comply with the provisions of the Act in regard to meetings on requisition.
- b. The requisition shall set out matters for the consideration of which the meeting is to be called, shall be signed by the requisitionists and shall be deposited at the Registered Office of the Company or sent to the Company by Registered Post addressed to the Company at its Registered Office.
- c. The requisition may consist of several documents in like forms, each signed by one or more requisitionists.
- d. The number of members entitled to requisition a meeting in regard to any matter shall be such number of them as hold, on the date of the deposit of the requisition, not less than 1/10th of such of the paid-up capital of the Company as at the date carries the right of the voting in regard to the matter set out in the requisition.
- e. If the Board does not, within 21 days from the date of receipt of deposit of the requisition with regard to any matter, proceed duly to call a meeting for the consideration of these matters on a date not later than 45 days from the date of deposit of the requisition, the meeting may be called by the requisitionists themselves or such of the requisitionists, as represent either majority in the value of the paid-up share capital held by them or of not less than one tenth of such paid-up capital of the Company as is referred to in Sub-clause (d) above, whichever is less.

**70. Length of notice for calling meeting**

A General Meeting of the Company may be called by giving not less than twenty one days' notice in writing, provided that a General Meeting may be called after giving shorter notice if consent thereto is accorded by the members holding not less than 95 per cent of the part of the paid-up share capital which gives the right to vote on the matters to be considered at the meeting.

Provided that where any member of the Company is entitled to vote only on some resolution or resolutions to be moved at a meeting and not on the others, those members, shall be taken into account for purpose of this clause in respect of the former resolution or resolutions and not in respect of the latter.

**71. Accidental omission to give notice not to invalidate meeting**

The accidental omission to give notice of any meeting to or the non-receipt of any such notice by any of the members shall not invalidate the proceedings of any resolution passed at such meeting.

**72. Special business and statement to be annexed**

All business shall be deemed special that is transacted at an Extraordinary Meeting and also that is transacted at an Annual Meeting with the exception of declaration of a dividend, the consideration of financial statements and the reports of the Directors and Auditors thereon, the election of the Directors in the place of those retiring, and the appointment of and the fixing of the remuneration of Auditors. Where any item of business to be transacted at the meeting is deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such item of business including in particular the nature of the concern or interest, if any, therein, of every Director and the Manager, if any, every other Key Managerial Personnel and the relatives of Directors, Manager and other Key Managerial Personnel. Where any item of business consists of the according of approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.

Where any item of special business to be transacted at a meeting of the company relates to or affects any other company, the extent of shareholding interest in that other company of every promoter, director, manager, if any, and of every other key managerial personnel of the first mentioned company shall, if the extent of such shareholding is not less than two per cent of the paid-up share capital of that company, also be set out in the statement.

**73. Quorum**

The quorum requirements for general meetings shall be as under and no business shall be transacted at any General Meeting unless the requisite quorum is present when the meeting proceeds to business:

Number of member's upto 1000: 5 members personally present

Number of member's 1000-5000: 15 members personally present

Number of member's more than 5000: 30 members personally present



**74. If quorum not present, when meeting to be dissolved and when to be adjourned**

If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if called upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week and at the same time and place or to such other day and to be at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

**75. Chairman of General Meeting**

The Chairman of the Board of Directors shall preside at every General Meeting of the Company and if he is not present within 15 minutes after the time appointed for holding the meeting, or if he is unwilling to act as Chairman, the Vice Chairman of the Board of Directors shall preside over the General Meeting of the Company.

**76. When Chairman is absent**

If there is no such Chairman, or Vice Chairman or if at any General Meeting, either the Chairman or Vice Chairman is not present within fifteen minutes after the time appointed for holding the meeting or if they are unwilling to take the chair, the members present shall choose one of their members to be the Chairman.

**77. Adjournment of meeting**

The Chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn that meeting from time to time 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 a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.

**78. Questions at General Meeting how decided**

At a General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands/result of electronic voting as per the provisions of Section 108, unless a poll is (before or on the declaration of the result of the show of hands/ electronic voting) demanded in accordance with the provisions of Section 109. Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands/ electronic voting, been carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

**79. Casting vote**

In the case of an equality of votes, the Chairman shall, whether on a show of hands, or electronically or on a poll, as the case may be, have a casting vote in addition to the vote or votes to which he may be entitled as a member.

**80. Taking of poll**

If a poll is duly demanded in accordance with the provisions of Section 109, it shall be taken in such manner as the Chairman, subject to the provisions of Section 109 of the Act, may direct, and the results of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.

**81. In what cases poll taken without adjournment**

A poll demanded on the election of Chairman or on a question of adjournment shall be taken forthwith. Where a poll is demanded on any other question, adjournment shall be taken at such time not being later than forty-eight hours from the time which demand was made, as the Chairman may direct.

**82. Votes**

- a. Every member of the Company holding Equity Share(s), shall have a right to vote in respect of such capital on every resolution placed before the Company. On a show of hands, every such member present shall have one vote and shall be entitled to vote in person or by proxy and his voting right on a poll or on e-voting shall be in proportion to his share of the paid-up Equity Capital of the Company.
- b. Every member holding any Preference Share shall in respect of such shares have a right to vote only on resolutions which directly affect the rights attached to the Preference Shares and subject as aforesaid, every such member shall in respect of such capital be entitled to vote in person or by proxy, if the dividend due on such preference shares or any part of such dividend has remained unpaid in respect of an aggregate period of not less than two years preceding the date of the meeting. Such dividend shall be deemed to be due on Preference Shares in respect of any period, whether a dividend has been declared by the Company for such period or not, on the day immediately following such period.

- c. Whenever the holder of a Preference Share has a right to vote on any resolution in accordance with the provisions of this article, his voting rights on a poll shall be in the same proportion as the capital paid-up in respect of such Preference Shares bear to the total equity paid-up capital of the Company.

**83. Business may proceed notwithstanding demand for poll**

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.

**84. Joint holders**

In the case of joint holders, the vote of the first named of such joint holders who tender a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

**85. Member of unsound mind**

A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll vote by proxy.

**86. No member entitled to vote while call due to Company**

No member shall be entitled to vote at a General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

**87. Proxies permitted on polls**

On a poll, votes may be given either personally or by proxy provided that no Company shall vote by proxy as long as resolution of its Directors in accordance with provisions of Section 113 is in force.

**88. Instrument of proxy**

- a. The instrument appointing a proxy shall be in writing under the hand of the appointed or of the attorney duly authorised in writing, or if the appointer is a Corporation, either under the signature of two Directors and/or the Company Secretary of the Company or under the hand of an officer or attorney so authorised. Any person may act as a proxy whether he is a member or not.
- b. A body corporate (whether a company within the meaning of this Act or not) may:
  1. If it is a member of the Company by resolution of its Board of Directors or other governing body, authorise such persons as it thinks fit to act as its representatives at any meeting of the Company, or at any meeting of any class of members of the Company;
  2. If it is a creditor (including a holder of debentures) of the Company, by resolution of its Directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of any creditors of the Company held in pursuance of this Act or of any rules made thereunder, or in pursuance of the provisions contained in any debenture or trust deed, as the case may be.
- c. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents, as if he were personally the member, creditor or debenture holder.

**89. Instrument of proxy to be deposited at the office**

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power of authority shall be deposited at the Registered Office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, and in default, the instrument of proxy shall not be treated as valid.

**90. Validity of vote by proxy**

A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the appointer, or revocation of the proxy, or transfer of the share in respect of which the vote is given provided no intimation in writing of the death, revocation or transfer shall have been received at the Registered Office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is used.

**91. Form of proxy**

Any instrument appointing a proxy may be a two way proxy form to enable the shareholders to vote for or against any resolution at their discretion. The instrument of proxy shall be in the prescribed form as given in Form MGT-11.

**DIRECTORS**

**92. Number of Directors**

Unless otherwise determined by a General Meeting, the number of Directors shall not be less than 3 and not more than 15.

**a) Present Board of Directors as on date of Conversion of Company from Private to Public**

- i. Mr. Devendra Singh Yadav.
- ii. Ms. Deepali Yadav.
- iii. Mr. Jitendra Singh.

**b) Same individual may be appointed as Chairperson and Managing Director / Chief Executive Officer**

The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive of the Company.

93. Subject to the provisions of the Act as may be applicable, the Board may appoint any person as a Managing Director to perform such functions as the Board may decide from time to time. Such Director shall be a Member of the Board.

