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RED HERRING PROSPECTUS
Dated: July 18, 2023
(Please read Section 32 of the Companies Act, 2013)

Book Built Issue

YATHARTH
SUPER SPECIALITY HOSPITALS
GET BETTER

YATHARTH HOSPITAL & TRAUMA CARE SERVICES LIMITED

CORPORATE IDENTITY NUMBER: U85110DL2008PLC174706

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON
JA 108 DLF Tower A Jasola District Centre South Delhi, Delhi 110 025 India	HO-01, Sector-1 Greater Noida West Uttar Pradesh 201 306 India	Ritesh Mishra Company Secretary and Compliance Officer
WEBSITE	**TELEPHONE**	**EMAIL**
www.yatharthhospitals.com	**Registered Office:** +91 11 4996 7892 **Corporate Office:** +91 120 681 1236	cs@yatharthhospitals.com

OUR PROMOTERS: AJAY KUMAR TYAGI AND KAPIL KUMAR

DETAILS OF OFFER TO PUBLIC AND SELLING SHAREHOLDERS

TYPE	FRESH ISSUE SIZE	OFFER FOR SALE SIZE	TOTAL OFFER SIZE	ELIGIBILITY AND SHARE RESERVATION
Fresh Issue and Offer for Sale	Fresh issue of up to [●] Equity Shares aggregating up to ₹ 4,900.00 million* by our Company (“**Fresh Issue**”)	Offer for sale of up to 6,551,690 Equity Shares aggregating up to ₹ [●] million by the Selling Shareholders (“**Offer for Sale**”)	Initial public offer of up to [●] equity shares of face value of ₹ 10 each (“**Equity Shares**”) aggregating up to ₹ [●] million (“**Offer**”)	The Offer is being made in compliance with Regulation 6(1) of the SEBI ICDR Regulations.

SHARE RESERVATIONS AMONGST QIBs, NIBs AND RIBs

QIBs	NIBs	RIBs
Not more than 50.00% of the Offer (of which up to 60.00% shall be available for allocation to Anchor Investors)	Not less than 15.00% of the Offer	Not less than 35.00% of the Offer

*Our Company has undertaken a Pre-IPO Placement by way of private placement of 4,000,000 Equity Shares for cash at a price of ₹ 300 per Equity Share aggregating to ₹ 1,200.00 million, in consultation with the BRLMs, pursuant to the resolution of the Board dated July 6, 2023. The size of the Fresh Issue of Equity Shares has been adjusted to ₹ 4,900.00 million

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

NAME OF THE SELLING SHAREHOLDERS	TYPE	NUMBER OF EQUITY SHARES OFFERED/AMOUNT	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹)*
Vimla Tyagi	Promoter Group Selling Shareholder	Up to 3,743,000 Equity Shares aggregating up to ₹ [●] million	4.81
Prem Narayan Tyagi	Promoter Group Selling Shareholder	Up to 2,021,200 Equity Shares aggregating up to ₹ [●] million	4.55
Neena Tyagi	Promoter Group Selling Shareholder	Up to 787,490 Equity Shares aggregating up to ₹ [●] million	6.34

** As certified by R. Nagpal Associates, Chartered Accountants vide their certificate dated July 18, 2023.*

RISKS IN RELATION TO THE FIRST OFFER

The face value of Equity Shares is ₹ 10 each. The Floor Price, Cap Price and Offer Price (determined by our Company and the Selling Shareholders, in consultation with the BRLMs and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process and as stated in “*Basis for Offer Price*” on page 126), 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 active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India (“**SEBI**”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to “*Risk Factors*” on page 26.

ISSUER’S AND SELLING SHAREHOLDERS’ ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, each of the Selling Shareholders, severally and not jointly, accepts responsibility for and confirms only those statements specifically made or confirmed by such Selling Shareholder(s) in this Red Herring Prospectus to the extent of information specifically pertaining to themselves and their respective portion of the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. The Selling Shareholders, severally and not jointly, assume no responsibility for any other statements, disclosures or undertaking in this Red Herring Prospectus, including, inter alia, any and all of the statements, disclosures or undertaking made by or relating to our Company or its business or any other Selling Shareholder.

LISTING

The Equity Shares offered through this Red Herring Prospectus are proposed to be listed on the Stock Exchanges, being BSE Limited and National Stock Exchange of India Limited. Our Company has received ‘in-principle’ approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters dated May 6, 2022 and May 12, 2022, respectively. For the purposes of the Offer, the Designated Stock Exchange shall be BSE.

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE OFFER
Intensive	AMBIT Acumen at work	IIFL SECURITIES	LINK Intime
Intensive Fiscal Services Private Limited **Contact Person:** Harish Khajanchi / Anand Rawal **E-mail:** yatharth.ipo@intensivefiscal.com **Tel:** +91 22 2287 0443	**Ambit Private Limited** **Contact Person:** Sandeep Sharma / Miraj Sampat **E-mail:** yatharth.IPO@ambit.co **Tel:** +91 22 6623 3030	**IIFL Securities Limited** **Contact Person:** Shirish Chikalge / Nishita Mody **E-mail:** yatharth.ipo@iiflcap.com **Tel:** +91 22 4646 4728	**Link Intime India Private Limited** **Contact Person:** Shanti Gopalkrishnan **E-mail:** yatharth.ipo@linkintime.co.in **Tel:** +91 810 811 4949

BID/ OFFER SCHEDULE

ANCHOR INVESTOR BID/OFFER PERIOD	July 25, 2023[(1)]
BID/ OFFER OPENS ON	July 26, 2023 [(1)]
BID/ OFFER CLOSES ON	July 28, 2023[#]

(1) Our Company and the Selling Shareholders in consultation with the BRLMs, 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, i.e., July 25, 2023.

 # UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.

RED HERRING PROSPECTUS
Dated: July 18, 2023
Please read Section 32 of the Companies Act, 2013
Book Built Offer

YATHARTH HOSPITAL & TRAUMA CARE SERVICES LIMITED

Our Company was incorporated as 'Yatharth Hospital & Trauma Care Services Private Limited' in Delhi as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated February 28, 2008, issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana ("**RoC**"). Pursuant to a special resolution passed by our Shareholders on November 3, 2021, our Company was converted into a public limited company and consequently, the name of our Company was changed to 'Yatharth Hospital & Trauma Care Services Limited' and a fresh certificate of incorporation dated November 18, 2021 was issued by the RoC. For details of change in name and registered office of our Company, see "*History and Certain Corporate Matters*" on page 219.

Registered Office: JA 108, DLF Tower A, Jasola District Centre, South Delhi, Delhi - 110 025, India; **Tel**: +91 11 4996 7892
Corporate Office: HO-01, Sector-1, Greater Noida West, Uttar Pradesh 201 306, India; **Tel**: +91 120 681 1236
Contact Person: Ritesh Mishra, Company Secretary and Compliance Officer
E-mail: cs@yatharthhospitals.com; **Website**: www.yatharthhospitals.com
Corporate Identity Number: U85110DL2008PLC174706

OUR PROMOTERS: AJAY KUMAR TYAGI AND KAPIL KUMAR

INITIAL PUBLIC OFFER OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF YATHARTH HOSPITAL & TRAUMA CARE SERVICES LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 4,900.00* MILLION BY OUR COMPANY (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 6,551,690 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY THE SELLING SHAREHOLDERS (THE "OFFER FOR SALE") COMPRISING UP TO 3,743,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY VIMLA TYAGI, UP TO 2,021,200 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY PREM NARAYAN TYAGI AND UP TO 787,490 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY NEENA TYAGI (COLLECTIVELY "PROMOTER GROUP SELLING SHAREHOLDERS"AND SUCH EQUITY SHARES, THE "OFFERED SHARES"). THE OFFER SHALL CONSTITUTE [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF EQUITY SHARES IS ₹ 10 EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT SHALL BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDERS IN CONSULTATION WITH THE BRLMS AND WILL BE ADVERTISED IN ALL EDITIONS OF FINANCIAL EXPRESS (AN ENGLISH NATIONAL DAILY NEWSPAPER) AND ALL EDITIONS OF JANSATTA (A HINDI NATIONAL DAILY NEWSPAPER, HINDI ALSO BEING THE REGIONAL LANGUAGE OF DELHI, WHERE OUR REGISTERED OFFICE IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS").

OUR COMPANY HAS UNDERTAKEN A PRE-IPO PLACEMENT BY WAY OF PRIVATE PLACEMENT OF 4,000,000 EQUITY SHARES FOR CASH AT A PRICE OF ₹ 300 PER EQUITY SHARE AGGREGATING TO ₹ 1,200.00 MILLION, IN CONSULTATION WITH THE BRLMS, PURSUANT TO THE RESOLUTION OF THE BOARD DATED JULY 6, 2023. THE SIZE OF THE FRESH ISSUE OF UP TO ₹ 6,100.00 MILLION HAS BEEN REDUCED BY ₹ 1,200.00 MILLION PURSUANT TO THE PRE-IPO PLACEMENT, AND ACCORDINGLY, THE FRESH ISSUE SIZE IS UP TO ₹ 4,900.00 MILLION.

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

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**") read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**", the "**QIB Portion**"), provided that our Company and the Selling Shareholders may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("**Anchor Investor Portion**"), of which one-third shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from the domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion (other than Anchor Investor Portion) ("**Net QIB Portion**"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the remaining Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders, of which (a) one-third of the Non-Institutional Portion will be available for allocation to Non-Institutional Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000; and (b) two-thirds of the Non-Institutional Portion will be available for allocation to Non-Institutional Bidders with an application size of more than ₹ 1,000,000, and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Non-Institutional Bidders in the other sub-category of Non-Institutional Portion. Further, not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders (except Anchor Investors) are required to mandatorily participate in the Offer through the Application Supported by Blocked Amount ("**ASBA**") process providing details of their respective ASBA accounts, including UPI ID in case of UPI Bidders using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Banks 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 Offer through the ASBA process. For details, see "*Offer Procedure*" beginning on page 384.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of the Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10 each. The Floor Price, Cap Price and Offer Price (determined by our Company and the Selling Shareholders in consultation with the BRLMs and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process), as stated under "*Basis for Offer Price*" on page 126 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 active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 26.

ISSUER'S AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, each of the Selling Shareholders, severally and not jointly, accepts responsibility for and confirms that the statements, disclosures and undertakings specifically made or confirmed by such Selling Shareholder(s) in this Red Herring Prospectus to the extent of information specifically pertaining to themselves and their respective portion of the Offered Shares and assumes responsibility that such statements disclosures and undertakings are true and correct in all material respects and not misleading in any material respect. The Selling Shareholders, severally and not jointly, assume no responsibility for any other statements, disclosures or undertaking in this Red Herring Prospectus, including, inter alia, any and all of the statements, disclosures or undertaking made by or relating to our Company or its business or any other Selling Shareholder.

LISTING

The Equity Shares offered through this Red Herring Prospectus are proposed to be listed on the Stock Exchanges being BSE Limited and National Stock Exchange of India Limited. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters dated May 6, 2022 and May 12, 2022, respectively. For the purposes of the Offer, the Designated Stock Exchange shall be BSE. A signed copy of this Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of this Red Herring Prospectus up to the Bid/ Offer Closing Date, see "*Material Contracts and Documents for Inspection*" on page 436.

BOOK RUNNING LEAD MANAGERS TO THE OFFER			REGISTRAR TO THE OFFER
Intensive Fiscal Services Private Limited 914, 9th Floor, Raheja Chambers Free Press Journal Marg Nariman Point, Mumbai – 400 021 Maharashtra, India **Tel:** +91 22 2287 0443 **E-mail:** yatharth.ipo@intensivefiscal.com **Website**: www.intensivefiscal.com **Investor Grievance e-mail**: ipo@intensivefiscal.com **Contact Person**: Harish Khajanchi / Anand Rawal **SEBI Registration Number:** INM000011112	**Ambit Private Limited** Ambit House, 449, Senapati Bapat Marg Lower Parel Mumbai - 400 013 Maharashtra, India **Tel:** +91 22 6623 3030 **E-mail:** Yatharth.IPO@ambit.co **Website:** www.ambit.co **Investor Grievance e-mail:** customerservicemb@ambit.co **Contact Person:** Sandeep Sharma / Miraj Sampat **SEBI Registration Number:** INM000010585	**IIFL Securities Limited** 10th Floor, IIFL Centre Kamala City Senapati Bapat Marg, Lower Parel (West) Mumbai – 400 013 Maharashtra, India **Tel:** +91 22 4646 4728 **E-mail:** yatharth.ipo@iiflcap.com **Investor Grievance e-mail:** ig.ib@iiflcap.com **Website:** www.iiflcap.com **Contact Person:** Shirish Chikalge / Nishita Mody **SEBI Registration Number:** INM000010940	**Link Intime India Private Limited** C-101, 247 Park, 1st Floor L.B.S. Marg, Vikhroli (West) Mumbai 400 083 Maharashtra, India **Tel:** +91 810 811 4949 **E-mail:** yatharth.ipo@linkintime.co.in **Investor grievance e-mail:** yatharth.ipo@linkintime.co.in **Website:** www.linkintime.co.in **Contact person:** Shanti Gopalkrishnan **SEBI Registration Number:** INR000004058

BID/ OFFER SCHEDULE			
BID/ OFFER OPENS ON	July 26, 2023[(1)]	**BID/ OFFER CLOSES ON**	July 28, 2023[#]

(1) *Our Company and the Selling Shareholders in consultation with the BRLMs, 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, i.e., July 25, 2023.*

\# *UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.*

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines, or policies shall include any amendments, clarifications, modifications, replacements or re-enactments thereto, from time to time and any reference to a statutory provision shall include any subordinate legislation made, from time to time, under such provision.

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

Notwithstanding the foregoing, the terms used in "Industry Overview", "Key Regulations and Policies", "Statement of Special Tax Benefits", "Financial Information", "Basis for Offer Price", "History and Certain Corporate Matters", "Financial Indebtedness", "Other Regulatory and Statutory Disclosures", "Outstanding Litigation and Material Developments", "Description of Equity Shares and Terms of Articles of Association" and "Offer Procedure" on pages 136, 206, 133, 250, 126, 219, 348, 362, 351, 406 and 384, respectively, shall have the meaning ascribed to them in the relevant section.

General Terms

Term	Description
"our Company", "the Company", "the Issuer"	Yatharth Hospital & Trauma Care Services Limited, a company incorporated under the Companies Act, 1956 and having its Registered Office at JA 108, DLF Tower A, Jasola District Centre, South Delhi, Delhi - 110 025, India
"we", "us" or "our"	Unless the context otherwise indicates or implies, refers to our Company together with our Subsidiaries, on consolidated basis

Company Related Terms

Term	Description
AKS	AKS Medical & Research Centre Private Limited
Articles of Association or AoA or Articles	Articles of association of our Company, as amended
Audit Committee	The audit committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations and as described in "*Our Management*" on page 227
Auditors or Statutory Auditors	R. Nagpal Associates, Chartered Accountants, current statutory auditors of our Company
Board or Board of Directors	Board of directors of our Company or a duly constituted committee thereof
Chairman and Whole-time Director	Chairman and whole-time Director of our Board, namely Ajay Kumar Tyagi
Chief Executive Officer/ CEO	Chief executive officer of our Company, namely Amit Kumar Singh
Chief Financial Officer/ CFO	Chief financial officer of our Company, namely Pankaj Prabhakar
Company Secretary and Compliance Officer	Company secretary and compliance officer of our Company, namely Ritesh Mishra
Corporate Social Responsibility Committee	The corporate social responsibility committee of our Board constituted in accordance with the applicable provisions of the Companies Act, 2013 and as described in "*Our Management*" on page 227
Corporate Office	Corporate office of our Company located at HO-01, Sector-1, Greater Noida West, Uttar Pradesh 201 306, India
CRISIL	CRISIL Limited
CRISIL MI&A	CRISIL Market Intelligence & Analytics, a division of CRISIL
CRISIL Report	Report titled "Assessment of the Healthcare Delivery Market in India" dated July 2023 prepared by CRISIL, which is exclusively prepared for the purpose of the Offer and issued by CRISIL, and is commissioned and paid for by our Company. CRISIL was appointed on June 20, 2023 pursuant to an engagement letter entered into with our Company. CRISIL Report is available on the website of our Company at https://www.yatharthhospitals.com/investors
Director(s)	The directors on our Board
Equity Shares	Equity shares of our Company of face value of ₹ 10 each

Term	Description
Executive Directors	Executive directors on our Board. For details of our Executive Directors, see "*Our Management*" on page 227
Greater Noida Hospital	Hospital situated at Plot No. NH 32, Sector Omega 1, Greater Noida, Uttar Pradesh, India
Group Companies	In terms of Regulation 2(1)(t) of the SEBI ICDR Regulations, the term "group companies" includes companies (other than Subsidiaries) with which there were related party transactions as per Ind AS 24, and any other companies as considered material by our Board, in accordance with the Materiality Policy
Independent Directors	A non-executive, independent Director on our Board. For details of our Independent Directors, see "*Our Management*" on page 227
IPO Committee	The IPO Committee of our Board formed pursuant to a resolution of our Board dated February 21, 2022
Jhansi- Orchha or Jhansi - Orchha Hospital	Hospital situated at 27/1, A/2, Near Orchha Tigela, Jhansi Mauranipur Road Orchha, Tikamgarh, Madhya Pradesh, India
Key Managerial Personnel or KMP	Key managerial personnel of our Company in accordance with Regulation 2(1)(bb) of the SEBI ICDR Regulations and as disclosed in "*Our Management*" on page 227
Managing Director	Managing director of our Company, namely Kapil Kumar
Material Subsidiary(ies)	Below are the material Subsidiaries of our Company in terms of Paragraph (11)(I)(A)(ii)(b) of Part A of Schedule VI of the SEBI ICDR Regulations: (i). AKS Medical & Research Centre Private Limited; and (ii). Ramraja Multispeciality Hospital & Trauma Centre Private Limited
Materiality Policy	The policy adopted by our Board on March 25, 2022 for identification of group companies, material outstanding litigation proceedings and material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations
Memorandum of Association or MoA	Memorandum of association of our Company, as amended
Noida Extension Hospital	Hospital situated at Plot No. HO 01 Sector 1, Greater Noida (west), Uttar Pradesh, India
Noida Hospital	Hospital situated at NH - 01 Sector 110 Noida, Gautam Budh Nagar, Uttar Pradesh, India
Nomination and Remuneration Committee	Nomination and remuneration committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations and as described in "*Our Management*" on page 227
Non-Executive Director(s)	A Director not being an Executive Director
Promoters	Ajay Kumar Tyagi and Kapil Kumar. For details, see "*Our Promoters and Promoter Group"* on page 245
Promoter Group	Persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as disclosed in "*Our Promoters and Promoter Group*" on page 245
Ramraja	Ramraja Multispeciality Hospital & Trauma Centre Private Limited
Ramraja SPA	Share purchase agreement dated February 18, 2022 entered by and among Alka Jain, Pradeep Kumar Jain, Mayank Gupta and Abha Sengar, our Company and Ramraja
Registered Office	Registered office of our Company located at JA 108, DLF Tower A, Jasola District Centre, South Delhi, Delhi - 110 025, India
Registrar of Companies or RoC	Registrar of Companies, National Capital Territory of Delhi and Haryana
Restated Consolidated Financial Information	The restated consolidated financial information of our Company and its subsidiaries which comprises restated consolidated statement of assets and liabilities as at March 31, 2023, March 31, 2022 and March 31, 2021, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity and the restated consolidated statement of cash flows for the years ended March 31, 2023, March 31, 2022 and March 31, 2021 and the significant accounting policies and other explanatory information annexed thereto. The Restated Consolidated Financial Information, as approved by our Board on July 5, 2023, have been prepared by our Company in accordance with the requirements of: (i). Section 26 of Part 1 of Chapter III of the Companies Act, 2013; (ii). the SEBI ICDR Regulations; and (iii). the Guidance Note on Reports in Company Prospectus (Revised 2019) (as amended) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time
Risk Management Committee	The risk management committee of our Board, constituted in accordance with the applicable provisions of the Listing Regulations and as described in "*Our Management*" on page 227
Sanskar Medica	Sanskar Medica India Limited
Selling Shareholders or Promoter Group Selling Shareholders	Collectively, Vimla Tyagi, Prem Narayan Tyagi and Neena Tyagi

Term	Description
Senior Management or SMP	Senior management of our Company in accordance with Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as disclosed in "*Our Management*" on page 227
Shareholders	Shareholders of our Company, from time to time
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations and as described in "*Our Management*" on page 227
Subsidiaries	Subsidiaries of our Company, namely: (i). AKS Medical & Research Centre Private Limited; (ii). Ramraja Multispeciality Hospital & Trauma Centre Private Limited; and (iii). Sanskar Medica India Limited

Offer Related Terms

Term	Description
Acknowledgement Slip	The slip or document issued by a Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form
Allot or Allotment or Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue and transfer of Offered Shares pursuant to the Offer for Sale to the successful Bidders
Allotment Advice	Note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and this Red Herring Prospectus and who has Bid for an amount of at least ₹100 million
Ambit	Ambit Private Limited
Anchor Investor Allocation Price	Price at which Equity Shares will be allocated to Anchor Investors in terms of this Red Herring Prospectus and the Prospectus, which will be decided by our Company and the Selling Shareholders in consultation with the BRLMs during the Anchor Investor Bid/Offer Period
Anchor Investor Application Form	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 this Red Herring Prospectus and the Prospectus
Anchor Investor Bid/Offer Period or Anchor Investor Bidding Date	One Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors shall be submitted prior to and after which the BRLMs will not accept any Bids from Anchor Investor and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	Final price at which the Equity Shares will be Allotted to Anchor Investors in terms of this Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company and the Selling Shareholders in consultation with the BRLMs
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid/ Offer Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company and the Selling Shareholders, in consultation with the BRLMs, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations
Application Supported by Blocked Amount or ASBA	Application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorizing an SCSB to block the Bid Amount in the ASBA Account and will include applications made by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by UPI Bidders using the UPI Mechanism
ASBA Account	Bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidders using the UPI Mechanism
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidders	All Bidders except Anchor Investors

Term	Description
ASBA Form	Application form, whether physical or electronic, used by ASBA Bidders to submit Bids, which will be considered as the application for Allotment in terms of this Red Herring Prospectus and the Prospectus
Bankers to the Offer	Escrow Collection Bank, Public Offer Account Bank, Sponsor Banks and Refund Bank, as the case may be
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer and which is described in "*Offer Structure*" on page 381
Bid	Indication to make an offer during the Bid/ Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/Offer Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application 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 the SEBI ICDR Regulations and in terms of this Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIB and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid
Bid cum Application Form	Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/ Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which shall be notified in all editions of Financial Express, an English national daily newspaper and all editions of Jansatta, a Hindi national daily newspaper (Hindi also being the regional language of Delhi, where our Registered Office is located), each with wide circulation. In case of any revision, the extended Bid/ Offer Closing Date shall also be notified on the websites of the BRLMs and at the terminals of the Syndicate Member and communicated to the Designated Intermediaries and the Sponsor Banks, which shall also be notified in an advertisement in the same newspapers in which the Bid/Offer Opening Date was published, as required under the SEBI ICDR Regulations
Bid/ Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in all editions of Financial Express, an English national daily newspaper and all editions of Jansatta, a Hindi national daily newspaper (Hindi also being the regional language of Delhi, where our Registered Office is located), each with wide circulation
Bid/ Offer Period	Except in relation to Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof
Bidder/Applicant/Investor	Any prospective investor who makes a Bid pursuant to the terms of this Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
Book Running Lead Managers or BRLMs	The book running lead managers to the Offer, namely, Intensive Fiscal Services Private Limited, Ambit Private Limited and IIFL Securities Limited
Broker Centres	Centres notified by the Stock Exchanges where Bidders can submit the ASBA Forms, to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
CAN or Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bid/ Offer Period
Cap Price	Higher end of the Price Band including any revisions, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted including any revision thereof. The Cap Price shall not be more than 120% of the Floor Price, provided that the Cap Price shall be at least 105% of the Floor Price
Cash Escrow and Sponsor Bank Agreement	Agreement dated July 18, 2023 entered amongst our Company, the Selling Shareholders, the BRLMs, Syndicate Member, the Bankers to the Offer and Registrar to the Offer for, *inter*

Term	Description
	alia, collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account 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 Participant or CDP	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 and UPI Circulars issued by SEBI as per the list available on the respective websites of the Stock Exchanges, as updated from time to time
Cut-off Price	Offer Price, finalised by our Company and the Selling Shareholders in consultation with the BRLMs, which shall be any price within the Price Band. Only RIBs Bidding in the Retail Portion are entitled to Bid at the Cut-off Price. QIBs (including the Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price
Demographic Details	Details of the Bidders including the Bidders' address, name of the Bidders' father/husband, investor status, occupation, bank account details and UPI ID, wherever applicable
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the CDPs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time
Designated Date	The date on which the Escrow Collection Bank transfers funds from the Escrow Account to the Public Offer Account or the Refund Account, as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, instruction issued through the Sponsor Banks) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, in terms of this Red Herring Prospectus and the Prospectus after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares will be Allotted in the Offer
Designated Intermediary(ies)	In relation to ASBA Forms submitted by RIBs and Non-Institutional Bidders with an application size of up to ₹ 500,000 (not using the UPI Mechanism) by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) as updated from time to time
Designated Stock Exchange	BSE
Draft Red Herring Prospectus or DRHP	The draft red herring prospectus dated March 30, 2022 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer
Eligible FPIs	FPIs that are eligible to participate in this Offer in terms of applicable laws, other than individuals, corporate bodies and family offices
Eligible NRI(s)	Non-resident Indian eligible to invest under the relevant provisions of the FEMA Rules from jurisdictions outside India where it is not unlawful to make an Offer or invitation under the Offer and in relation to whom the ASBA Form and this Red Herring Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares
Escrow Account	Account opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through NACH/direct credit/NEFT/RTGS in respect of the Bid Amount when submitting a Bid

Term	Description
Escrow Collection Bank	Bank which is clearing member and registered with SEBI as banker to an issue under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and with whom the Escrow Account is opened, in this case being HDFC Bank Limited
First or sole Bidder	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	Lower end of the Price Band, i.e., [●] subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted
Fresh Issue	Fresh issue of up to [●] Equity Shares aggregating up to ₹ 4,900.00 million by our Company
GID or General Information Document	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 issued by SEBI, modified and updated pursuant to, among others, the circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 issued by SEBI and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLMs
Gross Proceeds	The gross proceeds of the Fresh Issue that will be available to our Company
IIFL	IIFL Securities Limited
Intensive	Intensive Fiscal Services Private Limited
June 2021 Circular	SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021
March 2021 Circular	SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with June 2021 Circular
Minimum NIB Application	Bid amount of more than ₹ 200,000 in the specified Bid Lot size
Monitoring Agency	CARE Ratings Limited
Monitoring Agency Agreement	Agreement dated July 15, 2023 entered into between our Company and the Monitoring Agency
Mutual Fund Portion	5% of the Net QIB Portion, or [●] Equity Shares which shall be available for allocation to Mutual Funds only, subject to valid Bids being received at or above the Offer Price
Net Proceeds	Proceeds of the Fresh Issue less our Company's share of the Offer related expenses
Net QIB Portion	The QIB Portion less the number of Equity Shares allocated to the Anchor Investors
Non-Institutional Bidders/ NIBs	All Bidders that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than ₹200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Offer being not less than 15% of the Offer consisting of [●] Equity Shares which shall be available for allocation to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (a) one-third portion shall be reserved for Non-Institutional Bidders with Bid size of more than ₹200,000 and up to ₹1,000,000; and (b) two-thirds portion shall be reserved for Non-Institutional Bidders with Bid size of more than ₹1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to Non-Institutional Bidders in the other sub-category of Non-Institutional Portion, subject to valid Bids being received at or above the Offer Price. For details, see "*Offer Procedure*" on page 384
Non-Resident	Person resident outside India, as defined under the FEMA
Non-Resident Indians or NRI(s)	A non-resident Indian as defined under the FEMA
Offer	The initial public offer of Equity Shares comprising of the Fresh Issue and the Offer for Sale. Our Company has undertaken a Pre-IPO Placement by way of private placement of 4,000,000 Equity Shares for cash at a price of ₹ 300 per Equity Share aggregating to ₹ 1,200.00 million, in consultation with the BRLMs, pursuant to the resolution of the Board dated July 6, 2023. The size of the Fresh Issue of up to ₹ 6,100.00 million has been reduced by ₹ 1,200.00 million pursuant to the Pre-IPO Placement, and accordingly, the Fresh Issue size is up to ₹ 4,900.00 million
Offer Agreement	Agreement dated March 30, 2022, entered amongst our Company, the Selling Shareholders and the BRLMs, pursuant to the SEBI ICDR Regulations, based on which certain arrangements have been agreed to in relation to the Offer
Offer for Sale	The offer for sale of up to 6,551,690 Equity Shares by the Selling Shareholders at the Offer Price aggregating up to ₹ [●] million
Offer Price	The final price at which Equity Shares will be Allotted to ASBA Bidders in terms of this Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price which will be decided by our Company and the Selling Shareholders in consultation with the BRLMs in terms of this Red Herring Prospectus and the Prospectus.

Term	Description
	The Offer Price will be decided by our Company and the Selling Shareholders, in consultation with the BRLMs, on the Pricing Date in accordance with the Book Building Process and this Red Herring Prospectus
Offer Proceeds	The proceeds of the Fresh Issue which shall be available to our Company and the proceeds of the Offer for Sale which shall be available to the Selling Shareholders. For further information about use of the Offer Proceeds, see "*Objects of the Offer*" beginning on page 104
Offered Shares	Up to 6,551,690 Equity Shares aggregating up to ₹ [●] million being offered for sale by the Selling Shareholders in the Offer for Sale
Pre-IPO Placement	Private placement of 4,000,000 Equity Shares for cash at a price of ₹ 300 per Equity Share aggregating to ₹ 1,200.00 million, in consultation with the BRLMs, pursuant to the resolution of the Board dated July 6, 2023. For details in relation to the Pre-IPO Placement, see "*Capital Structure*" on page 91
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 Price Band and the minimum Bid Lot size for the Offer will be decided by our Company and the Selling Shareholders in consultation with the BRLMs, and will be advertised, at least two Working Days prior to the Bid/ Offer Opening Date, in all editions of Financial Express, an English national daily newspaper and all editions of Jansatta, a Hindi national daily newspaper, (Hindi also being the regional language of Delhi, where our Registered Office is located), each with wide circulation and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites
Pricing Date	Date on which our Company and the Selling Shareholders, in consultation with the BRLMs will finalise the Offer Price
Prospectus	Prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, *inter alia*, the Offer Price, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account	Bank account opened with the Public Offer Account Bank, under Section 40(3) of the Companies Act, 2013 to receive monies from the Escrow Account and ASBA Accounts on the Designated Date
Public Offer Account Bank	A bank which is a clearing member and registered with SEBI as a banker to an issue and with which the Public Offer Account will be opened, in this case being Axis Bank Limited
QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Offer comprising [●] Equity Shares which shall be allocated to QIBs (including Anchor Investors), on a proportionate basis (in which allocation to Anchor Investors shall be on a discretionary basis, as determined by our Company and the Selling Shareholders in consultation with the BRLMs), subject to valid Bids being received at or above the Offer Price
Qualified Institutional Buyers or QIBs or QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Red Herring Prospectus or RHP	This Red herring prospectus dated July 18, 2023, issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which does not have complete particulars of the Offer Price and the size of the Offer, including any addenda or corrigenda thereto. This Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
Refund Account	Account opened with the Refund Bank, from which refunds, if any, of the whole or part of the Bid Amount to the Bidders shall be made
Refund Bank	Banker to the Offer and with whom the Refund Account is opened, in this case being Axis Bank Limited
Registered Brokers	Stock-brokers registered under SEBI (Stock Brokers) Regulations, 1992, as amended with the Stock Exchanges having nationwide terminals, other than the BRLMs and the Syndicate Member and eligible to procure Bids in terms of Circular No. CIR/ CFD/ 14/ 2012 dated October 4, 2012 and the UPI Circulars, issued by SEBI
Registrar Agreement	Agreement dated March 30, 2022, entered amongst our Company, the Selling Shareholders and the Registrar to the Offer
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations as per the list available on the websites of BSE and NSE, and the UPI Circulars
Registrar to the Offer or Registrar	Link Intime India Private Limited
Resident Indian	A person resident in India, as defined under FEMA

Term	Description
Retail Individual Bidder(s) or RIB(s) or RII(s) or Retail Individual Investor(s)	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹200,000 in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs)
Retail Portion	Portion of the Offer being not less than 35% of the Offer consisting of [●] Equity Shares which shall be available for allocation to RIBs (subject to valid Bids being received at or above the Offer Price), which shall not be less than the minimum Bid Lot subject to availability in the Retail Portion
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s), as applicable. 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. RIBs can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/Offer Closing Date
Self-Certified Syndicate Bank(s) or SCSB(s)	The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at https:/www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to UPI Bidders, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be prescribed by SEBI and updated from time to time. Applications through UPI in the Offer can be made only through the SCSBs mobile applications (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 provided as Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The said list is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43
Share Escrow Agent	Share escrow agent appointed pursuant to the Share Escrow Agreement, namely, Link Intime India Private Limited
Share Escrow Agreement	Agreement dated July 14, 2023 entered amongst our Company, the Selling Shareholders and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees
Specified Locations	Bidding Centres where the Syndicate shall accept Bid cum Application Forms a list of which is which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time
Sponsor Banks	Axis Bank Limited and HDFC Bank Limited being Bankers to the Offer, appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the UPI Bidders and carry out other responsibilities, in terms of the UPI Circulars
Syndicate or Members of the Syndicate	Together, the BRLMs and the Syndicate Member
Syndicate Agreement	Agreement dated July 18, 2023 entered amongst our Company, the Selling Shareholders, the BRLMs, the Registrar and the Syndicate Member, in relation to collection of Bids by the Syndicate
Syndicate Member	Intermediary (other than BRLMs) registered with SEBI who is permitted to carry out activities as an underwriter, namely, Ambit Capital Private Limited
Systemically Important Non-Banking Financial Company or NBFC-SI	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
Underwriters	[●]
Underwriting Agreement	Agreement to be entered amongst our Company and the Selling Shareholders and the Underwriters on or after the Pricing Date but prior to filing of the Prospectus with the RoC
UPI	Unified payments interface which is an instant payment mechanism, developed by NPCI
UPI Bidders	Collectively, individual investors applying as (i) Retail Individual Investors in the Retail Portion, and (ii) Non-Institutional Bidders with an application size of up to ₹ 500,000 in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Member, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 500,000 shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock

Term	Description
	exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	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 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, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, 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/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. 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 or Stock Exchanges in this regard
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidders by way of a notification on the UPI linked mobile application as disclosed by SCSBs on the website of SEBI and by way of an SMS on directing the UPI Bidders to such UPI linked mobile application) to the UPI Bidders initiated by the Sponsor Banks to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment In accordance with the SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, UPI Bidders, UPI Bidders may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time
UPI Mechanism	The bidding mechanism that may be used by a UPI Bidder to make a Bid in the Offer in accordance with the UPI Circulars
UPI PIN	Password to authenticate UPI transaction
Working Day	All days on which commercial banks in Mumbai are open for business. In respect of announcement of Price Band and Bid/Offer Period, Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. In respect of the time period between the Bid/ Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, Working Day shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI, including UPI Circulars

Technical/Industry Related Terms/Abbreviations

Term	Description
3D	3-Dimensional
AERB	Atomic Energy Regulatory Board
AI	Artificial Intelligence
AIIMS	All India Institute of Medical Sciences
AICD	Implantable Cardioverter-Defibrillator
ALOS	Average Length of Stay
API	Application Programme Interface
Average Length of Stay	Average Length of Stay is calculated as average number of days spent by admitted inpatients
Average Revenue Per Operating Bed/ ARPOB	Average Revenue per Occupied Bed is calculated as revenue from operations divided by actual bed days occupied during the period
Bed Occupancy Rate	Bed occupancy rate is calculated by dividing the overall number of actual days occupied by the patients by total operational census bed days available during the period
BPH	Benign Prostatic Hyperplasia
Cath Lab	Catheterization Laboratory

Term	Description
CDSS	Clinical Decision Support System
CGHS	Central Government Health Scheme
CME	Continuous Medical Education
COE	Centres of Excellence
CSR	Corporate Social Responsibility
CT scan	Computerized Tomography Scan
CVD	Cardiovascular Disease
Debt to equity ratio	Debt to Equity ratio is calculated as Total borrowing (Current and Non Current) divided by Equity attributable to owners of the Company
DISHA	Digital Information Security in Healthcare Act
EBITDA	Earnings before interest, taxes, depreciation and amortisation which has been arrived at by adding finance expense, depreciation expense, exceptional items and total tax expense and reducing other income to the restated profit for the year
EBITDA Margin	EBITDA as a percentage to Revenue from operations
Ebus	Endo Bronchial Ultrasounds
ECHS	Ex-Servicemen Contributory Health Scheme
ED	Erectile Dysfunction
EHR	Electronic Health Record
ENT	Ear-Nose-Throat
ESIC	Employees' State Insurance Corporation
HDU	High Dependency Unit
HEPA	High Efficiency Particulate Air
HMS	Hospital Management IT System
IBS	Irritable Bowel Syndrome
ICU	Intensive Care Unit
In-patient Revenue	Revenue generated from inpatient discharge in a specific period
In-patient Volume	In-patient volume refers to the total number of in-patient discharge in a specific period irrespective of admission date
IPD	In-Patient Department
IRDA	Insurance Regulatory and Development Authority
IT	Information Technology
Key Hospitals	Key Hospitals refers to Apollo Hospitals Enterprise Limited, Fortis Healthcare Limited, HealthCare Global Enterprises Limited, Max Healthcare Institute Limited, Narayana Healthcare Limited, Krishna Institute of Medical Sciences Limited, Blue Sapphire Healthcares Private Limited, Global Health Limited, Jaypee Healthcare Limited, Kaliash Healthcare Limited, Moolchand Healthcare Private Limited, Yashoda Hospital and Research Center Limited and Yatharth Hospital and Trauma Care Services Limited, as identified by CRISIL in the CRISIL Report. The industry measures and other relevant information identified and included in the CRISIL Report takes into account such information for all or certain of these Key Hospitals only to the extent available to CRISIL (as indicated in the CRISIL Report and reflected in "*Industry Overview – Competitive Mapping of Key Players in the Indian Healthcare Delivery Market – Comparative Analysis of Players in the Hospital Sector*") on page 171
KPIs	Key performance indicators
MDA	Market Development Assistance
MIS	Minimally Invasive Surgery
MISS	Minimal Invasive Spine Surgery
ML	Machine Learning
MRI	Magnetic Resonance Imaging
NABH	National Accreditation Board for Hospitals & Healthcare Providers
NABL	National Accreditation Board for Testing and Calibration Laboratories
NCD	Non-Communicable Diseases
NCV	Nerve Conduction Velocity
NHA	National Health Agency
NHS	National Health Stack
Number of operational beds	Number of operational beds includes census and non-census beds are as at end of relevant Fiscal or accounting period, as the case may be
Number of census beds	Number of operational census beds refers to such operational beds which are available for admitting in-patients and accordingly, as considered for computing the operational revenue and includes all critical care beds. Non-census beds are considered as beds which are used for a variety purposes other than admitting in-patients

Term	Description
OOP expenditure	Out-Of-Pocket Expenditure
OPD	Out-Patient Department
OR	Occupancy Ratio
Out-patient Volume	Out-patient volume refers to the total number of out-patient bills generated in a specific period
Out-patient Revenue	Revenue generated from outpatients
PCI	Percutaneous Coronary Intervention
PDP Bill	Personal Data Protection Bill 2022
PMJAY	Pradhan Mantri Jan Arogya Yojana
PMSSY	Pradhan Mantri Swasthya Suraksha Yojana
PPE	Personnel Protective Equipment
RAS	Robot Assisted Surgery
Revenue from operations	Revenue from operations as appearing in the Restated Consolidated Financial Information
RIS	Radiology Information System
ROCE/ Return on Capital Employed	RoCE is calculated as earnings before interest and taxation ("**EBIT**")/ Capital employed (Net of cash and bank balances) at the end of the year/ period. EBIT is calculated as EBITDA net of depreciation and amortisation, Capital employed is calculated as the sum of Equity attributable to owners of the Company and Net Borrowings (Net Borrowings is calculated as total borrowing (including current and non-current borrowing) less cash and cash equivalents and other bank balances and deposits at the end of the relevant Fiscal or accounting period)
ROE/ Return on Equity	ROE is calculated as Net Profit after taxes attributable to owners of the Company as restated/ Equity attributable to owners of the Company at the end of the relevant Fiscal or accounting period
SECC	Socio Economic Caste Census
TLD	Thermo Luminescent Dosimeter
TPA	Third Party Administrator
UMANG	Unified Mobile Application
UTI	Urinary Tract Infections
WHO	World Health Organization

Conventional and General Terms or Abbreviations

Term	Description
₹/Rs./Rupees/INR	Indian Rupees
AGM	Annual general meeting of shareholders under the Companies Act 2013
AIFs	Alternative Investments Funds
BSE	BSE Limited
CAGR	Compound Annual Growth Rate
CARO	Companies (Auditor's Report) Order, 2016
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as "Category I Foreign Portfolio Investors" under the SEBI FPI Regulations
Category II AIF	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
Category II FPIs	FPIs who are registered as "Category II Foreign Portfolio Investors" under the SEBI FPI Regulations
Category III AIF	AIFs who are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulations
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Civil Code or CPC	The Code of Civil Procedure, 1908
Companies Act	Companies Act, 1956 and Companies Act, 2013, as applicable
Companies Act, 1956	Companies Act, 1956 along with the relevant rules made thereunder
Companies Act, 2013	Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder
Consolidated FDI Policy	The consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any amendments or substitutions thereof, issued from time to time.
COVID-19	The novel coronavirus disease, which is an infectious disease caused by a newly discovered coronavirus strain that was discovered in 2019 and has resulted in a global pandemic
Competition Act	Competition Act, 2002
Demat	Dematerialised

Term	Description
Depositories	Together, NSDL and CDSL
Depositories Act	Depositories Act, 1996
DIN	Director Identification Number
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (*earlier known as the Department of Industrial Policy and Promotion*)
DP ID	Depository Participant Identification
DP/ Depository Participant	Depository participant as defined under the Depositories Act
EGM	Extraordinary General Meeting
EMI	Equated monthly instalment
EPS	Earnings Per Share
EUR/ €	Euro
FCPA	U.S. Foreign Corrupt Practices Act
FDI	Foreign direct investment
FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT by way of circular bearing number DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020 effective from October 15, 2020
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year/ Fiscal/ FY	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
FPI(s)	Foreign portfolio investors as defined under the SEBI FPI Regulations
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
FVCI(s)	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
GAAR	General Anti Avoidance Rules
Gazette	Gazette of India
GoI or Government or Central Government	Government of India
GST	Goods and Services Tax
HUF	Hindu Undivided Family
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Ind AS/ Indian Accounting Standards	Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013
India	Republic of India
Indian GAAP	The generally accepted accounting principles, standards and practices as applicable in India.
IPO	Initial public offering
IST	Indian Standard Time
IT	Information Technology
IT Act	The Income Tax Act, 1961
Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
LLP	Limited Liability Partnership
Mn or mn	Million
Mutual Fund (s)	Mutual Fund(s) means mutual funds registered under the SEBI (Mutual Funds) Regulations, 1996
N/A or NA or N.A.	Not applicable
NACH	National Automated Clearing House
NEFT	National Electronic Funds Transfer
NPCI	National Payments Corporation of India
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
p.a.	Per annum
P/E	Price/earnings
P/E Ratio	Price/earnings ratio
PAN	Permanent account number

Term	Description
PAT	Profit for the year as per Restated Consolidated Financial Information
RBI	The Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934
Regulation S	Regulation S under the U.S. Securities Act
RTGS	Real Time Gross Settlement
SCORES	Securities and Exchange Board of India Complaints Redress System
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
State Government	The Government of a State in India
Stock Exchanges	Together, BSE and NSE
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
U.S. GAAP	Generally Accepted Accounting Principles in the United State of America
USD/US$	United States Dollars
U.S. Securities Act	U.S. Securities Act of 1933, as amended
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations
Wilful Defaulter	An entity or person categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in terms of regulation 2(1)(lll) of the SEBI ICDR Regulations

OFFER DOCUMENT SUMMARY

The following is a general summary of the terms of the Offer and is neither exhaustive, nor does it purport to contain a summary of all the disclosures in this Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Red Herring Prospectus, including "Risk Factors", "Objects of the Offer", "Our Business", "Industry Overview", "Capital Structure", "The Offer", "Financial Information", "Outstanding Litigation and Material Developments" ,"Offer Procedure" and "Description of Equity Shares and Terms of Articles of Association" on pages 26, 104, 179, 136, 91, 74, 250, 351, 384 and 406, respectively.

Summary of the Primary Business of the Company

Our hospitals (*i.e.*, Noida Extension Hospital and Greater Noida) are the eighth and 10th largest private hospital in the National Capital Region of Delhi ("**Delhi NCR**"), respectively, in terms of number of beds in Fiscal 2023 (*Source: CRISIL Report*). We operate three super specialty hospitals located in Delhi NCR. Further, we acquired a 305-bedded multi-speciality hospital in Orchha, Madhya Pradesh near Jhansi, Uttar Pradesh which commenced commercial operations in from April 10, 2022, and is one of the largest hospitals in Jhansi-Orchha-Gwalior region in terms of number of beds (*Source: CRISIL Report*). As of the date of this Red Herring Prospectus, our total bed capacity was 1,405 beds which is inclusive of 305 beds of Ramraja Multispeciality Hospital & Trauma Centre Private Limited, our Subsidiary, in Orchha.

Summary of the Industry

The Delhi-NCR healthcare industry is highly competitive with the presence of large private and government hospitals. The region has a large number of private hospitals (chains and standalone) some of which include Medanta Medicity– Gurugram, Apollo Indraprastha, BLK Max Super Specialty Hospital, Max Super Specialty Hospital Saket, Sir Ganga Ram Hospital, Batra Hospital, Yatharth Super Specialty Hospitals, Fortis Hospitals, Park Hospitals and Manipal Hospital. The large government hospitals include Lok Nayak Jai Prakash Narayan Hospital, Dr. Ram Manohar Lohia Hospital, GB Pant Hospital and AIIMS (All India Institute of Medical Sciences) (*Source: CRISIL Report*).

Name of Promoters

Our Promoters are Ajay Kumar Tyagi and Kapil Kumar. For further information, see "*Our Promoters and Promoter Group*" beginning on page 245.

Offer Size

The following table summarizes the details of the Offer size:

Offer	Up to [●] Equity Shares aggregating up to ₹ [●] million
of which:	
(i) Fresh Issue(1)(2)	Up to [●] Equity Shares aggregating up to ₹ 4,900.00 million
(ii) Offer for Sale(3)	Up to 6,551,690 Equity Shares aggregating up to ₹ [●] million

(1) *The Fresh Issue has been authorized by a resolution of our Board dated February 21, 2022 and by a special resolution of our Shareholders dated February 21, 2022. Further, our Board has taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to its resolution dated March 25, 2022.*

(2) *Our Company has undertaken a Pre-IPO Placement by way of private placement of 4,000,000 Equity Shares for cash at a price of ₹ 300 per Equity Share aggregating to ₹ 1,200.00 million, in consultation with the BRLMs, pursuant to the resolution of the Board dated July 6, 2023. The size of the Fresh Issue of up to ₹ 6,100.00 million has been reduced by ₹ 1,200.00 million pursuant to the Pre-IPO Placement, and accordingly, the Fresh Issue size is up to ₹ 4,900.00 million.*

(3) *Each of the Selling Shareholders, severally and not jointly, confirms that the Offered Shares have been held by them and are eligible for being offered for sale in the Offer as required under Regulation 8 of the SEBI ICDR Regulations. For details on the authorisation of each of the Selling Shareholders in relation to the Offered Shares, see "The Offer" and "Other Regulatory and Statutory Disclosures" on pages 74 and 362, respectively.*

The Offer shall constitute [●]% of the post-Offer paid up Equity Share capital of our Company. For further details, see *"The Offer" and "Offer Structure"* on pages 74 and 381, respectively.

Objects of the Offer

The objects for which the Net Proceeds shall be utilised are as follows:

Particulars	Estimated amount (in ₹ million)(1)^
Repayment/ prepayment, in full or part, of certain borrowings availed by our Company	1,000.00
Repayment/ prepayment, in full or part, of certain borrowings availed by our Subsidiaries, namely, AKS Medical & Research Centre Private Limited ("**AKS**") and Ramraja Multispeciality Hospital & Trauma Centre Private Limited ("**Ramraja**")	1,450.00
Funding capital expenditure expenses of our Company for two hospitals, namely, Noida Hospital and Greater Noida Hospital	256.44
Funding capital expenditure expenses of our Subsidiaries, AKS and Ramraja, for respective hospital operated by them	1,069.66
Funding inorganic growth initiatives through acquisitions and other strategic initiatives	650.00
General corporate purposes(1)	[●]
Net Proceeds	**[●]**

^ *Includes the proceeds, received pursuant to the Pre-IPO Placement. Our Company has undertaken a Pre-IPO Placement by way of private placement of 4,000,000 Equity Shares for cash at a price of ₹ 300 per Equity Share aggregating to ₹ 1,200.00 million, in consultation with the BRLMs, pursuant to the resolution of the Board dated July 6, 2023. The size of the Fresh Issue of up to ₹ 6,100.00 million has been reduced by ₹ 1,200.00 million pursuant to the Pre-IPO Placement, and accordingly, the Fresh Issue size is up to ₹ 4,900.00 million.*

(1) *To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes and funding inorganic growth initiatives through acquisition and other strategic initiatives shall not exceed 35% of the Gross Proceeds and the proceeds from the Pre-IPO Placement. The amount to be utilised for general corporate purposes alone shall not exceed 25% of the Gross Proceeds and the proceeds from the Pre-IPO Placement.*

For further details, see "*Objects of the Offer*" on page 104.

Aggregate pre-Offer shareholding of our Promoters and Promoter Group, and Selling Shareholders as a percentage of our paid-up Equity Share capital

The aggregate pre-Offer shareholding of our Promoters, Promoter Group and the Selling Shareholders as a percentage of the pre-Offer paid-up Equity Share capital of our Company is set out below:

Name	No. of Equity Shares	Percentage of the pre-Offer paid-up Equity Share Capital (%)
Promoters		
Ajay Kumar Tyagi	27,021,600	38.87%
Kapil Kumar	12,164,400	17.50%
Total	**39,186,000**	**56.37%**
Promoter Group		
Manju Tyagi	11,524,200	16.58%
Neena Tyagi	7,019,600	10.10%
Vimla Tyagi	3,743,000	5.38%
Prem Narayan Tyagi	2,021,200	2.91%
Total	**24,308,000**	**34.97%**
Selling Shareholders		
Vimla Tyagi	3,743,000	5.38%
Prem Narayan Tyagi	2,021,200	2.91%
Neena Tyagi	7,019,600	10.10%
Total	**12,783,800**	**18.39%**

Summary of Selected Financial Information

A summary of the selected financial information of our Company derived from the Restated Consolidated Financial Information is as follows:

(*₹ in million, except per share data*)

Particulars	As at March 31,		
	2023	**2022***	**2021**
(A) Equity share capital	655.17	655.17	163.79
(B) Net Worth(1)	1,829.64	1,168.85	724.55
(C) Revenue from Operations	5,202.93	4,009.37	2,286.74

Particulars	As at March 31,		
	2023	2022*	2021
(D) Profit/(Loss) after tax	657.68	441.62	195.88
(E) Net asset value per Equity Share[(2)]	27.93	17.84	11.06
(F) Total Borrowings[(3)]	2,637.76	2,581.88	1,861.09
(G) Earning per Equity Share (Basic and Diluted)	10.09	6.78	2.77

[(1)] *Net Worth = Equity Share Capital plus Other Equity*
[(2)] *Net asset value (per Equity Share) means Equity attributable to the owners of the company as restated divided by number of Equity Shares outstanding at the end of the year*
[(3)] *Total Borrowings = Short term borrowings and long-term borrowings (including current maturity of long term debt)*

* *Equity Share capital is as per the Restated Consolidated Financial Information and after taking into account the impact of bonus issuance of Equity Shares, the total share capital of our Company increased to ₹ 655.17 million comprising 65,516,900 Equity Shares. Pursuant to Board resolution dated February 21, 2022 and Shareholders' resolution dated March 1, 2022, our Board allotted 49,137,675 Equity Shares by way of bonus issue.*

For details, see "*Financial Information*" on page 250.

Auditor's qualifications which have not been given effect to in the Restated Consolidated Financial Information

There are no auditor qualifications which have not been given effect to in the Restated Consolidated Financial Information.

Summary Table of Outstanding Litigations and Material Developments

A summary of outstanding litigation proceedings involving our Company, Promoters, Subsidiaries and Directors, as disclosed in "*Outstanding Litigation and Material Developments*" on page 351, in terms of the SEBI ICDR Regulations and the Materiality Policy, as of the date of this Red Herring Prospectus is provided below:

(in ₹ million, unless otherwise specified)

Particulars	Criminal Proceeding	Tax Proceeding	Statutory or Regulatory Proceeding	Disciplinary actions by SEBI or Stock Exchanges against our Promoters[#]	Material Civil Litigation	Aggregate amount involved*
Company						
By our Company	-	-	-	N.A.	-	-
Against our Company	2	-	-	N.A.	1	5.00 + 9% interest
Directors (Other than Promoters)						
By our Directors	-	-	-	N.A.	-	-
Against our Directors	1	-	-	N.A.	-	-
Promoters						
By our Promoters	-	-	-	N.A.	-	-
Against our Promoters	2	-	-	-	-	0.74
Subsidiaries						
By our Subsidiaries	-	-	-	N.A.	-	-
Against our Subsidiaries	1	-	-	N.A.	-	0.74

[#] *This is in the last five years, including outstanding action.*
* *To the extent quantifiable.*

As on the date of this Red Herring Prospectus, our Company does not have any Group Company.

For further details, see "*Outstanding Litigation and Material Developments*" beginning on page 351.

Risk Factors

For details of the risks applicable to us, see "*Risk Factors*" on page 26 to have an informed view before making an investment decision.

Summary Table of Contingent Liabilities

A summary table of our contingent liabilities as of March 31, 2023 as disclosed in the Restated Consolidated Financial Information is set forth below:

S. No.	Particulars	As at March 31, 2023 (in ₹ million)
1.	Bank Guarantees	109.24
	Margin Money against above Bank Guarantees	23.28
2.	Corporate Guarantee	2,885.37
	Outstanding against the above Corporate Guarantee	2,249.20
Total		**2,358.44**

For the other contingent liabilities mentioned below, our Company has not provided any sum for these liabilities in its books of accounts:

(i) A case has been filed within the jurisdiction of Gautam Budh Nagar, Uttar Pradesh against a director and the doctors of our Company for medical negligence. The opponent party has not specified any compensation for the said alleged medical negligence.

(ii) First information report dated November 19, 2022 has been filed against the doctors and the management of the Company for medical negligence. The complainant has made a claim of Rs 5.00 million in consumer court along with 9% interest per annum.

For details, see "*Financial Statements – Annexure VI – 38. Contingent Liabilities*" on page 302.

Summary of Related Party Transactions

A summary of significant related party transactions entered into by our Company with related parties and as reported in the Restated Consolidated Financial Information is set forth below.

Particulars	(₹ in million)		
	Year ended March 31, 2023	**Year ended March 31, 2022**	**Year ended March 31, 2021**
Remuneration to KMPs & Relatives of KMPs			
Dr. Ajay Kumar Tyagi	12.00	12.00	7.20
Dr. Kapil Kumar	12.00	12.00	7.20
Dr. Manju Tyagi	12.00	12.00	7.20
Dr. Neena Tyagi	12.00	12.00	7.20
Mr. Yatharth Tyagi	12.00	7.00	4.80
Mr. Sanskar Tyagi	-	-	0.60
Mr. Ritesh Mishra	0.78	0.78	0.69
Mr. Amit Kumar Singh	2.38	1.32	-
Mr. Pankaj Prabhakar	2.85	0.48	-
Ms. Shilpi Singh	1.46	-	-
Mr. Deepak Kumar Tyagi	8.00	6.33	-
Rent paid to KMP			
Dr. Ajay Kumar Tyagi	-	-	0.84
Dr. Kapil Kumar	-	-	0.84
Dr. Manju Tyagi	-	-	0.42
Dr. Neena Tyagi	-	-	0.42
Director sitting fees paid			
Mr. Mukesh Sharma	0.30	0.18	-
Dr. Ila Patnaik	-	0.18	-
Ms. Promila Bhardwaj	0.30	-	-
Dr. Sanjeev Upadhyaya	0.14	-	-
Investment in Equity Shares			
AKS Medical & Research Centre Private Limited	-	-	11.31
Ramraja Multispeciality Hospital & Trauma Centre Private Limited	-	37.71	-
Purchase of Equity shares of Dr. Ajay Kumar Tyagi	-	56.64[(1)]	-

Particulars	(₹ in million)		
	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Purchase of Equity shares of Dr. Kapil Kumar	-	32.56[(1)]	-
Loans and Advances- Subsidiary Company			
AKS Medical & Research Private Limited[(1)]			
Loans and Advances- Received	428.60	633.53	331.85
Loans and Advances- Paid Back	560.79	503.44	331.85
Loans and Advances- Given	-	-	86.58
Loans and Advances- Received Back	-	-	86.58
Sanskar Medica India Limited			
Loans and Advances- Received	-	-	18.70
Loans and Advances- Paid Back	-	-	-
Loans and Advances- Given	0.05	-	-
Loans and Advances- Received Back	-	-	-
Ramraja Multispeciality Hospital & Trauma Centre Private Limited			
Loans and Advances- Given	153.37	268.34	-
Loans and Advances- Received Back	14.54	-	-
Loans and Advances received from KMP's & Relatives of KMP's			
Dr. Ajay Kumar Tyagi	(8.70)	8.70	-
Dr. Kapil Kumar	(10.44)	10.44	-
Mr. Yatharth Tyagi	(32.50)	32.50	-
Mr. Lal Chand Tyagi*	-	-	(0.40)

** Loan was taken in Fiscal 2020 and negative figure denotes repayment of the same.*

1. During Fiscal 2022, our Company purchased 4,079,000 equity shares (aggregating to 19.69% of equity share capital) of AKS Medical & Research Centre Private Limited ("**AKS**") from our Promoters and thus making AKS a wholly-owned Subsidiary of our Company. Our Company's shareholding in AKS prior to and post such transaction was 80.31% and 100% of equity share capital of AKS, respectively.

For details of the related party transactions, see "*Financial Statements – Annexure VI – 36. Related Party Transactions*" on page 298.

Financing Arrangements

There have been no financing arrangements whereby our Promoters, members of our Promoter Group, our Directors and their relatives 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 a period of six months immediately preceding the date of the Draft Red Herring Prospectus and this Red Herring Prospectus.

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

None of our Promoters and the Selling Shareholders have acquired any Equity Shares in the last one year preceding the date of this Red Herring Prospectus.

Weighted average cost of acquisition for all Equity Shares transacted in one year, 18 months and three years preceding the date of this Red Herring Prospectus

The weighted average cost of acquisition for all Equity Shares acquired in one year, 18 months and three years preceding the date of this Red Herring Prospectus is set forth below:

Period	Weighted average cost of acquisition (in ₹)*	Cap price is 'X' times the weighted average cost of acquisition[#]	Range of acquisition price: Lowest price – Highest price (in ₹)
Last one year	300	[●]	Nil – 300
Last 18 months	300	[●]	Nil – 300
Last three years	300	[●]	Nil – 300

[#] *To be included on finalisation of Price Band.*

* *As certified by R. Nagpal Associates, Chartered Accountants, by their certificate dated July 18, 2023.*

Average cost of acquisition of shares of our Promoters, members of Promoter Group and the Selling Shareholders

The average cost of acquisition of Equity Shares held by our Promoters, members of Promoter Group and the Selling Shareholders as at the date of this Red Herring Prospectus is as follows:

Name	Number of Equity Shares	Percentage of pre-Offer shareholding (%)	Average cost of acquisition per Equity Share (in ₹)*
Promoters			
Ajay Kumar Tyagi	27,021,600	38.87%	5.49
Kapil Kumar	12,164,400	17.50%	5.33
Promoter Group (other than Promoters and Promoter Group Selling Shareholders)			
Manju Tyagi	11,524,200	16.58%	5.38
Promoter Group Selling Shareholders			
Vimla Tyagi	3,743,000	5.38%	4.81
Prem Narayan Tyagi	2,021,200	2.91%	4.55
Neena Tyagi	7,019,600	10.10%	6.34

* *As certified by R. Nagpal Associates, Chartered Accountants by their certificate dated July 18, 2023.*

Acquisition of Equity Shares in the immediately preceding three years

Set forth below are the details of acquisition of equity shares in the immediately preceding three years by our Shareholders:

Name of Acquirer	Date of Acquisition	Number of equity shares acquired at a face value of ₹ 10 each	Acquisition price per equity share (in ₹)
Promoters			
Ajay Kumar Tyagi	March 1, 2022	20,266,200	N.A.*
Kapil Kumar	March 1, 2022	9,123,300	N.A.*
Promoter Group			
Neena Tyagi	March 1, 2022	5,264,700	N.A.*
Manju Tyagi	March 1, 2022	8,643,150	N.A.*
Vimla Tyagi	March 1, 2022	2,807,250	N.A.*
Prem Narayan Tyagi	March 1, 2022	1,515,900	N.A.*
Selling Shareholders			
Vimla Tyagi	March 1, 2022	2,807,250	N.A.*
Prem Narayan Tyagi	March 1, 2022	1,515,900	N.A.*
Neena Tyagi	March 1, 2022	5,264,700	N.A.*
Other Shareholder			
Krishna Tyagi**	March 1, 2022	1,517,175	N.A.*
Plutus wealth Management LLP	July 6, 2023	2,000,000	300
Think India Opportunities Master Fund LP	July 6, 2023	1,000,000	300
Rosy Blue Diamonds Private Limited	July 6, 2023	433,334	300
Vikas Vijaykumar Khemani	July 6, 2023	333,333	300
Viraj Russell Mehta	July 6, 2023	233,333	300

* *Acquisition pursuant to bonus issue.*

** *Krishna Tyagi is the aunt of our Promoters, Ajay Kumar Tyagi and Kapil Kumar (i.e., Krishna Tyagi is wife of brother of father of Ajay Kumar Tyagi and Kapil Kumar).*

As on the date of this Red Herring Prospectus, none of the Shareholders has a right to appoint director or any other special right in respect of the Equity Shares.

Details of the pre-IPO placement

Our Company has undertaken a Pre-IPO Placement by way of private placement of 4,000,000 Equity Shares for cash at a price of ₹ 300 per Equity Share aggregating to ₹ 1,200.00 million, in consultation with the BRLMs, pursuant to the resolution of the Board dated July 6, 2023. The size of the Fresh Issue of up to ₹ 6,100.00 million has been reduced by ₹ 1,200.00 million pursuant to the Pre-IPO Placement, and accordingly, the Fresh Issue size is up to ₹ 4,900.00 million. For details of the Pre-IPO Placement, including allottees, see "*Capital Structure*" on page 91.

Any issuance of Equity Shares for consideration other than cash in the last one year

No Equity Shares were issued for consideration other than cash in the last one year preceding the date of this Red Herring Prospectus.

Any split/consolidation of Equity Shares in the last one year

Our Company has not undertaken any split or consolidation of Equity Shares in one year preceding the date of this Red Herring Prospectus.

Any exemption from complying with any provisions of securities laws, if any, granted by SEBI

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

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain Conventions

All references in this Red Herring Prospectus to "India" are to the Republic of India and its territories and possessions and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable. All references to the "US", "U.S.", "USA" or "United States" are to the United States of America and its territories and possessions.

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

Time

All references to time in this Red Herring Prospectus are to Indian Standard Time. Unless stated otherwise, or the context requires otherwise, all references to a "year" in this Red Herring Prospectus are to a calendar year.

Financial Data

Unless stated otherwise, the financial information and financial ratios in this Red Herring Prospectus have been derived from our Restated Consolidated Financial Information. For further information, see "*Financial Information*" beginning on page 250.

In this 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 in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

Our Company's Financial Year commences on April 1 and ends on March 31 of the next year. Unless stated otherwise, all references in this Red Herring Prospectus to the terms Fiscal or Fiscal Year or Financial Year are to the 12 months ended March 31 of such year.

The Restated Consolidated Financial Information of our Company and its subsidiaries included in this Red Herring Prospectus comprises restated consolidated statement of assets and liabilities as at March 31, 2023, March 31, 2022 and March 31, 2021, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity and the restated consolidated statement of cash flows for the years ended March 31, 2023, March 31, 2022 and March 31, 2021 and the significant accounting policies and other explanatory information annexed thereto. The Restated Consolidated Financial Information, as approved by our Board on July 5, 2023, have been prepared by our Company in accordance with the requirements of: (i) Section 26 of Part 1 of Chapter III of the Companies Act, 2013; (ii) the SEBI ICDR Regulations; and (iii) the Guidance Note on Reports in Company Prospectus (Revised 2019) (as amended) issued by the Institute of Chartered Accountants of India ("**ICAI**"), as amended from time to time.

Restated Consolidated Financial Information has been compiled by the management of our Company from audited consolidated Ind AS financial statements of the Company and its subsidiaries as at and for the Fiscals ended March 31, 2023, March 31, 2022 and March 31, 2021 prepared in accordance with the Indian Accounting Standard as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India.

Unless the context otherwise indicates, any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 26, 179 and 314, respectively, and elsewhere in this Red Herring Prospectus have been calculated on the basis of amounts derived from our Restated Consolidated Financial Information.

The degree to which the financial information included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with the aforementioned policies and laws on the financial disclosures presented in this Red Herring Prospectus should be limited. There are significant differences between Ind AS, Indian GAAP, U.S. GAAP and IFRS. Our Company does not provide a reconciliation of its financial information with Indian GAAP, IFRS or U.S. GAAP requirements. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. For further details in connection with risks involving differences between Ind AS and other accounting principles, see "*Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition*" on page 73. Further, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

Certain non-GAAP financial measures relating to our financial performance such as Net Worth, return on Net Worth (RoNW), net asset value per equity share, EBITDA, EBITDA Margin, operating profit, net tangible assets, monetary assets, monetary assets as a % of net tangible assets, total borrowings, and total non – current borrowings have been included in this Red Herring Prospectus and are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, IFRS or US GAAP. Further, these non-GAAP measures are not a measurement of our financial performance or liquidity under Ind AS, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit for the period / year or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, IFRS or US GAAP. In addition, these non-GAAP measures are not a standardised term, hence a direct comparison of similarly titled non-GAAP measures between companies may not be possible. Other companies may calculate the non-GAAP measures differently from us, limiting its usefulness as a comparative measure. Although the non-GAAP measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it is useful to an investor in evaluating us because it is a widely used measure to evaluate a company's operating performance.

Currency and Units of Presentation

All references to:

- "EUR" or "€;" are to Euro, the official currency of the European Union;
- "Rupees" or "₹" or "INR" or "Rs." are to Indian Rupee, the official currency of the Republic of India; and
- "USD" or "US$" or "$" or "U.S. Dollar" are to United States Dollar, the official currency of the United States of America.

Our Company has presented certain numerical information in this Red Herring Prospectus in "million" units or in whole numbers where the numbers have been too small to represent in such units. One million represents 1,000,000, one billion represents 1,000,000,000 and one trillion represents 1,000,000,000,000. One lakh represents 100,000 and one crore represents 10,000,000.

Figures sourced from third-party industry sources may be expressed in denominations other than millions or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

Exchange Rates

This Red Herring Prospectus contains conversion 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 Rupee and other currencies:

Currency	As at		
	March 31, 2023	**March 31, 2022**	**March 31, 2021**
1 USD	82.22	75.81	73.5
1 Euro	89.61	84.66	86.10

Source: RBI reference rate and www.fbil.org.in

Note: In the event that March 31 of any of the respective years or such other date on which information is to be disclosed is a public holiday, the previous calendar day not being a public holiday will be considered.

Industry and Market Data

Unless stated otherwise, industry and market data used in this Red Herring Prospectus has been obtained or derived from publicly available information as well as industry publication and sources. Further, the information has also been derived from the reported titled "Assessment of the Healthcare Delivery Market in India" dated July 2023 ("**CRISIL Report**"), prepared by CRISIL which was commissioned and paid for by our Company and is also subject to the disclaimer below. For risks in relation to commissioned reports, see "*Risk Factors – Industry information included in this Red Herring Prospectus has been derived from an industry report commissioned by us, and paid for by us for such a purpose.*" on page 61. The CRISIL Report is also available on the website of our Company at https://www.yatharthhospitals.com/investors.

"*CRISIL MI&A, a division of CRISIL Limited (CRISIL) has taken due care and caution in preparing this report (Report) based on the Information obtained by CRISIL from sources which it considers reliable (Data). This Report is not a recommendation to invest / disinvest in any entity covered in the Report and no part of this Report should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. CRISIL especially states that it has no liability whatsoever to the subscribers / users / transmitters/ distributors of this Report. Without limiting the generality of the foregoing, nothing in the Report is to be construed as CRISIL providing or intending to provide any services in jurisdictions where CRISIL does not have the necessary permission and/or registration to carry out its business activities in this regard. Yatharth Hospital & Trauma Care Services Limited will be responsible for ensuring compliances and consequences of non-compliances for use of the Report or part thereof outside India. CRISIL MI&A operates independently of, and does not have access to information obtained by CRISIL Ratings Limited, which may, in their regular operations, obtain information of a confidential nature. The views expressed in this Report are that of CRISIL MI&A and not of CRISIL Ratings Limited. No part of this Report may be published/reproduced in any form without CRISIL's prior written approval.*"

The extent to which the market and industry data used in this Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources. The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates and assumptions that may prove to be incorrect.

Accordingly, no investment decision should be made solely on the basis of such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in "*Risk Factors*" on page 26.

FORWARD-LOOKING STATEMENTS

This Red Herring Prospectus contains certain "forward-looking statements". All statements contained in this 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", including statements with respect to our business strategy, revenue and profitability, our goals and other matters discussed in this Red Herring Prospectus which are not historical facts. These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "likely to", "may", "seek to", "shall", "objective", "plan", "project", "will", "will continue", "will pursue", "can", "could", "goal", "should", "endeavour" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward looking statements. All forward-looking statements whether made by us or any third parties in this Red Herring Prospectus are based on our current plans, estimates, presumptions and expectations and 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, including but not limited to, regulatory changes pertaining to the industry in which we have businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industry. Important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- The Offer Price, market capitalization to revenue multiple, price to earnings ratio and EBITDA based on the Offer Price of our Company, may not be indicative of the market price of the Company on listing or thereafter;
- As a healthcare provider, COVID-19 pandemic, and the stringent restrictions to slow down its spread had an adverse effect on our business, operations and our future financial performance. In addition, we are subject to various operational, reputational, medical and legal claims, regulatory actions or other liabilities arising from the provision of healthcare services and may be subject to liabilities arising from claims of malpractice and medical negligence which could materially and adversely affect our reputation and prospects;
- We have high fixed costs, which can adversely impact our profitability. Further, if we fail to achieve favorable pricing on medical consumables, pharmacy items, drugs, and surgical instruments from our suppliers or are unable to pass on any cost increases to our payers, our profitability could be materially and adversely affected;
- We intend to invest in our Company and Subsidiaries (AKS and Ramraja), to fund capital expenditure and repayment of borrowing in part or full. We placed purchase orders for certain medical equipment of our Company, AKS and Ramraja and have not entered into any definitive arrangements for remaining medical equipment and availed quotation from vendors to utilize certain portions of the Net Proceeds of the Offer. Our proposed schedule of implementation and deployment of Net Proceeds may also be subject to delays and we may have to reduce or extend the deployment period for the stated objects;
- Significant portion of Net Proceeds from the Fresh Issue is earmarked for Jhansi-Orchha Hospital, which was non-operational since Fiscal 2020 until Fiscal 2022 and incurred losses in Fiscal 2023;
- We may not be able to successfully integrate our acquisitions or investments, which may negatively affect their performance and respective contributions to our results of operations;
- We are dependent on a number of key personnel, including our Promoters and senior management, and the loss of or our inability to attract or retain such persons could adversely affect our business, financial condition, results of operations and cash flows;
- Failure to obtain or renew approvals, licenses, registrations and permits to operate our business in a timely manner, or at all, may adversely affect our business, financial condition, results of operations and cash flows;
- Inability to obtain additional financing on terms favourable to us or at all or a downgrade in credit rating;
- Price restrictions by the Government in certain instances such as during COVID-19 could adversely affect our business, results of operations and cash flows; and
- Our Subsidiaries have incurred net losses in the past, and may not be able to achieve or maintain profitability in the future.

Certain information in "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations"* on pages 136, 179 and 314, respectively, of this Red Herring Prospectus have been obtained from the CRISIL Report, which has been commissioned and paid for by our Company. The CRISIL Report is also available on the website of our Company at https://www.yatharthhospitals.com/investors.

For further discussion of factors that could cause the actual results to differ from the expectations, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 26, 179 and 314, respectively. By their nature, certain market risk disclosures are only estimates, and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated and are not a guarantee of future performance.

Forward-looking statements reflect current views as of the date of this Red Herring Prospectus and are not a guarantee of future performance. There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

These statements are based on our management's belief and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based on are reasonable, any of these assumptions could prove to be inaccurate and the forward-looking statements based on these assumptions could be incorrect. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance. Neither our Company, our Promoters, our Directors, the BRLMs 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 the SEBI ICDR Regulations, our Company and the BRLMs will ensure that the Bidders in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchanges for the Offer. Further, the Selling Shareholders shall ensure that Bidders in India are informed of material developments in relation to the statements and undertakings specifically made or confirmed by such Selling Shareholders until the time of the grant of listing and trading permission by the Stock Exchanges for the Offer.

SECTION II: RISK FACTORS

An investment in equity shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares, or the industry in which we operate or to India. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also adversely affect our business, results of operations, cash flows and financial condition. If any of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the price of our Equity Shares could decline, and prospective investors may lose all or part of their investment. To the extent the COVID-19 pandemic adversely impacted our business and financial results, have been described in this section. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with "Our Business", "Industry Overview", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Information" on pages 179, 136, 314 and 250, respectively, as well as the other financial and statistical information contained in this Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of us, our business and the terms of the Offer including the merits and risks involved.

Prospective investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Offer. Unless specified otherwise or quantified in the relevant risk factors below, we are unable to quantify the financial or other impact of any of the risks described in this section. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment which may differ in certain respects from that of other countries.

This Red Herring Prospectus also contains certain forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Red Herring Prospectus. For further information, see "Forward-Looking Statements" on page 24.

Unless otherwise indicated, the financial information included herein is based on our Restated Consolidated Financial Information included in this Red Herring Prospectus. For further information, see "Financial Information" on page 250. Unless the context otherwise requires, in this section, references to "we", "us", or "our" refers to Yatharth Hospital & Trauma Care Services Limited on a consolidated basis and references to "the Company" or "our Company" refers to Yatharth Hospital & Trauma Care Services Limited on a standalone basis.

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Assessment of the Healthcare Delivery Market in India" dated July 2023 (the "**CRISIL Report**") prepared and issued by CRISIL Limited, appointed by us pursuant to engagement letter dated June 20, 2023, and exclusively commissioned and paid for by us in connection with the Offer. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer), that have been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year. A copy of the CRISIL Report is available on the website of our Company at https://www.yatharthhospitals.com/investors. For more information, see "Risks Relating to the Business of our Company – Industry information included in this Red Herring Prospectus has been derived from an industry report commissioned by us, and paid for by us for such a purpose." on page 61. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry and Market Data" on page 23.*

Internal Risks

Risks Relating to Valuation of our Company

1. ***The Offer Price, market capitalization to revenue multiple, price to earnings ratio and EBITDA based on the Offer Price of our Company, may not be indicative of the market price of the Company on listing or thereafter.***

Our revenue from operations and profit after tax for Fiscal 2023 as per the Restated Consolidated Financial Information are ₹ 5,202.93 million and ₹ 657.68 million.

The table below provides details of our price to earnings ratio, market capitalization to revenue from operations and enterprise value to EBITDA:

Particulars	Price to Earnings Ratio*	Market Capitalization to Revenue from Operations*	Enterprise Value to EBITDA*
For Fiscal 2023	[●]	[●]	[●]

* *To be included at the time of filing of the Prospectus*

The table below provides details of price to earnings ratio, market capitalization to revenue from operations and enterprise value to EBITDA of certain of our listed peers:

Particulars	Fiscal 2023		
	Price to Earnings Ratio	Market Capitalization to Revenue from Operations	Enterprise Value to EBITDA
Fortis Healthcare Limited	40.36	3.77	21.46
Max Healthcare Institute Limited	52.66	12.75	46.17
Industry Average	65.95	5.49	31.04

Note: The industry average has been considered from the industry peer set provided in section titled "Basis for Offer Price" on page 126.

1. *Market Capitalisation has been computed based on the closing market price of equity shares on June 30, 2023, multiplied by the total equity shares as on March 31, 2023.*
2. *Enterprise value has been computed as Market Capitalisation plus long-term and short-term debt less cash and bank balance as on March 31, 2023 (Current maturities of long-term debt has not been considered)*
3. *P/E Ratio: P/E Ratio has been computed based on the closing market price of equity shares on BSE on June 30, 2023 divided by the Basic EPS for year ended March 31, 2023.*
4. *EBITDA stands for earnings before interest, taxes, depreciation and amortisation which has been arrived at by adding finance expense, depreciation expense, exceptional items and total tax expense and reducing other income to the restated profit for the year.*

The Offer Price of the Equity Shares is proposed to be determined on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process, and certain quantitative and qualitative factors as set out in the section titled "*Basis for Offer Price*" on page 126 and the Offer Price, multiples and ratios may not be indicative of the market price of the Company on listing or thereafter.

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares.

Accordingly, any valuation exercise undertaken for the purposes of the Offer by our Company and Selling Shareholders, in consultation with the BRLMs, would not be based on a benchmark with our industry peers. The relevant financial parameters based on which the Price Band would be determined, shall be disclosed in the advertisement that would be issued for publication of the Price Band.

The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India, COVID-19 related or similar situations, announcements by third parties or governmental entities of significant claims or proceedings against us, volatility in the securities markets in India and other jurisdictions, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors. As a result, the market price of the Equity Shares may decline below the Offer Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Offer Price.

Risks Relating to the Business of our Company

1. ***As a healthcare provider, COVID-19 pandemic, and the stringent restrictions to slow down its spread had an adverse effect on our business, operations and our future financial performance. In addition, we are subject to various operational, reputational, medical and legal claims, regulatory actions or other liabilities arising from the provision of healthcare services and may be subject to liabilities arising from claims of malpractice and medical negligence which could materially and adversely affect our reputation and prospects.***

In March 2020, the World Health Organization designated COVID-19 as a pandemic, and numerous countries, including India, declared national emergencies in response to the COVID-19 pandemic. On March 14, 2020, India declared COVID-19 as a "notified disaster" and announced a nationwide 21-day lockdown on March 24, 2020. The lockdown lasted until May 31, 2020 and was extended periodically by varying degrees by state governments and local administrations. Temporary closures of businesses were ordered, and numerous other businesses were temporarily closed on a voluntary basis. Further, India also experienced a severe second wave of COVID-19 between March 2021 and June 2021, resulting in shortages of medical supplies and equipment and overwhelming the healthcare infrastructure as well as various lockdowns and other restrictions in various parts of India.

As a provider of healthcare services, we were significantly exposed to the public health and economic effects of the COVID-19 pandemic. We continue to be vigilant in terms of enforcing COVID-19 preventive measures. In response to the pandemic, we created isolation facilities, established operating procedures on admission, management as well as strengthened our operating procedures on infection prevention and control, and healthcare worker safety. We adapted to the situation and converted our Noida Extension hospital as an exclusive COVID-19 hospital from June 2020 and it remained exclusive COVID-19 hospital till June 2021. During the second wave of COVID-19 when the situation deteriorated, we partially converted our Noida and Greater Noida hospitals as COVID-19 hospitals.

The impact of the COVID-19 pandemic on our business, operations and future financial performance including, but were not limited to:

- a general reluctance to seek healthcare services in hospitals as a result of the perception of an increased risk of infection when traveling to hospitals and coming into close contact with healthcare professionals resulting in (i) reduction in footfall in outpatient department ("**OPD**") and admissions in inpatient department ("**IPD**"), due to the patients deferring the elective and non-urgent consultations, surgeries or procedures; or (ii) slowed medical tourism, particularly from international patients due to international travel restrictions.