**94. Qualification of Directors**

Any person, whether a member of the Company or not, may be appointed as a Director. No qualification by way of holding shares in the capital of the Company shall be required of any Director.

**95. Director's remuneration**

- a. Until otherwise determined by the Company in General Meeting, each Director shall be entitled to receive and be paid out of the funds of the Company a fee for each meeting of the Board of Directors or any committee thereof, attended by him as may be fixed by the Board of Directors from time to time subject to the provisions of Section 197 of the Act, and the Rules made thereunder. For the purpose of any resolution in this regard, none of the Directors shall be deemed to be interested in the subject matter of the resolution. The Directors shall also be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at meetings of the Board or of any committee of the Board or otherwise in the execution of their duties as Directors either in India or elsewhere. The Managing/Whole-time Director of the Company who is a full-time employee, drawing remuneration will not be paid any fee for attending Board Meetings.
- b. Subject to the provisions of the Act, the Directors may, with the sanction of a Special Resolution passed in the General Meeting and such sanction, if any, of the Government of India as may be required under the Companies Act, sanction and pay to any or all the Directors such remuneration for their services as Directors or otherwise and for such period and on such terms as they may deem fit.
- c. Subject to the provisions of the Act, the Company in General Meeting may by Special Resolution sanction and pay to the Director in addition to the said fees set out in sub-clause (a) above, a remuneration not exceeding one per cent (1%) of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act. The said amount of remuneration so calculated shall be divided equally between all the Directors of the Company who held office as Directors at any time during the year of account in respect of which such remuneration is paid or during any portion of such year irrespective of the length of the period for which they held office respectively as such Directors.
- d. Subject to the provisions of Section 188 of the Companies Act, and subject to such sanction of the Government of India, as may be required under the Companies Act, if any Director shall be appointed to advise the Directors as an expert or be called upon to perform extra services or make special exertions for any of the purposes of the Company, the Directors may pay to such Director such special remuneration as they think fit; such remuneration may be in the form of either salary, commission, or lump sum and may either be in addition to or in substitution of the remuneration specified in clause (a) of the Article.

**96. Directors may act notwithstanding vacancy**

The continuing Directors may act notwithstanding any vacancy in their body, but subject to the provisions contained in Article 121 below:

**97. Chairman of the Board**

The Board may from time to time appoint any Director to be the Chairman of the Board. The Chairman of the Board shall be subject to the same provisions as to resignation and removal as the other Directors, and he ipso facto, and immediately ceases to be the Chairman if he ceases to hold the office of Director for any cause.

**98. Casual vacancy**

If the office of any Director becomes vacant before the expiry of the period of his Directorship in normal course, the resulting casual vacancy may be filled by the Board at a Meeting of the Board subject to Section 161 of the Act. Any person so appointed shall hold office only upto the date which the Director in whose place he is appointed would have held office if the vacancy had not occurred as aforesaid.

**VACATION OF OFFICE BY DIRECTORS**

**99. Vacation of office by Directors**

The office of a Director shall be vacated if:

1. He is found to be unsound mind by a Court of competent jurisdiction;
2. He applies to be adjudicated as an insolvent;
3. He is an undischarged insolvent;
4. he is convicted by a Court of any offence whether involving moral turpitude or otherwise and is sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence;

5. He fails to pay any call in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the last date fixed for the payment of the call;
6. An order disqualifying him for appointment as Director has been passed by court or tribunal and the order is in force.
7. He has not complied with Subsection (3) of Section 152
8. He has been convicted of the offence dealing with related party transaction under section 188 at any time during the preceding five years.
9. He absents himself from all meetings of the Board for a continuous period of twelve months, with or without seeking leave of absence from the Board;
10. He acts in contravention of Section 184 of the Act and fails to disclose his interest in a contract in contravention of section 184.
11. He becomes disqualified by an order of a court or the Tribunal
12. He is removed in pursuance of the provisions of the Act,
13. Having been appointed a Director by virtue of holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company;  
Notwithstanding anything in Clause (4), (6) and (8) aforesaid, the disqualification referred to in those clauses shall not take effect:
  1. for thirty days from the date of the adjudication, sentence or order;
  2. where any appeal or petition is preferred within the thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence or order until the expiry of seven days from the date on which such appeal or petition is disposed off; or
  3. Where within the seven days as aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order, and appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed off.

#### **100. Alternate Directors**

- (a) The Board may appoint an Alternate Director to act for a Director hereinafter called in this clause “the Original Director” during his absence for a period of not less than 3 months from India.
- (b) An Alternate Director appointed as aforesaid shall vacate office if and when the Original Director returns to India.

#### **Independent Directors**

- (c) (i) The Directors may appoint such number of Independent Directors as are required under Section 149 of the Companies Act, 2013 or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time.
- (ii) Independent directors shall possess such qualification as required under Section 149 of the companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (iii) Independent Director shall be appointed for such period as prescribed under relevant provisions of the companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall not be liable to retire by rotation.

#### **Women Director**

- (d) The Directors shall appoint at least one women director as per the requirements of section 149 of the Act.

#### **Key Managerial Personnel**

- (e) Subject to the provisions of the Act,—
  - (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
  - (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
  - (iii) The Managing Director shall act as the Chairperson of the Company for all purposes subject to the provisions contained in the Act and these articles.

#### **101. Additional Directors**

The Directors may, from time to time, appoint a person as an Additional Director provided that the number of Directors and Additional Directors together shall not exceed the maximum number of Directors fixed under Article 93 above. Any person so appointed as an Additional Director shall hold office upto the date of the next Annual General Meeting of the Company.

##### **Proportion of retirement by rotation**

- a. The proportion of directors to retire by rotation shall be as per the provisions of Section 152 of the Act.

#### **102. Debenture**

Any trust deed for securing debentures or debenture-stocks may, if so arranged, provide for the appointment, from time to time, by the Trustees thereof or by the holders of debentures or debenture-stocks, of some person to be a Director of the Company and may empower such Trustees, holder of debentures or debenture-stocks, from time to time, to remove and re-appoint any Director so appointed. The Director appointed under this Article is herein referred to as “Debenture Director” and the term “Debenture Director” means the Director for the time being in office under this Article. The Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be arranged between the Company and the Trustees and all such provisions shall have effect notwithstanding any other provisions herein contained.

### 103. Corporation/Nominee Director

- a. Notwithstanding anything to the contrary contained in the Articles, so long as any moneys remain owing by the Company the any finance corporation or credit corporation or body, (herein after in this Article referred to as “The Corporation”) out of any loans granted by them to the Company or as long as any liability of the Company arising out of any guarantee furnished by the Corporation, on behalf of the Company remains defaulted, or the Company fails to meet its obligations to pay interest and/or installments, the Corporation shall have right to appoint from time to time any person or person as a Director or Directors (which Director or Directors is/are hereinafter referred to as “Nominee Director(s)”) on the Board of the Company and to remove from such office any person so appointed, any person or persons in his or their place(s).
- b. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s as long as such default continues. Such Nominee Director/s shall not be required to hold any share qualification in the Company, and such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.  
 The Nominee Director/s appointed shall hold the said office as long as any moneys remain owing by the Company to the Corporation or the liability of the Company arising out of the guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the moneys owing by the Company to the Corporation are paid off or on the satisfaction of the liability of the Company arising out of the guarantee furnished by the Corporation.  
 The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, and of the Meeting of the Committee of which the Nominee Director/s is/are member/s.  
 The Corporation shall also be entitled to receive all such notices. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Director/s of the Company are entitled, but if any other fee, commission, monies or remuneration in any form is payable to the Director/s of the Company, the fee, commission, monies and remuneration in relation to such Nominee Director/s shall accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director/s in connection with their appointment to Directorship shall also be paid or reimbursed by the Company to the Corporation or, as the case may be, to such Nominee Director/s.  
 Provided that if any such Nominee Director/s is an officer of the Corporation, the sitting fees, in relation to such Nominee Director/s shall so accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation.
- b. The Corporation may at any time and from time to time remove any such Corporation Director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as a Corporation Director in his place. Such appointment or removal shall be made in writing signed by the Chairman or Joint Chairman of the Corporation or any person and shall be delivered to the Company at its registered office. It is clarified that every Corporation entitled to appoint a Director under this Article may appoint such number of persons as Directors as may be authorised by the Directors of the Company, subject to Section 152 of the Act and so that the number does not exceed 1/3 of the maximum fixed under Article 93.