- directives by government authorities, local agencies regulating various aspects of our operations, including, amongst other things, prices, and mandatory bed allocation, provision of healthcare to COVID-19 patients. 34.65%, and 23.52% of our bed capacity in Fiscal 2021, and 2022 were COVID-19 patients. Our revenue generated from COVID-19 patients was 33.17% and 22.19% in Fiscal 2021 and 2022. We did not have any COVID-19 patient admitted to any of our hospitals in Fiscal 2023 and hence we did not generate any revenue from COVID-19 in Fiscal 2023. Further, we may also be subject to government-imposed mandates to invest in COVID-19 infrastructure such as oxygen plants, which may affect future capital expenditure plans. We sought a moratorium of loans aggregating to ₹ 121.77 million (inclusive of principal and interest) in accordance with the directions issued by the Reserve Bank of India. In the event that we are unable to comply with such government mandates related to COVID-19, we may be subject to regulatory action and penalties that could adversely affect our business, reputation, results of operation and financial condition;

- delay or postponement in our expansion plans to set up new hospitals or increase the capacity of existing hospitals, which can adversely impact our financial performance and our ability to comply with the financial covenants with respect to our borrowings which may in the short or medium term lead to event of defaults under our financing arrangements. An inability to comply with financial or restrictive covenants or to obtain our lenders' consent in a timely manner to waive compliance or breach may result in the declaration of an event of default by one or more of our lenders, which could accelerate repayment of the relevant loans or trigger cross defaults under other financing agreements;

- limited access to funds or shortages of cash due to volatility in the financial markets and measures adopted by various governments;

- delay in renewal or obtaining the necessary registrations, approvals, licenses and permits from statutory/ regulatory authorities in a timely manner;

- restrictions on movement of people and necessary materials required for our business operations;

- risk of contracting COVID-19 by doctors, nurses and other healthcare professionals working at our hospitals leading to shortage of manpower, and increased costs to ensure the safety of our workforce and continuity of operations while conforming to the measures implemented by various governments. These include higher costs for procuring, among others, disinfectants, hand sanitizers, personal protection equipment ("**PPE**") kits and other such short supply items;

- risk of contracting COVID-19 by non-COVID-19 patients from other COVID-19 patients, healthcare professional including doctors, nurses, others and/or due to utilization of our infrastructure and equipment. In addition to claims for damages, any of these events may lead directly to limitations on the activities of our hospitals as a result of quarantines, partial or temporary closure of our hospitals, regulatory restrictions on, or the withdrawal of, permits and authorizations; and

- risk of delay in or inability to meet our financial obligations, including interest and principal, such as financial facilities and loans taken by us, operational liabilities, trade payables, contractual obligations to suppliers and vendors, payments to our doctors, employees, consultants and third party service providers, taxes and other statutory obligations, and any other liabilities that may affect our operations.

We did not experience any decline in our financial performance in Fiscal 2021, 2022 and 2023; our total IPD volume increased from 21,356 in Fiscal 2021 to 32,793 in Fiscal 2022 which further increased to 45,358 in Fiscal 2023 and our total operational revenue increased from ₹ 2,286.74 million in Fiscal 2021 to ₹ 4,009.37 million in Fiscal 2022 which further increased to ₹ 5,202.93 million in Fiscal 2023 at a CAGR of 50.84%. Our total non-COVID-19 IPD patient volume count increased from 17,398 in Fiscal 2021 to 28,854 in Fiscal 2022 which further increased to 45,358 in Fiscal 2023. During the same period, our non-COVID-19 revenue increased from ₹ 1,528.23 million in Fiscal 2021 to ₹ 3,119.84 million in Fiscal 2022 which further increased to ₹ 5,202.93 million in Fiscal 2023 at a CAGR of 84.51% between Fiscal 2021 to 2023.

We did not generate any COVID-19 revenue in Fiscal 2023. Our COVID-19 revenue was ₹ 758.51 million and ₹ 889.53 million constituting 33.17% and 22.19% of our revenue from operations in Fiscal 2021 and 2022, respectively. We were able to mitigate the financial impact and register growth in terms of volume and revenue by taking timely measures such as exclusively dedicating our Noida Extension hospital and partially converting our Noida and Greater Noida hospitals to COVID-19 patients.

Also, see "*Our Business — Impact of COVID-19*" on page 185 and for a more detailed discussion on our financial performance, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations — Results of Operations — Fiscal 2023 compared to Fiscal 2022*", and "*Management's Discussion and Analysis of Financial Condition and Results of Operations — Results of Operations — Fiscal 2022 compared to Fiscal 2021*" on pages 337, and 339, respectively.

We cannot reasonably estimate the impact of the COVID-19 or any other pandemic of similar nature on our future revenues, results of operations, cash flows, liquidity or financial condition.

In addition, operating in the healthcare industry entails several operational, reputational, medical and legal risks. Healthcare quality is measured by factors such as quality of medical care, doctor expertise, friendliness of staff, waiting times and ease of access to our doctors, nurses and pharmacists, and the overall inpatient and outpatient experience with us.

Our operations involve treatment of patients with a variety of infectious diseases. People may contract serious communicable diseases during their stay or visit at our facilities, which could result in significant claims for damages against us. Further, we may incur legal claims, regulatory actions or other liabilities in the ordinary course of managing our hospitals, including liabilities that arise from claims of medical negligence against our doctors and other healthcare professionals. We may from time to time receive complaints from, or be involved in, disputes with our clients and patients with regard to false positive or false negative check-up results, misdiagnosis, or other acts of medical negligence, which is a unique risk of the healthcare service industry caused by uncertainties during the medical examination service process. They can be attributed to various factors, such as the negligence of medical personnel, failure of medical equipment, inaccurate results of medical tests conducted by outsourced laboratories, individual patient-specific conditions and disease complications. For instance, a first information report dated November 19, 2022 has been filed against our Company, our Promoters, one of our Directors and certain doctors in a case pertaining to medical negligence. Subsequently, a consumer complaint was filed before the District Consumer Disputes Redressal Commission, Ghaziabad against our Company and certain doctors, wherein the opposing party has sought compensation of ₹ 5.00 million plus 9% interest per annum. Additionally, in a separate matter, a first information report dated December 20, 2022 has been filed against our Company, doctors and nursing staff in relation to a case of medical negligence in a nose surgery, which is currently pending. Our reputation and business may be adversely impacted by their negative outcomes and publicity.

In addition, our operations involve the use of hazardous and flammable materials, including chemicals, radioactive and nuclear materials. Most of the radiation therapy and diagnostic imaging equipment we use contain radioactive and nuclear materials or emit radiation during operation. However, we cannot eliminate the risk of contamination or injury from these materials. In the event of contamination or injury resulting from our use of hazardous materials, we could be held liable for any resulting damages, and any liability could exceed our resources. We also could incur significant costs associated with civil or criminal fines and penalties. While there have not been such instances in the past and have not incurred any fines or penalties, there can be no assurance that there will not be such instances in the future and we will not be liable for fines or penalties.

2. ***We have high fixed costs, which can adversely impact our profitability. Further, if we fail to achieve favorable pricing on medical consumables, pharmacy items, drugs, and surgical instruments from our suppliers or are unable to pass on any cost increases to our payers, our profitability could be materially and adversely affected.***

We operate in an industry with high fixed costs, and our fixed costs have had, and will continue to have, an adverse impact on our results of operations.

Some of our key expenses include cost of materials consumed, employee benefits expenses, finance costs, depreciation and amortization expenses and other expenses. The following table depicts our key expenses as a percentage of our revenue from operations for Fiscal 2021, 2022 and 2023.

Particular	**Fiscal**					
	2021		**2022**		**2023**	
	Amount (₹ million)	**Percentage of Revenue from Operations (%)**	**Amount (₹ million)**	**Percentage of Revenue from Operations (%)**	**Amount (₹ million)**	**Percentage of Revenue from Operations (%)**
Cost of materials consumed	463.18	20.26%	813.28	20.28%	929.35	17.86%
Employee benefits expense	466.88	20.42%	804.68	20.07%	919.30	17.67%
Finance cost	188.44	8.24%	214.86	5.36%	213.87	4.11%
Depreciation and amortization expenses	205.60	8.99%	278.68	6.95%	275.07	5.29%
Other expenses	686.56	30.02%	1,283.29	32.01%	2,016.63	38.76%
Total expenses	**2,010.66**	**87.93%**	**3,394.80**	**84.67%**	**4,354.22**	**83.69%**

These fixed costs do not significantly vary depending on our revenue generated, and we cannot assure you that the levels of our fixed costs will decrease in the future. Furthermore, if we experience an increase in fixed costs and are unable to grow our revenue in line with our fixed costs, or if we are unable to pass our cost increases to our payers, our profitability would be severely impacted, particularly during a period of economic decline or in the event of a reduction in our revenues, which could have an adverse effect on our business, financial condition, cash flows and results of operations.

Our profitability is also susceptible to the cost of medical consumables, pharmacy items, drugs and surgical instruments medical, which depends on our ability to achieve favorable pricing from our suppliers, including through negotiations for supplier rebates. Because these supplier negotiations are continuous and reflect the ongoing competitive environment, the variability in timing and amount of incremental supplier discounts and rebates can affect our profitability. These suppliers and supplier programs may change periodically, potentially resulting in higher cost of surgical instruments, drugs and consumables and adverse profitability trends, if we are unable to adjust our prices to accommodate such increase in costs. The complex nature of the treatments and procedures we perform at our hospitals requires us to invest in new technologies and equipment from time to time, which is generally expensive. Further, such increased costs may negatively impact our ability to deliver quality care to our patients at competitive prices. If we are unable to adopt alternative means to deliver value to our patients, our revenue and profitability may be materially and adversely affected. We may be unable to anticipate and react to the increase in cost of surgical instruments, medical consumables and pharmacy items in the future, or may be unable to pass on these cost increases to our payers, which could materially and adversely affect our profitability.

3. We intend to invest in our Company and Subsidiaries (AKS and Ramraja), to fund capital expenditure and repayment of borrowing in part or full. We placed purchase orders for certain medical equipment of our Company, AKS and Ramraja and have not entered into any definitive arrangements for remaining medical equipment and availed quotation from vendors to utilize certain portions of the Net Proceeds of the Offer. Our proposed schedule of implementation and deployment of Net Proceeds may also be subject to delays and we may have to reduce or extend the deployment period for the stated objects.

We intend to use the net proceeds of the Offer for the purposes described in the section titled "*Objects of the Offer*" on page 104. Our Company proposes to invest ₹ 1,572.76 million and ₹ 946.90 million in AKS and Ramraja, respectively, to enable these subsidiaries to (i) repay/prepay in full or part, certain borrowings availed by them; and (ii) fund capital expenditure expenses of AKS and Ramraja, for respective hospital operated by them. Further, the capital expenditure and loan repayment in the Subsidiaries will be in the form of equity or debt or a combination thereof. In addition, our Company proposes to utilise (i) ₹ 1,000.00 million towards funding prepayment and/or repayment of all or a portion of our Company's outstanding borrowings; and (ii) ₹ 256.44 million towards funding capital expenditure expenses of our Company for two hospitals, namely, Noida Hospital and Greater Noida Hospital.

The application of the Net Proceeds in our business may not lead to an increase in the value of your investment. Various risks and uncertainties, including those set forth in this section "*Risk Factors*", may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business.

Set forth below are the details of orders placed as part of proposed capital expenditure expenses from the Net Proceeds:

- *Capital expenditure expenses of our Company*: Our Company intends to utilize ₹ 256.44 million from the Net Proceeds for the purchase of equipment. We have placed order for an aggregate amount of ₹ 8.57 million for the purchase of new equipment. Further, while we have received quotations, we are yet to place orders for equipment for an aggregate amount of ₹ 247.87 million, constituting 96.66% of the total estimated cost in relation to the purchase of equipment by our Company.

- *Capital expenditure expenses of our Subsidiaries (AKS and Ramraja)*: Our Company intends to utilize ₹ 1,069.66 million from the Net Proceeds for the purchase of equipment by AKS and Ramraja. We have placed orders for medical equipment for an aggregate amount of ₹ 356.86 million in our Subsidiaries which constitutes 33.36% of total proposed capital expenditure of our Subsidiaries. While we have received quotations, we are yet to place orders for equipment for an aggregate amount of ₹ 712.80 million, which constitutes 66.64% of total proposed capital expenditure of our Subsidiaries and no payments have been made towards these items.

The actual amount and timing of our future capital requirements may differ from our estimates as a result of, among other things, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, engineering design changes and technological changes.

Further, the schedule of implementation is based on our internal management estimates, purchase orders placed, valid quotations received from third parties, current circumstances of our business and market conditions and has not been appraised by any bank or financial institution or any other independent agency. We may have to revise our estimates, including the schedule of implementation, from time to time on account of various factors, such as financial and market conditions, competition, price fluctuations, interest rate fluctuations, efflux of time (including amount already spent on the above objects up till the completion of the Offer) and other external factors, which may not be within the control of our management. This may entail rescheduling the proposed utilisation of the Net Proceeds and changing the allocation of funds from our planned allocation at the discretion of our management, subject to compliance with applicable laws. Depending upon such factors, we may, subject to applicable law, have to reduce or extend the deployment period for the stated object beyond the estimated two fiscals, at the discretion of our management. We cannot assure you that the deployment of Net Proceeds will take place within the two fiscals from listing of Equity Shares, as currently intended.

For further information, please see "*Objects of the Offer*" on page 104.

4. *Significant portion of Net Proceeds from the Fresh Issue is earmarked for Jhansi-Orchha Hospital, which was non-operational since Fiscal 2020 until Fiscal 2022 and incurred losses in Fiscal 2023.*

Our Company acquired Ramraja vide share purchase agreement dated February 18, 2022, and prior to the acquisition, it was non-operational since Fiscal 2020. Subsequently, Ramraja commenced its operations on April 10, 2022 and currently operates Jhansi-Orchha Hospital. In Fiscal 2023, Ramraja incurred losses aggregating to ₹ (86.25) million.

Our Company proposes to utilise the Net Proceeds from the Fresh Issue for the following objects related to Ramraja:

Particulars	**Amount which will be financed from Net Proceeds (₹ in million)**	**% of Net Proceeds from the Fresh Issue***
Repayment/ prepayment, in full or part, of certain borrowings availed of by our Subsidiary, Ramraja	500.00	[●]%
Funding capital expenditure expenses of our Subsidiary, Ramraja, for Jhansi-Orchha Hospital	446.90	[●]%
Total	**946.90**	**[●]%**

** To be updated in the Prospectus.*

The Jhansi-Orchha hospital commenced commercial operations in Fiscal 2023 with effect from April 10, 2022 and in Fiscal 2023, the Jhansi-Orchha hospital treated 1,960 IPD patients and 16,639 OPD patients. Key financial and operating metrics of Ramraja for the Fiscal 2023 indicated are set out below:

Number of operational beds (1)	**Number of census beds (2)**	**Number of ICU Beds**	**Bed occupancy rate (%)(3)**	**ARPOB (₹) (4)**	**ALOS (5)**
305	250	76	8.36%	17,691.69	3.79
In-patient Volume	**In-patient Revenue (₹ Million)**	**Out-patient Volume**	**Out-patient Revenue (₹ Million)**	**Revenue from operations (₹ Million)**	**Profit/(Loss) after Tax (₹ Million)**
1,960	104.60	16,639	26.69	131.29	(86.25)

(1) Number of operational beds includes census and non-census beds are as at end of relevant Fiscal or accounting period, as the case may be.
(2) Number of operational census beds refers to such operational beds which are available for admitting in-patients and accordingly, as considered for computing the operational revenue and includes all critical care beds. Non-census beds are considered as beds which are used for a variety purposes other than admitting in-patients.
(3) Bed occupancy rate is calculated by dividing the overall number of actual days occupied by the patients by total operational census bed days available during the period.
(4) Average Revenue per Occupied Bed is calculated as revenue from operations divided by actual bed days occupied during the period.
(5) Average Length of Stay is calculated as average number of days spent by admitted inpatients

Jhansi-Orchha Hospital (operated by Ramraja) started business operations in the Fiscal 2018. Hospital business is a capital-intensive business and Jhansi-Orchha Hospital was largely funded through debt from lenders. Jhansi-Orchha Hospital had erosion of net worth due to losses, resulting into negative net worth and increased borrowings in Fiscal 2018. Further, there was no infusion of equity by the erstwhile promoters in the subsequent years. Also, hospital business requires a gestation period and support during the initial phases of operations as the OPD and IPD segments of hospital business matures and during this critical period Ramraja was not able to sustain operations of Jhansi-Orchha Hospital as:

- the cash flows of Ramraja were not sufficient to meet the requirements of principal and interest payable to the lenders;
- the cash flows of Ramraja were unable to meet the working capital requirement and other capital requirements of the business;
- the erstwhile promoters of Ramraja found it difficult to infuse more of its own capital;
- since Ramraja was already indebted, it was difficult to take further loans;
- Ramraja incurred losses of ₹ (159.44) million, ₹ (67.83) million and ₹ (62.60) million during Fiscal 2018, 2019 and 2020.

With all the aforesaid reasons, the business could not be continued, thus Ramraja was not operational. Additionally, the auditor of Ramraja had included remarks related to material uncertainty on company's ability to continue as going concern, in the audit report on financial statements for fiscal ended March 31, 2019, March 31, 2020, and March 31, 2021 and for the following reasons stated in the audit report for fiscal ended March 31, 2019 and March 31, 2020: (i) due to heavy losses, the management had shut down its business operation (with effect from May 31, 2019); (ii) the company's networth is negative and the repayment of borrowings from financial institutions is irregular; and (iii) inability to pay creditors on due date. Accordingly, this may have an impact on our consolidated financial statements. Further, the negative net worth of Ramraja may impact our ability to obtain adequate funding for our operations.

5. We may not be able to successfully integrate our acquisitions or investments, which may negatively affect their performance and respective contributions to our results of operations.

We completed the acquisition of Ramraja, the entity that owns a multispecialty hospital in Orchha, Madhya Pradesh, which is one of the largest hospital in Jhansi-Orchha-Gwalior region in terms of number of beds (*Source: CRISIL Report*). There can be no assurance that we will be able to successfully integrate our acquisition or anticipate and overcome the challenges arising from our acquisition and investment. For instance, Ramraja became our subsidiary on February 18, 2022 and prior to the acquisition, it was non-operational since Fiscal 2020, and considered a non-performing asset. Pursuant to the acquisition of Ramraja by our Company, Ramraja paid outstanding loans of LICHFL and the current borrowing of Ramraja from all of its lenders is a standard account.

Our Subsidiary, Ramraja, which commenced operations on April 10, 2022, has substantial negative net worth and as of March 31, 2023, the net worth was ₹ (438.60) million. Accordingly, this may have an impact on our consolidated financial statements. Further, the negative net worth of Ramraja may impact our ability to obtain adequate funding for our operations.

In integrating the healthcare facilities, companies or businesses that we acquire, we may encounter challenges such as legal, regulatory, contractual, or labour issues; difficulties arising from the consolidation of corporate and administrative functions, and difficulties in integrating finance and accounting systems, policies and procedures. Integration of our acquisitions and investments may take significant time and resources and, even if successful, may not yield their expected benefits. There is no assurance that we can effectively integrate new facilities with our current operations. We may not be able to transfer skills and experience from one market to another, to recruit, train and retain skilled and qualified management personnel, administrative, sales and marketing personnel, and healthcare professionals or be able to deliver consistent quality of service across the markets we expand into. We have in the past, and will continue to, cooperate and work closely with the local doctors in the regions where we set up our hospitals. We cannot assure you that we will be able to identify such doctors or establish mutually beneficial relationship with them on favourable terms, or that such cooperative relationship will benefit us in the anticipated manner, or at all.

The failure to successfully integrate any acquired businesses may result in damage to our reputation and/or lower levels of revenue, earnings or operating efficiencies than those we have achieved or might have achieved if we had not acquired such businesses. Furthermore, even if we are able to integrate the former operations of acquired businesses successfully, we may not be able to realise the potential cost savings, synergies and revenue enhancements that were anticipated from the integration, either in the amount or within the time frame that we expect, and the costs of achieving these benefits may be higher than, and the timing may differ from, our expectations.

Acquired businesses may have unknown or contingent liabilities, including liabilities for failure to comply with healthcare laws and regulations or unforeseen legal, contractual, labour or other issues, and we may become liable for the past activities of such businesses. Although we have policies in place to ensure that the practices of newly acquired facilities conform to our standards, we may become liable for past activities of any acquired business. Further, certain approvals for which we have submitted applications are currently pending, including renewals thereof. We may also encounter missing statutory records of these acquired businesses. For instance, Our Company has acquired Ramraja vide share purchase agreement dated February 18, 2022 and has not been able to trace certain corporate records. For further information, please see "– *We have not been able to trace certain corporate records of our Subsidiary, Ramraja Multispeciality Hospital & Trauma Centre Private Limited and cannot assure you that we will not be subject to penalties imposed by regulatory authorities*." on page 62.

If we fail to integrate businesses that we acquire successfully in the future, manage the growth in our business pursuant to such acquisition or realise anticipated cost savings, synergies or revenue enhancements associated with such acquisitions, our ability to compete effectively, our business, financial condition and results of operations may be materially adversely affected. Once the acquired businesses are operational, we may experience a gestational period where losses are incurred in the initial financial periods after commencing operations.

6. We are dependent on a number of key personnel, including our Promoters and senior management, and the loss of or our inability to attract or retain such persons could adversely affect our business, financial condition, results of operations and cash flows.

Our performance is highly dependent on our Promoters, Dr. Ajay Kumar Tyagi and Dr. Kapil Kumar, senior management and other key personnel to maintain our strategic direction, manage our operations and meet future business challenges that may also arise in relation to our business. The loss of, or inability to attract or retain, such persons could materially and adversely affect our business and financial results. In particular, the active involvement of our Promoters in our operations and the services of our senior management and our key management personnel have been integral to our development and business. For further information in relation to the experience of our Promoters, Key Management Personnel and Senior Management, see "*Our Promoters and Promoter Group"* and "*Our Management"* on pages 245 and 227, respectively.

The table below provides details of the changes in our KMPs and SMPs in the last three years:

Name	Designation	Date of change	Reason for change
Deepak Kumar Tyagi	President – Strategy and Finance	February 21, 2022*	Appointment
Pankaj Prabhakar	Chief Financial Officer	February 21, 2022	Appointment
Amit Kumar Singh	Chief Executive Officer	September 15, 2021	Appointment
Ritesh Mishra	Company Secretary and Compliance Officer	August 10, 2021	Appointment

** Deepak Kumar Tyagi joined us on July 1, 2021, and was subsequently appointed as President – Strategy and Finance on February 21, 2022.*

If one or more of these individuals or any other member of our senior management team are unwilling or unable to continue in their present positions, we may not be able to replace them with persons of comparable skill and expertise promptly, which could have a material adverse effect on our business, financial results, results of operations and cash flows. We may take a significant period of time to hire and train replacement personnel when skilled personnel terminate their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting skilled employees that our business requires. If we are unable to hire and train replacement personnel in a timely manner or increase our levels of employee compensation to remain competitive, our business, financial results, results of operations and cash flows may be materially and adversely affected.

7. Failure to obtain or renew approvals, licenses, registrations and permits to operate our business in a timely manner, or at all, may adversely affect our business, financial condition, results of operations and cash flows.

We operate in a heavily regulated industry and are required to obtain a number of approvals and licenses from governmental and regulatory authorities, for example in relation to the operation of our hospitals, other medical and non-medical facilities, procurement and operation of medical equipment, storage and sale of drugs. For an overview of the applicable regulations and the nature of key approvals and licenses to be obtained, see "*Key Regulations and Policies*" on page 206.

While we have obtained the required approvals for our operations, certain approvals for which we have submitted applications are currently pending, including renewals thereof. For instance, as of the date of this Red Herring Prospectus, we are yet to receive occupancy certificate for certain block of our Greater Noida hospital. In addition, we have in the past and may in the future apply for certain additional approvals, including the renewal of approvals which may expire from time to time and approvals required for the expansion or setting up of new medical facilities or the introduction of any new medical service, procedure or any new medical specialty, in the ordinary course of business. For further information, see "*Government and Other Approvals*" on page 355. There is no assurance that the approvals and licenses that we require will be granted or renewed in a timely manner or at all by the relevant governmental or regulatory authorities. Failure to obtain or renew such approvals and licenses in a timely manner would render our operations non-compliant with applicable laws, and may subject us to penalties by relevant authorities. We may also be prevented from operating the relevant hospitals or performing certain procedures or treatments with equipment that requires special approvals or licenses, which could adversely impact our business, financial condition, results of operations and cash flows.

We also maintain certain accreditations, including accreditations from the National Accreditation Board for Hospitals and Healthcare Providers ("**NABH**") and National Accreditation Board for Testing and Calibration Laboratories ("**NABL**") for our hospitals. For further information, see "*History and Certain Corporate Matters – Key Awards, Accreditations and Recognition*" on page 220. If we lose current accreditations or fail to renew such accreditations of our hospitals by NABH, NABL and other agencies, or if we fail to obtain additional accreditations for our hospitals, our reputation and business operations could be adversely affected. Furthermore, in the event certain accreditations are made compulsory, either by law or as a condition for empanelment, our business, financial condition, results of operations and cash flows may be adversely affected if we are not able to obtain such accreditation in a timely manner, or at all.

Our licenses, approvals and accreditations are subject to periodic renewals, various maintenance and compliance requirements, governmental and other agencies' investigations and reviews, which could be time-consuming and may incur substantial expenditure. If our compliance systems and process are deemed inadequate or fail and such investigations or reviews find any non-compliance or violations, we may suffer brand and reputational harm and become subject to regulatory actions or litigation, which could adversely affect our business, cash flows, operating results or financial position. We may be required to pay fines or be subject to other penalties, including the revocation of accreditations, approvals, permits and licenses, and the modification, suspension or discontinuation of our operations. This would impose additional operating costs and capital expenditures on us, and adversely affect our reputation. We, our directors, executive officers, doctors and employees may also face criminal charges. Furthermore, any investigation or legal and regulatory proceedings in connection with alleged violations could result in the imposition of further financial or other obligations or restrictions on us and generate negative publicity for our business.

Changes to existing public policies, laws, regulations, guidelines and licensing requirements could also impose additional compliance costs that may materially and adversely affect our profitability and business. We cannot assure that the approvals, licenses, registrations or permits issued to us may not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. In addition, any suspension, revocation or termination of one or more of our operational licenses may also lead to consequences under the terms of our other licenses.

As we expand our business under the evolving regulatory landscape and into new cities, there may be additional approvals or licenses that are or become necessary for our operations. If we fail to obtain or renew any applicable approvals, accreditations, licenses, registrations or consents in a timely manner, or at all, we may not be able to perform certain treatments or services or treat patients from certain corporate contracts/empanelment, which may affect our ability to maintain such empanelment and consequently may affect our business, financial condition, cash flows or results of operations.

8. ***We rely on financing from banks or financial institutions to carry on our business operations, and inability to obtain additional financing on terms favourable to us or at all could have an adverse impact on our financial condition. If we are unable to raise additional capital, our business and future financial performance could be adversely affected. A downgrade in credit rating could also adversely impact interest costs or access to future borrowings. Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, results of operations and cash flows.***

As of June 30, 2023, we had an aggregate consolidated outstanding indebtedness of ₹ 2,572.14 million. Financial indebtedness refers to current and non-current borrowings, other financial obligations and current maturities of long term debt. Our existing operations and execution of our business strategy may require substantial capital resources and we may incur additional debt to finance these requirements in the future. However, we may be unable to obtain sufficient financing on terms favourable to us, or at all. If interest rates increase it will be more difficult to obtain credit. As a result, our development activities may have to be curtailed or eliminated and our financial performance may be adversely affected.

We will continue to incur significant expenditure in maintaining and growing our existing infrastructure. We cannot assure you that we will have sufficient capital for our current operations, any future expansion plans that we may have and our ability to complete such expansion plans. Our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, the continued success of our operations and other laws that are conducive to our raising capital in this manner. Any unfavourable change to terms of borrowings may adversely affect our cash flows, results of operations and financial conditions. If we decide to meet our capital requirements through debt financing, we may be subject to certain restrictive covenants. If we are unable to raise adequate capital in a timely manner and on acceptable terms, or at all, our business, results of operations, financial condition and cash flows could be adversely affected.

In response to the COVID-19 pandemic, the RBI allowed banks and lending institutions to offer moratorium facilities to their customers to defer payments under loan agreements until August 31, 2020. We sought a moratorium of loans aggregating to ₹ 121.77 million (inclusive of principal and interest) in accordance with the directions issued by the Reserve Bank of India. For details of repayment or prepayment of our outstanding borrowings pursuant to the Net Proceeds, see "*Objects of the Offer*" on page 104.

Our borrowings have been rated "CRISIL BBB" by CRISIL on May 31, 2022. We have in the past experienced downgrading of our ratings for our borrowings, from BB+ by India Rating in April 5, 2018 to D by India Rating in April 5, 2019, and from BBB- by Brickwork in February 11, 2019 to BB+ by Brickwork in March 27, 2020. Credit ratings reflect the opinions of ratings agencies on our financial strength, operating performance, strategic position and ability to meet our obligations. Certain factors that influence our credit ratings may be outside of our control. A decrease in these credit ratings could limit our access to capital markets and increase our borrowing costs, which could materially and adversely affect our financial condition and operating results. However, these ratings are not recommendations to buy, sell or hold securities and prospective investors should make their own decisions.

Our level of indebtedness and debt service obligations could have important consequences, or require approval, including the following:

- effect any changes in its capital structure including but not limited to merger, amalgamation, reconstruction or consolidation;
- formulate any scheme of amalgamation with any other borrower or reconstruction or acquire any other borrower;
- effect any change in shareholding pattern of our Company;
- approach capital market for mobilizing additional resources;
- amend the constitutional documents of the Company including amending memorandum of association and articles of association of our Company;
- effect any change to remuneration of directors; and
- effect any material change in the management/ ownership of the borrower.

Further, we have granted security interests over certain of our movable and immovable assets in order to secure our borrowings, and any failure to satisfy our obligations under such borrowings could lead to the forced sale and seizure of such assets, which may adversely affect our business, results of operations and financial condition.

Under these financing agreements, consents from the respective lenders are required for and in connection with the Offer. Our Company has received all required consents from the relevant lenders in relation to the Offer.

There can be no assurance that we will be able to comply with our current financing agreements or continue to access funds, including by way of short-term borrowings, on acceptable terms or at all. While we seek to mitigate such risks by exploring favourable funding options from banks/financial institutions, there is no assurance that we will be successful in doing so. Any failure to obtain the requisite funds to meet our requirements or expansion or modernization of existing capabilities could result in our inability to effectively compete with other players in the healthcare industry, which could have a material adverse effect on our profitability, cash flows and results of operations.

9. Price restrictions by the Government in certain instances such as during COVID-19 could adversely affect our business, results of operations and cash flows.

The Government of Uttar Pradesh by way of its circular dated July 10, 2020 imposed restrictions on the price that can be charged from patients suffering from COVID-19. As a result, we had to comply with such restrictions which resulted into significant impact on our business and financial condition. The restrictions affected our ability to set prices in accordance with market conditions and respond to changing supply and demand dynamics. Further, such restrictions also lead to an increase in our operational costs while reducing our profit margins which impacted our overall profitability and financial stability.

The table below provides summary of the restrictions imposed:

Hospital rates for per day of admission (in ₹)			
Category of Hospitals	**Moderate Sickness**	**Severe Sickness**	**Very Severe Sickness**
	Isolation Beds (including supportive care and oxygen)	**ICU without need for ventilator care**	**ICU with ventilator care (invasive/non-invasive)**
NABH accredited hospitals (including entry level)	10,000 (includes cost of PPE of ₹ 1,200)	15,000 (includes cost of PPE of ₹ 2,000)	18,000 (includes cost of PPE of ₹ 2,000)
Non-NABH accredited hospitals	8,000 (includes cost of PPE of ₹ 1,200)	13,000 (includes cost of PPE of ₹ 2,000)	15,000 (includes cost of PPE of ₹ 2,000)

While such restrictions have now been removed, we cannot assure you that no such restrictions will be imposed in future which will impact our business, results of operations, and cash flows.

10. Our Subsidiaries have incurred net losses in the past and may not be able to achieve or maintain profitability in the future.

Our Subsidiaries have incurred losses in the past. The following table sets forth the financial performance of the Subsidiaries in the relevant periods.

Subsidiary	**Fiscal 2021**	**Fiscal 2022**	**Fiscal 2023**
	(₹ million)		
Sanskar Medica (1)	(0.05)	(0.02)	(0.03)
Ramraja (2)	(89.15)	(84.84)	(86.25)

Notes:

(1) Sanskar Medica is not a material subsidiary of ours and does not have any active business at present but continues to incur expenses.

(2) Pursuant to acquisition of Ramraja, it became our subsidiary on February 18, 2022 where the total equity shares held by erstwhile shareholders have been purchased by us. Prior to the acquisition, it was non-operational since Fiscal 2020. Ramraja commenced its operations on April 10, 2022.

In addition, Ramraja, which commenced operations on April 10, 2022, had substantial negative net worth and as of March 31, 2023, the net worth was ₹ (438.60) million. Accordingly, this may have an impact on our consolidated financial statements. Further, the negative net worth of Ramraja may impact our ability to obtain adequate funding for our operations.

We intend to deploy a portion of the Net Proceeds towards repayment of borrowings, and capital expenditure of Ramraja which has incurred losses in the past. For further details, see "*Objects of the Offer*" on page 104. Also see, " - *We intend to invest in our Company and Subsidiaries (AKS and Ramraja), to fund capital expenditure and repayment of borrowing in part or full. We placed purchase orders for certain medical equipment of our Company, AKS and Ramraja and have not entered into any definitive arrangements for remaining medical equipment and availed quotation from vendors to utilize certain portions of the Net Proceeds of the Offer. Our proposed schedule of implementation and deployment of Net Proceeds may also be subject to delays and we may have to reduce or extend the deployment period for the stated objects*." on page 31.

To continue their operations, our Subsidiaries may need financial support in the form of debt or equity from our Company. There is no certainty that our Subsidiaries will become profitable, or be able to raise adequate capital to continue their operations or meet their obligations. If these Subsidiaries do not become profitable, and are not able to raise capital either through debt or equity, their operations may be affected and this will have an adverse effect on our Company's financial performance and results of operations.

11. We are highly dependent on doctors, nurses and other healthcare professionals and our business and financial performance will be impacted significantly if we are unable to attract, retain or train such professionals.

Our performance and growth strategy depends substantially on our ability to attract and retain experienced doctors, nurses and other healthcare professionals in a highly competitive industry. The demand for doctors is highly competitive and the availability of specialist doctors is limited by the significant training period involved. Skilled doctors are in high demand in India, making it difficult to hire and retain senior doctors. We compete with other healthcare providers, including other super-specialty and single-specialty hospital chains, to attract and retain doctors from a limited pool of candidates. The key factors that doctors consider for their place of employment include the reputation of the hospital, the quality of the facilities, the range of specialties offered by the hospital, the quality of medical equipment and the clinical excellence of each specialty, the ability to attract adequate patient load, academic research and skill enhancement opportunities, compensation (subject to local rules and regulations), growth opportunities, management behavior, organizational set-up, goodwill of the organization and relationships with the patients and fellow health and other workers. Other healthcare providers may be perceived more favorably or better than us on one or more of these factors.

As of March 31, 2023, we had a team of 3,139 medical professionals, including 445 doctors, 799 nurses and 379 other healthcare professionals. The table below provides details of our medical professionals and their attrition rate in the relevant period:

Category	Fiscal 2021	Fiscal 2022	Fiscal 2023
Doctors*	176	302	445
Attrition rate (%)	65.14%	54.39%	46.59%
Nurses	528	699	799
Attrition rate (%)	69.93%	85.41%	73.97%
Other Healthcare Professionals	139	234	379
Attrition rate (%)	63.06%	64.88%	56.12%
Medical Professionals (A)	843	1,235	1623
Attrition rate (%)	67.66%	74.59%	62.98%
Housekeeping and Support Staff (B)	1,049	1,053	1516
Attrition rate (%)	103.77%	141.96%	133.51%
Total (A+B)	**1,892**	**2,288**	**3,139**
Attrition rate (%)	**87.10%**	**108.47%**	**96.37%**

** Including resident medical officers and consultants and excluding visiting doctors.*

Our attrition in Fiscal 2021 and Fiscal 2022, was attributable to a COVID-19 induced spurt in demand for healthcare professionals including doctors, nursing and paramedical staff, a constraint on supply due to healthcare professional themselves being infected by COVID-19, and a non-availability of various means of transport limiting the availability of healthcare professionals. Further our attrition rate in Fiscal 2023, was due to operational nature of our business operations.

We seek to attract highly qualified healthcare professionals and may face difficulties in negotiating for favorable terms and arrangements with these professionals. Our engagement structures range from fixed salary, minimum guarantee models to ‘fee for service’ models.

We also need to identify, attract and retain other healthcare professionals, such as nurses and paramedical staff, to support the services provided at our hospitals. The limited supply of healthcare professionals may cause salaries and wages to rise which would lead to an increase in costs to recruit, retain and re-train these healthcare professionals. If we are unable to attract or retain medical personnel as required, we may not be able to maintain the quality of our services, which may adversely impact our revenue and reputation. The table below provides details of our employee benefit expenses in the relevant period:

Particulars	Fiscal 2021	Fiscal 2022	Fiscal 2023
Employee benefit Expense (A) (₹ million)	466.88	804.68	919.30
Total expenses (B) (₹ million)	2,010.66	3,394.80	4,354.22
% of (A) vis a vis (B)	**23.22%**	**23.70%**	**21.11%**

Further, as a super-specialty hospital, we must attract and retain qualified healthcare professionals in a wide range of specialty areas, and there may be fewer qualified professionals and competition for these individuals in a particular specialty area at the time when staffing needs arise. The table below provides details of our specialists and charges as a percentage of our operating expenses in the relevant period:

Particulars	Fiscal 2021	Fiscal 2022	Fiscal 2023
No. of Medical Professionals (considered as specialist)	182	199	267
Specialists charges (A) (₹ million)	289.98	510.22	930.91
Total expenses (B) (₹ million)	2,010.66	3,394.80	4,354.22
% of (A) vis a vis (B)	**14.42%**	**15.03%**	**21.38%**

We may also face heightened challenges in attracting qualified healthcare professionals at peripheral units, as healthcare professionals usually prefer to settle down in major cities and metropolitan areas. We may experience a slower-than-usual growth rate in peripheral units due to the lack of qualified healthcare professionals. Our inability to retain and hire qualified doctors, nurses and other medical professionals may have a material adverse impact on our business, financial condition, results of operations and prospects.

12. Our Company will not receive the entire proceeds from the Offer. Some of our Shareholders are selling shares in the Offer and will receive proceeds as part of the Offer for Sale.

The Offer comprises a Fresh Issue Equity Shares by our Company and an Offer for Sale of Equity Shares by the Selling Shareholders. The proceeds from the Offer for Sale (after deducting applicable Offer expenses) will be paid to the Selling Shareholders in proportion to their respective portion of their Offered Shares and our Company will not receive any such proceeds from such Offer for Sale. For further information, see the section titled "*Objects of the Offer*" and "*Capital Structure*" on pages 104 and 91, respectively.

13. The requirements of being a publicly listed company may strain our resources.

We are not a publicly-listed company and have not, historically, been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the Listing Regulations, which will require us to file audited annual standalone and consolidated financial statements, quarterly audited or limited reviewed financial results and other periodic compliance reports and disclosures with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies.

Further, as a publicly-listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, our management's attention may be diverted from our business concerns, which may adversely affect our business, prospects, results of operations and financial condition. In addition, we may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, but we cannot assure you that we will be able to do so in a timely and efficient manner.

14. In the event that our Net Proceeds to be utilised towards inorganic growth initiatives are insufficient for the cost of our proposed inorganic acquisition, we may have to seek alternative forms of funding.

We propose to utilize the Net Proceeds towards inorganic growth initiatives, as set forth in the "*Objects of the Offer*" beginning on page 104. We will from time to time continue to seek attractive inorganic opportunities that will fit well with our strategic business objectives and growth strategies, and the amount of Net Proceeds to be used for acquisitions will be based on our management's decision. However, we have not entered into any definitive agreements towards any future acquisitions or strategic initiatives. For further information on risk associated with such potential acquisitions, see "*– We may not be successful in expanding our operations to other parts of India which could have an adverse effect on our business, financial condition, results of operations and cash flows. If we are unable to successfully identify and integrate acquisitions, our growth strategy and prospects may be adversely affected.*" on page 43.

The amounts deployed towards such initiatives may not be the total value or cost of such acquisitions or investments, resulting in a shortfall in raising requisite capital from the Net Proceeds towards such acquisitions or investments. Consequently, we may be required to explore a range of options to raise requisite capital, including utilising our internal accruals and/or seeking debt, including from third party lenders or institutions.

Further, pending utilisation of the Net Proceeds for the purposes described in the section "*Object of the Offer*" on page 104, our Company will temporarily invest the Net Proceeds in deposits in one or more scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934, as may be approved by our Board. Our Company has estimated to utilize Net Proceeds for Funding inorganic growth initiatives through acquisition and other strategic initiatives in Fiscal 2024 and 2025.

15. The average cost of acquisition of Equity Shares held by our Promoters and the Selling Shareholders may be less than the Offer Price.

The average cost of acquisition of Equity Shares by the Promoters and the Selling Shareholders may be less than the Offer Price.