### 104. Disclosure of interest of Directors

- a. Subject to the provisions of the Act, the Directors shall not be disqualified by reason of their office as such from contracting with the Company either as vendor, purchaser, lender, agent, broker, or otherwise, nor shall any such contract or any contract or arrangement entered into by on behalf of the Company with any Director or with any company or partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting or being such member or so interested be liable to account to the Company for any profit realised by such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established but the nature of the interest must be disclosed by the Director at the meeting of the Board at which the contract or arrangements is determined or if the interest then exists in any other case, at the first meeting of the Board after the acquisition of the interest.  
 Provided nevertheless that no Director shall vote as a Director in respect of any contract or arrangement in which he is so interested as aforesaid or take part in the proceedings thereat and he shall not be counted for the purpose of



ascertaining whether there is quorum of Directors present. This provision shall not apply to any contract by or on behalf of the Company to indemnify the Directors or any of them against any loss they may suffer by becoming or being sureties for the Company.

- c. A Director may be or become a Director of any company promoted by this Company or in which this Company may be interested as vendor, shareholder or otherwise and no such Director shall be accountable to the Company for any benefits received as a Director or member of such company.

#### **105. Rights of Directors**

Except as otherwise provided by these Articles and subject to the provisions of the Act, all the Directors of the Company shall have in all matters equal rights and privileges, and be subject to equal obligations and duties in respect of the affairs of the Company.

#### **106. Directors to comply with Section 184**

Notwithstanding anything contained in these presents, any Director contracting with the Company shall comply with the provisions of Section 184 of the Companies Act, 2013.

#### **107. Directors power of contract with Company**

Subject to the limitations prescribed in the Companies Act, 2013, the Directors shall be entitled to contract with the Company and no Director shall be disqualified by having contracted with the Company as aforesaid.

### **ROTATION OF DIRECTORS**

#### **108. Rotation and retirement of Directors**

At every annual meeting, one-third of the Directors shall retire by rotation in accordance with provisions of Section 152 of the Act.

#### **109. Retiring Directors eligible for re-election**

A retiring Director shall be eligible for re-election and the Company at the General Meeting at which a Director retires in the manner aforesaid may fill up vacated office by electing a person thereto.

#### **110. Which Directors to retire**

The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who become Directors on the same day, those to retire shall, unless they otherwise agree among themselves, be determined by lot.

#### **111. Retiring Directors to remain in office till successors are appointed**

Subject to Section 152 of the Act, if at any meeting at which an election of Directors ought to take place, the place of the vacating or deceased Directors is not filled up and the meeting has not expressly resolved not to fill up or appoint the vacancy, the meeting shall stand adjourned till the same day in the next week at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday at the same time, place, and if at the adjourned meeting the place of vacating Directors is not filled up and the meeting has also not expressly resolved not to fill up the vacancy, then the vacating Directors or such of them as have not had their places filled up shall be deemed to have been reappointed at the adjourned meeting.

#### **112. Power of General Meeting to increase or reduce number of Directors**

Subject to the provisions of Sections 149, 151 and 152 the Company in General Meeting may increase or reduce the number of Directors subject to the limits set out in Article 93 and may also determine in what rotation the increased or reduced number is to retire.

#### **113. Power to remove Directors by ordinary resolution**

Subject to provisions of Section 169 the Company, by Ordinary Resolution, May at any time remove any Director except Government Directors before the expiry of his period of office, and may by Ordinary Resolution appoint another person in his place. The person so appointed shall hold office until the date upto which his predecessor would have held office if he had not been removed as aforementioned. A Director so removed from office shall not be re-appointed as a Director by the Board of Directors. Special Notice shall be required of any resolution to remove a Director under this Article, or to appoint somebody instead of the Director at the meeting at which he is removed.

#### **114. Rights of persons other than retiring Directors to stand for Directorships**

Subject to the provisions of Section 160 of the Act, a person not being a retiring Director shall be eligible for appointment to the office of a Director at any general meeting if he or some other member intending to propose him as a Director has not less than fourteen days before the meeting, left at the office of the Company a notice in writing under his hand signifying his candidature for the office of the Director, or the intention of such member to propose him as a candidate for that office,



as the case may be “along with a deposit of such sum as may be prescribed by the Act or the Central Government from time to time which shall be refunded to such person or as the case may be, to such member, if the person succeeds in getting elected as a Director or gets more than 25% of total valid votes cast either on show of hands or electronically or on poll on such resolution”.

**115. Register of Directors and KMP and their shareholding**

The Company shall keep at its Registered Office a register containing the addresses and occupation and the other particulars as required by Section 170 of the Act of its Directors and Key Managerial Personnel and shall send to the Registrar of Companies returns as required by the Act.

**116. Business to be carried on**

The business of the Company shall be carried on by the Board of Directors.

**117. Meeting of the Board**

The Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings, as it thinks fit, provided that a meeting of the Board shall be held at least once in every one hundred and twenty days; and at least four such meetings shall be held in every year.

**118. Director may summon meeting**

A Director may at any time request the Secretary to convene a meeting of the Directors and seven days' notice of meeting of directors shall be given to every director and such notice shall be sent by hand delivery or by post or by electronic means.

**119. Question how decided**

- a. Save as otherwise expressly provided in the Act, a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Company for the time being vested in or exercisable by the Directors generally and all questions arising at any meeting of the Board shall be decided by a majority of the Board.
- b. In case of an equality of votes, the Chairman shall have a second or casting vote in addition to his vote as a Director.

**120. Right of continuing Directors when there is no quorum**

The continuing Directors may act notwithstanding any vacancy in the Board, but if and as long as their number is reduced below three, the continuing Directors or Director may act for the purpose of increasing the number of Directors to three or for summoning a General Meeting of the Company and for no other purpose.

**121. Quorum**

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; provided that where at any time the number of interested Directors is equal to or exceeds two-thirds of the total strength, the number of the 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 the Board after deducting therefrom the number of Directors, if any, whose places are vacant at the time.

**122. Election of Chairman to the Board**

If no person has been appointed as Chairman or Vice Chairman under Article 98(a) or if at any meeting, the Chairman or Vice Chairman of the Board is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be the Chairman of the meeting.

**123. Chairman Emeritus**

**A.**

- (1) The Board shall be entitled to appoint any person who has rendered significant or distinguished services to the Company or to the industry to which the Company's business relates or in the public field, as the Chairman Emeritus of the Company.
- (2) The Chairman Emeritus shall hold office until he resigns his office or a special resolution to that effect is passed by the members in a general meeting.

- (3) The Chairman Emeritus may attend any meetings of the Board or Committee thereof but shall not have any right to vote and shall not be deemed to be a party to any decision of the Board or Committee thereof.
- (4) The Chairman Emeritus shall not be deemed to be a director for any purposes of the Act or any other statute or rules made there under or these Articles including for the purpose of determining the maximum number of Directors which the Company can appoint.
- (5) The Board may decide to make any payment in any manner for any services rendered by the Chairman Emeritus to the Company.
- (6) If at any time the Chairman Emeritus is appointed as a Director of the Company, he may, at his discretion, retain the title of the Chairman Emeritus.”

**124. Power to appoint Committees and to delegate**

- a. The Board may, from time to time, and at any time and in compliance with provisions of the act and listing agreement constitute one or more Committees of the Board consisting of such member or members of its body, as the Board may think fit.

**Delegation of powers**

- b. Subject to the provisions of Section 179 the Board may delegate from time to time and at any time to any Committee so appointed all or any of the powers, authorities and discretions for the time being vested in the Board and such delegation may be made on such terms and subject to such conditions as the Board may think fit and subject to provisions of the act and listing agreement.
- c. The Board may from, time to time, revoke, add to or vary any powers, authorities and discretions so delegated subject to provisions of the act and listing agreement.

**125. Proceedings of Committee**

The meeting and proceedings of any such Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto, and not superseded by any regulations made by the Directors under the last proceeding Article.

**126. Election of Chairman of the Committee**

- a. The Chairman or the Vice Chairman shall be the Chairman of its meetings, if either is not available or if at any meeting either is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
- b. The quorum of a Committee may be fixed by the Board and until so fixed, if the Committee is of a single member or two members, the quorum shall be one and if more than two members, it shall be two.

**127. Question 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 the sole member of the Committee or by a majority of votes of the members present as the case may be and in case of an equality of votes, the Chairman shall have a second or casting vote in addition to his vote as a member of the Committee.

**128 Acts done by Board or Committee valid, notwithstanding defective appointment, etc.**

All acts done by any meeting of the Board or a Committee thereof, or by any person acting as a Director shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or any person acting as aforesaid, or that any of them was disqualified, be as valid as if every such Director and such person had been duly appointed and was qualified to be a Director.