The details of the average cost of acquisition of Equity Shares held by the Promoters are set out below:

S. No.	Name of the Promoter	Number of Equity Shares held	Average cost of acquisition per Equity Shares* (in ₹)
1.	Ajay Kumar Tyagi	27,021,600	5.49
2.	Kapil Kumar	12,164,400	5.33

**As certified by R Nagpal Associates, Chartered Accountants, by way of their certificate dated July 18, 2023.*

The details of the average cost of acquisition of Equity Shares held by the Selling Shareholders are set out below:

S. No.	Name of the Selling Shareholder	Number of Equity Shares held	Average cost of acquisition per Equity Shares* (in ₹)
1.	Neena Tyagi	7,019,600	6.34
2.	Prem Narayan Tyagi	2,021,200	4.55
3.	Vimla Tyagi	3,743,000	4.81

**As certified by R Nagpal Associates, Chartered Accountants, by way of their certificate dated July 18, 2023.*

Since the average cost of acquisition by our Promoters and the Selling Shareholders may be lesser than the Offer Price, investors who purchase the Equity Shares may do so at a cost that is higher than the average cost of acquisition of the Equity Shares of our Promoters and/or the Selling Shareholders (as applicable).

16. Our Promoters and members of our Promoter Group will continue to retain control over our Company after completion of the Offer, which will allow them to influence the outcome of matters submitted for approval of our shareholders.

Following the completion of the Offer, our Promoters and members of our Promoter Group will continue to hold approximately [●]% of our post-Offer Equity Share capital. As a result, they will have the ability to significantly influence matters requiring shareholders' approval, including the ability to appoint Directors to our Board of Directors and the right to approve significant actions at Board and at shareholders' meetings, including the issue of Equity Shares and dividend payments, business plans, mergers and acquisitions, any consolidation or joint venture arrangements and any amendment to our MoA and AoA. The interests of our Promoters and Promoter Group, as our Company's significant shareholders, could be different from the interests of our other Shareholders and their influence may result in change of management or control of our Company, even if such a transaction may not be beneficial to our other Shareholders.

17. Our operations are concentrated in the Delhi NCR region. We are also significantly dependent on certain specialties for a majority of our revenues. Any impact on the revenues from these hospitals or earnings from our top specialties could materially affect our business, financial condition, results of operations and cash flows.

Our operations are primarily concentrated in the Delhi NCR region. The following table sets forth selected operating and financial data for our hospitals for the periods indicated:

Particulars	Fiscal					
	2021		2022		2023	
	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)
Greater Noida	810.50	35.44%	1,702.47	42.46%	1,993.80	38.32%
Noida	680.86	29.77%	1,283.42	32.01%	1,721.34	33.08%
Noida Extension	795.37	34.78%	1,023.47	25.53%	1,356.50	26.07%
Jhansi-Orchha[(1)]	-	-	-	-	131.29	2.52%
Total	**2,286.74**	**100.00%**	**4,009.37**	**100.00%**	**5,202.93**	**100.00%**

(1) Jhansi-Orchha hospital was acquired, pursuant to the acquisition of Ramraja on February 18, 2022 and it commenced commercial operations on April 10, 2022.

The table below sets forth certain information relating to our bed capacity and occupancy rates for the respective periods.

Particulars	Fiscal 2021	Fiscal 2022	Fiscal 2023
Total bed capacity [(1)]	1,100	1,100	1,405
- Greater Noida	400	400	400
- Noida	250	250	250
- Noida Extension	450	450	450
- Jhansi-Orchha[(2)]	-	-	305
Number of operational beds [(3)]	864	1,100	1,405
Number of operational census beds [(4)]	707	935	1,185
Number of ICU beds	191	318	394
Bed Occupancy Rate[(5)] (%)	41.63%	49.97%	45.33%[(6)]

Note:

(1) Total bed capacity is as at end of relevant Fiscal or accounting period, as the case may be and denotes the number of beds the civil structure has been planned for.

(2) Jhansi-Orchha hospital commenced commercial operations on April 10, 2022.

(3) Number of operational beds includes census and non-census beds are as at end of relevant Fiscal or accounting period, as the case may be.

(4) Number of operational census beds refers to such operational beds which are available for admitting in-patients and accordingly, as considered for computing the operational revenue and includes all critical care beds. Non-census beds are considered as beds which are used for a variety purposes other than admitting in-patients.

(5) Bed occupancy rate is calculated by dividing the overall number of actual days occupied by the patients by total operational census bed days available during the period.

(6) The reduction in overall bed occupancy rate, in Fiscal 2023 was due to addition 305 beds and low utilization of the bed capacity of Jhansi-Orchha hospital which commenced commercial operations on April 10, 2022.

In addition, our concentration in the Delhi NCR region exposes us to adverse economic or political circumstances that affect demand for healthcare services in the region. Any other developments including political or civil unrest, disruption, disturbance or sustained economic downturn in the Delhi NCR region and other states in northern India could adversely affect our business, financial condition, results of operations, prospects and cash flows. While we have expanded our operations in Orchha, Madhya Pradesh near Jhansi, Uttar Pradesh region with the acquisition of Ramraja, the entity that owns a multispecialty hospital in Orchha, Madhya Pradesh, there can be no assurance that we will be able to successfully diversify our healthcare services in that region.

In addition, our top ten specialties accounted for a significant percentage of our revenue. The table below reflects the revenue derived from our key service segments stated as a percentage of our total revenue, for the periods indicated based on service segments.

Particulars	Fiscal					
	2021		2022		2023	
	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)
Medicine	1,286.76	56.27%	2,008.19	50.08%	1,636.73	31.46%
– COVID-19	739.58	32.34%	851.20	21.23%	0.00	0.00%

Particulars	Fiscal					
	2021		2022		2023	
	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)
− Non-COVID-19	547.19	23.93%	1,157.00	28.85%	1,636.73	31.46%
Orthopedics & spine & rheumatology	108.47	4.74%	231.66	5.78%	295.18	5.67%
Nephrology & urology	143.44	6.27%	252.03	6.29%	472.75	9.09%
Neurosciences	185.60	8.12%	310.75	7.75%	508.74	9.78%
General surgery	148.91	6.51%	260.59	6.50%	442.19	8.50%
Cardiology	163.30	7.14%	266.74	6.65%	508.86	9.78%
Pediatrics	61.01	2.67%	147.96	3.69%	264.93	5.09%
Gynecology	71.51	3.13%	127.78	3.19%	230.35	4.43%
Gastroenterology	29.50	1.29%	83.34	2.08%	157.82	3.03%
Pulmonology	25.34	1.11%	113.43	2.83%	241.72	4.65%
Others*	62.89	2.75%	206.90	5.16%	443.66	8.53%
Total	**2,286.74**	**100.00%**	**4,009.37**	**100.00%**	**5,202.93**	**100.00%**

Notes
** Others comprises all other specialties.*

Any material impact on our revenues from such specialties, including by reason of reduction in patient footfall, reputational harm, liabilities on account of medical negligence or natural calamities and increased competition, could have a material adverse effect on our business, financial condition, results of operations and cash flows.

In addition, COVID-19 revenue was ₹758.51 million and ₹ 889.53 million and constituted 33.17% and 22.19% of our revenue from operations in Fiscal 2021 and Fiscal 2022, respectively. We did not generate any COVID-19 revenue in Fiscal 2023. Any material impact on our revenues from COVID-19 patients, including by reason of reduction in patient footfall for any reason, and increased competition, could have a material adverse effect on our business, financial condition, results of operations and cash flows.

18. ***Our business depends on the strength of our brand and reputation. Failure to maintain and enhance our brand and reputation, and any negative publicity and allegations in the media against us, may materially and adversely affect the level of market recognition of, and trust in, our services, which could result in a material adverse impact on our business, financial condition, results of operations and prospects.***

We believe that our brand and reputation are critical to our success. Many factors, some of which are beyond our control, are important to maintaining and enhancing our brand and may negatively impact our brand and reputation if not properly managed, such as:

- our ability to maintain a convenient and reliable customer experience as customer preferences evolve and as we expand our service categories and develop new business lines;
- our ability to maintain advanced medical equipment, facilities and infrastructure, and provide quality healthcare services;
- our ability to increase brand awareness among existing and potential clients through various means of marketing and promotional activities;
- our ability to adopt new technologies or adapt our technology and systems to the emerging industry standards in order to maintain our customer experience;
- our ability to effectively control the quality of service in our hospitals, and to monitor their performance as we continue to expand our network;
- our ability to maintain and renew existing accreditations or to apply for additional accreditations as we expand our network;
- any instance of negligence or malpractice by doctors, nursing staff, paramedic staff or other staff that may cause dissatisfaction to the patients and thus impact our goodwill and ability to attract patients;
- high rate of mortality that may reflect on the quality of our medical staff and advice;

- our ability to maintain, our relationships with insurance companies, third party administrators, government authorities such as ESIC, ECHS, CGHS and other business entities with whom we have established business relationship or endeavor to establish in future; and
- any other event resulting in an adverse impact on our goodwill which impact our ability to command price in the market.

Despite our effort to manage and supervise healthcare professionals in our network, they may fail to meet our requirements and their contractual obligations with us. They may not possess the permits or qualifications required by the relevant laws and regulations at all times, or they may fail to meet other regulatory requirements for their operations. We could also be the subject of complaints from customers who are dissatisfied with the quality and cost of our services. For instance, a first information report has been filed against our Company, certain of our doctors and nursing staff for medical negligence under sections 270 and 304-A of the Indian Penal Code, 1860. The matter is currently pending. See also "*Outstanding Litigation and Material Developments*" on page 351. Our brand and reputation may be adversely impacted if our healthcare professionals provide inferior service, engage in medical malpractice, violate laws or regulations, commit fraud or misappropriate funds, harm a patient or mishandle personal healthcare information, in addition to any impact that such development would have on our business, financial condition, results of operations and prospects. We face heightened risks of non-compliance with respect to healthcare professionals who do not operate fully under our management and over whom we have limited control.

Therefore, any negative publicity can significantly impact our brand, public image and reputation, regardless of their veracity. Further, our brand promotion efforts may be expensive and may fail to effectively promote our brand or generate additional sales. The table below provides details of our direct expenditure on marketing and sales activities as a percentage of our total expenses in the periods set forth:

Particular	Fiscal 2021		Fiscal 2022		Fiscal 2023	
	Amount (₹ million)	Percentage of Total Expenses (%)	Amount (₹ million)	Percentage of Total Expenses (%)	Amount (₹ million)	Percentage of Total Expenses (%)
Direct expenditure on marketing and sales activities	4.67	0.23%	10.96	0.32%	43.99	1.01%

Our expenditure on sales and marketing activity may increase in the future if we decide to take steps to enhance our brand value in the future. Our failure to maintain and enhance our brand and reputation may materially and adversely affect the level of market recognition of, and trust in, our services. This could materially and adversely affect our business, financial condition, results of operations and prospects.

19. We may not be successful in expanding our operations to other parts of India which could have an adverse effect on our business, financial condition, results of operations and cash flows. If we are unable to successfully identify and integrate acquisitions, our growth strategy and prospects may be adversely affected.

It is our growth strategy to further expand our presence in other markets. We acquired one hospital in Jhansi-Orchha by our acquisition of Ramraja on February 18, 2022 and it commenced commercial operations on April 10, 2022. We may face risks with respect to our operations in the new geographic areas where we have not operated in the past and may not possess the same level of familiarity with local economic conditions, culture and patient expectations. We also intend to expand in these markets via different models, which may include asset-light models or models involving no ownership of assets.

For example, we may enter into revenue sharing arrangement and management fee-based arrangements, or expand by acquiring operations and management undertakings from other market players of target hospitals. We have not identified any target hospitals in these markets yet. There is no assurance that we will be able to identify suitable targets or that we will be able to enter into such arrangements with favorable terms.

In addition, our competitors may already have established operations in such areas and we may find it difficult to attract patients in such new areas. We may not be able to successfully manage the risks of such an expansion, which could have a material adverse effect on our business, financial condition, results of operations and cash flows. Our growth also depends on our ability to identify the healthcare trends and the market demands for our services.

We are continuously evaluating other projects, including acquisition opportunities. We may not be able to identify suitable sites for new hospitals, acquisition or hospital management opportunities or opportunities to expand capacity at our existing hospital facilities. The number of attractive expansion opportunities may be limited and may command high valuations. We may not be able to secure the necessary financing or negotiate attractive terms for expansion projects. Any unanticipated increase in expansion costs could adversely affect our cost estimates and our ability to implement our expansion plans as proposed. We may also face challenges while renovating, rebuilding or repositioning existing buildings.

We may also be unable to effectively integrate new facilities with our current operations. In integrating the healthcare facilities, companies or businesses that we acquire, we may encounter challenges such as legal, regulatory, contractual, or labour issues; difficulties arising from the consolidation of corporate and administrative functions, and difficulties in integrating finance and accounting systems, policies and procedures. We may face difficulties in recruiting and retaining an adequate pool of doctors, nurses and other medical personnel for our planned initiatives. Any business that we acquire may have unknown or contingent liabilities, and we may become liable for the past activities of such businesses. We may be subject to undisclosed risks and liabilities from any historic non-compliances which may exist in relation to such businesses. Although we would typically seek to obtain indemnities and other forms of buyer protections from the sellers of our acquired businesses, assets and companies, these protections may not be adequate or we may not be able to successfully make claims to cover all losses that we may suffer in connection with these liabilities. The costs and time required to integrate any acquired hospitals with our existing business could cause an interruption or a loss of momentum in our business activities. If we are unable to successfully integrate our acquisitions or realize anticipated synergies or economic, operational and other benefits from our acquisitions or investments in a timely manner, we could incur substantial costs and delays or other operational, technical or financial problems, and dilutions to our profit margins.

A failure to identify suitable expansion projects, obtain adequate financing, implement projects in an efficient and timely manner or delays in the execution of such projects, or any failure to successfully integrate our new facilities with our current operations, could have a material adverse effect on our business, financial condition, cash flows and results of operations.

20. ***Our Promoters, Ajay Kumar Tyagi and Kapil Kumar, have provided personal guarantees in relation to certain loan facilities availed by us, which if revoked may require alternative guarantees, repayment of amounts due or termination of the facilities and may adversely impact our cash flow, business and result of operations.***

As on the date of filing of this Red Herring Prospectus, our Promoters Ajay Kumar Tyagi and Kapil Kumar have provided personal guarantees as security to secure some of our existing borrowings and may continue to provide similar guarantees in the future. In addition, our Promoters may be required to liquidate their respective shareholding in our Company to settle the claims of the lenders, thereby diluting their shareholding in our Company. Lenders for such facilities may require alternate guarantees, repayment of amounts outstanding under such facilities, or may even terminate such facilities. We may not be successful in procuring alternative 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.

21. ***If we are unable to increase our hospital occupancy rates, we may not be able to generate adequate returns on our capital expenditures, which could materially adversely affect our operating efficiencies and our profitability.***

We generated a substantial portion of revenue from our services to inpatients. We have invested and expect to continue to invest a significant amount of capital expenditure in creating and increasing bed capacity and opening new hospitals. We have also introduced new technologies, modernized our infrastructure at our existing facilities and expanded our range of services. We intend to focus on improving occupancy rates throughout our hospital network. Improving occupancy rates at our hospitals is highly dependent on brand recognition, wider acceptance in the communities in which we operate, our ability to attract and retain quality healthcare professionals, our ability to develop super-specialty practices and our ability to compete effectively with other hospitals and clinics.

If we fail to improve our occupancy rates and key operating metrics, our capital expenditures (net of depreciation and excluding the capital work in progress but including the assets taken on financial lease), of ₹ 2,504.00 million, ₹ 2,634.00 million and ₹ 2,588.21 million for Fiscal 2021, 2022 and 2023, respectively, as well as any capital expenditure incurred in the future, could materially and adversely affect our operating efficiencies and our profitability. Relevant key operational figures for the periods indicated are set forth below:

Particulars	Fiscal 2021	Fiscal 2022	Fiscal 2023[(4)]
Bed Occupancy Rate[(1)] (%)	41.63%	49.97%	45.33%
Average Revenue per Occupied Bed ("**ARPOB**")[(2)] (₹)	21,286.74	23,510.67	26,538.09
Average Length of Stay **("ALOS")**[(3)] (Days)	5.03	5.20	4.32

Notes:

(1) Bed occupancy rate is calculated by dividing the overall number of actual days occupied by the patients by total operational census bed days available during the period.

(2) Average Revenue per Occupied Bed is calculated as revenue from operations divided by actual bed days occupied during the period

(3) Average Length of Stay is calculated as average number of days spent by admitted inpatients.

(4) Includes Bed Occupancy Rate, Average Revenue per Occupied Bed and Average Length of Stay at our Jhansi Orchha hospital acquired pursuant to the agreement dated February 18, 2022 which became operational in Fiscal 2023 with effect from April 10, 2022.

ALOS and ARPOB are not directly related to each other and depend on certain external factors such as the ailment and time required for treatment and pricing for the same.

For example, in Fiscal 2021 and 2022, ALOS was higher due to significant number of COVID-19 patients admitted to our Company's facilities. Typically, patients who had contracted COVID-19 required a longer period for treatment. In Fiscal 2021 and 2022, our Company had 3,958 patients and 3,939 patients respectively, suffering from COVID-19 admitted to its facilities with an average ALOS of 9.40 days and 10.18 days, respectively, in such periods. In the same periods, our Company had 17,398 and 28,854 non-COVID patients admitted to its facilities with an average ALOS of 4.04 days and 4.52 days, respectively, in such periods.

Further, due to the government restrictions imposed on the price to provide COVID-19 treatment, our Company had lower ARPOB for COVID-19 patients. In Fiscal 2021, 2022 and 2023 our Company's ARPOB from patients suffering from COVID-19 admitted to its facilities were ₹ 20,388.45, ₹ 22,172.80 and nil while from our ARPOB from non-COVID patients was ₹21,762.81, ₹ 23,922.22 and ₹ 26,538.09, respectively.

22. Our funding requirements and the proposed deployment of Net Proceeds are not appraised by any bank financial institution, or independent agency, which may affect our business and results of operations. Any variation in the utilisation of the Net Proceeds as disclosed in this Red Herring Prospectus shall be subject to certain compliance requirements, including prior Shareholders' approval.

We intend to use the Net Proceeds for the purposes described in "*Objects of the Offer*" on page 104. As on the date of this Red Herring Prospectus, our funding requirements are based on management estimates and our current business plans and is subject to changes in external circumstances, costs, business initiatives, other financial conditions or business strategies and has not been appraised by any bank, financial institution or independent agency. The deployment of the Net Proceeds will be at the discretion of our Board. However, the deployment of the Net Proceeds will be monitored by a monitoring agency appointed pursuant to the SEBI ICDR Regulations. We may have to reconsider our estimates or business plans due to changes in underlying factors, some of which are beyond our control, such as interest rate fluctuations, changes in input cost, and other financial and operational factors. Accordingly, prospective investors in the Offer will need to rely upon our management's judgment with respect to the use of proceeds. Any variation in the planned use of the Net Proceeds would require Shareholders' approval by passing a special resolution and our Promoters will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the objects and may involve considerable time or cost overrun and in such an eventuality it may adversely affect our operations or business. Further, if we are unable to deploy the Net Proceeds in a timely or an efficient manner, it may affect our business and results of operations.

23. The provision of healthcare services has high costs such as manpower cost, infrastructure maintenance and repair cost, high medical equipment cost and any failure to pass on such costs to the patients may have a material adverse impact on our business, financial condition, results of operations and prospects.

We operate in an industry with high expenses such as manpower, infrastructure and medical equipment maintenance and repair costs, ancillary items and pharmaceuticals. Maintenance of highly specialized hospital equipment involves recurring substantial costs. The table below provides details of our total repairs and maintenance expense as a percentage of our total expenses in the periods set forth:

Particular	Fiscal 2021		Fiscal 2022		Fiscal 2023	
	Amount (₹ million)	Percentage of Total Expenses (%)	Amount (₹ million)	Percentage of Total Expenses (%)	Amount (₹ million)	Percentage of Total Expenses (%)
Total repairs and maintenance expenses	43.90	2.18%	87.50	2.58%	179.63	4.13%

If we are unable to achieve favourable pricing from vendors which is based on negotiations in a very competitive environment or pass on cost increases to the patients, our profitability could be materially and adversely affected. These costs do not significantly vary depending on our revenue generated, and we cannot assure you that the levels of our costs will decrease in the future. Furthermore, if we experience an increase in costs, or if we are not able to grow our revenue in line with our costs, our profitability would be severely impacted, particularly during a period of economic decline or in the event of a reduction in our revenues, which could have a material adverse effect on our business, financial condition, cash flows and results of operations.

24. Our arrangements with certain of our doctors are on a consultancy basis. If such doctors discontinue their association with us or are unable to provide their services at our hospitals for any reason or if we are unable to attract or retain such consultants, and other healthcare professionals, our business, results of operations and cash flows may be materially and adversely affected.

As at March 31, 2023, we engaged 3,303 individuals, which included 609 doctors, of which 267 were consultant doctors, 178 were resident medical officers and 164 were visiting doctors. The number of doctors we engage includes the number of doctors who are not our full-time employees and work under medical services agreement. These doctors work part-time and are engaged in private practice in other hospitals or clinics. Although we have entered into exclusive agreements with some of the doctors, we cannot assure you that these doctors will not prematurely terminate such agreements. While there have not been any past instances where specialist doctors from core activities have prematurely terminated their agreements, there can be no assurance that such instances will not occur in future which may have an adverse impact on our business and operation works, our results of operations and financial condition.

Further, some of these doctors do not work exclusively with us and are permitted to engage in private practice outside of our business and to work at hospitals that compete with us. There is no assurance that such doctors will continue to provide services to us or devote the whole of their time to our hospitals. We may, as a result, be unable to effectively utilize their time and expertise in providing services to our patients. These arrangements may also give rise to conflicts of interest, including how these doctors allocate their time and other resources between our hospitals and other clinics or hospitals at which they work. Such conflicts may prevent us from providing a high quality of service at our hospitals, thereby affecting the level of our patient intake which may have an adverse impact on our business, results of operations and cash flows. While we have not experienced any past conflicts or disputes with our doctors, we cannot assure you that this will be the case in the future.

25. We have certain contingent liabilities that may adversely affect our business, results of operations, financial condition and prospects.

As of March 31, 2023, our contingent liabilities that have not been accounted for, were as follows:

S. No.	Details	As at March 31, 2023 (₹ million)
1.	Bank Guarantees	109.24
	Margin money against above	23.28
2.	Corporate Guarantees	2,885.37
	Outstanding against the same	2,249.20
Total		**2,358.44**

For the other contingent liabilities mentioned below, our Company has not provided any sum for these liabilities in its books of accounts:

(i) A case has been filed within the jurisdiction of Gautam Budh Nagar, Uttar Pradesh against a director and the doctors of our Company for medical negligence. The opponent party has not specified any compensation for the said alleged medical negligence.

(ii) First Information Report dated November 19, 2022 has been filed against the doctors and the management of the Company for medical negligence. The complainant has made a claim of Rs 5.00 million in consumer court along with 9% interest per annum.

Our contingent liabilities may become actual liabilities. In the event that any of our contingent liabilities materialize, our business, results of operations, financial condition and prospects may be adversely affected. Furthermore, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the current fiscal year or in the future.

For further information regarding contingent liabilities, please see the section "*Financial Statements*" on page 250.

26. We derived 33.17%, and 22.19% of our revenue from operations in Fiscal 2021 and 2022 from COVID-19 which we may not continue to earn in future that could adversely affect our business, results of operations and cash flows.

We derived ₹ 758.51 million and ₹ 889.53 million in Fiscal 2021 and 2022 representing 33.17%, and 22.18% of our revenue from operations from COVID-19. We did not have any COVID-19 patient admitted to any of our hospitals in Fiscal 2023 and hence we did not generate any revenue from COVID-19 in Fiscal 2023. We cannot assure you that we will continue to derive such revenue going forward due to decrease in COVID-19 cases in India, which could adversely affect our business, results of operations and cash flows.

27. We rely on third party suppliers and manufacturers for our supplies and equipment. Failure of such third parties to meet their obligations could adversely affect our business, results of operations and cash flows.

We source our equipment and supplies from third party suppliers under various arrangements. Any failure to procure equipment, reagents or drugs on a timely basis, or at all, from such third parties and on commercially suitable terms could affect our ability to provide our services. Certain of our medical and laboratory equipment are also procured under lease agreements. Under some of these agreements, the supplier generally has the discretion to terminate the agreement with a specified period of notice in the event of a breach of any term or condition of the agreement, including but not limited to default in payment of the applicable fee. Any such termination and consequent removal of the installed equipment may adversely affect our operations. In addition, manufacturers may discontinue or recall equipment, reagents or drugs used by us, which could adversely affect our ability to provide our services, and therefore, could adversely affect our business, results of operations and cash flows. We also rely on a limited number of equipment suppliers to carry out repairs and maintenance of our equipment. Any failure or negligence by these third parties in performing maintenance on our equipment could result in harm to our healthcare professionals or patients and could adversely affect our business, results of operations, reputation and brand. Our dependence on a limited number of service providers exposes us to risks of delays or inability in carrying out repairs and maintenance of equipment. We may also be unable to find alternative service providers in time, or at all, and at a suitable cost. In some cases, we depend on the original equipment manufacturer or an even more limited pool of "authorized" service providers for equipment repair and maintenance, which exposes us to further risk of delay or higher repair and maintenance costs. Any delay or inability to repair and maintain our equipment could cause disruptions in our operations and adversely affect our business, financial condition and cash flows. There can be no assurance that we will be able to maintain our relationships with our major suppliers. If the business relationship between our Company and our major suppliers were to deteriorate or if any of those suppliers were to terminate their business relationship with our Company or renegotiate our contracts on less favorable terms, our business, results of operations and prospects may be adversely affected. We could also experience higher costs, network healthcare provider disruptions, less attractive services for our clients and/or difficulty in meeting regulatory or accreditation requirements, any of which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

28. We face competition from other hospitals, pharmacies and other healthcare services providers. Any adverse effects on our competitive position could result in a decline in our business, revenues, profitability and market share.

The healthcare services business faces a challenge in providing quality healthcare in a competitive environment and managing costs at the same time. The Indian healthcare delivery system has seen consolidation in recent years. A highly competitive industry, coupled with tightening of healthcare regulations, has made it difficult for smaller players in the industry to stay profitable. Larger hospital brands typically have stronger financial discipline and negotiating power with suppliers, better ability to attract medical talent, and greater capital and administrative resources to meet these needs over standalone hospitals. (*Source: CRISIL Report*)

If we are unable to identify and adapt to changes in customer demands and the specific needs of the communities in which we serve, we may lose our competitive edge over our competitors, which can adversely affect our business, results of operation and market share.

The Delhi NCR healthcare industry is highly competitive with the presence of large private and government hospitals. The region has a large number of private hospitals (chain and stand-alone) some of which include Medanta Medicity – Gurugram, Apollo Indraprastha, BLK Max Super Specialty Hospital, Max Super Specialty Hospital Saket, Sir Ganga Ram Hospital, Batra Hospital, Fortis Hospitals, Park Hospitals and Manipal Hospital. (*Source: CRISIL Report*) New or existing competitors, including smaller hospitals, stand-alone clinics and other hospitals, may price their services at a significant discount to our prices or offer better services or amenities than us, exert pricing pressure on some or all of our services and also compete with us for doctors and other medical professionals. Some of our competitors may also have plans to expand their hospital networks, which may exert further pricing and recruiting pressure on us. If we are forced to reduce the price of our services or are unable to attract patients with our value proposition, our business, revenues, profitability and market share may be adversely affected.

The table below sets out certain comparisons between our Company and our listed peers in Fiscal 2023/as of March 31, 2023:

Name of Company	Average Revenue Per Bed (₹ thousand)	Bed Occupancy Rate (%)	Number of Doctors Employed	Types of Specialist services being offered
Yatharth Hospital & Trauma Care Services Limited	26,538.09	45.33	609	Multi-speciality covering cardiology, orthopaedics, neurology, renal sciences, trauma and critical care, oncology, laparoscopic and bariatric surgery, cosmetic and reconstructive surgery, rheumatology, dermatology, ophthalmology, etc,
Apollo Hospitals Enterprise Limited#	51,668	64	10,000+	Multi-national hospital chain covering cardiology, cosmetology, dermatology, orthopaedics, diabetes, gastroenterology, haematology, infertility, nephrology, neurology, oncology, paediatrics, pulmonology, radiology, rheumatology, urology, etc.
Fortis Healthcare Limited**	55,101	67	11,700+	Multi-speciality chain covering cardiology, cosmetology, dermatology, orthopaedics, diabetes, gastroenterology, haematology, infertility, nephrology, neurology, oncology, paediatrics, pulmonology, radiology, rheumatology, urology, etc.
Narayana Hrudalaya Limited (NHL)*	34,794	48	4,289	Multi-speciality covering oncology, neurology, neurosurgery, nephrology, urology, gastroenterology, paediatrics, obstetrics and gynaecology, transplants etc.
Max Healthcare Institute Limited@	67,400	76	4,800+	Multi-speciality covering oncology, cardiology, neurology, gastroenterology, hepatology, endocrinology, orthopaedics, urology, dermatology, dental, eye care, infertility, IVF, mental health, nutrition, diabetes, gynaecology, paediatric, etc.
Krishna Institute of Medical Sciences Limited	29,946	69	NA	Multi-speciality including cardiac sciences, neurosciences, renal sciences, bariatric surgery, oncology, paediatric, ophthalmology, cosmetics, dental, intensive, and critical care, diabetes, preventive care, gynaecology, IVF, etc.
Healthcare Global Enterprises Limited	NA	60	NA	Cancer care is the key speciality undertaken. A few of its hospitals in Gujarat provide multi-speciality treatments covering cardiology, neurology, orthopaedics, gastro enterology, urology, internal medicine, pulmonary and critical care.

Name of Company	Average Revenue Per Bed (₹ thousand)	Bed Occupancy Rate (%)	Number of Doctors Employed	Types of Specialist services being offered
Global Health Limited/ Medanta*	59,098	59	1,560+	Multi-specialty covering anaesthesia, nuclear medicine, pulmonary medicine, endocrinology, opthalmology, emergency & trauma, radiology, ENT, dental, critical care, dermatology, diatetics & nutrition, physiotherapy, psychiatry, internal medicine, etc.

Source: CRISIL Report
Notes:
*@Clinicians as per website accesses on July 1, 2023; *full-time doctors as per investor presentation; **health professionals as per website accessed on July 1, 2023; #as per investor presentation.*
Max Healthcare Insurance Limited figures are for nine-months ended Fiscal 2021; NHL occupancy rate calculated using operational beds and ALOS in the investor presentation
NA stands for not available

In addition, we compete with other hospital-based pharmacies and stand-alone pharmacies for patients. The competition we face from other healthcare services providers, pharmacies and other firms may result in a decline in our revenues, and adversely impact our business, results of operation, profitability, prospects and market share.

As we operate in a highly competitive industry, we may have to revise our management estimates and even our expansion strategies, from time to time, which may result in significant changes in our funding requirements and may put significant strain on our resources. If we are unable to successfully execute our growth strategies, our business, financial condition, results of operations and prospects could be materially and adversely affected.

29. We are required to adapt to rapidly evolving technological advancements related to our medical equipment and technology, failure of which could adversely affect our business prospects and financial performance.

We use sophisticated and expensive medical equipment in our hospitals to provide our services. Advancements in modern medicine are driven in large part by technological advancements and developments. The technology, devices and equipment used in hospitals and care units are fast changing and evolve constantly. The manufacturers and distributors continue to offer new and upgraded products to healthcare providers such as us on an ongoing basis. As industry standards evolve, we may be required to enhance and develop our internal processes, procedures and training, as well as medical equipment, from time to time, in order to comply with the standards required for operating in this industry, and in order to maintain the accreditations that our healthcare facilities have received. To provide our patients with the best care and compete effectively, we must continually assess our technology and equipment needs. In particular, our specialty facilities require continuous upgrades and new technological advancements may render our existing equipment obsolete. If our facilities do not stay contemporary with the technological advances in the health care industry, patients may seek treatment from other providers and/or physicians may refer their patients to other healthcare service providers, and our reputation as a quality healthcare provider could suffer, all of which could adversely affect our results of operations and harm our business.

Our success in the future will depend significantly on our ability to take advantage of and adapt to technological developments to compete with other healthcare services providers. We may have to make considerable expenditures in the acquisition of the latest generation equipment to maintain our level of competitiveness. We may have to identify sources of funding on favorable terms for the acquisition of our equipment generally. Such cost increases may adversely affect our business and results of operations, since we may not be able to pass these cost increases to our patients.

The table below provides details of our medical equipment, including the ones which are taken on lease as a percentage of our property, plant and equipment and assets taken on lease in the periods set forth:

Particular	Fiscal 2021		Fiscal 2022		Fiscal 2023	
	Amount (₹ million)	Percentage of property, plant and equipment and assets taken on lease (%)	Amount (₹ million)	Percentage of property, plant and equipment and assets taken on lease (%)	Amount (₹ million)	Percentage of property, plant and equipment and assets taken on lease (%)
Medical equipment (including taken on lease)	992.03	29.40%	1,198.79	29.32%	1,348.50	31.23%

Further, our failure to understand, anticipate or respond adequately to evolving medical technologies, market demands, or healthcare requirements may cause adverse effects on our business and reduce our competitiveness and market share.

There is no assurance that we will have sufficient funds to continually invest in such equipment and facilities or access to the latest technology on a timely basis, or at all, or that our prevailing systems may not be sufficiently robust to capture or adapt to the latest changes and updates. While we seek to mitigate such risks by keeping abreast of and evaluating the latest medical equipment and technological advancements through our supply chain management team and upgrading our medical equipment, there is no assurance that we will be successful in doing so. In the event that we cannot keep up to date with the current trends and needs of the healthcare industry, our facilities may lose their competitiveness and market share, which may adversely affect our revenue, and have a material adverse impact on our business, financial condition, results of operations and prospects.

30. We operate in a highly regulated industry, and compliance with applicable safety, health, environmental and other governmental regulations and any violations of existing regulations may adversely affect our business, financial condition, results of operations and cash flows.

The healthcare industry is subject to laws, rules and regulations in the regions where we conduct our business or in which we intend to expand our operations. For a detailed description of the aforesaid regulations, see "*Key Regulations and Policies*" on page 206.

The laws, regulations, policies, guidelines and licensing and accreditation requirements that we are subject to cover many aspects of our business. We may incur substantial costs in order to comply with current or future laws, rules and regulations, and we may not be able to maintain, at all times, full compliance with such laws, regulations, policies and guidelines. These current or future laws, rules and regulations may also impede our operations. Any non-compliance with the applicable laws, rules and regulations may subject us to regulatory action, including penalties and other civil or criminal proceedings, which may materially and adversely affect our business, prospects and reputation. The qualification and practicing activities of our healthcare professionals are strictly regulated by applicable laws, regulations, policies and guidelines, as well as by applicable codes of professional conduct or ethics. If our healthcare professionals fail to comply with applicable laws, regulations, policies or guidelines, including professional licensing requirements, we may be subject to penalties including fines, loss of licenses or restrictions on our healthcare facilities and operations, which could materially and adversely affect our business and reputation.

We are also subject to laws and regulations governing relationships with our employees, in areas such as minimum wage and maximum working hours, overtime, working conditions, hiring and terminating of employees. There is a risk that we may fail to comply with such regulations, which could lead to enforced shutdowns and other sanctions imposed by the relevant authorities. If labour laws become more stringent, it may become difficult for us to maintain flexible human resource policies, discharge employees, or downsize, any of which could have an adverse effect on our business, financial condition, results of operations and cash flows.

31. Regulatory reforms in the healthcare industry and the uncertainty associated with pharmaceutical pricing and other matters could adversely affect our business, results of operations and cash flows.

The healthcare industry is heavily regulated by the Government and state governments. Governmental revenue sources are subject to legislative and policy changes by the governmental, state and private agencies. These agencies have broad discretion to alter or eliminate programs that contribute to our revenues. See "*Key Regulations and Policies*" on page 206. There is no assurance that legislative and regulatory changes in the methods and standards used by the government agencies to reimburse and regulate the operation of hospitals will not result in limitations and reductions in levels of payments to us for certain services and have a material adverse impact on our business, financial condition, results of operations and prospects. While there have not been any past instances of regulatory actions against our Company or any of our Subsidiaries, there can be no assurance that such instances will not occur in future which may have an adverse impact on our business and operation works, our results of operations and financial condition.

In India, pharmaceutical prices are subject to regulation and the Government has been actively reviewing prices for pharmaceuticals and their trade margins. The Government of India ("**GoI**") enacted the National Pharmaceuticals Pricing Policy in 2012, which lays down the principles for pricing essential drugs. As a result, a number of drug formulations were identified as essential drugs and were added to India's National List of Essential Medicines, 2015 and these drugs are subjected to price controls in India. On May 15, 2013, the Department of Pharmaceuticals, Ministry of Chemicals and Fertilizers released the Drug (Prices Control) Order, 2013 ("**DPCO 2013**") (which replaced the earlier Drugs (Prices Control) Order, 1995). The DPCO 2013 governs the price control mechanism for formulations listed in the National List of Essential Medicines. Further, state government of Uttar Pradesh wherein our operational hospitals are located, had also streamlined the hospital rates for per day admission for COVID-19 treatment.

Our ability to achieve favorable pricing may be affected by such government policies which regulate the pricing of medical items. For example, the National Pharmaceutical Pricing Authority has in the past set ceilings on prices of cancer drugs, cardiac stents, drug eluting stents, condoms and intra-uterine devices. The DPCO 2013 is amended from time to time, to fix or revise the ceiling prices of certain drug formulations sold in India. The National Pharmaceutical Pricing Authority ("**NPPA**") also from time to time notifies ceiling price for additional formulations either under the DPCO 2013 or in the National List of Essential Medicines. Under the terms of the DPCO 2013, non-compliance with the notified ceiling price or breaching the ceiling price would be tantamount to overcharging the consumer under the order, and the amount charged over and above the ceiling price shall be recovered along with interest thereon from the date of overcharging. Also, see "— *As a healthcare provider, COVID-19 pandemic, and the stringent restrictions to slow down its spread had an adverse effect on our business, operations and our future financial performance. In addition, we are subject to various operational, reputational, medical and legal claims, regulatory actions or other liabilities arising from the provision of healthcare services and may be subject to liabilities arising from claims of malpractice and medical negligence which could materially and adversely affect our reputation and prospects.*" on page 27. Any action for violation of pricing regulations may divert management attention and could adversely affect our business, financial condition, results of operations and prospects. While we cannot predict the nature of the measures that may be adopted by governmental organizations in the future or their effect on our business and revenues, the announcement or adoption of such proposals may affect our profit margins, results of operations and cash flows.

32. Failure or malfunction of our medical or other equipment, could adversely affect our ability to conduct our operations. We may also experience ambulance related risks.

Our operations are subject to risks inherent in the use of advanced medical equipment, some of which deal with radioactive substances. The failure, accident, defects, faulty maintenance or repair, or improper use or lack of timely servicing of our equipment could cause an injury to our employees or patients or other individuals. Any significant malfunction or breakdown of our equipment also may entail significant repair and maintenance costs and cause disruptions in our operations.

The table below provides details of our total repairs and maintenance expense as a percentage of our total expenses in the periods set forth:

Particular	**Fiscal 2021**		**Fiscal 2022**		**Fiscal 2023**	
	Amount (₹ million)	**Percentage of Total Expenses (%)**	**Amount (₹ million)**	**Percentage of Total Expenses (%)**	**Amount (₹ million)**	**Percentage of Total Expenses (%)**
Total repairs and maintenance expenses	43.90	2.18%	87.50	2.58%	179.63	4.13%

Any injury caused by our medical equipment in our facilities including release of radiation or leakage of substances due to equipment defects, accident, improper maintenance or inadequate operation could subject us to significant liability claims. While we have not encountered any past instance of equipment malfunction or of similar nature, we cannot assure you this will be the case in the future. Furthermore, our hospitals could be affected by severe hot weather, and we rely on cooling systems to keep both our staff and patients comfortable and safe. If these cooling systems failed for extended periods, the health of our patients and employees could be negatively affected and result in damage to our laboratory equipment, medical devices and equipment, pharmaceuticals which are required to be kept in a cooled environment.

While we seek to mitigate such risks by striving to abide by the proper processes for handling machinery and equipment, there is no assurance that we will be successful in doing so. For further information, please see "*Our Business – Environmental, Health and Safety*" on page 205. Any inability to respond to failures or malfunctions of our medical or other equipment in a timely manner or at an acceptable cost could result in harm to our employees and patients, the inability to provide services, or damage to our reputation, any of which could have a material adverse impact on our business, financial condition, results of operations, prospects and cash flows.

Because of the high costs of such medical equipment, we may not maintain back-up equipment, face the difficulty of the unavailability of spare parts and servicing, or experience equipment obsolescence. Therefore, even though we generally obtain warranties for our equipment, if such equipment is damaged or breaks down, our ability to provide services to our patients may be impaired, which could adversely affect our business.

We may also experience ambulance-related risks, such as mechanical breakdowns of the ambulance vehicle, or accidents while on the road, which can severely impede our ability to provide prompt services to patients in urgent need of our ambulance services. As of March 31, 2023, we owned 15 ambulances and engaged 16 ambulance drivers. While we provide routine maintenance of our ambulance vehicles and offer driver's safety training for our in-house ambulance drivers, we cannot assure you that such ambulance-related risks will not occur. This may adversely affect our quality of services, business, reputation, results of operation and cash flows.

33. Our operations could be impaired by failure of our in-house information technology systems or third-party technology service providers.

Our IT systems are essential to our day-to-day clinical, administrative and procurement needs and other areas including accounting and financial reporting; billing and collecting accounts; compliance; clinical systems; medical records and document storage; inventory management; monitoring quality of care and collecting data on quality measures. These systems are maintained and operated by our IT team with support from third-party technology service providers. We have invested significantly in these resources, and our ability to continue to use these platforms will depend on ongoing license fees payable and capital expenditure which we may be required to incur from time to time. Our business will be significantly impacted if there are failures in our IT systems, the maintenance and operation by third-party technology service providers, or if we are unable to negotiate favorable terms with our external technology service providers going forward. Further, we may face the risk of losing or corrupting customer data due to the factors beyond our control in relation to our third-party technology service providers, such as faulty transfer of data when we change service providers or the lack of data backup.

Any technical failure that causes an interruption in service or availability of our systems could adversely affect operations or delay the collection of revenue or cause interruptions in our ability to provide services to our patients. Corruption of certain information/ data could also lead to delayed or inaccurate diagnoses in the treatment of patients and could result in damage to the health of our patients. We and our third-party technology service providers may be subject to cyberattacks and other cybersecurity risks and threats, including computer break-ins, phishing, and social engineering. We may be subject to liability as a result of any theft or misuse of personal information stored on our systems including medical data. Although we have implemented network security measures, our servers are vulnerable to computer viruses, hacking, break-ins and similar disruptions from unauthorized tampering, which could result in unauthorized dissemination of sensitive information such as medical data, which could materially and adversely affect our reputation. Any breach of our confidentiality obligations to our patients, including due to data leakages or improper use of such medical information notwithstanding the safeguards that we have implemented, could expose us to fines, potential liabilities and legal proceedings, such as litigation or regulatory proceedings, which would adversely impact our reputation. While we have not had any past instance of cyber security breaches, we cannot assure you this will continue to be the case in the future. Any of the aforementioned events may have a material adverse impact on our business, financial condition, results of operations, prospects and cash flows.

Also see "*Risk Factors - We could be exposed to risks relating to the handling of personal information, including medical data.*" on page 53. Compliance with new and evolving privacy and security laws, regulations and requirements may result in increased operating costs and may constrain or require us to alter our business model or operations, which may in turn affect our business, financial condition, results of operations, prospects and cash flows.

34. We could be exposed to risks relating to the handling of personal information, including medical data.

Indian laws, including proposed legislation such as the draft Digital Information Security in Healthcare Act ("**DISHA**") and the Digital Personal Data Protection Bill, 2022 ("**PDP Bill**") which is yet to become effective, rules and regulations generally require body corporates/ medical institutions to protect the privacy of their patients, clients, employees/ staff or third party ("**Provider of Information**") and prohibit unauthorized disclosure of personal information, including medical data. These laws and regulations may continually change as a result of new legislation, amendments to existing legislation, changes in the enforcement policies and changes in the interpretation of such laws and regulations by the courts or the regulators. For example, the Personal Data Protection Bill, 2019, which was introduced to propose a legal framework governing the processing of personal data, was withdrawn on August 3, 2022 and thereafter a comprehensive version of the PDP Bill was released on November 18, 2022. Compliance with new and evolving privacy and security laws, regulations and requirements may result in increased operating costs and may constrain or require us to alter our business model or operations. Deficiencies in managing our information systems and data security practices may lead to leaks of personal information and sensitive personal data or information, including, medical records, test results, prescriptions and lab records, which could adversely impact our business and damage our reputation. We have taken measures to maintain the confidentiality of Provider of Information, however these measures may not always be effective in protecting sensitive personal information. Any breach of our confidentiality obligations to Provider of Information, including due to data leakages or improper use of such medical information notwithstanding the safeguards that we have implemented, could expose us to fines, potential liabilities and legal proceedings, such as litigation or regulatory proceedings, which would adversely impact our reputation. As cyber-attacks and similar events become increasingly sophisticated, we may need to incur additional costs to implement data security and privacy measures, modify or enhance our protective measures or investigate and remediate any vulnerability to cyber incidents.

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

We are responsible for establishing and maintaining adequate internal measures commensurate with the size and complexity of operations. It includes evaluation of the adequacy and effectiveness of internal systems on an ongoing basis so that our operations adhere to our policies, compliance requirements and internal guidelines. We periodically test and update our internal processes and systems and there have been no past material instances of failure to maintain effective internal controls and compliance system. However, we are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to ensure effective internal checks and balances in all circumstances.

We take reasonable steps to maintain appropriate procedures for compliance and disclosure and to maintain effective internal controls over our financial reporting so that we produce reliable financial reports and prevent financial fraud. We are also subjected to periodical audit and inspections by external regulatory and other agencies in the course of application of grants, and the renewal of licences, permits, and accreditations from various bodies. As risks evolve and develop, internal controls must be reviewed on an ongoing basis. Maintaining such internal controls requires human diligence and compliance and is therefore subject to lapses in judgment and failures that result from human error. Any lapses in judgment or failures that result from human error can affect the accuracy of our financial reporting, resulting in a loss of investor confidence and a decline in the price of our equity shares.

Further, our operations are subject to anti-corruption laws and regulations. We participate in collaborations and relationships with third parties whose actions could potentially subject us to liability under these laws or other local anti-corruption laws. If we are not in compliance with applicable anti-corruption laws, we may be subject to criminal and civil penalties, disgorgement and other sanctions and remedial measures, and legal expenses, which could have an adverse impact on our business, financial condition, results of operations and liquidity. Likewise, any investigation of any potential violations of anti-corruption laws by the relevant authorities could also have an adverse impact on our business and reputation.

For instance, we have been subject to a past instance of a penalty imposed in January 2022 of ₹ 213,495 under the Income Tax Act and the penalty imposed was fully paid by us. As we continue to grow, there can be no assurance that there will be no instances of non-compliances with statutory requirements, which may subject us to regulatory action, including monetary penalties, which may adversely affect our business and reputation.

36. We have in the past been non-compliant with certain provisions of the Companies Act, 2013, in relation to filing of form. While we had filed condonation application with relevant of authorities, we cannot assure you that such application will be resolved in our favour or we will not be penalised for any of the contraventions.

We have filed application dated March 25, 2022 before the Secretary, Ministry of Corporate Affairs, Government of India for condonation of delay in filing form MGT-14 (filing of resolutions and agreements to the registrar under section 117) with RoC in respect of special resolution passed by the shareholders at their EGM dated January 27, 2017, which was subsequently approved and the form MGT-14 was filed by our Company with the RoC. While we have taken steps to rectify the non-compliance, there can be no assurance that we will receive favourable order or that we will not be subject to penalties imposed by regulatory authorities in this respect.

37. Our developing or to be developed units, specialties, and facilities may experience delays in obtaining the required approvals, in reaching full operational capacity and may not achieve the synergies and other benefits we expect from such facilities.

We may experience delays in getting required approvals, such as for the generation, collection, reception, transport, storage, treatment and disposal of biomedical waste, approval for high tension industrial low tension service connection and the license to sell, stock or exhibit or offer for sale, or distribute certain drugs. While we have not had any past instances of such delays, we cannot assure you that we will not encounter any delays in the commencement of operations in the future. There can be no assurance that we will not be subject to penal or other actions if such delay in the development of our hospitals and services continues and we are not granted the required extensions from the relevant authorities.

We may not achieve the operating levels we expect from the newly developed hospitals or facilities, and we may not achieve our targeted returns on investments on, or benefits from, these projects. The planned facilities may not successfully integrate with our existing hospitals and healthcare business or achieve the synergies and other benefits that we expect from such expansion. There can be no assurance that we will not be subject to penal or other actions if such delay in the development of planned activities and if we are not granted the required extensions from the relevant authorities. Our new facilities may not successfully integrate with our existing hospitals and healthcare business or achieve the synergies and other benefits that we expect from such expansion. Developing and operating new facilities could also be subject to certain additional risks, including:

- delays or failure to secure approvals, permits and licenses or failure to comply with the conditions of such approvals;
- inability to obtain the requisite financing at favorable costs if at all;
- the failure to realize expected synergies and cost savings;
- difficulties arising from coordinating and consolidating corporate and administrative functions, including the integration of internal controls and procedures such as timely financial reporting;
- difficulties in recruiting and retaining doctors, nurses and other healthcare professionals at existing and new hospitals; and
- unforeseen legal, regulatory, contractual, labour or other issues.

If we are unable to manage the growth of our business or successfully commence operations of, or integrate, newly developed facilities, our reputation and ability to compete effectively could be impaired, which would have a material adverse impact on our business, financial condition, results of operations, prospects and cash flows.

38. We have outstanding litigation against us an adverse outcome of which may adversely affect our business, reputation, financial condition, and results of operations.

There are certain outstanding legal proceedings involving us which are pending at different levels of adjudication before various courts, tribunals and other authorities. Such proceedings could divert our management’s time and attention and consume financial resources in their defence or prosecution. The amounts claimed in these proceedings have been disclosed to the extent ascertainable and quantifiable and include amounts claimed jointly and severally. Any unfavourable decision in connection with such proceedings, individually or in the aggregate, could materially adversely affect our reputation, business, financial condition and results of operations.

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

(in ₹ million, unless otherwise specified)

Particulars	Criminal Proceeding	Tax Proceeding	Statutory or Regulatory Proceeding	Disciplinary actions by SEBI or Stock Exchanges against our Promoters#	Material Civil Litigation	Aggregate amount involved*
Company						
By our Company	-	-	-	N.A.	-	-
Against our Company	2	-	-	N.A.	1	5.00 + 9% interest
Directors (Other than Promoters)						
By our Directors	-	-	-	N.A.	-	-
Against our Directors	1	-	-	N.A.	-	-
Promoters						
By our Promoters	-	-	-	N.A.	-	-
Against our Promoters	2	-	-	-	-	0.74
Subsidiaries						
By our Subsidiaries	-	-	-	N.A.	-	-
Against our Subsidiaries	1	-	-	N.A.	-	0.74

\# *This is in the last five years, including outstanding action.*

* *To the extent quantifiable.*

For further information, see "*Outstanding Litigation and Material Developments*" on page 351.

Further, we have identified certain contingent liabilities arising out of matters pertaining to certain tax and medical legal matters, see "*Risk Factors - We have certain contingent liabilities that may adversely affect our business, results of operations, financial condition and prospects.*" on page 46. For further information of contingent liabilities of the Company for Fiscal 2021, 2022 and 2023, see "*Financial Information – Financial Statements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Contingent Liabilities and Off-Balance Sheet Arrangements*" on pages 250 and 343, respectively.

We cannot assure you that any of the pending matters or matters that may arise in the future will be settled in favour of us, our Promoter, our Directors, our Subsidiaries, or that no additional liability will arise out of these proceedings or disputes. Any unfavourable decision in connection with such proceedings, individually or in the aggregate, could adversely affect our reputation, business, financial condition and results of operations. Such proceedings or disputes could divert management time and attention, and consume financial resources in their defence or prosecution.

39. We enter into contracts with third-party service providers, third party administrators and insurers that could be terminated. We are also empaneled with several government organisations including Employees' State Insurance Corporation ("ESIC"), Central Government Health Scheme ("CGHS"), Ex-Servicemen Contributory Health Scheme ("ECHS"), as well as public sector undertakings and private enterprises. Any breach or termination or non-renewal of such contracts could have a material adverse impact on our business, reputation, financial condition, results of operations and prospects.

We currently rely on certain third-party service providers to provide services, such as third-party administrators to provide health insurance services. We do not have direct control over these third-party administrators, and there is no assurance that these third-party service providers will provide satisfactory services to us and our patients. These service providers may experience disruptions in their operations or service, due to factors beyond our control. If any of the operations or services of these service providers is disrupted or terminated, we may not be able to find alternative arrangements with quality and commercial terms to our satisfaction in a timely and reliable manner, or at all. Poor quality service or lapses in service from our third-party service providers may expose us to liabilities that we may not be able to recover from the service providers and may adversely affect our brand and reputation. We do not enter into any employment agreements with such personnel engaged by our third-party service providers. However, in the event that any of our third-party service providers default on their employer obligations, we may be held responsible for providing statutory benefits, including the salaries/wages of these employees, which may increase our operating expense and adversely impact our results of operations and financial condition could be adversely affected.

In addition, we may be subject to additional requirements or restrictions under the evolving labour law regime in India. For example, in our third party annual maintenance contracts and comprehensive maintenance contracts, the service provider is entitled to increase the fees payable in case of an increase in the cost relating to statutory compliances. Further, these agreements also enable the service provider to sub-delegate its responsibilities and terminate the agreement for whatsoever reason with prior notice. If we fail to comply with the new regime, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business.

Any adverse change in relationship with third-party service providers, increases in the cost of their goods and services that we are unable to pass to our patients, third party administrators or their insurers, or a sub-contractor's inability to provide us with the requisite quantity and quality services in a timely manner, our business, financial condition and results of operations could be materially and adversely affected.

We are empanelled with several of the third-party health insurance administrators and the non-life insurance companies, many government organisations including ESIC, CGHS, ECHS, as well as public sector undertakings and private enterprises. Any adverse change in our relationship with central, state and local government bodies under government schemes could materially impact our business, cash flows, financial condition and revenue from operations.

While we seek to mitigate against such risks by developing relationships with government organisations, various third-party service providers, sub-contractors, payers and insurers in order for us to contract with other third-parties in case of any termination or non-renewal of contract by a particular third party, there is no assurance that we will be successful in doing so. Any commercial disputes with such parties or any inability to renew these contracts on favorable terms or at all, could have a material adverse impact on our business, financial condition, results of operations and prospects.

40. Delays in receiving payment of outstanding dues from third parties may affect our business, financial condition, cash flows and results of operations.

The primary collection risk of our trade receivables relates to the failure by individual patients, corporate customers, government agencies and healthcare insurers/ third party administrators to pay in a timely manner and in full for the services that we have provided. Our patients pay for their medical expenses typically either by themselves or through third-party payers, which include state and local government bodies, private and public insurers and corporate entities. We cannot assure you that we will be able to collect the full principal sums from our individual patients, corporate customers or healthcare insurers. Even for those who partially pay their bills, we may not be able to collect their remaining payments in a timely manner, or at all.

The table below sets forth certain information relating to various payment arrangements, based on the revenue segment:

Revenue from	**Fiscal**					
	2021		**2022**		**2023**	
	Amount (₹ million)	**Percentage of Revenue from Operations (%)**	**Amount (₹ million)**	**Percentage of Revenue from Operations (%)**	**Amount (₹ million)**	**Percentage of Revenue from Operations (%)**
Central, state and local government bodies under government schemes	732.51	32.03%	1,176.59	29.35%	1,934.11	37.17%
Insurers acting through third party administrators	669.34	29.27%	1,227.34	30.61%	1,380.94	26.54%
Self-payers and others	884.89	38.70%	1,605.44	40.04%	1,887.88	36.28%
Total	**2,286.74**	**100.00%**	**4,009.37**	**100.00%**	**5,202.93**	**100.00%**

The revenue received through third-party payers constitutes a key component of the total revenue from our operations. Low health-insurance penetration is one of the major impediments to the growth of the healthcare delivery industry in India, as affordability of quality healthcare facilities by the lower-income groups remain an issue. Health insurance coverage has increased from 17% in Fiscal 2012 to approximately 36% in Fiscal 2020. In India, out-of-pocket ("**OOP**") expenditure on health accounted for nearly 55% of total health expenditure as of. Insurance earlier did not cover out-patient treatments as insurance companies started covering out-patient department treatments under health insurance only recently. (*Source: CRISIL Report*) Consequently, higher OOP expenses related to healthcare in India may make healthcare unaffordable for lower income households. If there is a lack of viable health insurance policies in India, demand for our medical services may not increase as expected. Additionally, lack of penetration of health insurance in India, may adversely affect our trade receivables if more patients pay out-of-pocket or require us to extend them credit terms. In the ordinary course of our business, we also experience certain delays in receiving payment from third-party payers, public sector undertakings, corporates. As a result, our business, financial condition, cash flows and results of operations could be adversely affected.

The table below sets forth information relating to our in-patient and out-patient revenue segments:

Particulars	**Fiscal 2021**	**Fiscal 2022**	**Fiscal 2023**
	(₹ million)		
In-patient Revenue	2,060.13	3,463.59	4,519.00
Out-patient Revenue	226.60	545.78	683.93
Total Revenue from operations	**2,286.74**	**4,009.37**	**5,202.93**

In Fiscal 2021, 2022 and 2023, our trade receivables turnover ratio (calculated as revenue from operations divided by average value of trade receivables) was 8.52, 6.56 and 5.39, respectively. While we seek to mitigate such risks by periodic review of the outstanding amount, regular follow-up with parties for recovery of payments and strengthening collection processes, there is no assurance that we will be successful in doing so. While we take steps to minimize our outstanding dues and receive timely payments from third parties, such as regular follow-ups and proper and complete recording or documentation, we cannot assure you that we will not experience any delays in receiving payment from third-party payers. Any delays in receiving payment of significant outstanding dues from third parties may have a material adverse impact on our business, financial condition, cash flows, results of operations and prospects.

41. Our registered office and three out of four of our hospitals are located on leased premises. Any termination, inability to renew or inability to terminate our lease agreements, or breach of our lease agreements by the counterparty, for our offices or hospitals may lead to disruptions in our operations and affect our business operations.

Other than our Jhansi-Orchha hospital, all our other hospitals and corporate office are located on leasehold land that has a term of 90 years. Further, our Company's registered office is also on lease, and for which our Company has entered into a lease agreement dated November 15, 2021 for a period of three years commencing from November 1, 2021 to October 31, 2024. For further information, see "*Our Business – Properties*" on page 205. Further, our Company had in the past received notice from the Noida Authority stating that fees in relation to the land leased from them which had been subsequently paid and no due is currently outstanding. Further, we have been allotted 1,885.15 square meters of land adjacent to our Greater Noida hospital. Further, we have emerged as the highest bidder to lease 3,660.00 square meters of land adjacent to our Noida Extension hospital. However, the process to enter into definite agreements with the authorities is currently in process and no such agreements have been entered as on the date of this Red Herring Prospectus.

Our use of the leased premises under such lease agreements is required to comply with the terms and conditions of such lease agreement. Some of our lease agreements may include onerous conditions, such as non-entitlement to terminate the agreement for a fixed period unless there was a breach or force majeure circumstances. Further, the lessors may terminate such lease agreements in the event of a breach of the terms of such lease agreements, including any delay in payment or non-payment of rent. There can be no assurance that we will be able to renew such lease agreements on commercially acceptable terms, or at all, that our lessors may not breach the terms of our lease agreements or that we may be able to terminate such lease agreements. While we have not had any disputes arising from our lease agreements in the past beyond the one disclosed above, we cannot assure you that this will be the case in the future. Further, we may encounter unforeseen problems with the premises and its condition, or enter into disputes with our lessors regarding the maintenance of the premises and other related issues.

42. Our inability to protect or use our intellectual property rights or comply with intellectual property rights of others may have a material adverse effect on our business and reputation.

We consider our brand and intellectual property to be a valuable asset. We have 'Yatharth Wellness Hospital', "Yatharth Super Speciality Hospital", "Yatharth Wellness Hospital & Trauma Centre" and "Yatharth Hospital" and our corporate logo as our registered trademarks. We have applied for registration of three trademarks under the Trade Marks Act, 1999, which are marked for objection. We cannot assure you that we will be able to successfully obtain such registrations, which may adversely affect our business, financial condition and results of operations. For further information, see "*Government and Other Approvals – Intellectual Property Registrations*" on page 361. We cannot assure that any future trademark registrations will be issued for our pending or future applications or that any of our current or future trademarks (whether registered or unregistered) will be valid, enforceable, sufficiently broad in scope, provide adequate protection of our intellectual property, or provide us with any competitive advantage. Moreover, even if the applications are approved, third parties may seek to oppose or otherwise challenge these registrations and assert intellectual property claims against us, particularly as we expand our business and the number of healthcare services we offer. We also rely on unpatented proprietary know-how, continuing technological innovation and other trade secrets to develop and maintain our competitive position.

Our failure to register or protect our intellectual property rights may also undermine our brand and result in harm to the growth of our business. If any of our confidential or proprietary information, were to be disclosed or misappropriated, or if a competitor independently developed any such information, our competitive position could be harmed. If any of our unregistered intellectual property are registered in favour of a third-party, we may not be able to claim registered ownership of such intellectual property, and consequently, we may be unable to seek remedies for infringement of those intellectual property by third parties other than relief against passing off by other entities. While we have not been subject to any past instance of infringement claims, we cannot assure you this will continue to be the case in the future. Our inability to obtain or maintain these registrations may adversely affect our competitive position. The measures we take to protect our intellectual property include relying on Indian laws and initiating legal proceedings, which may not be adequate to prevent unauthorized use of our intellectual property by third parties. For instance, we have in the past issued letters against third parties for the use of business names which are similar-sounding to ours. Notwithstanding the precautions we take to protect our intellectual property rights, it is possible that third parties may copy or otherwise infringe on our rights.

Furthermore, our tests and business processes may infringe on the intellectual property rights of others. While we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty whether we are infringing any existing third-party intellectual property rights, which may force us to alter our offerings. We may also be susceptible to claims from third parties asserting infringement and other related claims. Furthermore, we cannot be certain that the equipment suppliers, from whom we purchase equipment (including related software to operate such equipment), have all requisite third party consents and licenses for the intellectual property used in the equipment they manufacture. If such claims are raised in the future, these claims could result in costly litigation, divert management's attention and resources, subject us to significant liabilities and require us to enter into potentially expensive royalty or licensing agreements or to cease certain offerings. Infringement and other intellectual property claims, regardless of their merit, can be expensive and time-consuming to litigate. Such risks may further increase as we expand our services and the geographic scope of our marketing. Any of the aforementioned event may have a material adverse impact on our business, financial condition, results of operations and prospects.

43. Our insurance coverage may not adequately protect us and this may have an adverse effect on our business and revenues.

Our existing insurance may not be sufficient to cover all damages, whether foreseeable or not. Further, while we maintain insurance policies including standard fire and special perils insurance, motor insurance, burglary insurance, management liability (directors' and officers' liability) insurance, fire loss of profit policy, and a professional indemnity policy for breach of medical professional duty under all branches of medicine at all our hospitals., there is no certainty that such insurance will be adequate to cover all claims arising from medical negligence or malpractice. Any successful claims against us in excess of the insurance coverage may adversely affect our business, reputation, financial condition, results of operations, cash flows and prospects. The table below provides details of our insurance coverage in the periods set forth:

Particulars	As of March 31, 2021	As of March 31, 2022	As of March 31, 2023
Total assets (in ₹ million)	2,329.32	2,436.10	2,392.55
Total insurance coverage (in ₹ million)	1,200.00	1,830.39	2,319.61
Insurance coverage as a percentage of total assets (%)	**51.52%**	**75.14%**	**96.95%**

Insurance against such losses can be expensive and insurance premiums may increase in the near future. Insurance rates may also vary by specialty and other factors. The rising costs of insurance premiums could have a material adverse effect on our financial position, results of operations and cash flows. Further, we cannot assure that we will be able to renew our insurance covering all risks at commercially viable terms or at all. There can be no assurance that any claim for insurance policy maintained by us will be honoured fully, in part or on time, or that we have obtained sufficient insurance (either in amount or in terms of risks covered) to cover all material losses. We may not be insured for certain types of risks and losses that we may also be subject to, as such risks are either uninsurable or that relevant insurances are not available on commercially acceptable terms. To the extent that we suffer loss or damage for events for which we are not insured or for which our insurance is inadequate, the loss would have to be borne by us, and, as a result, our business, financial condition, results of operations and cash flows could be adversely affected. For further information on our insurance arrangements, see "*Our Business – Insurance*" on page 204.

44. Our hospitals are susceptible to risks arising on account of fire, natural disasters or other incidents.

Any serious disruption at any of the facilities that we own or invest in due to fire, natural disasters or other accidents, including due to factors outside of our control, could impair our ability to use such facilities, among other negative effects and, accordingly, have a material adverse impact on our revenues and increase our costs and expenses. We store, handle and use certain chemicals, such as alcohol, sanitizers, gases, fuel and other inflammable materials in our hospitals. In addition, any short circuit of power supply for our equipment and machines including air conditioning plants, power supplies, could result in accidents and fires that could result in injury or death to our employees, our patients, and other persons present at our facilities. While we have not had any past instances of the above, we cannot assure you that such incidents will not occur in the future.

As of the date of this Red Herring Prospectus, our operations have not suffered any major incident of fire, significant acts of vandalism or other accidents. While we have not been materially impacted by any natural disaster in the past, but we cannot assure you that these incidents will not occur in the future. Our safeguards for prevention, detection and control of fire, as well as our insurance against damage may not adequately cover all losses or liabilities that may arise from our operations, including, but not limited to, when the loss suffered is not easily quantifiable. In addition, incidents such as these typically receive wide media coverage and, as a result, may negatively impact our reputation significantly. While we insure against certain business interruption such as standard fire and special perils insurance, as well as other risks, such insurance may not adequately compensate us for all direct and indirect losses incurred as a result of natural or other disasters. Any such event may have a material adverse impact on our business, financial condition, results of operations and prospects.

45. We may be subject to labour unrest, slowdowns and work stoppages, which could affect our reputation, business, financial condition and results of operations.

Healthcare is a manpower-intensive sector and we employ a large number of doctors, staff and other people for providing care to our patients. Furthermore, India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal, and legislation that imposes certain financial obligations on employers upon retrenchment. Presently, none of our employees of our hospitals are unionized. In the event that employees seek to unionize, it may become difficult for us to maintain flexible labour policies, and may increase our costs and adversely affect our business. While we have not experienced any major instance of labour unrest, slowdowns or work stoppages, any disruption in services due to any potential strikes may affect our reputation, business, financial condition and results of operations.

46. We are exposed to the risks associated to foreign exchange fluctuations, which could adversely affect our financial condition, results of operations and cash flows.

Our business operations could be affected by foreign exchange fluctuations, in terms of our medical tourism segment and certain operational costs and expenses, as we intend to grow our medical tourism segment in the future. As the revenue generated from medical tourism may involve transactions with our patients or payers in foreign currencies, we may be adversely affected by the fluctuations in the foreign exchange which could impact about financial condition, results of operations and cash flows.

The table below provides details of the exports of services and capital equipments imported by us in Fiscal 2021, 2022 and 2023:

Category	Fiscal 2021 (₹ million)	Fiscal 2022 (₹ million)	Fiscal 2023 (₹ million)
Export of Services	Nil	Nil	3.21
Import and Advance	10.01	3.00	41.21

The impact of foreign exchange fluctuations on our purchase of capital equipment, and costs of medicine and pharmaceutical consumables from our vendors and suppliers could also adversely affect our financial condition, results of operations and cash flows.

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

We have in the course of our business entered into, and will continue to enter into, several transactions with our related parties. We cannot assure you that we will receive similar terms in our related party transactions in the future. While we believe that all such related party transactions that we have entered into in last three fiscals are legitimate business transactions conducted on an arms' length basis, in compliance with the requirements stipulated in Companies Act, 2013, and relevant Accounting Standards and other statuary compliances, we cannot assure you that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. Any further transactions with our related parties could involve conflicts of interest.

While we have not had any conflict of interest in relation to our equity shareholders in the past, we cannot assure you that such conflicts will not arise in the future. Further, we cannot assure you that such transactions, individually or in the aggregate, will not have any adverse effect on our business and financial results, including because of potential conflicts of interest or otherwise. The table below provides details of our related party transactions in the periods set forth:

Vertical	Fiscal 2021		Fiscal 2022		Fiscal 2023	
	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)
Aggregate amount of related party transactions	474.94	20.77%	1,017.48%	25.39%	842.06	16.18%

For further information on our related party transactions, see "*Financial Statement – Annexure VI – 36. Related Party Transactions*" on page 298.

48. Certain of our Directors and Key Managerial Personnel hold Equity Shares in our Company and are therefore interested in our performance in addition to their remuneration and reimbursement of expenses.

Certain of our Executive Directors are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses and such interests are to the extent of their and their relatives' shareholding in our Company, payment of dividend or distributions thereon. For the payments that are made by our Company to related parties, see "*Financial Statements – Annexure VI – 36. Related Party Transactions*" on page 298. We cannot assure you that our Directors and Key Managerial Personnel will exercise their rights to the benefit and best interest of our Company. As Shareholders of our Company, our Directors and Key Managerial Personnel 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.

49. We have in this Red Herring Prospectus included certain Non-GAAP Measures and certain other industry measures related to our operations and financial performance. These Non-GAAP Measures and industry

measures may vary from any standard methodology that is applicable across the Indian healthcare industry, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies.

Certain Non-GAAP Measures and certain other industry measures relating to our operations and financial performance have been included in this Red Herring Prospectus. We have disclosed such Non-GAAP Measures and such other industry related statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of companies engaged in the Indian healthcare industry, many of which provide such Non-GAAP Measures and other industry related statistical and operational information. Such supplemental financial and operational information is therefore of limited utility as an analytical tool, and investors are cautioned against considering such information either in isolation or as a substitute for an analysis of our audited financial statements as reported under applicable accounting standards disclosed elsewhere in this Red Herring Prospectus.

These Non-GAAP Measures and such other industry related statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable to the industry and are not measures of operating performance or liquidity defined by generally accepted accounting principles, and therefore may not be comparable to financial measures and industry related statistical information of similar nomenclature that may be computed and presented by other healthcare providers in India. For further information, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures*" on page 334.

50. Industry information included in this Red Herring Prospectus has been derived from an industry report commissioned by us, and paid for by us for such a purpose.

We have availed the services of an independent third-party research agency, CRISIL Limited, appointed by us pursuant to engagement letter dated June 20, 2023, to prepare an industry report titled "*Assessment of the Healthcare Delivery Market in India*" dated July 2023 (the "**CRISIL Report**"), that has been exclusively commissioned and paid for by us, for purposes of inclusion of such information in this Red Herring Prospectus. A copy of the CRISIL Report is available on the website of our Company at https://www.yatharthhospitals.com/investors. Given the scope and extent of the CRISIL Report, disclosures are limited to certain excerpts and the CRISIL Report has not been reproduced in its entirety in this Red Herring Prospectus. There are no parts, data or information (which may be relevant for the proposed issue), that has been left out or changed in any manner. The report is a paid report, and is subject to various limitations and based upon certain assumptions that are subjective in nature. Also see, "*Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data"* on page 23.

51. Conflicts of interest may arise out of common business objects between our Company and our Subsidiaries.

Our Subsidiaries, AKS Medical & Research Private Limited and Ramraja are involved in the same line of business as that of our Company. While we have not perceived any conflicts of interest in this regard as on date, in the event that we perceive any conflicts of interest in the future, we may be required to assess such potential conflicts of interest and take appropriate steps to address such conflicts of interest. For further information, see "*Our Subsidiaries*" on page 224.

52. We have issued Equity Shares at price that may be lower than the Offer Price in the last 12 months.

Pursuant to the Pre-IPO Placement, our Company has allotted the Equity Shares to the following allottees on July 6, 2023:

S. No.	Name of the allottee	Issue Price (₹)	Number of Equity Shares allotted
1.	Plutus wealth Management LLP	300	2,000,000
2.	Think India Opportunities Master Fund LP	300	1,000,000
3.	Rosy Blue Diamonds Private Limited	300	433,334
4.	Vikas Vijaykumar Khemani	300	333,333
5.	Viraj Russell Mehta	300	233,333

The price of Equity Shares in such allotment may be lower than the Offer Price. For details, see "*Capital Structure - Notes to the Capital Structure - Share Capital History of our Company*" on page 91.

53. The emergence and effects related to a pandemic, epidemic or outbreak of an infectious disease could adversely affect our operations.

If a pandemic, epidemic, outbreak of an infectious disease or other public health crisis were to occur in an area in which we operate, our operations could be adversely affected. Such a crisis could diminish the public trust in healthcare facilities, especially hospitals that fail to accurately or timely diagnose, or are treating (or have treated) patients affected by infectious diseases. If any of our facilities were involved, or perceived as being involved, in treating patients from such an infectious disease, patients might cancel elective procedures or fail to seek needed care at our facilities. Further, a pandemic, epidemic or outbreak might adversely affect our operations by causing a temporary shutdown or diversion of patients, by disrupting or delaying production and delivery of materials and products in the supply chain or by causing staffing shortages in our facilities. We have disaster plans in place and operate pursuant to infectious disease protocols, but the potential emergence of a pandemic, epidemic or outbreak is difficult to predict and could have a material adverse impact on our business, financial condition, results of operations and prospects.

54. We have not been able to trace certain corporate records of our Subsidiary, Ramraja Multispeciality Hospital & Trauma Centre Private Limited and cannot assure you that we will not be subject to penalties imposed by regulatory authorities.

Our Company acquired Ramraja pursuant to a share purchase agreement dated February 18, 2022 and has not been able to trace certain corporate records. Pursuant to the acquisition, the erstwhile management of Ramraja could not locate and provide to our Company certain corporate records, which include:

- Minute books and attendance records of board and general meetings;
- Register of directors, managers and other key person's appointment or resignation;
- Certain forms required under the Companies Act, 2013 such as Form MBP-1 provided by directors at the time of appointment or otherwise provided periodically;
- Register of allotment and transfer of shares and other securities;
- Register of investment and other assets, including fixed assets; and
- Records of various filing with the Registrar of Companies, Kanpur at Uttar Pradesh.

We cannot assure you that the abovementioned corporate records will be available in the future. Further, we cannot assure you that Ramraja has filed such forms and filings in a timely manner or at all, in the past. Although no regulatory action/ litigation is pending against us in relation to such untraceable secretarial and other corporate records and documents, we cannot assure you that we will not be subject to penalties imposed by regulatory authorities in this respect.

55. Our quarterly results may fluctuate for a variety of reasons and may not fully reflect the underlying performance of our business.

Upon listing of the Equity Shares, our Company will be required to publish its financial results for each quarter of the Fiscal, in accordance with the Listing Regulations. Our quarterly financial results may fluctuate due to a variety of factors, many of which are outside of our control and, as a result, may not fully reflect the underlying performance of our business. Other factors that may affect our quarterly financial results also include: the amount and timing of operating expenses related to the maintenance and expansion of our business, operations and infrastructure; general economic, political, weather, industry and market conditions; changes in our pricing policies or those of our competitors and suppliers; the timing and success of new service introductions by us and our competitors or any other change in the competitive dynamics of the Indian healthcare industry, including consolidation among competitors or strategic partners.

Our quarterly operating results may therefore vary significantly in the future, and period-to-period comparisons of our operating results may not be meaningful. Accordingly, the results of any one quarter may not be reliable as an indicator of future performance. Further, any delay in filing these quarterly results will also result in additional costs for us.

External Risks

56. The determination of the Price Band is based on various factors and assumptions and the Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Offer. Further, the current market price of some securities listed pursuant to certain previous issues managed by the BRLMs is below their respective issue prices.

The determination of the Price Band is based on various factors and assumptions, and will be determined by our Company and Selling Shareholders in consultation with the BRLMs. Furthermore, the Offer Price of the Equity Shares will be determined by our Company and Selling Shareholders in consultation with the BRLMs through the Book Building Process. These will be based on numerous factors, including factors as described under "*Basis for Offer Price*" on page 126 and may not be indicative of the market price for the Equity Shares after the Offer.

For further information, see "*Other Regulatory and Statutory Disclosures – Price information of past issues handled by the BRLMs*" on page 368. The factors that could affect the market price of the Equity Shares include, among others, broad market trends, financial performance and results of our Company post-listing, and other factors beyond our control. We cannot assure you that an active market will develop or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing.

57. Recent global economic conditions have been challenging and continue to affect the Indian market, which may adversely affect our business, financial condition, results of operations and prospects.

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India and could then adversely affect our business, financial performance and the price of our Equity Shares.

Any other global economic developments or the perception that any of them could occur may continue to have an adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of our equity shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

58. Political, economic changes in India or other factors that are beyond our control may have an adverse effect our business, financial performance and prospects.

We are incorporated in India and we conduct our corporate affairs and our business in India. Consequently, our business, operations, financial performance and the market price of our Equity Shares will be affected by interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India. These external risks include:

- increase in interest rates may adversely affect our access to capital and increase our borrowing costs, which may constrain our ability to grow our business and operate profitably;

- political instability, resulting from a change in government or economic and fiscal policies, may adversely affect economic conditions in India. In recent years, India has implemented various economic and political reforms. Reforms in relation to land acquisition policies and trade barriers have led to increased incidents of social unrest in India over which we have no control;

- strikes, lock-outs, work stoppages or increased wage demands by employees, suppliers or other service providers;

- civil unrest, acts of violence, terrorist attacks, regional conflicts, or war;

- any act of God and its consequent impact on public and economy;
- epidemics or any other public health emergency in India or in countries in the region or globally, including in India's various neighboring countries;
- decline in India's foreign exchange reserves which may affect liquidity in the Indian economy;
- macroeconomic factors and central bank regulation, including in relation to interest rates movements which may in turn adversely impact our access to capital and increase our borrowing costs;
- downgrading of India's sovereign debt rating by rating agencies; and
- international business practices that may conflict with other customs or legal requirements to which we are subject to, including anti-bribery and anti-corruption laws; being subject to the jurisdiction of foreign courts, including uncertainty of judicial processes and difficulty enforcing contractual agreements or judgments in foreign legal systems or incurring additional costs to do so.

Our performance and the growth of our business depend on the performance of the Indian economy and the economies of the regional markets we currently serve. Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, it may have a material adverse impact on our business, financial condition, results of operations and prospects and the trading price of the Equity Shares.

59. Various challenges currently faced by the healthcare industry in India may adversely affect our business, results of operations and financial condition.

Our business is affected by various challenges currently faced by the Indian healthcare industry, including the provision of quality healthcare in a competitive environment and managing costs at the same time. We face competition from government-owned hospitals, other private hospitals, clinics, hospitals operated by non-profit organizations. Furthermore, healthcare costs in India have increased significantly over the past decade, and there have been and may continue to be proposals by legislators and regulators to limit the rate of increase, cap the margins, fix the price of procedures and diagnostics, or lower, healthcare costs in India. Certain proposals by the GoI, if passed, could impose, among other things, limitations on the prices we will be able to charge for our services.

In addition, our business, results of operations and cash flows may be adversely affected by other factors that affect the broader Indian healthcare industry, such as:

- general economic conditions which adversely impact the quantum of disposable income that can be allocated for healthcare services;
- temporary requisitioning of the healthcare facilities due to any pandemic such as COVID-19;
- demographic changes, such as the increase in the percentage of elderly patients, which could result in increased government expenditures for healthcare services, in turn resulting in proposals to limit the rate of increase of healthcare costs or introduction of price caps on various elements of healthcare services in India;
- seasonal cycles of illness as a function of varying climate, weather conditions and disease outbreaks; and
- recruitment and retention of qualified healthcare professionals including pay scale of such healthcare professionals.

While we seek to mitigate such risks by taking appropriate actions in response to such changes, there is no assurance that we will be successful in doing so. Any failure by us to effectively address these and other factors could have a material adverse impact on our business, financial condition, results of operations and prospects.

60. Any downgrading of India's sovereign debt rating by an international rating agency could have a negative impact on our business and results of operations.

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms on which we are able to finance future capital expenditure or refinance any existing indebtedness. A downgrading of India's credit ratings may occur, for reasons beyond our control such as, upon a change of government tax or fiscal policy. This could have an adverse effect on our ability to fund our growth on favorable terms or at all, and consequently an adverse effect on our business, financial conditions, results of operations and the price of the Equity shares.

61. If there is any change in laws or regulations, including taxation laws, or their interpretation, such changes may significantly affect our financial statements.

The regulatory environment in which we operate is evolving and is subject to change. The GoI may implement new laws or other regulations that could affect the industry in which we operate, which could lead to new compliance requirements. New compliance requirements could increase our costs or otherwise adversely affect our business, financial condition and results of operations. Further, the manner in which new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations. Accordingly, any adverse regulatory change in this regard could increase our operational cost.

The Income Tax Act, 1961 ("**IT Act**") was amended to provide domestic companies an option to pay corporate income tax at the effective rate of approximately 25.17% (inclusive of applicable surcharge and health and education cess), as compared to effective rate of 34.94% (inclusive of applicable surcharge and health and education cess), provided such companies do not claim certain specified deductions or exemptions. Further, where a company has opted to pay the reduced corporate tax rate, the minimum alternate tax provisions would not be applicable. Any such future amendments may affect our ability to claim exemptions that we have historically benefited from, and such exemptions may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability.