**Resolution by circulation**

- 129. Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with necessary papers, if any, to all the members of the Committee then in India (not being less in number than the quorum fixed for the meeting of the Board or the Committee as the case may) and to all other Directors or members at their usual address in India or by a majority of such of them as are entitled to vote on the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or Committee duly convened and held.

**POWERS AND DUTIES OF DIRECTORS**

**130. General Powers of Company vested in Directors**

The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not, by the act or any statutory modification thereof for the time being in force, or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to any regulation of these Articles, to the provisions of the said Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the

Company in General Meeting; but no regulation made by the Company in General Meeting, shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

**131. Attorney of the Company**

The Board may appoint at any time and from time to time by a power of attorney under the signature of two Directors and/or the Company Secretary of the Company, any person to be the Attorney of the Company for such purposes and with such powers, authorities and discretions not exceeding those vested in or exercisable by the Board under these Articles and for such period and subject to such conditions as the Board may from time to time think fit and any such appointment, may, if the Board thinks fit, be made in favour of the members, or any of the members of any firm or company, or the members, Directors, nominees or managers of any firm or company or otherwise in favour of anybody or persons whether nominated directly or indirectly by the Board and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the Board may think fit.

**132. Power to authorise sub delegation**

The Board may authorise any such delegate or attorney as aforesaid to sub-delegate all or any of the powers and authorities for the time being vested in him.

**133. Directors' duty to comply with the provisions of the Act**

The Board shall duly comply with the provisions of the Act and in particular with the provisions in regard to the registration of the particulars of mortgages and charges affecting the property of the Company or created by it, and keep a register of the Directors, and send to the Registrar an annual list of members and a summary of particulars relating thereto, and notice of any consolidation or increase of share capital and copies of special resolutions, and such other resolutions and agreements required to be filed under Section 117 of the Act and a copy of the Register of Directors and notifications of any change therein.

**134. Special power of Directors**

In furtherance of and without prejudice to the general powers conferred by or implied in Article 130 and other powers conferred by these Articles, and subject to the provisions of Sections 179 and 180 of the Act, that may become applicable, it is hereby expressly declared that it shall be lawful for the Directors to carry out all or any of the objects set forth in the Memorandum of Association and to the following things.

**135. To acquire and dispose of property and rights**

- a. To purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as they think fit and to sell, let, exchange, or otherwise dispose of the property, privileges and undertakings of the Company upon such terms and conditions and for such consideration as they may think fit.

**To pay for property in debentures, etc.**

- b. At their discretion to pay for any property, rights and privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures or other securities of the Company and any such shares may be issued either as fully paid-up or with such amount credited as paid-up, the sum as may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.

**To secure contracts by mortgages**

- c. To secure the fulfillment of any contracts or agreements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such other manner as they think fit.

**To appoint officers, etc.**

- d. To appoint and at their discretion remove, or suspend such agents, secretaries, officers, clerks and servants for permanent, temporary or special services as they may from time to time think fit and to determine their powers and duties and fix their powers and duties and fix their salaries or emoluments and to the required security in such instances and to such amount as they think fit.
- e. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payments or satisfaction of any dues and of any claims or demands by or against the Company.

**To refer to arbitration**

- f. To refer to, any claims or demands by or against the Company to arbitration and observe and perform the awards.

**To give receipt**

- g. To make and give receipts, releases and other discharges for money payable to the Company and of the claims and demands of the Company.

**To act in matters of bankrupts and insolvents**

- h. To act on behalf of the Company in all matters relating to bankrupts and insolvents.

**To give security by way of indemnity**

- i. To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company such mortgages of the Company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.

**To give commission**

- j. To give any person employed by the Company a commission on the profits of any particular business or transaction or a share in the general profits of the Company.

**To make contracts etc.**

- k. To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company.

**To make bye-laws**

- l. From time to time, make, vary and repeal bye-laws for the regulations of the business for the Company, its officers and servants.

**To set aside profits for provided fund**

- m. Before recommending any dividends, to set-aside portions of the profits of the Company to form a fund to provide for such pensions, gratuities or compensations; or to create any provident fund or benefit fund in such or any other manner as the Directors may deem fit.

**To make and alter rules**

- n. To make and alter rules and regulations concerning the time and manner of payments of the contributions of the employees and the Company respectively to any such fund and accrual, employment, suspension and forfeiture of the benefits of the said fund and the application and disposal thereof and otherwise in relation to the working and management of the said fund as the Directors shall from time to time think fit.
- o. And generally, at their absolute discretion, to do and perform every act and thing which they may consider necessary or expedient for the purpose of carrying on the business of the Company, excepting such acts and things as by Memorandum of Association of the Company or by these presents may stand prohibited.

**136. Managing Director**

- a. Subject to the provisions of Section 196, 197, 2(94), 203 of the Act, the following provisions shall apply:
- b. The Board of Directors may appoint or re-appoint one or more of their body, not exceeding two, to be the Managing Director or Managing Directors of the Company for such period not exceeding 5 years as it may deem fit, subject to such approval of the Central Government as may be necessary in that behalf.
- c. The remuneration payable to a Managing Director shall be determined by the Board of Directors subject to the sanction of the Company in General Meeting and of the Central Government, if required.
- d. If at any time there are more than one Managing Director, each of the said Managing Directors may exercise individually all the powers and perform all the duties that a single Managing Director may be empowered to exercise or required to perform under the Companies Act or by these presents or by any Resolution of the Board of Directors and subject also to such restrictions or conditions as the Board may from time to time impose.
- e. The Board of Directors may at any time and from time to time designate any Managing Director as Deputy Managing Director or Joint Managing Director or by such other designation as it deems fit.
- f. Subject to the supervision, control and directions of the Board of Directors, the Managing Director/Managing Directors shall have the management of the whole of the business of the Company and of all its affairs and shall exercise all powers and perform all duties and in relation to the management of the affairs, except such powers and such duties as are required by Law or by these presents to be exercised or done by the Company in General Meeting or by the Board and also subject to such conditions and restrictions imposed by the Act or by these presents or by the Board of Directors. Without prejudice to the generality of the foregoing, the Managing Director/Managing

Directors shall exercise all powers set out in Article 135 above except those which are by law or by these presents or by any resolution of the Board required to be exercised by the Board or by the Company in General Meeting.

**137. Whole-time Director**

1. Subject to the provisions of the Act and subject to the approval of the Central Government, if any, required in that behalf, the Board may appoint one or more of its body, as Whole-time Director or Whole time Directors on such designation and on such terms and conditions as it may deem fit. The Whole-time Directors shall perform such duties and exercise such powers as the Board may from time to time determine which shall exercise all such powers and perform all such duties subject to the control, supervision and directions of the Board and subject thereto the supervision and directions of the Managing Director. The remuneration payable to the Whole-time Directors shall be determined by the Company in General Meeting, subject to the approval of the Central Government, if any, required in that behalf.
2. A Whole-time Director shall (subject to the provisions of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors, and he shall, ipso facto and immediately, cease to be Whole-time Director, if he ceases to hold the Office of Director from any cause except where he retires by rotation in accordance with the Articles at an Annual General Meeting and is re-elected as a Director at that Meeting.

**138. Secretary**

The Board shall have power to appoint a Secretary a person fit in its opinion for the said office, for such period and on such terms and conditions as regards remuneration and otherwise as it may determine. The Secretary shall have such powers and duties as May, from time to time, be delegated or entrusted to him by the Board.

**139. Powers as to commencement of business**

Subject to the provisions of the Act, any branch or kind of business which by the Memorandum of Association of the Company or these presents is expressly or by implication authorised to be undertaken by the Company, may be undertaken by the Board at such time or times as it shall think fit and further may be suffered by it to be in abeyance whether such branch or kind of business may have been actually commenced or not so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.

**140. Delegation of power**

Subject to Section 179 the Board may delegate all or any of its powers to any Director, jointly or severally or to any one Director at its discretion or to the Executive Director.