Earlier, distribution of dividends by a domestic company was subject to Dividend Distribution Tax ("**DDT**"), in the hands of the company at an effective rate of 20.56% (inclusive of applicable surcharge and health and education cess). Such dividends were generally exempt from tax in the hands of the shareholders. However, the GoI has amended the IT Act to abolish the DDT regime. Accordingly, any dividend distributed by a domestic company is subject to tax in the hands of the investor at the applicable rate. Additionally, the Company is required to withhold tax on such dividends distributed at the applicable rate.

Further, the GoI has notified the Finance Act, 2023 ("**Finance Act**"), which has introduced various amendments to the IT Act. As such, there is no certainty on the impact that the Finance Act may have on our business and operations or on the industry in which we operate. In addition, unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations, and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent, may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

Additionally, the GoI has recently introduced (a) the Code on Wages, 2019; (b) the Code on Social Security, 2020; (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020 which consolidate, subsume and replace numerous existing central labour legislations. While the rules for implementation under these codes have not been notified, the implementation of such laws could increase our employee and labor costs, thereby adversely impacting our results of operations, cash flows, business and financial performance.

Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. For instance, the Supreme Court of India has in a decision clarified the components of basic wages which need to be considered by companies while making provident fund payments, which resulted in an increase in the provident fund payments to be made by companies. Any such decisions in future or any further changes in interpretation of laws may have an impact on our results of operations.

Similarly, changes in other laws may require additional compliances and/or result in us incurring additional expenditure. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

62. Financial instability in other countries may cause increased volatility in Indian financial markets.

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Financial turmoil in Asia, United States, United Kingdom, Russia and elsewhere in the world in recent years has adversely affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. Financial disruptions could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows. Further, economic developments globally can have a significant impact on our principal markets. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy.

These developments, or the perception that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have a material adverse effect on our business, financial condition and results of operations and reduce the price of the Equity Shares.

63. A slowdown in economic growth in India or political instability could adversely affect our business.

Our performance and the growth of our business are necessarily dependent on the health of the overall Indian economy. In the recent past, Indian economy has been affected by global economic uncertainties and liquidity crisis, domestic policy and political environment, volatility in interest rates, currency exchange rates, commodity and electricity prices, adverse conditions affecting agriculture, rising inflation rates and various other factors. Risk management initiatives by banks and lenders in such circumstances could affect the availability of funds in the future or the withdrawal of our existing credit facilities. The Indian economy is undergoing many changes and it is difficult to predict the impact of certain fundamental economic changes on our business. Conditions outside India, such as a slowdown or recession in the economic growth of other major countries, have an impact on the growth of the Indian economy. Additionally, an increase in trade deficit, a downgrading in India’s sovereign debt rating or a decline in India’s foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our business. Any downturn in the macroeconomic environment in India could adversely affect our business, financial condition, results of operation and the trading price of our Equity Shares. Volatility, negativity, or uncertain economic conditions could undermine the business confidence and could have a significant impact on our results of operations. Changing demand patterns and economic volatility and uncertainty could have a material adverse impact on our business, financial condition, results of operations and prospects.

64. If inflation were to rise in India, we might not be able to increase the prices of our services at a proportional rate thereby reducing our margins.

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of land, wages, medical supplies and equipment, manpower and other expenses relevant to our business.

High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our patients, whether entirely or in part, and may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or entirely offset any increases in costs with increases in prices for our services. In such case, our business, results of operations, cash flows and financial condition may be adversely affected. High inflation rates may also adversely impact the amount of disposable income of people which can spend on our healthcare services.

Further, the Government has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

65. We may be affected by competition law, the adverse application or interpretation of which could adversely affect our business.

The Competition Act, 2002, of India, as amended ("**Competition Act**"), regulates practices having an appreciable adverse effect on competition ("**AAEC**") in the relevant market in India. Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an AAEC is considered void and may result in the imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or the provision of services or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or number of customers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise. If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be also guilty of the contravention and may be punished.

On March 4, 2011, the Government notified and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to and pre-approved by the Competition Commission of India (the "**CCI**"). Additionally, on May 11, 2011, the CCI issued Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India.

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

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

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

We are incorporated under the laws of India and all our Directors and key management personnel reside in India. All of our assets are also located in India. As a result, it may be difficult for investors to effect service of process upon us or such persons outside India or to enforce judgments obtained against our Company or such parties outside India.

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

Among other jurisdictions, the United Kingdom, United Arab Emirates, Singapore and Hong Kong have been declared by the government to be reciprocating territories for the purposes of Section 44A of the CPC. A judgment of a court of a country which is not a reciprocating territory may be enforced in India only by a suit upon the judgment under Section 13 of the CPC, and not by proceedings in execution. Section 13 of the CPC provides that foreign judgments shall be conclusive regarding any matter directly adjudicated upon except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or refusal to recognize the law of India in cases to which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; and/ or (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. Section 44A of the CPC provides that where a certified copy of a decree of any superior court, within the meaning of that Section, obtained in any country or territory outside India which the government has by notification declared to be in a reciprocating territory, may be enforced in India by proceedings in execution as if the judgment had been rendered by a district court in India. However, Section 44A of the CPC is applicable only to monetary decrees and does not apply to decrees for amounts payable in respect of taxes, other charges of a like nature or in respect of a fine or other penalties and does not apply to arbitration awards (even if such awards are enforceable as a decree or judgment). The suit must be brought in India within three years from the date of judgment in the same manner as any other suit filed to enforce a civil liability in India.

However, the party in whose favor such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in the United States or other such jurisdiction within three years of obtaining such final judgment. It cannot be assured that a court in India would award damages on the same basis as a foreign court if an action were brought in India. Furthermore, it is unlikely that an Indian court will enforce foreign judgments if it views the amount of damages awarded as excessive or inconsistent with Indian public policy. A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the RBI to repatriate any amount recovered pursuant to the execution of such foreign judgment.

67. Rights of shareholders of companies under Indian law may be more limited than under the laws of other jurisdictions.

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors' fiduciary duties, responsibilities and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law, including in relation to class actions, may not be as extensive and widespread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholder in an Indian company than as a shareholder of an entity in another jurisdiction.

Risks Relating to the Equity Shares

68. An investment in the Equity Shares is subject to general risks related to investments in Indian companies.

We are incorporated in India and all of our assets and employees are located in India. Consequently, our business, results of operations, financial condition and the market price of the Equity Shares will be affected by changes in interest rates in India, policies of the Government of India, including taxation policies along with policies relating to industry, political, social and economic developments affecting India.

69. Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares and dividend received.

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company is generally taxable in India. A securities transaction tax ("**STT**") is levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain realized on the sale of listed equity shares held for more than 12 months may be subject to long-term capital gains tax in India at the specified rates depending on certain factors, such as STT paid, the quantum of gains and any available treaty exemptions. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realized on the sale of our Equity Shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. While non-residents may claim tax treaty benefits in relation to such capital gains income, generally, Indian tax treaties do not limit India's right to impose tax on capital gains arising from the sale of shares of an Indian company.

The Finance Act, 2020 had stipulated that the sale, transfer and issue of certain securities through exchanges, depositories or otherwise to be charged with stamp duty. The Finance Act, 2020 also clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of certain securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of certain securities, other than debentures, on a delivery basis is currently specified under the Finance Act, 2020 at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. These amendments have come into effect from July 1, 2020. Under the Finance Act, 2020, any dividends paid by an Indian company will be subject to tax in the hands of the shareholders at applicable rates. Such taxes will be withheld by the Indian company paying dividends. Further, the Finance Act, 2021, which followed, removed the requirement for DDT to be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares.

More recently, the GoI has notified the Finance Act, 2023, which has introduced various amendments to the IT Act. We have not fully determined the impact of these recent and proposed laws and regulations on our business. We cannot predict whether the amendments made pursuant to the Finance Act, 2023 would have an adverse effect on our business, financial condition, future cash flows and results of operations. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

70. Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.

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

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

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior RBI approval will be required. Further, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to an extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Rules, investments where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained with or without any particular terms or conditions or at all.

We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all. For further information, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 404.

72. Any future issuance of Equity Shares may dilute your shareholding and sale of Equity Shares by the Promoters may adversely affect the trading price of the Equity Shares.

We may be required to finance our growth, whether organic or inorganic, through future equity offerings. Any future equity issuances by us, including a primary offering, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us (including under an employee benefit scheme) or disposal of our Equity Shares by the Promoters or any of our other principal shareholders or any other change in our shareholding structure to comply with minimum public shareholding norms applicable to listed companies in India or any public perception regarding such issuance or sales may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. There can be no assurance that we will not issue further Equity Shares or that our existing shareholders including our Promoters will not dispose of further Equity Shares after the completion of the Offer (subject to compliance with the lock-in provisions under the SEBI ICDR Regulations) or pledge or encumber their Equity Shares. Any future issuances could also dilute the value of shareholder's investment in the Equity Shares and adversely affect the trading price of our Equity Shares. Such securities may also be issued at prices below the Offer Price. We may also issue convertible debt securities to finance our future growth or fund our business activities. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares.

73. We cannot assure payment of dividends on the Equity Shares in the future. 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.

We have not declared or paid any dividends. For further information, see "*Dividend Policy*" on page 249. Our ability to pay dividends in the future will depend on a number of factors identified in the dividend policy of our Company. The dividend, if any, will depend on a number of internal and external factors, including but not limited to distributable surplus available as per the Companies, Act, 2013 and applicable regulations, stability of earnings of our Company and its subsidiaries/associate companies/other ventures, cash flow of our Company and its subsidiaries/associate companies/other ventures from operations, future organic and inorganic growth plans and reinvestment opportunities, industry outlook and stage of business cycle for underlying business, macroeconomic and business conditions, prevailing taxation policy or any amendments expected thereof and past dividend trends. The declaration and payment of dividends will be recommended by the Board and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act 2013. We may retain all future earnings, if any, for use in the operations and expansion of the business. As a result, we may not declare dividends in the foreseeable future. We cannot assure you that we will be able to pay dividends in the future. Accordingly, realization of a gain on Shareholders' investments will depend on the appreciation of the price of the Equity Shares. There is no assurance that our Equity Shares will appreciate in value.

74. Investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Offer.

The Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. Investors' book entry, or 'demat' accounts with depository participants in India, are expected to be credited within one working day of the date on which the Basis of Allotment is approved by the Stock Exchanges. The Allotment of Equity Shares in the Offer and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately five Working Days from the Bid/ Offer Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within six Working Days of the Bid/ Offer Closing Date. There could be a failure or delay in listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

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

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

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

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

77. A third-party could be prevented from acquiring control of us post this Offer, because of anti-takeover provisions under Indian law.

As a listed Indian entity, there are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company. Under the Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company after completion of the Offer. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to our shareholders, such a takeover may not be attempted or consummated because of Takeover Regulations.

78. Our Equity Shares have never been publicly traded and may experience price and volume fluctuations following the completion of the Offer, an active trading market for the Equity Shares may not develop, the price of our Equity Shares may be volatile may not be indicative of the market price of the Equity Shares after the Offer and you may be unable to resell your Equity Shares at or above the Offer Price or at all.

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for our Equity Shares will develop or, if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares is proposed to be determined through a book building process. This price will be based on numerous factors, as described in the section "*Basis for Offer Price*" on page 126. This price may not necessarily be indicative of the market price of our Equity Shares after the Offer is completed. You may not be able to re-sell your Equity Shares at or above the Offer price and may as a result lose all or part of your investment.

Our Equity Shares are expected to trade on NSE and BSE after the Offer, but there can be no assurance that active trading in our Equity Shares will develop after the Offer, or if such trading develops that it will continue. Investors may not be able to sell our Equity Shares at the quoted price if there is no active trading in our Equity Shares.

There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after this Offer could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Red Herring Prospectus.

The Offer Price will be determined by the Book Building Process and may not be indicative of prices that will prevail in the open market following the Offer. The market price of our Equity Shares may be influenced by many factors, some of which are beyond our control, including:

- the failure of security analysts to cover the Equity Shares after this Offer, or changes in the estimates of our performance by analysts;
- the activities of competitors and suppliers;
- future sales of the Equity Shares by us or our shareholders;
- investor perception of us and the industry in which we operate;
- our quarterly or annual earnings or those of our competitors;
- developments affecting fiscal, industrial or environmental regulations;
- the public's reaction to our press releases and adverse media reports; and
- general economic conditions.

A decrease in the market price of our Equity Shares could cause the loss of some or all of the investment of our investors. In addition, the stock market often experiences price and volume fluctuations that are unrelated or disproportionate to the operating performance of a particular company. These broad market fluctuations and industry factors may materially reduce the market price of the Equity Shares, regardless of our Company's performance. As a result of these factors, there can be no assurance that the investor will be able to resell their Equity Shares at or above the Offer Price.

79. There is no assurance that our Equity Shares will be listed on the Stock Exchanges in a timely manner or at all.

In accordance with Indian law and practice, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until Allotment of Equity Shares pursuant to this Offer.

In accordance with current regulations and circulars issued of SEBI, our Equity Shares are required to be listed on the stock exchanges within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure that the trading in our Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

80. Compliance with provisions of Foreign Account Tax Compliance Act may affect payments on the Equity Shares.

The U.S. "Foreign Account Tax Compliance Act" (or "**FATCA**") imposes a new reporting regime and potentially, imposes a 30% withholding tax on certain "foreign passthru payments" made by certain non-U.S. financial institutions (including intermediaries).

If payments on the Equity Shares are made by such non-U.S. financial institutions (including intermediaries), this withholding may be imposed on such payments if made to any non-U.S. financial institution (including an intermediary) that is not otherwise exempt from FATCA or other holders who do not provide sufficient identifying information to the payer, to the extent such payments are considered "foreign passthru payments". Under current guidance, the term "foreign passthru payment" is not defined and it is therefore not clear whether and to what extent payments on the Equity Shares would be considered "foreign passthru payments". The United States has entered into intergovernmental agreements with many jurisdictions (including India) that modify the FATCA withholding regime described above. It is not yet clear how the intergovernmental agreements between the United States and these jurisdictions will address "foreign passthru payments" and whether such agreements will require us or other financial institutions to withhold or report on payments on the Equity Shares to the extent they are treated as "foreign passthru payments". Prospective investors should consult their tax advisors regarding the consequences of FATCA, or any intergovernmental agreement or non-U.S. legislation implementing FATCA, to their investment in Equity Shares.

81. Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition.

Our Restated Consolidated Financial Information for Fiscal 2021, 2022 and 2023, have been prepared and presented in conformity with Ind AS. Ind AS differs in certain significant respects from Indian GAAP, IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. If our financial statements were to be prepared in accordance with such other accounting principles, our results of operations, cash flows and financial position may be substantially different. Prospective investors should review the accounting policies applied in the preparation of our financial statements and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Red Herring Prospectus should be limited accordingly.

SECTION III: INTRODUCTION

THE OFFER

The following table sets forth details of the Offer:

Offer*	Up to [●] Equity Shares aggregating up to ₹ [●] million
of which:	
Fresh Issue(1)*	Up to [●] Equity Shares aggregating up to ₹ 4,900.00 million
Offer for Sale(2)	Up to 6,551,690 Equity Shares aggregating up to ₹ [●] million by the Selling Shareholders
The Offer consists of:	
QIB Portion(3)(4)	Not more than [●] Equity Shares aggregating up to ₹[●] million
of which:	
- Anchor Investor Portion	Up to [●] Equity Shares
of which	
Available for allocation to domestic Mutual Funds only	At least [●] Equity Shares
- Net QIB Portion (assuming the Anchor Investor Portion is fully subscribed)	[●] Equity Shares
of which:	
a) Mutual Fund Portion (5% of the Net QIB Portion)	[●] Equity Shares
b) Balance for all QIBs including Mutual Funds	[●] Equity Shares
Non-Institutional Portion	Not less than [●] Equity Shares aggregating up to ₹[●] million
of which	
- One-third of the Non-Institutional Portion available for allocation to Non-Institutional Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000	[●] Equity Shares
- Two-third of the Non-Institutional Category available for allocation to Non-Institutional Bidders with an application size of more than ₹ 1,000,000	[●] Equity Shares
Retail Portion	Not less than [●] Equity Shares aggregating up to ₹[●] million
Pre and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as of the date of this Red Herring Prospectus)	69,516,900 Equity Shares
Equity Shares outstanding after the Offer	[●] Equity Shares
Use of Net Proceeds	See "*Objects of the Offer*" on page 104 for information about the use of the proceeds from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.

* *Our Company has undertaken a Pre-IPO Placement by way of private placement of 4,000,000 Equity Shares for cash at a price of ₹ 300 per Equity Share aggregating to ₹ 1,200.00 million, in consultation with the BRLMs, pursuant to the resolution of the Board dated July 6, 2023. The size of the Fresh Issue of up to ₹ 6,100.00 million has been reduced by ₹ 1,200.00 million pursuant to the Pre-IPO Placement, and accordingly, the Fresh Issue size is up to ₹ 4,900.00 million.*

(1) *The Fresh Issue has been authorized by a resolution of our Board dated February 21, 2022 and by a special resolution of our Shareholders dated February 21, 2022. Further, our Board has taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to its resolution dated March 25, 2022.*

(2) *Each Selling Shareholder, severally and not jointly, confirms that the Offered Shares have been held by them for a period of at least one year prior to the filing of the Draft Red Herring Prospectus, and are accordingly eligible for being offered for sale in the Offer as required by the SEBI ICDR Regulations. For more details, see "Capital Structure" beginning on page 91. The Selling Shareholders have confirmed and approved their participation in the Offer for Sale as set out below:*

S. No.	Name of Selling Shareholders	Equity Shares offered in the Offer for Sale (in ₹ million)	Date of consent letter
1.	Vimla Tyagi	Up to 3,743,000 Equity Shares aggregating up to ₹ [●] million	March 25, 2022
2.	Prem Narayan Tyagi	Up to 2,021,200 Equity Shares aggregating up to ₹ [●] million	March 25, 2022
3.	Neena Tyagi	Up to 787,490 Equity Shares aggregating up to ₹ [●] million	March 25, 2022

(3) *Our Company and the Selling Shareholders in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. 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 Net QIB Portion. 5% 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 (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer*

Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see "Offer Procedure" on page 384.

(4) *Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company and the Selling Shareholders in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable law.*

(5) *Not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders of which one-third of the Non-Institutional Portion will be available for allocation to Non-Institutional Bidders with a Bid size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds of the Non-Institutional Portion will be available for allocation to Non-Institutional Bidders with a Bid size of more than ₹ 1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Non-Institutional Bidders in the other sub-category of Non-Institutional Portion.*

Allocation to Bidders in all categories, except the Anchor Investor Portion, Non-Institutional Portion and the Retail Portion, of any, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price, as applicable. The allocation to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. The allocation to each Non-Institutional Bidder shall not be less than Minimum NIB Application Size, subject to the availability of Equity Shares in Non-Institutional Bidders' category, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis or in any other manner as introduced under applicable laws. Allocation to Anchor Investors shall be on a discretionary basis. For details, see "*Offer Procedure*" on page 384.

For details of the terms of the Offer, see "*Terms of the Offer*" on page 375.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth the summary financial information derived from the Restated Consolidated Financial Information as of and for the Fiscals ended March 31, 2023, March 31, 2022 and March 31, 2021. The summary financial information presented below should be read in conjunction with "*Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 250 and 314, respectively.

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RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(In ₹ million, unless otherwise provided)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
A. ASSETS			
Non-Current Assets			
a. Property, plant and equipment	2,553.09	2,577.81	2,428.37
b. Intangible assets	-	0.07	-
c. Capital work in progress	-	-	-
d. Right-of-use assets	35.12	56.12	75.63
e. Goodwill	397.01	397.01	4.12
f. Financial Assets			
i) Other financial assets	19.56	22.25	15.94
g. Deferred Tax Assets	82.79	54.53	-
h. Other non-current assets	9.41	58.45	70.44
Total non-current assets	**3,096.98**	**3,166.23**	**2,594.50**
Current Assets			
a. Inventories	60.70	51.95	33.90
b. Financial assets:			
i) Trade receivables	1,076.44	855.38	367.65
ii) Cash and cash equivalents	374.32	117.07	50.00
iii) Bank Balance other than (ii) above	10.11	3.74	1.52
c. Current Tax assets (Net)	111.78	30.23	18.06
d. Other current assets	129.31	35.63	22.09
Total current assets	**1,762.67**	**1,094.00**	**493.21**
TOTAL ASSETS	**4,859.66**	**4,260.23**	**3,087.71**
B. EQUITY AND LIABILITIES			
Equity			
a. Equity Share Capital	655.17	655.17	163.79
b. Other Equity	1,174.47	513.68	560.76
Equity attributable to the owners of the company	**1,829.64**	**1,168.85**	**724.55**
Non-controlling interest	-	-	82.28
Total equity	**1,829.64**	**1,168.85**	**806.83**
Non-Current Liabilities			
a. Financial Liabilities			
i) Borrowings	2,005.94	2,073.82	1,637.18
ii) Lease liabilities	15.91	36.74	54.76
b. Provisions	12.99	9.78	0.41
c. Deferred tax liabilities (Net)	-	-	38.52
Total non-current liabilities	**2,034.84**	**2,120.34**	**1,730.87**
Current Liabilities			
a. Financial Liabilities:			
i) Borrowings	631.82	508.06	223.91
ii) Lease liabilities	20.45	19.12	18.26
iii) Trade payables			
A. Total outstanding dues of micro enterprises and small enterprises	15.08	22.81	-
B. Total outstanding dues of creditors other than micro enterprises and small enterprises	153.69	181.31	165.33
iv) Other financial liabilities	142.40	145.36	107.20
b. Other Current Liabilities	31.15	32.28	35.25
c. Provisions	0.59	62.10	0.06
Total Current Liabilities	**995.18**	**971.05**	**550.01**
TOTAL EQUITY AND LIABILITIES	**4,859.66**	**4,260.23**	**3,087.71**

RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(*In ₹ million, unless otherwise provided*)

S. No.	Particulars	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
I.	Revenue from operations	5,202.93	4,009.37	2,286.74
II.	Other income	28.07	16.49	5.15
III.	**Total income (I+II)**	**5,231.00**	**4,025.86**	**2,291.89**
IV.	**Expenses**			
	Cost of material consumed	929.35	813.28	463.18
	Employee benefits expense	919.30	804.68	466.88
	Finance cost	213.87	214.86	188.44
	Depreciation and amortisation expense	275.07	278.68	205.60
	Other expenses	2,016.63	1,283.29	686.56
	Total expenses (IV)	**4,354.22**	**3,394.80**	**2,010.66**
V.	**Profit / (Loss) before tax (III-IV)**	**876.78**	**631.06**	**281.23**
VI.	**Tax expense:**			
	- Current tax	246.66	180.09	50.37
	- Income tax of earlier years	1.61	-	-
	- MAT credit availed/ reversed	11.03	18.02	(16.63)
	- Deferred tax (net)	(40.19)	(8.68)	51.61
	Total tax expenses	**219.10**	189.44	**85.36**
VII.	**Profit / (Loss) for the period (V-VI)**	**657.68**	**441.62**	**195.88**
VIII.	**Other Comprehensive Income**			
	(a) (i) Items that will not be reclassified to Profit or Loss	-	-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-
	(b) (i) Items that will be reclassified to profit or loss	4.01	3.77	0.02
	(ii) Income tax relating to items that will be reclassified to profit or loss	(0.90)	(1.10)	(0.01)
	Other comprehensive income for the period	3.11	2.67	0.02
IX.	**Total Comprehensive Income (IX+X) (Comprising Profit / (Loss) and Other Comprehensive Income for the period)**	**660.79**	**444.30**	**195.90**
	Profit/(Loss) for the period/year attributable to:			
	Owners of the Company	657.68	441.62	181.60
	Non Controlling Interest	-	-	14.28
	Other comprehensive income for the period/year attributable to:			
	Owners of the Company	3.11	2.67	0.02
	Non Controlling Interest	-	-	-
	Total Comprehensive Income for the period attributable to:			
	Owners of the Company	660.78	444.30	181.62
	Non Controlling Interest	-	-	14.28

S. No.	Particulars	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
	Earnings Per Equity Share (considering issue of Bonus Shares) (In ₹)			
	(1) Basic	10.09	6.78	2.77
	(2) Diluted	10.09	6.78	2.77

RESTATED CONSOLIDATED STATEMENT OF CASH FLOW

(*In ₹ million*)

Particulars	For the Year ended March 31, 20223	For the Year ended March 31, 2022	For the Year ended March 31, 2021
A. Cash flow from operating activities			
Profit (loss) before tax and exceptional items	876.78	631.06	281.23
Adjustments for:			
Depreciation and Amortisation expense	275.07	278.68	205.60
Finance costs	213.87	214.86	188.44
Interest on bank deposits	(1.41)	(1.02)	(0.37)
Operating profit before working capital changes	**1,364.30**	**1,123.58**	**674.89**
Working capital adjustments			
(Increase)/Decrease in Trade receivables	(221.06)	(487.73)	(198.62)
(Increase)/Decrease in Inventories	(8.74)	(18.06)	(5.31)
(Increase)/Decrease in Financial Assets and other Current and Non-Current Assets	(91.01)	25.26	(8.45)
Increase (Decrease) in Financial Liabilities & Other Current and Non-Current Liabilities	(39.43)	73.36	(3.42)
Increase (Decrease) in Current and Non current Provisions	7.75	13.14	0.11
Cash generated from operations	**1,011.81**	**729.56**	**459.21**
Income Tax (paid) / Refund (net)	(373.98)	(130.21)	(22.48)
Net cash generated from operating activities (A)	**637.84**	**599.35**	**436.73**
B. Cash flow from investing activities			
Purchase of Property, plant and equipment including capital work in progress and capital advances and capital creditors	(198.14)	(131.34)	(201.35)
Acquisition of Fixed Assets-Net of Liabilities On account of Business Combination	-	(262.30)	-
Investment in Subsidiary	-	(126.91)	(11.31)
Interest on bank deposits	1.41	1.02	0.37
Investment in bank deposits having original maturity of more than three months	(6.37)	(2.22)	(0.10)
Net cash used in investing activities (B)	**(203.10)**	**(521.75)**	**(212.38)**
C. Cash flow from financing activities			
Net movement of long term borrowings and short term borrowings	36.39	203.62	(2.07)
Finance cost	(213.87)	(214.86)	(188.44)
Net cash used in financing activities (C)	**(177.48)**	**(11.24)**	**(190.50)**
Net increase/(Decrease) in cash or cash equivalent (A+B+C)	257.25	66.37	33.85
Cash & cash equivalent at the commencement of the period	117.07	50.00	16.15
Add: On account of Business Combination	-	0.71	-
Cash and Cash equivalents at the end of the period	**374.32**	**117.07**	**50.00**
Reconciliation of cash and cash equivalents as per the cash flow statement			
Balance with banks in current accounts	356.80	113.64	45.82
Cash in hand	15.45	2.93	4.18
Bank Deposits with maturing with in 3 months-pledged with banks	2.08	0.51	-
Total	**374.32**	**117.07**	**50.00**

SELECT FINANCIAL PARAMETERS

Set out below are certain financial parameters derived from the Restated Consolidated Financial Information:

Particulars	As at March 31,		
	2023	**2022**	**2021**
Revenue from Operations (in ₹ million)	5,202.93	4,009.37	2,286.74
EBITDA (in ₹ million)(1)	1,337.65	1,108.11	670.11
EBITDA Margin (%)(2)	25.71%	27.64%	29.30%
Profit after tax (PAT) (in ₹ million)	657.68	441.62	195.88
PAT Margin (%)(8)	12.64%	11.01%	8.57%
Earning per Equity Share (Basic and Diluted) (in ₹)	10.09	6.78	2.77
ROCE (%)(3)	26.10%	22.93%	18.43%
ROE (%)(4)	35.95%	37.78%	25.06%
Equity share capital (in ₹ million)	655.17	655.17	163.79
Net Worth (in ₹ million) (5)	1,829.64	1,168.85	724.55
Net asset value per Equity Share (in ₹)(6)	27.93	17.84	11.06
Total Borrowings (in ₹ million) (7)	2,637.76	2,581.88	1,861.09

Notes:

1. *EBITDA stands for earnings before interest, taxes, depreciation and amortisation which has been arrived at by adding finance expense, depreciation expense, exceptional items and total tax expense and reducing other income to the restated profit for the year.*
2. *EBITDA as a percentage to Revenue from operations.*
3. *RoCE is calculated as earnings before interest and taxation ("EBIT")/ Capital employed (Net of cash and bank balances) at the end of the year/ period. EBIT is calculated as EBITDA net of depreciation and amortisation, Capital employed is calculated as the sum of Equity attributable to owners of the Company and Net Borrowings (Net Borrowings is calculated as total borrowing (including current and non-current borrowing) less cash and cash equivalents and other bank balances and deposits at the end of the relevant Fiscal or accounting period).*
4. *ROE is calculated as Net Profit after taxes attributable to owners of the Company as restated/ Equity attributable to owners of the Company at the end of the relevant Fiscal or accounting period.*
5. *Net Worth = Equity Share Capital plus Other Equity*
6. *Net asset value (per Equity Share) means Equity attributable to the owners of the company as restated divided by number of Equity Shares outstanding at the end of the year*
7. *Total Borrowings = Short term borrowings and long-term borrowings (including current maturity of long-term debt)*
8. *PAT as a percentage to Revenue from operations*

GENERAL INFORMATION

Corporate Identity Number: U85110DL2008PLC174706

Company Registration Number: 174706

Registered Office:

Yatharth Hospital & Trauma Care Services Limited
JA 108 DLF Tower A
Jasola District Centre
South Delhi
Delhi 110 025
India
Tel: +91 11 4996 7892

For details in relation to the change in the registered office of our Company, see "*History and Certain Corporate Matters - Changes in our registered office*" on page 219.

Corporate Office:

Yatharth Hospital & Trauma Care Services Limited
HO-01, Sector-1
Greater Noida West
Uttar Pradesh 201 306
India
Tel: +91 120 681 1236

Address of the Registrar of Companies

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

Registrar of Companies, National Capital Territory of Delhi and Haryana
4th Floor, IFCI Tower 61, Nehru Place
New Delhi, 110 019
India

Board of Directors

As on the date of this Red Herring Prospectus, our Board comprises the following persons:

Name	Designation	DIN	Address
Ajay Kumar Tyagi	Chairman and Whole-time Director	01792886	Sports Villa-17, Director Lane, Jaypee Greens, Greater Noida, Gautam Buddha Nagar, Uttar Pradesh – 201 310, India
Kapil Kumar	Managing Director	01818736	Villa No – 5, ATS One Hamlet, Sector 104, Noida, Gautam Buddha Nagar, Uttar Pradesh – 201 304, India
Yatharth Tyagi	Whole-time Director	09322889	Sports Villa-17, Director Lane, Jaypee Greens, Greater Noida, Gautam Buddha Nagar, Uttar Pradesh – 201 310, India
Promila Bhardwaj	Independent Director	06428534	702, Tower 12, South Close, Nirvana Country, Sector 50, South City – II, Gurgaon South City II, Gurgaon, Haryana – 122 018, India
Mukesh Sharma	Independent Director	07333674	12-A 03, 13th Floor, E- Tower, R.G. Residency Plot-No. GHA 02, Sector-120, Noida Gautam Buddha Nagar, Uttar Pradesh- 201 301, India
Sanjeev Upadhyaya	Independent Director	09440514	A-27, Sector 34, Noida, Gautam Buddha Nagar, Uttar Pradesh – 201 301, India

For further details of our Directors, see "*Our Management*" beginning on page 227.

Company Secretary and Compliance Officer

Ritesh Mishra is the Company Secretary and Compliance Officer. His contact details are as follows:

HO-01, Sector-1
Greater Noida West
Uttar Pradesh - 201 306
India
Tel: +91 120 681 1236
E-mail: cs@yatharthhospitals.com

Book Running Lead Managers

Intensive Fiscal Services Private Limited
914, 9th Floor, Raheja Chambers
Free Press Journal Marg
Nariman Point, Mumbai – 400 021
Maharashtra, India
Tel: +91 22 2287 0443
E-mail: yatharth.ipo@intensivefiscal.com
Investor Grievance E-mail: ipo@intensivefiscal.com
Website: www.intensivefiscal.com
Contact Person: Harish Khajanchi/Anand Rawal
SEBI Registration No.: INM000011112

Ambit Private Limited
Ambit House, 449, Senapati Bapat Marg
Lower Parel
Mumbai 400 013
Maharashtra, India
Tel: +91 22 6623 3030
E-mail: Yatharth.IPO@ambit.co
Investor Grievance E-mail: customerservicemb@ambit.co
Website: www.ambit.co
Contact Person: Sandeep Sharma / Miraj Sampat
SEBI Registration No.: INM000010585

IIFL Securities Limited
10th Floor, IIFL Centre Kamala City
Senapati Bapat Marg, Lower Parel (West)
Mumbai – 400 013
Maharashtra, India
Tel: +91 22 4646 4728
E-mail: yatharth.ipo@iiflcap.com
Investor Grievance E-mail: ig.ib@iiflcap.com
Website: www.iiflcap.com
Contact Person: Shirish Chikalge / Nishita Mody
SEBI Registration No.: INM000010940

Inter-se allocation of responsibilities among the BRLMs

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

S. No.	Activity	Responsibility	Co-ordinator
1.	Capital structuring, positioning strategy and due diligence of the Company including its operations/management/business plans/legal etc. Drafting and design of the Draft Red Herring Prospectus and of statutory advertisements including a memorandum containing salient features of the Prospectus. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of Prospectus and RoC filing.	Intensive, Ambit, IIFL	Intensive
2.	Drafting and approval of all statutory advertisement.	Intensive, Ambit, IIFL	Intensive
3.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, etc. and filing of media compliance report.	Intensive, Ambit, IIFL	IIFL
4.	Appointment of intermediaries viz., Registrar's, Printers, Advertising Agency, Monitoring Agency and Banker(s) to the Offer.	Intensive, Ambit, IIFL	Intensive
5.	Preparation of road show presentation and frequently asked	Intensive, Ambit, IIFL	Ambit

S. No.	Activity	Responsibility	Co-ordinator
	questions.		
6.	International institutional marketing of the Offer, which will cover, *inter alia*: • Finalizing the list and division of international investors for one-to-one meetings; and • Finalizing international road show and investor meeting schedules.	Intensive, Ambit, IIFL	IIFL
7.	Domestic institutional marketing of the Offer, which will cover, *inter alia*: • Institutional marketing strategy; • Finalizing the list and division of domestic investors for one-to-one meetings; and • Finalizing domestic road show and investor meeting schedules.	Intensive, Ambit, IIFL	Ambit
8.	Non-Institutional and Retail marketing of the Offer, which will cover, inter alia: • Formulating marketing strategies, preparation of publicity budget; • Finalising media, marketing and public relations strategy; • Finalising centres for holding conferences for brokers etc.; • Finalising collection centers; • Arranging for selection of underwriters and underwriting agreement; and • Follow-up on distribution of publicity and Offer material including form, RHP/Prospectus and deciding on the quantum of the Offer material.	Intensive, Ambit, IIFL	Intensive
9.	Co-ordination with Stock Exchanges for Book Building software, bidding terminals and mock trading.	Intensive, Ambit, IIFL	IIFL
10.	Managing the book and finalization of pricing in consultation with the Company.	Intensive, Ambit, IIFL	Intensive
11.	Post-Offer activities, which shall involve managing Anchor book related activities and submission of letters to regulators post completion of Anchor Offer, management of escrow accounts, essential follow-up steps including follow-up with Banker(s) to the Offer and Self Certified Syndicate Banks to get quick estimates of subscription and advising the Issuer about the closure of the Offer, finalization of basis of allotment after weeding out the technical rejections. Coordination with various agencies connected with the post-offer activity such as registrars to the Offer, Banker(s) to the Offer, Self-Certified Syndicate Banks and underwriters etc., listing of instruments, demat credit and refunds/ unblocking of funds announcement of allocation and dispatch of refunds to Bidders, etc., payment of the applicable STT. Coordination with SEBI and Stock Exchanges for refund of 1% security deposit.	Intensive, Ambit, IIFL	Ambit

Syndicate Member

Ambit Capital Private Limited
Ambit House, 449, Senapati Bapat Marg
Lower Parel, Mumbai 400 013
Maharashtra, India
Tel: +91 22 6623 3000
Email: sanjay.shah@ambit.co
Website: www.ambit.co
Contact Person: Sanjay Shah
SEBI Registration No.: INZ000259334

Legal Counsel to the Company and the Promoter Group Selling Shareholders as to Indian Law

J. Sagar Associates
B-303, 3rd Floor, Ansal Plaza
Hudco Place, August Kranti Marg
New Delhi – 110 049, India
Tel: + 91 11 4311 0600

Statutory Auditor to our Company

R. Nagpal Associates
Chartered Accountants
B-1/1018, Vasant Kunj
New Delhi-110070
Tel: +91 98102 52016
E-mail: ROHIT_MEHRA@RNACA.IN
Peer Review Certificate Number: 012900
Firm Registration Number: FRN002626N

Changes in auditors

Except as disclosed below, there have been no changes to our statutory auditors in the last three years:

Particulars	Date of change	Reason for change
R. Nagpal Associates Chartered Accountants B-1/1018, Vasant Kunj New Delhi-110070 **Tel:** +91 98102 52016 **E-mail:** ROHIT_MEHRA@RNACA.IN **Peer Review Certificate Number:** 012900 **Firm Registration Number:** FRN002626N	August 31, 2021	Appointed as Statutory Auditor
Bhanu Prakash & Company Chartered Accountants Opp. Azad Welding Works, Agrasen Press wali Gali Raje Babu Road, Bulandshahr 203 001 Uttar Pradesh, India **Tel:** +91 94122 27005 **E-mail:** bhanuprakashbsr@gmail.com **Peer Review Certificate Number:** N.A. **Firm Registration Number:** 007677C	August 4, 2021	Resignation due to auditors not having 'Peer Review Level – 1' certification for carrying out the audit of a listed company.

Registrar to the Offer

Link Intime India Private Limited
C-101, 247 Park, 1st Floor
L.B.S. Marg, Vikhroli (West)
Mumbai 400 083, Maharashtra, India
Tel: +91 810 811 4949
E-mail: yatharth.ipo@linkintime.co.in
Investor grievance e-mail: yatharth.ipo@linkintime.co.in
Website: www.linkintime.co.in
Contact person: Shanti Gopalkrishnan
SEBI registration number: INR000004058

Bankers to the Offer

Escrow Collection Bank

HDFC Bank Limited
HDFC Bank Limited, FIG-OPS Department – Lodha
I Think Techno Campus O-3 Level, Next to Kanjurmarg
Railway Station, Kanjurmarg (East), Mumbai – 400 042
Telephone: +91 22 3075 2927/28/2914
E-mail: siddharth.jadhav@hdfcbank.com, eric.bacha@hdfcbank.com, vikas.rahate@hdfcbank.com, tushar.gavankar@hdfcbank.com
Website: www.hdfcbank.com
Contact person: Siddharth Jadhav, Eric Bacha, Vikas Rahate, Tushar Gavankar
SEBI registration no: INBI00000063

Public Offer Account Bank and Refund Bank

Axis Bank Limited
B 21 & B 22, Sector 16, Noida - 201301
Telephone: +91 95828 00221
E-mail: noida.branchhead@axisbank.com
Website: www.axisbank.com
Contact person: Somnath Sharma
SEBI registration no: INBI00000017

Sponsor Banks

Axis Bank Limited
B 21 & B 22, Sector 16, Noida - 201301
Telephone: +91 95828 00221
E-mail: noida.branchhead@axisbank.com
Website: www.axisbank.com
Contact person: Somnath Sharma
SEBI registration no: INBI00000017

HDFC Bank Limited
HDFC Bank Limited, FIG-OPS Department – Lodha
I Think Techno Campus O-3 Level, Next to Kanjurmarg
Railway Station, Kanjurmarg (East), Mumbai – 400 042
Telephone: +91 22 3075 2927/28/2914
E-mail: siddharth.jadhav@hdfcbank.com, eric.bacha@hdfcbank.com, vikas.rahate@hdfcbank.com, tushar.gavankar@hdfcbank.com
Website: www.hdfcbank.com
Contact person: Siddharth Jadhav, Eric Bacha, Vikas Rahate, Tushar Gavankar
SEBI registration no: INBI00000063

Bankers to our Company

ICICI Bank Limited
Plot No. 29/30, Block B -1A
Sector-51, Noida – 201 301
Uttar Pradesh, India
Tel: +91 9999775254
Website: www.icicibank.com
Contact Person: Prashant Kumar
Email: prashant.kumar14@icicibank.com

Kotak Mahindra Bank Limited
1/11, 1st Floor, East Patel Nagar
New Delhi – 110 018
Tel: +91 11 42311086
Website: www.kotak.com
Contact Person: Lokesh Rehani
Email: lokesh.rehani@kotak.com

State Bank of India
Industrial Estate, Wazirpur Branch
New Delhi – 110 052
Tel: +91 8800000709
Website: www.sbi.co.in
Contact Person: Nitin Kataria
Email: nitin.kataria@sbi.co.in

Designated Intermediaries

Self-Certified Syndicate Banks

The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to UPI Bidders, a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, or such other website as updated from time to time.