## **BORROWING**

**141. Borrowing Powers**

- a. The Board may, from time to time, raise any money or any moneys or sums of money for the purpose of the Company; provided that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not, without the sanction of the Company at a General Meeting, exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set-apart for any specific purpose and in particular but subject to the provisions of Section 179 of the Act, the Board may, from time to time, at its discretion raise or borrow or secure the payment of any such sum or sums of money for the purpose of the Company, by the issue of debentures to members, perpetual or otherwise including debentures convertible into shares of this or any other company or perpetual annuities in security of any such money so borrowed, raised or received, mortgage, pledge or charge, the whole or any part of the property, assets, or revenue of the Company, present or future, including its uncalled capital by special assignment or otherwise or transfer or convey the same absolutely or entrust and give the lenders powers of sale and other powers as may be expedient and purchase, redeem or pay off any such security.  
Provided that every resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow as stated above shall specify the total amount upto which moneys may be borrowed by the Board of Directors, provided that subject to the provisions of clause next above, the Board may, from time to time, at its discretion, raise or borrow or secure the repayment of any sum or sums of money for the purpose of the Company as such time and in such manner and upon such terms and conditions in all respects as it thinks fit and in particular, by promissory notes or by opening current accounts, or by receiving deposits and advances, with or without security or by the issue of bonds, perpetual or redeemable debentures or debenture stock of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being or by mortgaging or charging or pledging any land, building, bond or other property and security of the Company or by such other means as them may seem expedient.



**142. Assignment of debentures**

Such debentures, debenture stock, bonds or other securities may be made assignable, free from any equities between the Company and the person to whom the same may be issued.

**143. Terms of debenture issue**

- a. Any such debenture, debenture stock, bond or other security may be issued at a discount, premium or otherwise, and with any special privilege as the redemption, surrender, drawing, allotment of shares of the Company, or otherwise, provided that debentures with the right to allotment or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.
- b. Any trust deed for securing of any debenture or debenture stock and or any mortgage deed and/or other bond for securing payment of moneys borrowed by or due by the Company and/or any contract or any agreement made by the Company with any person, firm, body corporate, Government or authority who may render or agree to render any financial assistance to the Company by way of loans advanced or by guaranteeing of any loan borrowed or other obligations of the Company or by subscription to the share capital of the Company or provide assistance in any other manner may provide for the appointment from time to time, by any such mortgagee, lender, trustee of or holders of debentures or contracting party as aforesaid, of one or more persons to be a Director or Directors of the Company. Such trust deed, mortgage deed, bond or contract may provide that the person appointing a Director as aforesaid may, from time to time, remove any Director so appointed by him and appoint any other person in his place and provide for filling up of any casual vacancy created by such person vacating office as such Director. Such power shall determine and terminate on the discharge or repayment of the respective mortgage, loan or debt or debenture or on the termination of such contract and any person so appointed as Director under mortgage or bond or debenture trust deed or under such contract shall cease to hold office as such Director on the discharge of the same. Such appointment and provision in such document as aforesaid shall be valid and effective as if contained in these presents.
- c. The Director or Directors so appointed by or under a mortgage deed or other bond or contract as aforesaid shall be called a Mortgage Director or Mortgage Directors and the Director if appointed as aforesaid under the provisions of a debenture trust deed shall be called "Debenture Director". The words "Mortgage" or "Debenture Director" shall mean the Mortgage Director for the time being in office. The Mortgage Director or Debenture Director shall not be required to hold any qualification shares and shall not be liable to retire by rotation or to be removed from office by the Company. Such mortgage deed or bond or trust deed or contract may contain such auxiliary provision as may be arranged between the Company and mortgage lender, the trustee or contracting party, as the case may be, and all such provisions shall have effect notwithstanding any of the other provisions herein contained but subject to the provisions of the Act.
- d. The Directors appointed as Mortgage Director or Debenture Director or Corporate Director under the Article shall be deemed to be ex-officio Directors.
- e. The total number of ex-officio Directors, if any, so appointed under this Article together with the other ex-officio Directors, if any, appointment under any other provisions of these presents shall not at any time exceed one-third of the whole number of Directors for the time being.

**144. Charge on uncalled capital**

Any uncalled capital of the Company may be included in or charged by mortgage or other security.

**145. Subsequent assignees of uncalled capital**

Where any uncalled capital of the Company is charged, all persons taking any subsequent charge thereon shall take the same subject such prior charge, and shall not be entitled, by notice to the shareholder or otherwise, to obtain priority over such prior charge.

**146. Charge in favour of Director of indemnity**

If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or other person so becoming liable as aforesaid from any loss in respect of such liability.

**147. Powers to be exercised by Board only at meeting**

- a. Subject to the provisions of the Act, the Board shall exercise the following powers on behalf of the Company and the said power shall be exercised only by resolution passed at the meetings of the Board.
  - (a) To make calls on shareholders in respect of money unpaid on their shares;
  - (b) To authorise buy-back of securities under section 68;
  - (c) To issue securities, including debentures, whether in or outside India;



- (d) To borrow monies;
  - (e) To invest the funds of the company;
  - (f) To grant loans or give guarantee or provide security in respect of loans;
  - (g) To approve financial statement and the Board's report;
  - (h) To diversify the business of the company;
  - (i) To approve amalgamation, merger or reconstruction;
  - (j) To take over a company or acquire a controlling or substantial stake in another company;
  - (k) To make political contributions;
  - (l) To appoint or remove key managerial personnel (KMP);
  - (m) To take note of appointment(s) or removal(s) of one level below the Key Management Personnel;
  - (n) To appoint internal auditors and secretarial auditor;
  - (o) To take note of the disclosure of director's interest and shareholding;
  - (p) To buy, sell investments held by the company (other than trade investments), constituting five percent or more of the paid up share capital and free reserves of the investee company;
  - (q) To invite or accept or renew public deposits and related matters;
  - (r) To review or change the terms and conditions of public deposit;
  - (s) To approve quarterly, half yearly and annual financial statements or financial results as the case may be.
  - (t) Such other business as may be prescribed by the Act.
- b. The Board may by a meeting delegate to any Committee of the Board or to the Managing Director the powers specified in Sub-clauses, d, e and f above.
  - c. Every resolution delegating the power set out in Sub-clause d shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the said delegate.
  - d. Every resolution delegating the power referred to in Sub-clause e shall specify the total amount upto which the funds may be invested and the nature of investments which may be made by the delegate.
  - e. Every resolution delegating the power referred to in Sub-clause f above shall specify the total amount upto which loans may be made by the delegate, the purposes for which the loans may be made, and the maximum amount of loans that may be made for each such purpose in individual cases.

#### **148. Register of mortgage to be kept**

The Directors shall cause a proper register and charge creation documents to be kept in accordance with the provisions of the Companies Act, 2013 for all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges therein specified and otherwise and shall also duly comply with the requirements of the said Act as to keeping a copy of every instrument creating any mortgage or charge by the Company at the office.

#### **149. Register of holders of debentures**

Every register of holders of debentures of the Company may be closed for any period not exceeding on the whole forty five days in any year, and not exceeding thirty days at any one time. Subject as the aforesaid, every such register shall be open to the inspection of registered holders of any such debenture and of any member but the Company may in General Meeting impose any reasonable restriction so that at least two hours in every day, when such register is open, are appointed for inspection.

#### **150. Inspection of copies of and Register of Mortgages**

The Company shall comply with the provisions of the Companies Act, 2013, as to allow inspection of copies kept at the Registered Office in pursuance of the said Act, and as to allowing inspection of the Register of charges to be kept at the office in pursuance of the said Act.

#### **151. Supplying copies of register of holder of debentures**

The Company shall comply with the provisions of the Companies Act, 2013, as to supplying copies of any register of holders of debentures or any trust deed for securing any issue of debentures.

#### **152. Right of holders of debentures as to Financial Statements**

Holders of debentures and any person from whom the Company has accepted any sum of money by way of deposit, shall on demand, be entitled to be furnished, free of cost, or for such sum as may be prescribed by the Government from time to time, with a copy of the Financial Statements of the Company and other reports attached or appended thereto.

#### **153. Minutes**

- a. The Company shall comply with the requirements of Section 118 of the Act, in respect of the keeping of the minutes of all proceedings of every General Meeting and every meeting of the Board or any Committee of the Board.

- b. The Chairman of the meeting shall exclude at his absolute discretion such of the matters as are or could reasonably be regarded as defamatory of any person irrelevant or immaterial to the proceedings or detrimental to the interests of the Company.

**154. Managing Director's power to be exercised severally**

All the powers conferred on the Managing Director by these presents, or otherwise may, subject to any directions to the contrary by the Board of Directors, be exercised by any of them severally.

## **MANAGER**

**155. Manager**

Subject to the provisions of the Act, the Directors may appoint any person as Manager for such term not exceeding five years at a time at such remuneration and upon such conditions as they may think fit and any Manager so appointed may be removed by the Board.

## **DIVIDENDS AND RESERVES**

**156. Rights to Dividend**

The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these presents and subject to the provisions of these presents as to the Reserve Fund, shall be divisible among the equity shareholders.

**157. Declaration of Dividends**

The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.

**158. What to be deemed net profits**

The declarations of the Directors as to the amount of the net profits of the Company shall be conclusive.

**159. Interim Dividend**

The Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.

**160. Dividends to be paid out of profits only**

No dividend shall be payable except out of the profits of the year or any other undistributed profits except as provided by Section 123 of the Act.

**161. Reserve Funds**

- a. The Board may, before recommending any dividends, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends and pending such application may, at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
- b. The Board may also carry forward any profits which it may think prudent not to divide without setting them aside as Reserve.

**162. Method of payment of dividend**

- a. Subject to the rights of persons, if any, entitled to share with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid.
- b. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of these regulations as paid on the share.
- c. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date, such shares shall rank for dividend accordingly.

**163. Deduction of arrears**

The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls in relation to the shares of the Company or otherwise.

**164. Adjustment of dividend against call**

Any General Meeting declaring a dividend or bonus may make a call on the members of such amounts as the meeting fixes, but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and the dividend may, if so arranged between the Company and themselves, be set off against the call.

**165. Payment by cheque or warrant**

- a. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through post directly to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named in the Register of Members or to such person and to such address of the holder as the joint holders may in writing direct.
- b. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- c. Every dividend or warrant or cheque shall be posted within thirty days from the date of declaration of the dividends.

**166. Retention in certain cases**

The Directors may retain the dividends payable upon shares in respect of which any person is under the transmission clause entitled to become a member in respect thereof or shall duly transfer the same.

**Receipt of joint holders**

- (A) Where any instrument of transfer of shares has been delivered to the Company for registration on holders, the Transfer of such shares and the same has not been registered by the Company, it shall, and notwithstanding anything contained in any other provision of the Act:
  - a) transfer the dividend in relation to such shares to the Special Account referred to in Sections 123 and 124 of the Act, unless the Company is authorised by the registered holder, of such shares in writing to pay such dividend to the transferee specified in such instrument of transfer, and
  - b) Keep in abeyance in relation to such shares any offer of rights shares under Clause(a) of Sub-section (1) of Section 62 of the Act, and any issue of fully paid-up bonus shares in pursuance of Sub-section (3) of Section 123 of the Act”.

**167. Deduction of arrears**

Any one of two of the joint holders of a share may give effectual receipt for any dividend, bonus, or other money payable in respect of such share.

**168. Notice of Dividends**

Notice of any dividend that may have been declared shall be given to the person entitled to share therein in the manner mentioned in the Act.

**169. Dividend not to bear interest**

No dividend shall bear interest against the Company.

**170. Unclaimed Dividend**

No unclaimed dividends shall be forfeited. Unclaimed dividends shall be dealt with in accordance to the provisions of Sections 123 and 124 of the Companies Act, 2013.

**171. Transfer of share not to pass prior Dividend**

Any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

**CAPITALISATION OF PROFITS**

**172. Capitalisation of Profits**

- a. The Company in General Meeting, may on the recommendation of the Board, resolve:
  1. that the whole or any part of any amount standing to the credit of the Share Premium Account or the Capital Redemption Reserve Fund or any money, investment or other asset forming part of the undivided profits, including profits or surplus moneys arising from the realisation and (where permitted by law) from the appreciation in value of any Capital assets of the Company standing to the credit of the General Reserve, Reserve or any Reserve Fund or any amounts standing to the credit of the Profit and Loss Account or any other fund of the Company or in the hands of the Company and available for the distribution as dividend capitalised; and
  2. That such sum be accordingly set free for distribution in the manner specified in Sub-clause (2) 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 provisions contained in Subclause (3) either in or towards:
  - 1. Paying up any amount for the time being unpaid on any share held by such members respectively;
  - 2. paying up in full unissued shares of the Company to be allotted and distributed and credited as fully paid-up to and amongst such members in the proportion aforesaid; or
  - 3. Partly in the way specified in Sub-clause (i) and partly in that specified in Sub-clause (ii).
- c. A share premium account and a capital redemption reserve account may for the purpose of this regulation be applied only in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.
- d. The Board shall give effect to resolutions passed by the Company in pursuance of this Article.

#### **173. Powers of Directors for declaration of Bonus**

- a. whenever such a resolution as aforesaid shall have been passed, the Board shall:
  - 1. Make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issue or fully paid shares if any; and
  - 2. Generally do all acts and things required to give effect thereto.
- b. The Board shall have full power:
  - 1. to make such provision by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit in the case of shares becoming distributable in fractions and also;
  - 2. to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively credited as fully paid-up of any further shares to which they may be entitled upon such capitalisation, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on the existing shares.
- c. Any agreement made under such authority shall be effective and binding on all such members.

### **ACCOUNTS**

#### **174. Books of account to be kept**

- a. The Board shall cause proper books of accounts to be kept in respect of all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Company, and of the assets and liabilities of the Company.
- b. All the aforesaid books shall give a fair and true view of the affairs of the Company or of its branch as the case may be, with respect to the matters aforesaid, and explain in transactions.
- c. The books of accounts shall be open to inspection by any Director during business hours.

#### **175. Where books of account to be kept**

The books of account shall be kept at the Registered Office or at such other place as the Board thinks fit.

#### **176. Inspection by members**

The Board shall, from time to time, determine whether and to what extent and at what time and under what conditions or regulations the accounts and books and documents of the Company or any of them shall be open to the inspection of the members and no member (not being a Director) shall have any right of inspection any account or book or document of the Company except as conferred by statute or authorised by the Board or by a resolution of the Company in General Meeting.

#### **177. Statement of account to be furnished to General Meeting**

The Board shall lay before such Annual General Meeting, financial statements made up as at the end of the financial year which shall be a date which shall not precede the day of the meeting by more than six months or such extension of time as shall have been granted by the Registrar under the provisions of the Act.

#### **178. Financial Statements**

Subject to the provisions of Section 129, 133 of the Act, every financial statements of the Company shall be in the forms set out in Parts I and II respectively of Schedule III of the Act, or as near thereto as circumstances admit.

#### **179. Authentication of Financial Statements**

- a. Subject to Section 134 of the Act, every financial statements of the Company shall be signed on behalf of the Board by not less than two Directors.
- b. The financial statements shall be approved by the Board before they are signed on behalf of the Board in accordance with the provisions of this Article and before they are submitted to the Auditors for their report thereon.

#### **180. Auditors Report to be annexed**

The Auditor's Report shall be attached to the financial statements.

#### **181. Board's Report to be attached to Financial Statements**

- a. Every financial statement laid before the Company in General Meeting shall have attached to it a report by the Board with respect to the state of the Company's affairs, the amounts, if any, which it proposes to carry to any reserve either in such Balance Sheet or in a subsequent Balance Sheet and the amount, if any, which it recommends to be paid by way of dividend.
- b. The report shall, so far as it is material for the appreciation of the state of the Company's affairs by its members and will not in the Board's opinion be harmful to its business or that of any of its subsidiaries, deal with any change which has occurred during the financial year in the nature of the Company's business or that of the Company's subsidiaries and generally in the classes of business in which the Company has an interest and material changes and commitments, if any, affecting the financial position of the Company which has occurred between the end of the financial year of the Company to which the Balance Sheet relates and the date of the report.
- c. The Board shall also give the fullest information and explanation in its report or in case falling under the provision of Section 134 of the Act in an addendum to that Report on every reservation, qualification or adverse remark contained in the Auditor's Report.
- d. The Board's Report and addendum, if any, thereto shall be signed by its Chairman if he is authorised in that behalf by the Board; and where he is not authorised, shall be signed by such number of Directors as is required to sign the Financial Statements of the Company under Article 181.
- e. The Board shall have the right to charge any person not being a Director with the duty of seeing that the provisions of Sub-clauses (a) to (e) of this Article are complied with.

#### **182. Right of member to copies of Financial Statements**

The Company shall comply with the requirements of Section 136.

### **ANNUAL RETURNS**

#### **183. Annual Returns**

The Company shall make the requisite annual return in accordance with Section 92 of the Act.