Applications through UPI in the Offer 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 appearing in the "list of mobile applications for using UPI in public issues" displayed on the SEBI website. The said list is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43, or such other website as updated from time to time.

Syndicate SCSB Branches

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

Registered Brokers

The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx? and www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively, as updated from time to time. Bidders can submit ASBA Forms in the Offer using the stockbroker network of the stock exchange, i.e., through the Registered Brokers at the Broker Centres.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10 and the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm respectively, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Experts

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

Our Company has received written consent dated July 11, 2023 from our Statutory Auditors, to include their name as required under Section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of (i) their examination report dated July 5, 2023 on our Restated Consolidated Financial Information; and (ii) their report dated July 11, 2023 on the statement of special tax benefits included in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated July 9, 2023, from Ibranullah Ansari, Independent Chartered Engineer, to include their name as required under Section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as the chartered engineer in respect of certification of information relating of infrastructure and equipment at our hospitals, as included in this Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Monitoring Agency

Our Company has appointed CARE Ratings Limited as the monitoring agency to monitor utilization of the Net Proceeds, in accordance with Regulation 41 of the SEBI ICDR Regulations, prior to the filing of this Red Herring Prospectus. The details of the Monitoring Agency are as follows:

CARE Ratings Limited
4th Floor, Godrej Coliseum, Somaiya Hospital Road
Off Eastern Express Highway, Sion (East), Mumbai – 400 022
Tel: +91 22 6754 3456
E-mail: care@careedge.in; anand.jha@careedge.in
Website: www.careedge.in
Contact Person: Ananda Prakash Jha

Appraising Agency

None of the objects of the Offer for which the Net Proceeds will be utilised have been appraised by any agency.

Credit Rating

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

IPO Grading

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

Debenture Trustees

As this is an offer of Equity Shares, no debenture trustee has been appointed for the Offer.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Filing of this Red Herring Prospectus

A copy of the Draft Red Herring Prospectus has been filed electronically on the SEBI Intermediary Portal at https://siportal.sebi.gov.in/intermediary/index.html, in accordance with SEBI circular bearing reference SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 and emailed at cfddil@sebi.gov.in, in accordance with the instructions issued by the SEBI on March 27, 2020, in relation to "Easing of Operational Procedure - Division of Issues and Listing – CFD."

A copy of this Red Herring Prospectus is being filed electronically on the SEBI Intermediary Portal at https://siportal.sebi.gov.in/intermediary/index.html, in accordance with SEBI circular bearing reference SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 and emailed at cfddil@sebi.gov.in, in accordance with the instructions issued by the SEBI on March 27, 2020, in relation to "Easing of Operational Procedure - Division of Issues and Listing – CFD."

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

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of this Red Herring Prospectus and the Bid cum Application Forms (and the Revision Forms) within the Price Band, which will be decided by our Company and the Selling Shareholders in consultation with the BRLMs, and if not disclosed in this Red Herring Prospectus, will be advertised in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Delhi, where our Registered Office is located), each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Offer Price shall be determined by our Company and the Selling Shareholders in consultation with the BRLMs after the Bid/Offer Closing Date. For further details, see "*Offer Procedure*" on page 384.

All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Offer by providing details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by SCSBs and Sponsor Banks, as the case may be or, in the case of UPI Bidders, by using the UPI Mechanism by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) using the UPI Mechanism. Non-Institutional Bidders with an application size of up to ₹ 5,00,000 shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders 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. RIBs can revise their Bids during the Bid/Offer Period and withdraw their Bids on or before the Bid/Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/Offer Period. Allocation to QIBs (other than Anchor Investors) and Non-Institutional Investors will be on a proportionate basis, while allocation to the Anchor Investors will be on a discretionary basis.

For further details on the method and procedure for Bidding, see "*Offer Structure*" and "*Offer Procedure*" beginning on pages 381 and 384, respectively.

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

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

Illustration of Book Building and Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see *"Terms of the Offer"* and "*Offer Procedure*" on pages 375 and 384, respectively.

Underwriting Agreement

After the determination of the Offer Price and allocation of Equity Shares but prior to the filing of the Prospectus with the RoC, our Company and the Selling Shareholders will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered/issued through the Offer. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

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

(*This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC)*

Name, address, telephone number and email of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten (in ₹ million)
[●]	[●]	[●]

The abovementioned underwriting commitments are indicative and will be finalised after pricing of the Offer, the Basis of Allotment and actual allocation in accordance with provisions of the SEBI ICDR Regulations.

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

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment set forth in the table above.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors respectively procured by them in accordance with the Underwriting Agreement. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscribers for or subscribe to the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement. The extent of underwriting obligations and the Bids to be underwritten in the Offer shall be as per the Underwriting Agreement.

CAPITAL STRUCTURE

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

(In ₹, except share data or otherwise indicated)

	Particulars	Aggregate value at face value (₹)	Aggregate value at Offer Price*
A.	**AUTHORIZED SHARE CAPITAL(1)**		
	115,000,000 Equity Shares of face value of ₹ 10 each	1,150,000,000	-
B.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	69,516,900 Equity Shares of face value of ₹ 10 each	695,169,000	-
C.	**PRESENT OFFER**		
	Offer of up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million(2)#	[●]	[●]
	of which:		
	Fresh Issue of up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 4,900.00 million(2)#	[●]	[●]
	Offer for Sale of up to 6,551,690 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million(2)(3)	[●]	[●]
D.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**		
	[●] Equity Shares of face value of ₹ 10 each*	[●]	[●]
E.	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer	1,160.00 million	
	After the Offer*	[●] million	

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

\# *Our Company has undertaken a Pre-IPO Placement by way of private placement of 4,000,000 Equity Shares for cash at a price of ₹ 300 per Equity Share aggregating to ₹ 1,200.00 million, in consultation with the BRLMs, pursuant to the resolution of the Board dated July 6, 2023. The size of the Fresh Issue of up to ₹ 6,100.00 million has been reduced by ₹ 1,200.00 million pursuant to the Pre-IPO Placement, and accordingly, the Fresh Issue size is up to ₹ 4,900.00 million.*

(1) For details in relation to changes in the authorised share capital of our Company in last 10 years, see "History and Certain Corporate Matters – Amendments to the Memorandum of Association" on page 219.

(2) The Fresh Issue has been authorized by a resolution of our Board dated February 21, 2022 and by a special resolution of our Shareholders dated February 21, 2022. Further, our Board has taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to its resolution dated March 25, 2022.

(3) Each of the Selling Shareholders, severally and not jointly, confirms that the Offered Shares held by them are eligible for being offered for sale in the Offer as required under Regulation 8 of the SEBI ICDR Regulations.

Notes to the Capital Structure

1. **Share Capital History of our Company**

a. **History of Equity Share capital**

The following table sets forth the history of the Equity Share capital of our Company:

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
February 28, 2008	10,000	10	10	Cash	Subscription to the MoA(1)	10,000	100,000
March 31, 2010	1,684,100	10	10	Cash	Private Placement(2)	1,694,100	16,941,000
May 25, 2010	882,900	10	10	Cash	Private Placement(3)	2,577,000	25,770,000
July 20, 2012	1,764,825	10	20	Cash	Private	4,341,825	43,418,250

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
					Placement[4]		
March 31, 2013	2,234,500	10	20	Cash	Private Placement[5]	6,576,325	65,763,250
May 6, 2013	1,943,100	10	20	Cash	Private Placement[6]	8,519,425	85,194,250
March 28, 2017	5,182,550	10	20	Cash	Preferential allotment[7]	13,701,975	137,019,750
March 31, 2018	2,195,000	10	20	Cash	Preferential allotment [8]	15,896,975	158,969,750
March 29, 2019	482,250	10	100	Cash	Preferential allotment [9]	16,379,225	163,792,250
March 1, 2022	49,137,675	10	N.A.	N.A.	Bonus issue in the ratio of 3:1[10]	65,516,900	655,169,000
July 6, 2023	4,000,000	10	300	Cash	Private placement (Pre-IPO Placement)[11]	69,516,900	695,169,000

(1) Initial subscription to the MoA by:

S. No.	*Subscriber to the MoA for Equity Shares allotted on February 28, 2008*	*Number of equity shares allotted*
1.	*Ajay Kumar Tyagi*	*2,500*
2.	*Kapil Kumar*	*2,500*
3.	*Manju Tyagi*	*2,500*
4.	*Neena Tyagi*	*2,500*

(2) List of allottees who were allotted equity shares is as follows:

S. No.	*Name of the allottee for Equity Shares allotted on March 31, 2010*	*Number of equity shares allotted*
1.	*Amrinder Singh*	*30,000*
2.	*Anju Tyagi*	*30,000*
3.	*Vimla Tyagi*	*41,000*
4.	*Birender Singh*	*100,000*
5.	*Brahm Singh Tyagi*	*60,000*
6.	*Ajay Kumar Jain*	*20,000*
7.	*Ajay Kumar Tyagi*	*26,500*
8.	*Kapil Kumar*	*47,900*
9.	*Manju Tyagi*	*163,900*
10.	*Neena Tyagi*	*44,000*
11.	*Hari Om Garg*	*24,000*
12.	*Kela Devi*	*37,500*
13.	*Krishna Tyagi*	*126,500*
14.	*Laxmi Chand*	*100,000*
15.	*Mahendri*	*10,000*
16.	*Mukesh Sharma*	*22,500*
17.	*Nitin Tyagi*	*50,000*
18.	*Parul Tyagi*	*35,000*
19.	*Raghu Raj Tyagi*	*280,000*
20.	*Raj Kumar Tyagi*	*22,500*
21.	*Rajeev Tyagi*	*69,900*
22.	*Ram Kumar*	*116,800*
23.	*Sachin Tyagi*	*5,600*
24.	*Sanjeev Upadhyaya*	*15,000*
25.	*Sudhir Sharma*	*50,000*
26.	*Vinod Tyagi*	*135,000*
27.	*Vijay Pal Tyagi*	*20,500*

(3) List of allottees who were allotted equity shares is as follows:

S. No.	*Name of the allottee for Equity Shares allotted on May 25, 2010*	*Number of equity shares allotted*
1.	*Vimla Tyagi*	*28,500*
2.	*Ajay Kumar Tyagi*	*167,900*
3.	*Kapil Kumar*	*69,200*
4.	*Manju Tyagi*	*89,300*

S. No.	*Name of the allottee for Equity Shares allotted on May 25, 2010*	*Number of equity shares allotted*
5.	*Neena Tyagi*	*135,000*
6.	*Krishna Tyagi*	*28,500*
7.	*Mukesh Sharma*	*20,000*
8.	*Nitin Tyagi*	*50,000*
9.	*Parul Tyagi*	*6,000*
10.	*Raj Kumar Tyagi*	*10,000*
11.	*Rajeev Tyagi*	*14,100*
12.	*Ram Kumar*	*7,000*
13.	*Prem Narayan Tyagi*	*90,000*
14.	*Raj Bala Tyagi*	*68,400*
15.	*Amit Tyagi*	*30,000*
16.	*Pramod*	*7,500*
17.	*Sunil Tyagi*	*30,000*
18.	*Beena Tyagi*	*20,000*
19.	*Babar*	*11,500*

(4) List of allottees who were allotted equity shares is as follows:

S. No.	*Name of the allottee for Equity Shares allotted on July 20, 2012*	*Number of equity shares allotted*
1.	*Vimla Tyagi*	*40,250*
2.	*Ajay Kumar Tyagi*	*250,000*
3.	*Kapil Kumar*	*500,000*
4.	*Manju Tyagi*	*140,000*
5.	*Neena Tyagi*	*32,000*
6.	*Krishna Tyagi*	*35,725*
7.	*Om Kumar*	*7,500*
8.	*Prem Narayan Tyagi*	*72,600*
9.	*Ram Kumar*	*6,500*
10.	*Sachin Tyagi*	*6,250*
11.	*Sunil Tyagi*	*30,000*
12.	*Vijay Singh Tyagi*	*460,000*
13.	*Divya Tyagi*	*17,500*
14.	*Kuldeep Tyagi*	*12,500*
15.	*Neeti Tyagi*	*32,500*
16.	*Pradeep Tyagi*	*56,650*
17.	*Sukarma Tyagi*	*50,000*
18.	*Archana Tyagi*	*14,850*

(5) List of allottees who were allotted equity shares is as follows:

S. No.	*Name of the allottee for Equity Shares allotted on March 31, 2013*	*Number of equity shares allotted*
1.	*Alpana Tyagi*	*17,500*
2.	*Vimla Tyagi*	*25,000*
3.	*Divya Tyagi*	*75,000*
4.	*Ajay Kumar Tyagi*	*440,000*
5.	*Amit Tyagi*	*35,000*
6.	*Kapil Kumar*	*810,000*
7.	*Manju Tyagi*	*250,000*
8.	*Neena Tyagi*	*82,000*
9.	*IIT Pace Education*	*230,000*
10.	*Krishna Tyagi*	*25,000*
11.	*Nitin Tyagi*	*15,000*
12.	*Prem Narayan Tyagi*	*25,000*
13.	*Raj Kumar Tyagi*	*135,000*
14.	*Rajeev Tyagi*	*30,000*
15.	*Sachin Tyagi*	*5,000*
16.	*Sunil Tyagi*	*35,000*

(6) List of allottees who were allotted equity shares is as follows:

S. No.	*Name of the allottee for Equity Shares allotted on May 6, 2013*	*Number of equity shares allotted*
1.	*Divya Tyagi*	*1,000*
2.	*Ajay Kumar Tyagi*	*1,349,500*
3.	*Kapil Kumar*	*1,500*
4.	*Manju Tyagi*	*1,100*
5.	*Nitin Tyagi*	*25,000*
6.	*Prem Narayan Tyagi*	*27,500*
7.	*Vijay Singh Tyagi*	*250,000*
8.	*Raj Kumar Tyagi*	*165,000*
9.	*Sanjay Tyagi*	*122,500*

(7). List of allottees who were allotted equity shares is as follows:

S. No.	*Name of the allottee for Equity Shares allotted on March 28, 2017*	*Number of equity shares allotted*
1.	*Ajay Kumar Tyagi*	*2,350,000*
2.	*Kapil Kumar*	*685,000*
3.	*Manju Tyagi*	*1,340,000*
4.	*Neena Tyagi*	*807,550*

(8). List of allottees who were allotted equity shares is as follows:

S. No.	*Name of the allottee for Equity Shares allotted on March 31, 2018*	*Number of equity shares allotted*
1.	*Ajay Kumar Tyagi*	*1,390,000*
2.	*Kapil Kumar*	*100,000*
3.	*Neena Tyagi*	*295,000*
4.	*Manju Tyagi*	*410,000*

(9). List of allottees who were allotted equity shares is as follows:

S. No.	*Name of the allottee for Equity Shares allotted on March 29, 2019*	*Number of equity shares allotted*
1.	*Ajay Kumar Tyagi*	*190,000*
2.	*Kapil Kumar*	*65,000*
3.	*Neena Tyagi*	*140,000*
4.	*Manju Tyagi*	*87,250*

(10). List of allottees who were allotted equity shares in the ratio of 3:1 (three equity shares for each equity share held by the Shareholders on the record date, i.e., February 21, 2022) is as follows:

S. No.	*Name of the allottee for Equity Shares allotted on March 1, 2022*	*Number of equity shares allotted*
1.	*Ajay Kumar Tyagi*	*20,266,200*
2.	*Kapil Kumar*	*9,123,300*
3.	*Neena Tyagi*	*5,264,700*
4.	*Manju Tyagi*	*8,643,150*
5.	*Vimla Tyagi*	*2,807,250*
6.	*Krishna Tyagi*	*1,517,175*
7.	*Prem Narayan Tyagi*	*1,515,900*

(11). List of allottees who were allotted equity shares is as follows:

S. No.	*Name of the allottee for Equity Shares allotted on July 6, 2023*	*Number of equity shares allotted*
1.	*Plutus wealth Management LLP*	*2,000,000*
2.	*Think India Opportunities Master Fund LP*	*1,000,000*
3.	*Rosy Blue Diamonds Private Limited*	*433,334*
4.	*Vikas Vijaykumar Khemani*	*333,333*
5.	*Viraj Russell Mehta*	*233,333*

The preferential allotment of Equity Shares on March 29, 2019 was based on valuation report in accordance with Sections 42 and 62 of the Companies Act, 2013. Further, in respect of the valuation being considered for the Offer, the Offer Price will be determined by our Company and the Selling Shareholders, in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described in section titled "*Basis for Offer Price*" on page 126.

b. ***Preference Share Capital***

Our Company does not have any preference share capital as on the date of this Red Herring Prospectus.

c. **Equity Shares issued for consideration other than cash or out of revaluation of reserves**

(i). Our Company has not issued any Equity Shares for consideration other than cash or out of the revaluation reserves, at any time since incorporation.

(ii). Our Company has issued Equity Shares pursuant to the bonus issue on March 1, 2022. For details, see "*– Notes to Capital Structure – Share Capital History of our Company*" on page 91.

d. **Equity Shares issued under any scheme of arrangement**

Our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 391 to

394 of the Companies Act, 1956 or Sections 230 to 234 of the Companies Act, 2013, as applicable.

e. **Issue of Shares at a price lower than the Offer Price in preceding one year**

Except for private placement of Equity Shares (Pre-IPO Placement) on July 6, 2023, our Company has not issued any Equity Shares at a price lower than the Offer Price in preceding one year from date of this Red Herring Prospectus.

f. **Issue of Equity Shares under employee stock option schemes**

Our Company does not have any employee stock option schemes as on the date of this Red Herring Prospectus.

2. **History of the share capital held by our Promoters in our Company**

As on the date of this Red Herring Prospectus, our Promoters hold, in the aggregate 39,186,000 Equity Shares, which constitute 56.37% of the issued, subscribed and paid-up Equity Share capital of our Company.

a. **Build-up of the shareholding of our Promoters in our Company**

The details regarding the shareholding of our Promoters since incorporation of our Company is set forth in the table below.

Date of allotment/ transfer	Reason/ Nature of transaction	Number of Equity Shares	Nature of consideration	Face value (₹)	Issue price/ Transfer price per Equity Share (₹)	% of pre-Offer capital	% of post-Offer capital#
(A) Ajay Kumar Tyagi							
February 28, 2008	Subscription to MoA	2,500	Cash	10	10	Negligible ^	[●]
March 31, 2010	Private Placement	26,500	Cash	10	10	0.04%	[●]
May 25, 2010	Private Placement	167,900	Cash	10	10	0.24%	[●]
July 20, 2012	Private Placement	250,000	Cash	10	20	0.36%	[●]
March 31, 2013	Private Placement	440,000	Cash	10	20	0.63%	[●]
May 6, 2013	Private Placement	1,349,500	Cash	10	20	1.94%	[●]
October 31, 2015	Transfer from Rajeev Tyagi	30,000	Cash	10	20	0.04%	[●]
October 31, 2015	Transfer from Anju Tyagi	30,000	Cash	10	20	0.04%	[●]
October 31, 2015	Transfer from Babar	11,500	Cash	10	20	0.02%	[●]
October 31, 2015	Transfer from Sudhir Sharma	50,000	Cash	10	20	0.07%	[●]
March 9, 2017	Transfer from Amrinder Singh	30,000	Cash	10	20	0.04%	[●]
March 9, 2017	Transfer from Raghu Raj Tyagi	280,000	Cash	10	20	0.40%	[●]
March 28, 2017	Preferential allotment	2,350,000	Cash	10	20	3.38%	[●]
March 28, 2017	Transfer from Sanjeev Upadhyay	15,000	Cash	10	20	0.02%	[●]
March 31, 2018	Preferential allotment	1,390,000	Cash	10	20	2.00%	[●]
March 31, 2018	Transfer from Ajay Kumar Jain	20,000	Cash	10	20	0.03%	[●]

Date of allotment/ transfer	Reason/ Nature of transaction	Number of Equity Shares	Nature of consideration	Face value (₹)	Issue price/ Transfer price per Equity Share (₹)	% of pre-Offer capital	% of post-Offer capital#
March 31, 2018	Transfer from Sanjay Tyagi	122,500	Cash	10	20	0.18%	[●]
March 29, 2019	Preferential allotment	190,000	Cash	10	100	0.27%	[●]
March 1, 2022	Bonus issue	20,266,200	N.A.	10	N.A.	29.15%	[●]
Total (A)		**27,021,600**				**38.87%**	**[●]**
(B) Kapil Kumar							
February 28, 2008	Subscription to MoA	2,500	Cash	10	10	Negligible ^	[●]
March 31, 2010	Private Placement	47,900	Cash	10	10	0.07%	[●]
May 25, 2010	Private Placement	69,200	Cash	10	10	0.10%	[●]
July 20, 2012	Private Placement	500,000	Cash	10	20	0.72%	[●]
March 31, 2013	Private Placement	810,000	Cash	10	20	1.17%	[●]
May 6, 2013	Private Placement	1,500	Cash	10	20	Negligible ^	[●]
March 28, 2017	Preferential allotment	685,000	Cash	10	20	0.99%	[●]
March 28, 2017	Transfer from Sukarma Tyagi	50,000	Cash	10	20	0.07%	
March 31, 2018	Preferential allotment	100,000	Cash	10	20	0.14%	[●]
March 31, 2018	Transfer from Vijay Singh Tyagi	460,000	Cash	10	20	0.66%	[●]
March 31, 2018	Transfer from Vijay Singh Tyagi	250,000	Cash	10	20	0.36%	[●]
March 29, 2019	Preferential allotment	65,000	Cash	10	100	0.09%	[●]
March 1, 2022	Bonus issue	9,123,300	N.A.	10	N.A.	13.12%	[●]
Total (B)		**12,164,400**				**17.50%**	**[●]**
Total (A+B)		**39,186,000**	-		-	**56.37%**	**[●]**

^ Less than 0.01%

 # Subject to finalisation of Basis of Allotment.

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of allotment of such Equity Shares. The entire shareholding of our Promoters and members of Promoter group is in dematerialised form as of the date of this Red Herring Prospectus.

None of the Equity Shares held by our Promoter are subject to any pledge as on the date of this Red Herring Prospectus.

b. **Details of Promoters' contribution and lock-in**

Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters shall be locked in for a period of 18 months as minimum promoters' contribution from the date of Allotment ("**Minimum Promoters' Contribution**") and the shareholding of our Promoters in excess of 20% of the fully diluted post-Offer Equity Share capital shall be locked in for a period of six months from the date of Allotment as a majority of the Net Proceeds are not proposed to be utilized for capital expenditure. As per the applicable provisions of SEBI ICDR Regulations, "capital expenditure" means civil work, miscellaneous fixed assets, purchase of land, building and plant and machinery etc.

Details of the Equity Shares to be locked-in for 18 months from the date of Allotment as Minimum Promoters' Contribution are set forth in the table below:*

Name of Promoter	Number of Equity Shares locked-in	Date of allotment/ acquisition of Equity Shares	Nature of transaction	Face Value per Equity Share (₹)	Issue/ Acquisition price per Equity Share (₹)	Percentage of the pre-Offer paid-up Equity Share capital (%)	Percentage of the post-Offer paid-up Equity Share capital (%)	Date up to which Equity Shares are subject to lock-in
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total	**[●]**					**[●]**	**[●]**	**[●]**

** To be included in the Prospectus.*

Our Promoters have given their consent to include such number of Equity Shares held by them as may constitute 20% of the fully diluted post-Offer Equity Share capital of our Company as the Minimum Promoters' Contribution. Our Promoters have agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner, the Minimum Promoters' Contribution from the date of filing of the Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

The Equity Shares that are being locked-in are not and will not be, ineligible for computation of Minimum Promoters' Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. In this connection, our Company confirms the following:

(i). The Equity Shares offered for Minimum Promoters' Contribution do not include Equity Shares acquired during the three immediately preceding years (i) for consideration other than cash, and revaluation of assets or capitalisation of intangible assets, (ii) pursuant to a bonus issue out of revaluation reserves or unrealised profits of our Company or from a bonus issue against Equity Shares, which are otherwise ineligible for computation of Minimum Promoters' Contribution;

(ii). The Minimum Promoters' Contribution does not include any Equity Shares acquired during the immediately preceding one year at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

(iii). Our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm;

(iv). The Equity Shares forming part of the Minimum Promoters' Contribution are not subject to any pledge or any other encumbrance; and

(v). All the Equity Shares held by our Promoters are held in dematerialised form prior to filing of the Draft Red Herring Prospectus.

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

In terms of Regulation 17 of the SEBI ICDR Regulations, the entire pre-Offer Equity Share capital held by persons (including those Equity Shares held by our Promoters in excess of the Minimum Promoters' Contribution) will be locked-in for a period of six months from the date of Allotment in the Offer or such other minimum lock-in period as may be prescribed under the SEBI ICDR Regulations, except (i) the Equity Shares Allotted pursuant to the Offer for Sale; (ii) any Equity Shares held by a VCF or Category I AIF or Category II AIF or FVCI, as applicable, provided that such Equity Shares shall be locked in for a period of at least six months from the date of purchase by such shareholders, and (iii) as otherwise permitted under the SEBI ICDR Regulations. Any unsubscribed portion of the Offered Shares would also be locked-in as required under Regulation 17 of the SEBI ICDR Regulations.

d. **Lock-in of Equity Shares Allotted to Anchor Investors**

50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investors Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining 50% shall be locked-in for a period of 30 days from the date of Allotment.

e. **Other lock-in requirements:**

Pursuant to Regulation 21 of the SEBI ICDR Regulations, Equity Shares held by our Promoters and locked-in, as mentioned above, may be pledged as collateral security for a loan granted by a scheduled commercial bank, a public financial institution, NBFC-SI or a housing finance company, subject to the following:

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

(ii). with respect to the Equity Shares locked-in as Minimum Promoters' Contribution for 18 months from the date of Allotment, the loan must have been granted to our Company for the purpose of financing one or more of the objects of the Offer, which is not applicable in the context of this Offer.

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

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

Further, in terms of Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by persons other than our Promoters and locked-in for a period of six months from the date of Allotment in the Offer may be transferred to any other person holding the Equity Shares which are locked-in, subject to continuation of the lock-in in the hands of transferees for the remaining period and compliance with the Takeover Regulations. However, it should be noted that the Offered Shares which will be transferred by the respective Selling Shareholders in the Offer for Sale shall not be subject to lock-in.

f. **Recording on non-transferability of Equity Shares locked-in**

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

3. **Shareholding of the members of the Promoter Group in our Company**

As on the date of this Red Herring Prospectus, our members of the Promoter Group hold, in the aggregate 24,308,000 Equity Shares, which constitute 34.97% of the issued, subscribed and paid-up Equity Share capital of our Company.

Except as disclosed below, the members of the Promoter Group (other than our Promoters) do not hold any Equity Shares as on the date of this Red Herring Prospectus:

S No.	Name of shareholder	Number of Equity Shares	% of the pre-Offer capital	% of the post-Offer capital#
1.	Manju Tyagi	11,524,200	16.58%	[●]
2.	Neena Tyagi	7,019,600	10.10%	[●]
3.	Vimla Tyagi	3,743,000	5.38%	[●]
4.	Prem Narayan Tyagi	2,021,200	2.91%	[●]
Total		**24,308,000**	**34.97%**	[●]

\# *Subject to finalisation of Basis of Allotment.*

4. Shareholding Pattern of our Company

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

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid up equity shares held (IV)	Number of Partly paid-up equity shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				Number of shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								Number of Voting Rights: Class e.g.: Equity Shares	Class e.g.: Others	Total	Total as a % of (A+B+C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
(A)	Promoters and Promoter Group	6	63,494,000	-	-	63,494,000	91.34%	63,494,000	-	63,494,000	91.34%	-	-	-		-		63,494,000
(B)	Public	6*	6,022,900	-	-	6,022,900	8.66%	6,022,900	-	6,022,900	8.66%	-	-	-		-		6,022,900
(C)	Non Promoter- Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-		-		-
(C1)	Shares underlying depository receipts	-	-	-	-	-	-	-	-	-	-	-	-	-		-		-
(C2)	Shares held by employee trusts	-	-	-	-	-	-	-	-	-	-	-	-	-		-		-
	Total	**12**	**69,516,900**	-	-	**69,516,900**	**100.00%**	**69,516,900**	-	**69,516,900**	**100.00%**	-	-	-		-		**69,516,900**

** One public shareholder includes Krishna Tyagi. Krishna Tyagi is the aunt of our Promoters, Ajay Kumar Tyagi and Kapil Kumar (i.e., Krishna Tyagi is wife of brother of father of Ajay Kumar Tyagi and Kapil Kumar).*

5. The BRLMs and their respective associates (as defined under the SEBI Merchant Bankers Regulations) do not hold any Equity Shares as on the date of this Red Herring Prospectus. The BRLMs and their respective affiliates may engage in transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company and/or our Subsidiaries, for which they may in the future receive customary compensation.

6. **Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company**

Except as disclosed below, none of our Directors, Key Managerial Personnel and Senior Management hold Equity Shares in our Company as on the date of this Red Herring Prospectus:

Name	No. of Equity Shares	% of pre-Offer capital	% of post-Offer capital[#]
Directors (including Executive Directors)			
Ajay Kumar Tyagi	27,021,600	38.87	[●]
Kapil Kumar	12,164,400	17.50	[●]
Total	**39,186,000**	**56.37**	**[●]**

 # Subject to finalisation of Basis of Allotment.

7. **Details of equity shareholding of the major equity Shareholders of our Company**

(a) As on the date of this Red Herring Prospectus, our Company has twelve Shareholders.

(b) Set forth below are details of shareholders holding 1% or more of the pre-Offer paid-up Equity Share capital of our Company as on the date of filing of this Red Herring Prospectus:

Name of Shareholder	Pre-Offer	
	No. of Equity Shares	% of Equity Share capital
Ajay Kumar Tyagi	27,021,600	38.87%
Kapil Kumar	12,164,400	17.50%
Manju Tyagi	11,524,200	16.58%
Neena Tyagi	7,019,600	10.10%
Vimla Tyagi	3,743,000	5.38%
Krishna Tyagi*	2,022,900	2.91%
Prem Narayan Tyagi	2,021,200	2.91%
Plutus wealth Management LLP	20,00,000	2.88%
Think India Opportunities Master Fund LP	10,00,000	1.44%
Total	**68,516,900**	**98.56%**

** Krishna Tyagi is the aunt of our Promoters, Ajay Kumar Tyagi and Kapil Kumar (i.e., Krishna Tyagi is wife of brother of father of Ajay Kumar Tyagi and Kapil Kumar).*

(c) Set forth below are details of shareholders holding 1% or more of the pre-Offer paid-up Equity Share capital of our Company as on 10 days prior to the date of filing of this Red Herring Prospectus:

Name of Shareholder	Pre-Offer	
	No. of Equity Shares	% of Equity Share capital
Ajay Kumar Tyagi	27,021,600	38.87%
Kapil Kumar	12,164,400	17.50%
Manju Tyagi	11,524,200	16.58%
Neena Tyagi	7,019,600	10.10%
Vimla Tyagi	3,743,000	5.38%
Krishna Tyagi*	2,022,900	2.91%
Prem Narayan Tyagi	2,021,200	2.91%
Plutus wealth Management LLP	20,00,000	2.88%
Think India Opportunities Master Fund LP	10,00,000	1.44%
Total	**68,516,900**	**98.56%**

** Krishna Tyagi is the aunt of our Promoters, Ajay Kumar Tyagi and Kapil Kumar (i.e., Krishna Tyagi is wife of brother of father of Ajay Kumar Tyagi and Kapil Kumar).*

(d) Set forth below are details of shareholders holding 1% or more of the pre-Offer paid-up Equity Share capital of our Company as on the date one year prior to the date of filing of this Red Herring Prospectus:

Name of Shareholder	Pre-Offer	
	No. of Equity Shares	% of Equity Share capital
Ajay Kumar Tyagi	27,021,600	41.24%
Kapil Kumar	12,164,400	18.57%
Manju Tyagi	11,524,200	17.59%
Neena Tyagi	7,019,600	10.71%
Vimla Tyagi	3,743,000	5.71%
Krishna Tyagi*	2,022,900	3.09%
Prem Narayan Tyagi	2,021,200	3.09%
Total	**65,516,900**	**100%**

** Krishna Tyagi is the aunt of our Promoters, Ajay Kumar Tyagi and Kapil Kumar (i.e., Krishna Tyagi is wife of brother of father of Ajay Kumar Tyagi and Kapil Kumar).*

(e) Set forth below are details of shareholders holding 1% or more of the pre-Offer paid-up Equity Share capital of our Company as on the date two years prior to the date of filing of this Red Herring Prospectus:

Name of Shareholder	Pre-Offer	
	No. of Equity Shares	% of Equity Share capital
Ajay Kumar Tyagi	6,755,400	41.24%
Kapil Kumar	3,041,100	18.57%
Manju Tyagi	2,881,050	17.59%
Neena Tyagi	1,754,900	10.71%
Vimla Tyagi	935,750	5.71%
Krishna Tyagi*	505,725	3.09%
Prem Narayan Tyagi	505,300	3.09%
Total	**16,379,225**	**100%**

** Krishna Tyagi is the aunt of our Promoters, Ajay Kumar Tyagi and Kapil Kumar (i.e., Krishna Tyagi is wife of brother of father of Ajay Kumar Tyagi and Kapil Kumar).*

8. The details regarding the shareholding of the Selling Shareholders since incorporation of our Company is set forth in the table below:

Date of allotment/ transfer	Reason/ Nature of transaction	Number of Equity Shares	Nature of consideration	Face value (₹)	Issue price/ Transfer price per Equity Share (₹)
(A) Vimla Tyagi					
March 31, 2010	Private Placement	41,000	Cash	10	10
May 25, 2010	Private Placement	28,500	Cash	10	10
July 20, 2012	Private Placement	40,250	Cash	10	20
March 31, 2013	Private Placement	25,000	Cash	10	20
October 31, 2015	Transfer from Transfer from RajKumar Tyagi	332,500	Cash	10	20
October 31, 2015	Transfer from Kela Devi	37,500	Cash	10	20
October 31, 2015	Transfer from Amit Tyagi	65,000	Cash	10	20
October 31, 2015	Transfer from Nitin Tyagi	140,000	Cash	10	20
October 31, 2015	Transfer from Alpana Tyagi	17,500	Cash	10	20
October 31, 2015	Transfer from Divya Tyagi	93,500	Cash	10	20
March 31, 2018	Transfer from Sunil Tyagi	95,000	Cash	10	20
March 31, 2018	Transfer from Beena Tyagi	20,000	Cash	10	20
March 1, 2022	Bonus issue	2,807,250	N.A.	10	NA
		3,743,000			
(B) Neena Tyagi					
February 28, 2008	Subscription to MoA	2,500	Cash	10	10
March 31, 2010	Private Placement	44,000	Cash	10	10
May 25, 2010	Private Placement	135,000	Cash	10	10

Date of allotment/ transfer	Reason/ Nature of transaction	Number of Equity Shares	Nature of consideration	Face value (₹)	Issue price/ Transfer price per Equity Share (₹)
July 20, 2012	Private Placement	32,000	Cash	10	20
March 31, 2013	Private Placement	82,000	Cash	10	20
March 7, 2017	Transfer from Sachin Tyagi	16,850	Cash	10	20
March 14, 2017	Transfer from Laxmi Chand	100,000	Cash	10	20
March 14, 2017	Transfer from Birender Singh	100,000	Cash	10	20
March 28, 2017	Preferential allotment	807,550	Cash	10	20
March 31, 2018	Preferential allotment	295,000	Cash	10	20
March 29, 2019	Preferential allotment	140,000	Cash	10	100
March 1, 2022	Bonus issue	5,264,700	N.A.	10	N.A.
Total (B)		**7,019,600**			
(C) Prem Narayan Tyagi					
May 25, 2010	Private Placement	90,000	Cash	10	10
July 20, 2012	Private Placement	72,600	Cash	10	20
March 31, 2013	Private Placement	25,000	Cash	10	20
May 6, 2013	Private Placement	27,500	Cash	10	20
March 14, 2017	Transfer from Rajeev Tyagi	84,000	Cash	10	20
March 14, 2017	Transfer from Ram Kumar	130,300	Cash	10	20
March 14, 2017	Transfer from Raj Bala Tyagi	68,400	Cash	10	20
March 14, 2017	Transfer from Om Kumar	7,500	Cash	10	20
March 1, 2022	Bonus issue	1,515,900	N.A.	10	N.A.
Total (C)		**2,021,200**			
Total (A+B+C)		**12,783,800**			

9. There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our Directors and their relatives have financed the purchase by any other person of securities of our Company, during a period of six months immediately preceding the date of filing of the Draft Red Herring Prospectus and this Red Herring Prospectus.

10. Our Company, Promoters, Directors, and the BRLMs have not entered into any buy-back arrangement or any other similar arrangements for the purchase of Equity Shares.

11. None of the members of the Promoter Group, our Directors or their relatives have purchased or sold any securities of our Company during the period of six months immediately preceding the date of the Draft Red Herring Prospectus and this Red Herring Prospectus.

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

13. As on the date of this Red Herring Prospectus, our Company does not have any active employee stock option plan.

14. No person connected with the Offer, including but not limited to, our Company, the Selling Shareholders, the members of the Syndicate, our Directors, Promoters or the members of the Promoter Group or Group Company, shall offer in any manner whatsoever any incentive, whether direct or indirect, in cash, in kind or in services or otherwise to any Bidder for making a Bid.

15. None of the Equity Shares held by our Promoters and other members of our Promoter Group are pledged or otherwise encumbered as on the date of this Red Herring Prospectus. Further, none of the Equity Shares being offered for sale through the Offer for Sale are pledged or otherwise encumbered, as on the date of this Red Herring Prospectus.

16. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Red Herring Prospectus.

17. The Equity Shares issued pursuant to the Offer shall be fully paid-up at the time of Allotment, failing which, no Allotment shall be made.

18. There are no outstanding warrants, options or rights to convert debentures, loans or other convertible instruments into Equity Shares as on the date of this Red Herring Prospectus.

19. There will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of this Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges.

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

21. Our Promoters and the members of our Promoter Group will not participate in the Offer, except to the extent of the Offer for Sale by the Promoter Group Selling Shareholders.

22. Our Company shall ensure that any transactions in the Equity Shares by our Promoters and the members of the Promoter Group during the period between the date of filing of the Draft Red Herring Prospectus with SEBI and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of the transactions.

23. Our Company has not undertaken any public issue of securities or any rights issue of any kind or class of securities, in terms of SEBI ICDR Regulations, since its incorporation.

OBJECTS OF THE OFFER

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders.

Appraising agency

None of the Objects for which the Net Proceeds will be utilised have been appraised by any agency.

Offer for Sale

The Selling Shareholders will be entitled to their respective portion of the proceeds of the Offer for Sale, after deducting its proportion of Offer expenses and relevant taxes thereon. All fees and expenses in relation to the Offer shall be shared amongst our Company and the Selling Shareholders, pursuant to the Offer and in accordance with applicable laws. Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale will not form part of the net proceeds, *i.e.*, gross proceeds of the Fresh Issue less the Offer related expenses applicable to the Fresh Issue ("**Net Proceeds**"). For further details, see *"Objects of the Offer – Offer Expenses*" on page 123 and for details of the Selling Shareholders, see "*Other Regulatory and Statutory Disclosures – Approvals from the Selling Shareholders*" on page 362.

Fresh Issue

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

(*₹ in million*)

Particulars	Estimated amount
Gross proceeds from the Fresh Issue together with proceeds from the Pre-IPO Placement	6,100.00(1)
(Less) Offer related expenses in relation to the Fresh Issue(2)(3)	[●]
Net Proceeds	[●]

(1) Our Company has undertaken a Pre-IPO Placement by way of private placement of 4,000,000 Equity Shares for cash at a price of ₹ 300 per Equity Share aggregating to ₹ 1,200.00 million, in consultation with the BRLMs, pursuant to the resolution of the Board dated July 6, 2023. The size of the Fresh Issue of up to ₹ 6,100.00 million has been reduced by ₹ 1,200.00 million pursuant to the Pre-IPO Placement, and accordingly, the Fresh Issue size is up to ₹ 4,900.00 million.

(2) To be finalised upon determination of the Offer Price and will be updated in the Prospectus prior to filing with the RoC.

(3) For details of the expenses related to the Offer, see "Objects of The Offer - Offer Expenses" on page 123.

Requirement of funds

Our Company proposes to utilise the Net Proceeds of the Fresh Issue towards funding the following objects:

1. Repayment/ prepayment, in full or part, of certain borrowings availed by our Company.

2. Repayment/ prepayment, in full or part, of certain borrowings availed by our Subsidiaries, namely, AKS Medical & Research Centre Private Limited ("**AKS**") and Ramraja Multispeciality Hospital & Trauma Centre Private Limited ("**Ramraja**").