### **AUDIT**

#### **184. Accounts to be audited**

- a. Every Financial Statement shall be audited by one or more Auditors to be appointed as hereinafter mentioned.
- b. Subject to provisions of the Act, The Company at the Annual General Meeting shall appoint an Auditor or Firm of Auditors to hold office from the conclusion of that meeting until the conclusion of the fifth Annual General Meeting and shall, within seven days of the appointment, give intimation thereof to every Auditor so appointed unless he is a retiring Auditor.
- c. At every Annual General Meeting, reappointment of such auditor shall be ratified by the shareholders.
- d. Where at an Annual General Meeting no Auditors are appointed or reappointed, the Central Government may appoint a person to fill the vacancy.
- e. The Company shall, within seven days of the Central Government's power under Sub-clause (d) becoming exercisable, give notice of that fact to that Government.
- f.
  1. The first Auditor or Auditors of the Company shall be appointed by the Board of Directors within one month of the date of registration of the Company and the Auditor or Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.  
 Provided that the Company may at a General Meeting remove any such Auditor or all or any of such Auditors and appoint in his or their places any other person or persons who have been nominated for appointment by any such member of the Company and of whose nomination notice has been given to the members of the Company, not less than 14 days before the date of the meeting; and
  2. If the Board fails to exercise its power under this Sub-clause, the Company in General Meeting may appoint the first Auditor or Auditors.
- g. The Directors may fill any casual vacancy in the office of an Auditor, but while any such vacancy continues, the remaining Auditor or Auditors, if any, may act, but where such a vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in General Meeting.
- h. A person other than a retiring Auditor, shall not be capable of being appointed at an Annual General Meeting unless Special Notice of a resolution for appointment of that person to the office of Auditor has been given by a member to the Company not less than fourteen days before the meeting in accordance with Section 115 of the Act and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the members in accordance with Section 190 of the Act and all other provisions of Section 140 of the Act shall apply in the matter. The provisions of this Sub-clause shall also apply to a resolution that retiring Auditor shall be reappointed.
- i. The persons qualified for appointment as Auditors shall be only those referred to in Section 141 of the Act.
- j. Subject to the provisions of Section 146 of the Act, the Auditor of the company shall attend general meetings of the company.



**185. Audit of Branch Offices**

The Company shall comply with the provisions of Section 143 of the Act in relation to the audit of the accounts of Branch Offices of the Company.

**186. Remuneration of Auditors**

The remuneration of the Auditors shall be fixed by the Company in General Meeting except that the remuneration of any Auditor appointed to fill and casual vacancy may be fixed by the Board.

**187. Rights and duties of Auditors**

- a. Every Auditor of the Company shall have a right of access at all times to the books of accounts and vouchers of the Company and shall be entitled to require from the Directors and officers of the Company such information and explanations as may be necessary for the performance of his duties as Auditor.
- b. All notices of, and other communications relating to any General Meeting of a Company which any member of the Company is entitled to have sent to him shall also be forwarded to the Auditor, and the Auditor shall be entitled to attend any General Meeting and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor.
- c. The Auditor shall make a report to the members of the Company on the accounts examined by him and on Financial statements and on every other document declared by this Act to be part of or annexed to the Financial statements, which are laid before the Company in General Meeting during his tenure of office, and the report shall state whether, in his opinion and to the best of his information and according to explanations given to him, the said accounts give the information required by this Act in the manner so required and give a true and fair view:
  1. In the case of the Balance Sheet, of the state of affairs as at the end of the financial year and
  2. In the case of the Statement of Profit and Loss, of the profit or loss for its financial year.
- d. The Auditor's Report shall also state:
  - (a) Whether he has sought and obtained all the information and explanations which to the best of his knowledge and belief were necessary for the purpose of his audit and if not, the details thereof and the effect of such information on the financial statements;
  - (b) whether, in his opinion, proper books of account as required by law have been kept by the company so far as appears from his examination of those books and proper returns adequate for the purposes of his audit have been received from branches not visited by him;
  - (c) whether the report on the accounts of any branch office of the company audited under sub-section (8) by a person other than the company's auditor has been sent to him under the proviso to that sub-section and the manner in which he has dealt with it in preparing his report;
  - (d) Whether the company's balance sheet and profit and loss account dealt with in the report are in agreement with the books of account and returns;
  - (e) Whether, in his opinion, the financial statements comply with the accounting standards;
  - (f) The observations or comments of the auditors on financial transactions or matters which have any adverse effect on the functioning of the company;
  - (g) Whether any director is disqualified from being appointed as a director under sub-section (2) of section 164;
  - (h) Any qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith;
  - (i) Whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls;
  - (j) Whether the company has disclosed the impact, if any, of pending litigations on its financial position in its financial statement;
  - (k) whether the company has made provision, as required under any law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts;
  - (l) Whether there has been any delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.
- e. Where any of the matters referred to in Clauses (i) and (ii) of Sub-section (2) of Section 143 of the Act or in Clauses (a), (b) and (c) of Sub-section (3) of Section 143 of the Act or Sub-clause (4) (a) and (b) and (c) hereof is answered in the negative or with a qualification, the Auditor's Report shall state the reason for such answer.
- f. The Auditor's Report shall be read before the Company in General Meeting and shall be open to inspection by any member of the Company.

**188. Accounts whether audited and approved to be conclusive**

Every account of the Company when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period, the accounts shall forthwith be corrected, and henceforth be conclusive.



**189. Service of documents on the Company**

A document may be served on the Company or any officer thereof by sending it to the Company or officer at the Registered Office of the Company by Registered Post, or by leaving it at the Registered Office or in electronic mode in accordance with the provisions of the act.

**190. How documents to be served to members**

- a. A document (which expression for this purpose shall be deemed to included and shall include any summons, notice, requisition, process, order judgement or any other document in relation to or the winding up of the Company) may be served personally or by sending it by post to him to his registered address or in electronic mode in accordance with the provisions of the act., or (if he has no registered address in India) to the address, if any, within India supplied by him to the Company for the giving of notices to him.
- b. All notices shall, with respect to any registered shares to which persons are entitled jointly, be given to whichever of such persons is named first in the Register, and notice so given shall be sufficient notice to all the holders of such shares.
- c. Where a document is sent by post:
  - i. service thereof shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice, provided that where a member has intimated to the Company in advance that documents should be sent to him under a Certificate of Posting or by Registered Post with or without acknowledgment due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the documents shall not be deemed to be effected unless it is sent in the manner intimated by the member, and such service shall be deemed to have been effected;
    - a. in the case of a notice of a meeting, at the expiration of forty eight hours after the letter containing the notice is posted, and
    - b. in any other case, at the time at which the letter should be delivered in the ordinary course of post.

**191. Members to notify address in India**

Each registered holder of share(s) shall, from time to time, notify in writing to the Company some place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place of residence.

**192. Service on members having no registered address in India**

If a member has no registered address in India and has not supplied to the Company an address within India for the giving of notices to him, a document advertised in a newspaper circulating in the neighbourhood of the Registered Office of the Company shall be deemed to be duly served on him on the day on which the advertisement appears.

**193. Service on persons acquiring shares on death or insolvency of members**

A document may be served by the Company to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of deceased or assignees of the insolvent or by any like descriptions at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served if the death or insolvency had not occurred.

**194. Notice valid though member deceased**

Any notice of document delivered or sent by post or left at the registered address of any member in pursuance of these presents shall, notwithstanding that such member by then deceased and whether or not the Company has notice of his decease, be deemed to have been duly served in respect of any registered share whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or on her heirs, executors or administrators, and all other persons, if any, jointly interested with him or her in any such share.

**195. Persons entitled to Notice of General Meeting**

Subject to the provisions of Section 101 the Act and these Articles, notice of General Meeting shall be given to;

- (a) Every member of the company, legal representative of any deceased member or the assignee of an insolvent member;
- (b) The auditor or auditors of the company; and
- (c) Every director of the company.

Any accidental omission to give notice to, or the non-receipt of such notice by, any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.

**196. Advertisement**

- a. Subject to the provisions of the Act, any document required to be served on or sent to the members, or any of them by the Company and not expressly provided for by these presents, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the district where the Registered Office of the Company is situated.
- b. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name and address being entered in the Register shall be duly given to the person from whom he derived his title to such share or stock.

**197. Transference, etc. bound by prior notices**

Every person, who by the operation of law, transfer, or other means whatsoever, shall become entitled to any share, shall be bound by every document in respect of such share which previously to his name and address being entered in the Register, shall have been duly served on or sent to the person from whom he derives his title to the share.

**198. How notice to be signed**

Any notice to be given by the Company shall be signed by the Managing Director or by such Director or officer as the Directors may appoint. The signature to any notice to be given by the Company may be written or printed or lithographed.

### **AUTHENTICATION OF DOCUMENTS**

**199. Authentication of document and proceeding**

Save as otherwise expressly provided in the Act or these Articles, a document or proceeding requiring authentication by the Company may be signed by a Director, or the Managing Director or an authorised officer of the Company and need not be under its seal.

### **WINDING UP**

**201. Winding up**

Subject to the provisions of the Act as to preferential payments, the assets of a Company shall, on its winding-up be applied in satisfaction of its liabilities pari-passu and, subject to such application, shall, unless the articles otherwise provide, be distributed among the members according to their rights and interests in the Company.

**202. Division of assets of the Company in specie among members**

If the Company shall be wound up, whether voluntarily or otherwise, the liquidators may, with the sanction of a Special Resolution, divide among the contributories, in specie or kind, and part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the liquidators with the like sanction shall think fit. In case any shares, to be divided as aforesaid involves a liability to calls or otherwise, any person entitled under such division to any of the said shares may, within ten days after the passing of the Special Resolution by notice in writing, direct the liquidators to sell his proportion and pay him the net proceeds, and the liquidators shall, if practicable, act accordingly.

### **INDEMNITY AND RESPONSIBILITY**

**203. Directors' and others' right to indemnity**

- a. Subject to the provisions of Section 197 of the Act every Director, Manager, Secretary and other officer or employee of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses, and expenses (including travelling expenses) which Service of documents on the Company any such Director, officer or employee may incur or becomes liable to by reason of any contract entered into or act or deed done by him or any other way in the discharge of his duties, as such Director, officer or employee.
- b. Subject as aforesaid, every Director, Manager, Secretary, or other officer/employee of the Company shall be indemnified against any liability, incurred by them or him in defending any proceeding whether civil or criminal in which judgement is given in their or his favour or in which he is acquitted or discharged or in connection with any application under Section 463 of the Act in which relief is given to him by the Court and without prejudice to the generality of the foregoing, it is hereby expressly declared that the Company shall pay and bear all fees and other expenses incurred or incurable by or in respect of any Director for filing any return, paper or document with the Registrar of Companies, or complying with any of the provisions of the Act in respect of or by reason of his office as a Director or other officer of the Company.

**204. Subject to the provisions of Section 197 of the Act, no Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer, or for joining in any receipt or other act for conformity for**

any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company, or for the insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company or for the insufficiency or deficiency of any money invested, or for any loss or damages arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation with whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgement or oversight on his part of for any loss or damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own act or default.

#### **SECRECY CLAUSE**

- 205.** a. No member shall be entitled to visit or inspect the Company's works without the permission of the Directors or Managing Director or to require discovery of or any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, will be inexpedient in the interests of the Company to communicate to the public.
- b. Every Director, Managing Director, Manager, Secretary, Auditor, Trustee, Members of a Committee, Officers, Servant, Agent, Accountant or other person employed in the business of the Company, shall, if so required by the Directors before entering upon his duties, or at any time during his term of office sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company and the state of accounts and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of duties except when required so to do by the Board or by any General Meeting or by a Court of Law or by the persons to whom such matters relate and except so far as may be necessary, in order to comply with any of the provisions contained in these Articles.

#### **REGISTERS, INSPECTION AND COPIES THEREOF**

- 206.** a. Any Director or Member or person can inspect the statutory registers maintained by the company, which may be available for inspection of such Director or Member or person under provisions of the act by the company, provided he gives fifteen days' notice to the company about his intention to do so.
- b. Any, Director or Member or person can take copies of such registers of the company by paying Rs. 10 per page to the company. The company will take steps to provide the copies of registers to such person within Fifteen days of receipt of money.

#### **BUY-BACK OF SHARES**

- 207.** Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

#### **GENERAL AUTHORITY**

- 208.** Wherever in the applicable provisions under the Act, it has been provided that, any Company shall have any right, authority or that such Company could carry out any transaction only if the Company is authorised by its Articles, this regulation hereby authorises and empowers the Company to have such right, privilege or authority and to carry out such transaction as have been permitted by the Act without there being any specific regulation or clause in that behalf in this articles.

## **SECTION XV – OTHER INFORMATION**

### **MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Draft Red Herring Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Draft Red Herring Prospectus, will be delivered to the ROC for registration/submission of the Red Herring Prospectus /Prospectus and also the documents for inspection referred to hereunder, may be inspected at the Corporate Office of our Company located at from date of filing the Red Herring Prospectus with ROC on all Working Days until the Bid/Issue Closing Date. Copies of below Material Contracts and Documents are also available on the website of the company on [www.mdrcindia.com](http://www.mdrcindia.com)

#### **A. MATERIAL CONTRACTS**

1. Issue Agreement dated March 18, 2025 executed between our Company and Book Running Lead Manager to the Issue.
2. Registrar and Transfer Agent Agreement dated March 18, 2025 executed between our Company and the Registrar to the Issue.
3. Market Making Agreement dated March 18, 2025, executed between our Company, Book Running Lead Manager and Market Maker to the Issue.
4. Banker to the Issue Agreement dated [●], executed between our Company, Book Running Lead Manager, Banker to the Issue and the Registrar to the Issue.
5. Underwriting Agreement dated March 18, 2025, executed between our Company, Book Running Lead Manager, and Underwriter.
6. Syndicate Agreement dated [●] executed between our Company, Book Running Lead Manager and Syndicate Member
7. Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated January 11, 2025.
8. Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated January 28, 2025.

#### **B. MATERIAL DOCUMENTS**

1. Certified true copy of the Memorandum and Articles of Association of our Company including certificates of incorporation.
2. Board Resolution dated March 17, 2025 and Special Resolution passed pursuant to Section 62(1)(C) of the Companies Act, 2013 at the EoGM by the shareholders of our Company held on March 18, 2025.
3. Statement of Tax Benefits dated March 27, 2025 issued by our Peer Reviewed Auditors M/s. SVJK and Associates, Chartered Accountant.
4. Copy of Restated Financial Statement– M/s. SVJK and Associates, Chartered Accountants, for the period ended September 30, 2024 and for the year ended March 31, 2024, 2023, 2022, dated March 27, 2025.
5. Copy of Audited Financial Statement for the period ended September 30, 2024 and for the year ended on March 31, March 31, 2024, 2023, 2022.
6. Search Report issued by Mittal V Kothari & Associates, Practicing Company Secretary, Ahmedabad dated March 31, 2025.
7. Certification from Mittal V Kothari & Associates, Practicing Company Secretary dated March 31, 2025 regarding eligibility of Independent Director under Section 149(6) of Companies Act, 2013.
8. Certificate from M/s. SVJK and Associates, Chartered Accountants, dated March 31, 2025 regarding Key Performance Indicators and Basis of Issue Price.
9. Certificate from M/s. SVJK and Associates, Chartered Accountants, dated March 31, 2025 regarding Object of the Issue.
10. Certificate from M/s. SVJK and Associates, Chartered Accountants dated March 31, 2025 regarding the Working Capital Requirement of the company.
11. Certificate from M/s Gupta Aiyar & Co., Chartered Accountants dated March 31, 2025 regarding the source and deployment of funds towards the objects of the Issue.
12. Site Visit Report of the company.
13. Consents of Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Bankers to the Company, Advisor to the Company, Legal Advisor to the Issue, BRLM to the Issue, Registrar to the Issue, Banker to the Issue, Market Maker and Underwriter to the Issue to act in their respective capacities.
14. Board Resolution dated March 31, 2025 for approval of Draft Red Herring Prospectus, dated [●] for approval of Red Herring Prospectus and dated [●] for approval of Prospectus.
15. Due Diligence Certificate for the Draft Red Herring Prospectus from Book Running Lead Manager dated March 31, 2025 addressing Stock Exchange.
16. Copy of In-principle approval letter dated [●] from the BSE.

Any of the contracts or documents mentioned in the Draft 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, with the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

### **DECLARATION**

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or 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 the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

**Signed by the Directors of the Company:**

<b>Name</b>	<b>Designation</b>	<b>Signature</b>
Mr. Devendra Singh Yadav	Chairman cum Managing Director	sd/-
Mrs. Deepali Yadav	Whole-Time Director	sd/-
Mr. Ajay Kohli	Non-Executive Director	sd/-
Mr. Rishabh Kumar Jain	Independent Director	sd/-
Mr. Sanjay Khandelwal	Independent Director	sd/-

**Signed by:**

<b>Name</b>	<b>Designation</b>	<b>Signature</b>
Mr. Jitendra Singh	Chief Financial Officer	sd/-
Mrs. Priyanshu Yadav	Company Secretary & Compliance Officer	sd/-

**Date: March 31, 2025**

**Place: Delhi**