3. Funding capital expenditure expenses of our Company for two hospitals, namely, Noida Hospital and Greater Noida Hospital.

4. Funding capital expenditure expenses of our Subsidiaries, AKS and Ramraja, for respective hospital operated by them.

5. Funding inorganic growth initiatives through acquisitions and other strategic initiatives.

6. General corporate purposes.

(Collectively, referred to herein as the "**Objects**").

In addition, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges and enhancement of our Company's visibility and brand image and creation of a public market for our Equity Shares in India.

The main objects clause and objects incidental and ancillary to the main objects as set out in the memorandum of association enable our Company and its Subsidiaries to undertake its existing activities and the activities proposed to be funded from the Net Proceeds.

Utilisation of Net Proceeds

The Net Proceeds are proposed to be utilised in the following manner:

(In ₹ million)

Particulars	Amount which will be financed from Net Proceeds and Proceeds from Pre-IPO Placement[(1)]
Repayment/ prepayment, in full or part, of certain borrowings availed of by our Company	1,000.00
Repayment/ prepayment, in full or part, of certain borrowings availed of by our Subsidiaries, namely, AKS and Ramraja	1,450.00
Funding capital expenditure expenses of our Company for two hospitals, namely, Noida Hospital and Greater Noida Hospital	256.44
Funding capital expenditure expenses of our Subsidiaries, AKS and Ramraja, for respective hospital operated by them	1,069.66
Funding inorganic growth initiatives through acquisition and other strategic initiatives	650.00
General corporate purposes[(2)]	[●]
Total	**[●]**

(1) Includes the proceeds received pursuant to the Pre-IPO Placement. Our Company has undertaken a Pre-IPO Placement by way of private placement of 4,000,000 Equity Shares for cash at a price of ₹ 300 per Equity Share aggregating to ₹ 1,200.00 million, in consultation with the BRLMs, pursuant to the resolution of the Board dated July 6, 2023. The size of the Fresh Issue of up to ₹ 6,100.00 million has been reduced by ₹ 1,200.00 million pursuant to the Pre-IPO Placement, and accordingly, the Fresh Issue size is up to ₹ 4,900.00 million.

(2) To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes and funding inorganic growth initiatives through acquisition and other strategic initiatives shall not exceed 35% of the Gross Proceeds and the proceeds from the Pre-IPO Placement. The amount to be utilised for general corporate purposes alone shall not exceed 25% of the Gross Proceeds and the proceeds from the Pre-IPO Placement.

Proposed schedule of implementation and deployment of Net Proceeds

We propose to utilise the Net Proceeds for the following Objects in accordance with the estimated schedule of utilisation of funds set forth in the table below:

(*₹ in million*)

S. No.	Particulars	Total estimated costs (A)	Amount incurred till date (B)	Amount to be spent from Net Proceeds (C=A-B)	Estimated Utilisation	
					Fiscal 2024	Fiscal 2025
1.	Repayment/ prepayment, in full or part, of certain borrowings availed of by our Company	1,000.00	-	1,000.00	1,000.00	-
2.	Repayment/ prepayment, in full or part, of certain borrowings availed of by our Subsidiaries, namely, AKS and Ramraja	1,450.00	-	1,450.00	1,450.00	-
3.	Funding capital expenditure expenses of our Company for two hospitals, namely, Noida Hospital and Greater Noida Hospital	256.44	-	256.44	256.44	-
4.	Funding capital expenditure expenses of our Subsidiaries, AKS and Ramraja, for respective hospital operated by them	1,069.66	-	1,069.66	1,069.66	
5.	Funding inorganic growth initiatives through acquisition and other strategic initiatives	650.00	-	650.00	Over a period of two Financial Years from the date of listing of the Equity Shares.	
6.	General corporate purposes [(1)]	[●]	-	[●]	[●]	[●]

(1) To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes and funding inorganic growth initiatives through acquisition and other strategic initiatives shall not exceed 35% of the Gross Proceeds and the proceeds from the Pre-IPO Placement. The amount to be utilised for general corporate purposes alone shall not exceed 25% of the Gross Proceeds and the proceeds from the Pre-IPO Placement.

Set forth below is the bifurcation of the Net Proceeds to be utilized for repayment/ pre-payment of borrowings of our Company and its Subsidiaries (namely, AKS and Ramraja):

Particulars	Amount being raised before 0-6 months from June 30, 2023 (₹ million)	Amount being raised before 6-9 months from June 30, 2023 (₹ million)	Amount being raised before 9-12 months from June 30, 2023 (₹ million)	Amount being raised before more than 12 months from June 30, 2023 (₹ million)
Amount being utilized for financing of capital expenditure	274.30	87.89	22.60	1,981.04
Amount being utilized for financing of working capital	-	-	-	163.91

We intend to deploy the Net Proceeds towards the Objects mentioned in the table above over the next two Fiscals from listing of the Equity Shares, in accordance with the business needs of our Company.

The schedule of implementation set out above is based on our internal management estimates, purchase orders placed, valid quotations received from third parties, current circumstances of our business and market conditions and has not been appraised by any bank or financial institution or any other independent agency. We may have to revise our estimates, including the schedule of implementation, from time to time on account of various factors, such as financial and market conditions, competition, price fluctuations, interest rate fluctuations, efflux of time (including amount already spent on the above objects up till the completion of the Offer) and other external factors, which may not be within the control of our management. This may entail rescheduling the proposed utilisation of the Net Proceeds and changing the allocation of funds from our planned allocation at the discretion of our management, subject to compliance with applicable laws.

Further, in case the Net Proceeds are not completely utilised in a scheduled Fiscal due to any reason, the same would be utilised (in part or full) in the next Fiscal/ subsequent period, as may be determined by our Company, in accordance with applicable law. This may entail rescheduling and revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure at the discretion of our Company, subject to compliance with applicable law. For details, see "*Risk Factors – We intend to invest in our Company and Subsidiaries (AKS and Ramraja), to fund capital expenditure and repayment of borrowing in part or full. We placed purchase orders for certain medical equipment of our Company, AKS and Ramraja and have not entered into any definitive arrangements for remaining medical equipment and availed quotation from vendors to utilize certain portions of the Net Proceeds of the Offer. Our proposed schedule of implementation and deployment of Net Proceeds may also be subject to delays and we may have to reduce or extend the deployment period for the stated objects.*" on page 31.

If the actual utilisation towards any of the Objects, as set out above, is lower than the proposed deployment, such balance will be used towards any other Object including general corporate purposes, provided that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Gross Proceeds, in accordance with the SEBI ICDR Regulations. In case of a shortfall in raising requisite capital from the Net Proceeds towards meeting the Objects, we may explore a range of options including utilising our internal accruals, any additional equity or debt arrangements or both. We believe that such alternate arrangements would be available to fund any such shortfalls.

Net Proceeds for Ramraja

Our Company proposes to utilise (i) ₹ 500.00 million towards funding the repayment/prepayment of the loans of Ramraja, our Subsidiary; and (ii) ₹ 446.90 million towards capital expenditure requirements of hospital operated by Ramraja, our Subsidiary.

Our Company acquired Ramraja vide Ramraja SPA dated February 18, 2022, and prior to the acquisition, it was non-operational since Fiscal 2020. Subsequently, Ramraja commenced its operations on April 10, 2022 and currently operates Jhansi-Orchha Hospital. In Fiscal 2023, Ramraja incurred losses aggregating to ₹ (86.25) million.

Jhansi-Orchha Hospital (operated by Ramraja) started business operations in the Fiscal 2018. Hospital business is a capital-intensive business and Jhansi-Orchha Hospital was largely funded through debt from lenders. Jhansi-Orchha Hospital had erosion of net worth due to losses, resulting into negative net worth and increased borrowings in Fiscal 2018. Further, there was no infusion of equity by the erstwhile promoters in the subsequent years. Also, hospital business requires a gestation period and support during the initial phases of operations as the OPD and IPD segments of hospital business matures and during this critical period Ramraja was not able to sustain operations of Jhansi-Orchha Hospital as:

- the cash flows of Ramraja were not sufficient to meet the requirements of principal and interest payable to the lenders;
- the cash flows of Ramraja were unable to meet the working capital requirement and other capital requirements of the business;
- the erstwhile promoters of Ramraja found it difficult to infuse more of its own capital;
- since Ramraja was already indebted, it was difficult to take further loans;
- Ramraja incurred losses of ₹ (159.44) million, ₹ (67.83) million and ₹ (62.60) million during Fiscal 2018, 2019 and 2020.

With all the aforesaid reasons, the business could not be continued, thus Ramraja was not operational. Additionally, the auditor of Ramraja had included remarks related to material uncertainty on company's ability to continue as going concern, in the audit report on financial statements for fiscal ended March 31, 2019, March 31, 2020, and March 31, 2021 and for the following reasons stated in the audit report for fiscal ended March 31, 2019 and March 31, 2020: (i) due to heavy losses, the management had shut down its business operation (with effect from May 31, 2019); (ii) the company's networth is negative and the repayment of borrowings from financial institutions is irregular; and (iii) inability to pay creditors on due date.

For further details, see "*Our Business*" and "*Risk Factors – Significant portion of Net Proceeds from the Fresh Issue is earmarked for Jhansi-Orchha Hospital, which was non-operational since Fiscal 2020 until Fiscal 2022 and incurred losses in Fiscal 2023.*" on pages 179 and 32, respectively.

Means of finance

Fund requirements for the Objects are proposed to be met from the Net Proceeds and our internal accruals. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue or through existing identifiable internal accruals as required under Regulation 7(1)(e) the SEBI ICDR Regulations.

Details of the Objects of the Fresh Issue

1. Repayment/ prepayment, in full or part, of certain borrowings availed of by our Company

Our Company proposes to utilise ₹ 1,000.00 million towards funding repayment/ prepayment, in full or part, of all or a portion of our Company's outstanding borrowings.

Our Company has entered into various financial arrangements from time to time, with banks, financial institutions and other entities. The outstanding loan facilities entered into by our Company include borrowing in the form of, *inter alia*, term loans and cash credit facility. For further details, see "*Financial Indebtedness*" on page 348. As at June 30, 2023, our Company's total outstanding borrowings (including fund based and non-fund based borrowings) amounted to ₹ 1,090.88 million. Our Company proposes to utilise an estimated amount of ₹ 1,000.00 million from the Net Proceeds towards part or full, repayment and/or pre-payment of all or a portion of borrowings availed and identified in this section, and the interest accrued therein. Our Company may avail further loans and/or draw down further funds under existing loans from time to time.

Given the nature of these borrowings and the terms of repayment and/or prepayment, the aggregate outstanding amounts under these borrowings may vary from time to time and our Company may, in accordance with the relevant repayment schedule, repay or refinance some of the existing borrowings prior to the Allotment or avail of additional credit facilities. Accordingly, our Company may utilise the Net Proceeds for part prepayment of any such refinanced facilities or repayment of any additional facilities obtained. However, the aggregate amount to be utilised from the Net Proceeds towards repayment and/or prepayment, in part or full, of all or a portion of borrowings (including refinanced or additional facilities availed, if any), would not exceed ₹ 1,000.00 million.

We believe that such repayment and/or pre-payment will help reduce our outstanding indebtedness on a consolidated basis, debt servicing costs, improve our debt to equity ratio and enable utilisation of our accruals for further investment in our business growth and expansion. Additionally, we believe that the leverage capacity of our Company will improve our ability to raise further resources in the future to fund our potential business development opportunities and plans to grow and expand our business.

The following table provides the details of outstanding borrowings availed of by our Company, which are proposed to be repaid or prepaid, in full or in part, from the Net Proceeds:

S. No.	Name of the Lender	Initial Date of Sanction	Nature of borrowings	Purpose(1)	Amount sanctioned as on June 30, 2023 (₹ in million)	Amount outstanding as on June 30, 2023 (₹ in million)(1)	Repayment Date / Schedule	Interest Rate (%) as at June 30, 2023#	Pre-payment clause
1.	State Bank of India	December 16, 2021	Term Loan	Take over of loan from LIC Housing Finance Limited. Initially it was for construction of hospital	460.00	299.77	EMI of ₹ 10,998,265 payable for the period up to November 2025	8.50%	-
2.	State Bank of India	December 16, 2021	Term Loan	Take over of loan from LIC Housing Finance Limited. Initially it was for construction of hospital	329.70	214.60	EMI of ₹ 7,882,887 payable for the period up to November 2025	8.50%	-
3.	State Bank of India	December 16, 2021	Cash Credit Facility	Working Capital	100.00	85.51	On demand	8.50%	Nil, if prepayment through internal accrual/own fund. In other cases, 2% of the prepaid amount
4.	State Bank of India	December 16, 2021	Term Loan	Equipment Purchase	70.00	35.80	EMI payable for the period up to April 2027	8.50%	-
5.	IndusInd Bank	March 3, 2021	Term Loan	Equipment Purchase	21.30	6.16	EMI of ₹ 667,195 payable for the period up to March 2024	12.58%	4% of the prepaid amount
6.	IndusInd Bank	April 30, 2019	Term Loan	Equipment Purchase	19.33	1.52	EMI of ₹ 499,637 payable for the period up to December 2023	11.00%	2% of the prepaid amount
7.	Kotak Mahindra Bank	February 11, 2022	Term Loan	Renovation of hospital including equipment purchase	80.00	68.48	EMI of ₹ 1,207,018 payable for the period up to January 2029	9.20%	Foreclosure charge is Nil and in case of the part prepayment, 3% of the prepaid amount
8.	SREI Equipment Finance Limited	March 5, 2019	Term Loan	Equipment Purchase	41.96	9.11	EMI of ₹ 937,000 payable for the period up to February 2024	12.60%	4% of the prepaid amount

S. No.	Name of the Lender	Initial Date of Sanction	Nature of borrowings	Purpose[(1)]	Amount sanctioned as on June 30, 2023 (₹ in million)	Amount outstanding as on June 30, 2023 (₹ in million)[(1)]	Repayment Date / Schedule	Interest Rate (%) as at June 30, 2023[#]	Pre-payment clause
9.	State Bank of India	January 31, 2023	Term loan	Guarantee Emergency Credit Line Scheme	265.00	265.00	Staggered instalments of principal to be paid on monthly basis from February 2025 to January 2029 along with variable interest	9.25%	-
10.	IndusInd Bank	December 29, 2022	Term Loan	Equipment Purchase	72.50	58.43	EMI of ₹ 3,312,144 payable for the period up to January 2025	8.62%	4% of the prepaid amount
11.	IndusInd Bank	June 30, 2023	Term Loan	Equipment Purchase	9.30	9.30	EMI of ₹ 295,738 payable for the period up to July 2026	9.00%	4% of the prepaid amount
TOTAL					**1,469.09**	**1,053.68***			

\# *The interest rate as indicated is as per sanctioned letter which is variable now*

* *Our Company proposes to utilise ₹ 1,000.00 million towards funding repayment/ prepayment, in full or part, of all or a portion of our Company's outstanding borrowings.*

(1). *As certified by R. Nagpal Associates, Chartered Accountants, by way of certificate dated July 11, 2023. In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, our Company has obtained a certificate dated July 11, 2023 from the Statutory Auditor certifying that the borrowings have been utilised towards the purposes for which such borrowings were availed.*

Our Company will approach the lenders after completion of this Offer for repayment/prepayment of the above borrowings. The amounts under the borrowing facilities may be dependent on various factors and may include intermediate repayments and drawdowns. Accordingly, it may be possible that amount outstanding under the borrowing facilities may vary from time to time. We may, from time to time, repay, refinance, enter into further financing arrangements or draw down funds from any such existing borrowing facilities. In such event, we may utilise the Net Proceeds towards repayment/prepayment of any existing or additional indebtedness which will be selected based on various commercial considerations including, among others, the interest on the borrowing facility, the amount of the borrowing outstanding and the remaining tenor of the borrowing, any conditions attached to the borrowings restricting the ability to pre-pay/repay the borrowings, receipt of consents for prepayment from the respective lenders terms and conditions of consents and waivers, presence of onerous terms and conditions under the facility, other commercial considerations and applicable law governing such borrowings.

Our Company may be required to obtain the prior consent of or notify certain of the lenders prior to the repayment/ prepayment. Further, our Company may be subject to the levy of prepayment penalties or premiums, depending on the facility being repaid/prepaid, the conditions specified in the relevant documents governing such credit facility and the amount outstanding/being pre-paid/repaid, as applicable. Payment of prepayment penalty or premium, if any, shall be made from the internal accruals or Net Proceeds to be utilised for general corporate purposes. If the Net Proceeds are insufficient to the extent required for making payments for such prepayment penalties or premiums, such excessive amount shall be met from our internal accruals.

For the purposes of the Offer, our Company has intimated and has obtained necessary consent from its lenders, as is respectively required under the relevant facility documentation for undertaking activities in relation to this Offer including consequent actions, such as change in the capital structure, change in shareholding pattern of our Company, change in management, amendment to the Articles of Association of our Company, etc.

2. Repayment/ prepayment, in full or part, of certain borrowings availed of by our Subsidiaries, namely, AKS and Ramraja

Our Company proposes to utilise ₹ 1,450.00 million towards funding the repayment/prepayment of the loans of our Subsidiaries, AKS and Ramraja (the "**Identified Subsidiaries**").

Our Company proposes to invest ₹ 950.00 million and ₹ 500.00 million in AKS and Ramraja, respectively, to enable these Identified Subsidiaries to repay/prepay in full or part, certain borrowings availed by them. The form of infusion of such amount allocated for this object will be, by way of an equity, debt or any other instrument or any combination thereof or through any other manner, which shall be decided by our Board before infusion of the proceeds into the Identified Subsidiaries after considering certain commercial and financial factors. As at June 30, 2023, the total outstanding borrowings (including fund based and non-fund based borrowings) of our Identified Subsidiaries amounted to ₹ 1,481.26 million.

The Identified Subsidiaries have entered into various financial arrangements from time to time, with banks, financial institutions and other entities. The outstanding loan facilities entered into by the Identified Subsidiaries include borrowing in the form of, *inter alia*, term loans and cash credit facilities. For further details, see "*Financial Indebtedness*" on page 348. However, the aggregate amount to be utilised from the Net Proceeds towards repayment and/or prepayment, in part or full, of all or a portion of borrowings (including refinanced or additional facilities availed, if any) in Identified Subsidiaries, would not exceed ₹ 1,450.00 million.

We believe that such repayment and/or pre-payment will help reduce our and our Identified Subsidiaries' outstanding indebtedness on a consolidated basis, debt servicing costs improve our debt to equity ratio and enable utilisation of our accruals for further investment in our business growth and expansion. Additionally, we believe that the leverage capacity of our Company and our Identified Subsidiaries will improve the ability to raise further resources in the future to fund potential business development opportunities and plans to grow and expand the business.

The following table provides the details of outstanding borrowings availed of by our Identified Subsidiary, AKS, which are proposed to be repaid or prepaid, in full or in part, from the Net Proceeds:

S. No.	Name of the Lender	Initial Date of Sanction	Nature of borrowings	Purpose(1)	Amount sanctioned as on June 30, 2023 (₹ in million)	Amount outstanding as on June 30, 2023 (₹ in million)(1)	Repayment Date / Schedule	Interest Rate (%) as at June 30, 2023	Pre-payment clause
1.	Punjab National Bank	September 17, 2019	Term Loan	Construction of hospital	280.00	227.98	Staggered instalments of principal to be paid on monthly basis till January 2026 along with variable interest	9.30%	Nil
2.	Punjab National Bank	December 24, 2021	Term Loan	Guarantee Emergency Credit Line Scheme	226.10	225.79	Staggered instalments of principal to be paid on monthly basis till November 2027 along with variable interest	9.25%	Nil
3.	Punjab National Bank	December 7, 2021	Term Loan	Take over of loan from Nainital Bank. Initially it was for construction of hospital	455.60	380.03	Staggered instalments of principal to be paid on monthly basis till April 2027 along with variable interest	9.30%	Nil
4.	SREI Equipment Finance Limited	February 1, 2019	Term Loan	Equipment Purchase	18.55	3.31	EMI of ₹ 415,000 payable for the period up to January 2024	12.00%	4% of the prepaid amount

S. No.	Name of the Lender	Initial Date of Sanction	Nature of borrowings	Purpose[(1)]	Amount sanctioned as on June 30, 2023 (₹ in million)	Amount outstanding as on June 30, 2023 (₹ in million)[(1)]	Repayment Date / Schedule	Interest Rate (%) as at June 30, 2023	Pre-payment clause
5.	Tata Capital Financial Services Limited	November 6, 2019	Term Loan	Equipment Purchase	75.00	36.46	EMI of ₹ 1,041,700 plus applicable interest rate payable at monthly rest till January 2026	6.55%	3% of the prepaid amount
6.	Punjab National Bank	December 7, 2021	Cash Credit Facility	Working Capital	50.00	37.64	On demand	9.30%	-
7.	Punjab National Bank	August 22, 2022	Term Loan	Equipment Purchase	172.40	22.60	Monthly payments of principals and interest as per the terms agreed with the banks. The entire loan amount to be paid by April 2028	9.30%	-
8.	IndusInd Bank	July 14, 2022	Term Loan	Equipment Purchase	6.85	5.53	Amount of ₹ 168,260 plus applicable interest payable at monthly rest till August 2026	10.32%	4% of the prepaid amount
9.	Tata Capital Financial Services Limited	December 17, 2022	Term Loan	Equipment Purchase	31.28	29.46	Amount of ₹ 658,629 plus applicable interest payable at monthly rest. The entire loan is to be cleared by November 2027	11.00%	3% of the prepaid amount
TOTAL					**1,315.78**	**968.80***			

* *Our Company proposes to utilise ₹ 950.00 million towards funding the repayment/prepayment of the loans of AKS.*

1. *As certified by R. Nagpal Associates, Chartered Accountants, by way of certificate dated July 11, 2023. In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, our Company has obtained a certificate dated July 11, 2023 from the Statutory Auditor certifying that the borrowings have been utilised towards the purposes for which such borrowings were availed.*

The following table provides the details of outstanding borrowings availed of by our Identified Subsidiary, Ramraja, which are proposed to be repaid or prepaid, in full or in part, from the Net Proceeds:

S. No.	Name of the Lender	Initial Date of Sanction	Nature of borrowings	Purpose[(1)]	Amount sanctioned as on June 30, 2023 (₹ in million)	Amount outstanding as on June 30, 2023 (₹ in million)[(1)]	Repayment Date / Schedule	Interest Rate (%) as at June 30, 2023	Pre-payment clause
1.	Punjab National Bank	February 18, 2022	Term Loan	Takeover of loan from LIC Housing Finance Limited. Initially it was for Construction of hospital	500.00	466.50	Staggered instalments of principal to be paid on monthly basis till January 2032 along with variable interest	9.45%	-
2.	Punjab National Bank	February 18, 2022	Cash Credit Facility	Working capital	50.00	40.76	On demand	9.45%	-
Total					**550.00**	**507.26***			

* *Our Company proposes to utilise ₹ 500.00 million towards funding the repayment/prepayment of the loans of Ramraja.*

1. *As certified by R. Nagpal Associates, Chartered Accountants, by way of certificate dated July 11, 2023. In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, our Company has obtained a certificate dated July 11, 2023 from the Statutory Auditor certifying that the borrowings have been utilised towards the purposes for which such borrowings were availed.*

The Identified Subsidiaries will approach the lenders after completion of this Offer for repayment/prepayment of the above borrowings. The amounts under the borrowing facilities may be dependent on various factors and may include intermediate repayments and drawdowns. Accordingly, it may be possible that amount outstanding under the borrowing facilities may vary from time to time. We may, from time to time, repay, refinance, enter into further financing arrangements or draw down funds from any such existing borrowing facilities. In such event, we may utilise the Net Proceeds towards repayment/prepayment of any existing or additional indebtedness which will be selected based on various commercial considerations including, among others, the interest on the borrowing facility, the amount of the borrowing outstanding and the remaining tenor of the borrowing, any conditions attached to the borrowings restricting the ability to pre-pay/repay the borrowings, receipt of consents for prepayment from the respective lenders terms and conditions of consents and waivers, presence of onerous terms and conditions under the facility, other commercial considerations and applicable law governing such borrowings.

The Identified Subsidiaries may be required to obtain the prior consent of or notify certain of the lenders prior to the repayment/ prepayment. Further, the Identified Subsidiaries may be subject to the levy of prepayment penalties or premiums, depending on the facility being repaid/prepaid, the conditions specified in the relevant documents governing such credit facility and the amount outstanding/being pre-paid/repaid, as applicable. Payment of prepayment penalty or premium, if any, shall be made from the internal accruals or Net Proceeds to be utilised for general corporate purposes. If the Net Proceeds are insufficient to the extent required for making payments for such prepayment penalties or premiums, such excessive amount shall be met from our internal accruals.

3. Funding capital expenditure expenses of our Company for two hospitals, namely, Noida Hospital and Greater Noida Hospital

As of the date of this Red Herring Prospectus, we operate (i) three super specialty hospitals in Delhi NCR i.e., in Noida, Greater Noida and Noida Extension, Uttar Pradesh; and (ii) one multi-specialty hospital in Orchha, Madhya Pradesh (i.e., Jhansi - Orchha Hospital), which commenced commercial operations in Fiscal 2023 with effect from April 10, 2022. We acquired the Jhansi - Orchha Hospital on February 18, 2022. AKS is currently involved in the business of operating Noida Extension Hospital and Ramraja operates Jhansi - Orchha Hospital.

Both the Noida Hospital and Greater Noida Hospital are directly operated by our Company. Noida Hospital is a 250-bedded super-specialty tertiary care hospital. The hospital has a mix of four high-end modular and other operation theatres, emergency resuscitation and observation unit, 81 critical care beds, a dedicated endoscopy unit and an advanced dialysis unit. Greater Noida Hospital is a super-specialty tertiary care hospital in Delhi NCR with 400 beds which include 112 critical care beds, nine modular and other operation theatres as of March 31, 2023. For further details of our hospitals, please see section "*Our Business - Our Hospitals*" on page 194.

Our Company proposes to utilise ₹ 256.44 million towards funding the capital expenditure expenses of Noida Hospital and Greater Noida Hospital. Accordingly, we intend to use the Net Proceeds allocated for this Object towards the medical equipment expenses of our two hospitals.

Medical equipment: Our Company intends to utilize ₹ 256.44 million from the Net Proceeds for the purchase of equipment. We have placed order for an aggregate amount of ₹ 8.57 million for the purchase of new equipment. Further, we are yet to place orders for such equipment for an aggregate amount of ₹ 247.87 million. Accordingly, we are yet to place orders for 96.66% of the total estimated cost in relation to the purchase of equipment.

Orders placed

We have placed order for medical equipment for an aggregate amount of ₹ 8.57 million. The table below sets forth the break-down of the cost of equipment already placed:

S. No.	Particulars of the equipment	Amount (₹ in million)	Payment made towards advance	Balance amount to be paid from Net Proceeds	Supplier name	Purchase order date	Validity	Purchase order No./reference No.
1.	Microscope (Neuro)	8.57	-	8.57	Carl Zeiss India (Bangalore) Private Limited	July 4, 2023	N.A.	-

S. No.	Particulars of the equipment	Amount (₹ in million)	Payment made towards advance	Balance amount to be paid from Net Proceeds	Supplier name	Purchase order date	Validity	Purchase order No./reference No.
Total		**8.57**	**-**	**8.57**				

Note: As certified by R. Nagpal Associates, Chartered Accountants, by way of certificate dated July 11, 2023.

Orders to be placed

We are yet to place orders for equipment for an aggregate amount of ₹ 247.87 million and no payments have been made towards these items. The table below sets forth the break-down of our estimation for the cost of equipment.

S. No.	Particulars of the equipment	Amount to be funded from Net Proceeds (₹ in million)[1]	Quotations received From	Date of quotations	Validity	Reference Number
1.	Micro Debrider Handpiece	0.76	Aarc Surgical	July 1, 2023	June 30, 2024	1903
2.	C-Arm machine	1.47	Allengers Medical Systems Limited	Jun 21, 2023	90 days	AMSL/HFC17/5395/v8
3.	HF X-ray	0.32	Allengers Medical Systems Limited	July 7, 2023	90 days	AMSL/HFX03/3304/v8
4.	OMOM HD Capsule and OMOM HD Capsule Endoscope System	1.00	AusAsia Lifesciences	June 22, 2023	September 22, 2023	EST-358
5.	Tomi Morcellator Set	2.58	Biorad Medisys Pvt Ltd.	July 3, 2023	September 30, 2023	BIO/PUN/059/23-24
6.	General Plastic Surgery Set	0.60	Brink surgical	June 30, 2023	N.A.	N.A.
7.	General Surgery Set	1.55	Brink surgical	June 30, 2023	N.A.	N.A.
8.	Ortho Surgery Set	2.26	Brink surgical	June 30, 2023	N.A.	N.A.
9.	Defibrillator 900R with AED	4.48	Cesta Solutions	June 30, 2023	December 31, 2023	202306/DCC305R
10.	ECG Machine	1.08	Cesta Solutions	June 30, 2023	December 31, 2023	202306/DCC305R
11.	Urology Set (Olympus)	2.45	Divine Healthware	June 27, 2023	September 15, 2023	dhwND270623
12.	Anesthesia Machine	4.73	Draeger India Private Limited	July 4, 2023	December 31, 2023	QUO-bandara-0347-001
13.	ICU Ventilator	12.38	Draeger India Private Limited	July 4, 2023	December 31, 2023	QUO-bandara-0347-001
14.	Cryo 2 unit	1.87	DSS Imagetech Private Limited	July 6, 2023	90 days	DSS/GST/MED/22-23/FYH/01
15.	ECMO Rotaflow-II	4.71	Electromeditech	July 7, 2023	September 30, 2023	EMT: AKS: 2022-23:653R
16.	ICU Ventilator Model Servo "i" Universal Ventilator	6.05	Electromeditech	July 7, 2023	September 30, 2023	EMT:Yatharth /2023-2024
17.	Echo Machine with USG prob portable	4.54	Fujifilm SonoSite India Pvt. Ltd	June 22, 2023	N.A.	N.A.
18.	ENT Surgical Microscope	0.30	Gem Surg Equipments Private Limited	June 30, 2023	June 29, 2024	GEM/230630/23-24
19.	Fibroscan 430 Mini Plus and M+ Probe	8.40	Hospimax Healthcare Private Limited	July 1, 2023	90 days	HHPL/FibroScan/2023-24/PQ021
20.	Neuro navigation	15.68	JD Neurotech Private Limited	June 30, 2023	90 days	JDN/QUT/021

S. No.	Particulars of the equipment	Amount to be funded from Net Proceeds (₹ in million)[1]	Quotations received From	Date of quotations	Validity	Reference Number
21.	Evernoa base - FeNO Device	0.88	JK Medical Systems Private Limited	June 30, 2023	N.A.	JKM/04-100/577
22.	Drying Cabinet	0.22	Machinfabrik Industries Private Limited	June 30, 2023	90 days	MFIPL/2023-24/1058 R2
23.	Flash Sterilizer	1.97	Machinfabrik Industries Private Limited	June 30, 2023	90 days	MFIPL/2023-24/1058 R2
24.	Steam Sterilizer	4.69	Machinfabrik Industries Private Limited	June 30, 2023	90 days	MFIPL/2023-24/1058 R2
25.	MRI compatible crash cart	0.91	Marrsis Disha	June 27, 2023	N.A.	3602
26.	MRI Laryngoscope Set	0.18	Marrsis Disha	June 27, 2023	N.A.	3602
27.	Infusion Pump	0.50	Medinfra India Private Limited	June 26, 2023	December 31, 2023	MPL/20230626
28.	Syringe pumps	4.20	Medinfra India Private Limited	June 26, 2023	December 31, 2023	MPL/20230626
29.	Bariatirc Surgery Set	6.41	Medisurge Technologies	June 21, 2023	December 31, 2023	N.A.
30.	Cardiac Instrument Set	5.16	Medisurge Technologies	June 21, 2023	December 30, 2023	N.A.
31.	Kidney Transplant Instruments	15.89	Medisurge Technologies	June 21, 2023	December 31, 2023	N.A.
32.	Morcellation & Hystroscopy system	0.35	Moon Electro Medical	June 21, 2023	March 31, 2024	N.A.
33.	DLCO System	4.93	Schiller Healthcare India Private Limited	June 24, 2023	60 days	SHIPL\KDM\YSSH\01
34.	ACT Machine	0.84	Sreekanth Agencies	June 28, 2023	6 months	N.A.
35.	Patient Warming System	0.56	Sreekanth Agencies	June 30, 2023	N.A.	N.A.
36.	Arthroscopy Shaver System	2.05	Star Healthcare	June 27, 2023	N.A.	N.A.
37.	Micro drill and saw system	3.29	Star healthcare	June 27, 2023	N.A.	N.A.
38.	Ortho drill with saw – Battery operated system 8 drill and saw system	5.27	Star Healthcare	June 27, 2023	N.A.	N.A.
39.	Stryker Ultrasonic Aspirator System	4.07	Star Healthcare	July 3, 2023	N.A.	N.A.
40.	DEXA Scan	5.80	Wipro GE Healthcare	June 26, 2023	September 15, 2023	N.A.
41.	Patient Monitor	90.00*	Wipro GE Healthcare Private Limited	July 1, 2023	December 31, 2023	WGEHC/PCS/Monitor/Yatharth/07/2023
42.	Stress System TMT Machine	2.40*	Wipro GE Healthcare Private Limited	July 3, 2023	September 30, 2023	WGEHC/PCS/Quote/DCAR/07/2023
43.	Ultrasound machine	6.30*	Wipro GE Healthcare	July 4, 2023	N.A.	Proposal No4/07/2023
44.	Cautry Machine	1.51	Yare Healthcare Private Limited	June 21, 2023	March 31, 2024	YHCPL/429

S. No.	Particulars of the equipment	Amount to be funded from Net Proceeds (₹ in million)[1]	Quotations received From	Date of quotations	Validity	Reference Number
45.	Cautry Machine URO	1.74	Yare Healthcare Private Limited	June 21, 2023	March 31, 2024	YHCPL/433
46.	Appa Scan (Touch Screen)	0.54	Appasamy Associates Pvt. Ltd.	July 5, 2023	December 31, 2023	AA/QTN/440
Total estimated cost		**247.87**				

1. *Inclusive of applicable GST*

* *Exclusive of applicable GST*

Note: As certified by R. Nagpal Associates, Chartered Accountants, by way of certificate dated July 11, 2023.

The medical equipment is proposed to be utilised primarily for the purposes of capacity expansion and additional medical services.

With respect to the equipment for which orders are yet to be placed, we have not entered into definitive agreements with any of the vendors and there can be no assurance that the same vendors would be engaged to eventually supply the equipment and other items or at the same costs. The quantity of equipment to be purchased is based on the present estimates of our management. All quotations received from the vendors mentioned above are valid as on the date of this Red Herring Prospectus. If we engage someone other than the identified third-party vendors from whom we have obtained quotations or if the quotations obtained expire, such vendor's estimates and actual costs for the equipment's listed above may differ from the current estimates. No second-hand or used equipment's are proposed to be purchased out of the Net Proceeds.

Our Company shall have the flexibility to deploy the equipment to replace any existing equipment or set up a new equipment as per the internal estimates of our management and business requirements. This may vary depending on the demand for replacement in our existing equipment. The actual mode of deployment has not been finalised as on the date of this Red Herring Prospectus. For further details, see "*Risk Factors – We intend to invest in our Company and Subsidiaries (AKS and Ramraja), to fund capital expenditure and repayment of borrowing in part or full. We placed purchase orders for certain medical equipment of our Company, AKS and Ramraja and have not entered into any definitive arrangements for remaining medical equipment and availed quotation from vendors to utilize certain portions of the Net Proceeds of the Offer. Our proposed schedule of implementation and deployment of Net Proceeds may also be subject to delays and we may have to reduce or extend the deployment period for the stated objects.*" on page 31.

Our Promoters, Directors, Key Managerial Personnel and Senior Management do not have any interest in the proposed vendors from whom we have obtained quotations/placed order in relation to such activities.

4. Funding capital expenditure expenses of our Subsidiaries, AKS and Ramraja, for respective hospital operated by them

Our Identified Subsidiaries, AKS and Ramraja operate Noida Extension Hospital and Jhansi-Orchha Hospital, respectively. Noida Extension Hospital is a 450-bedded tertiary care hospital with a mix of 11 modular and other operation theatres and 125 critical care beds. Jhansi-Orchha Hospital is a multi-specialty hospital with a total capacity of 305 beds which includes 76 critical care beds. For further details of our hospitals, see "*Our Business - Our Hospitals*" on page 194.

Our Company proposes to invest ₹ 622.76 million and ₹ 446.90 million towards capital expenditure requirements of hospitals operated by AKS and Ramraja, respectively. The form of infusion of such amount allocated for this object will be, by way of an equity, debt or any other instrument or any combination thereof or through any other manner, which shall be decided by our Board before infusion of the proceeds into the Identified Subsidiaries after considering certain commercial and financial factors.

Accordingly, we intend to use the Net Proceeds allocated for this Object towards the medical equipment expenses of these two hospitals.

Medical equipment: Our Company intends to utilize ₹ 1,069.66 million from the Net Proceeds for the purchase of equipment for hospitals operated by AKS and Ramraja. We have placed orders for an aggregate amount of ₹ 356.86 million for the purchase of new equipment. Further, we are yet to place orders for such equipment for an aggregate amount of ₹ 712.80 million. Accordingly, we are yet to place orders for 66.64% of the total estimated cost in relation to the purchase of equipment by AKS and Ramraja.

Orders placed

We have placed orders for medical equipment for an aggregate amount of ₹ 174.61 million and ₹ 182.25 million for AKS and Ramraja, respectively. The table below sets forth the break-down of the cost of equipment already placed:

S. No.	Particulars of the equipment	Amount[1] (₹ in million)	Payment made towards advance	Balance amount to be paid from Net Proceeds	Supplier name	Purchase order date	Validity	Purchase order No./reference No.
				AKS				
1.	Brachytherapy Machine and Linnear Accelator	163.92*	-	163.92	Elekta Solutions AB	July 4, 2023	N.A.	Purchase & Licence Agreement No 2021-334982-RS
2.	Dosimetry system	10.69	-	10.69	PTW Freiburg, Germany	July 4, 2023	N.A.	YSSH/PTWDI
Total (A)		**174.61**	**-**	**174.61**				
				Ramraja				
1.	Brachytherapy Machine and Linnear Accelator	163.92*	-	163.92	Elekta Solutions AB	July 4, 2023	N.A.	Purchase & Licence Agreement No 2022-353636-RS
2.	Dosimetry system	13.33	-	13.33	PTW Freiburg, Germany	July 4, 2023	N.A.	RRMH/PTWDI
3.	IVF	5.00	-	5.00	Shivani Scientific Industries Private Limited	July 5, 2023	N.A.	PO
Total (B)		**182.25**	**-**	**182.25**				
Total (A+B)		**356.86**	**-**	**356.86**				

1. *Inclusive of applicable GST.*

* *The price of the purchase order being, USD 2.00 million. Our Company has assumed an exchange rate of USD 1= ₹ 81.96 as on July 4, 2023.*

Note: As certified by R. Nagpal Associates, Chartered Accountants, by way of certificate dated July 11, 2023.

Orders to be placed

We are yet to place orders for equipment for an aggregate amount of ₹ 712.80 million and no payments have been made towards these items. The table below sets forth the break-down of our estimation for the cost of equipment.

S. No.	Particulars of the equipment	Amount to be funded from Net Proceeds (₹ in million)[1]	Quotations received from	Date of quotations	Validity	Reference Number
			AKS			
1.	HF X-RAY	0.32	Allengers Medical Systems Limited	July 7, 2023	90 days	AMSL/HFX03/3461/v9
2.	Capsule Endoscope System	1.00	AusAsia Lifesciences	June 30, 2023	September 30, 2023	EST-641
3.	Morcellator URO	1.29	Biorad Medisys Private Limited	July 3, 2023	September 30, 2023	BIO/PUN/057/23-24
4.	Neuro drill with attachment - Midas Rex Legend Stylus	2.70	Brainwave Medical Technologies Private Limited	July 1, 2023	180 days	BMTPL/NT/23240089/22-23

S. No.	Particulars of the equipment	Amount to be funded from Net Proceeds (₹ in million)[1]	Quotations received from	Date of quotations	Validity	Reference Number
	High Speed Drill System					
5.	Eye Instrument Set	0.52	Brink Surgical	June 30, 2023	N.A.	N.A.
6.	General Plastic Surgery Instrument Set	0.60	Brink Surgical	June 30, 2023	N.A.	N.A.
7.	Neuro Surgery Set	2.07	Brink Surgical	June 30, 2023	N.A.	N.A.
8.	Ortho Instrument Set	2.26	Brink Surgical	June 30, 2023	N.A.	N.A.
9.	Defibrillator 900R with AED	1.12	Cesta Solution	June 30, 2023	December 31, 2023	202306/DCC304R
10.	ECG Machine	0.27	Cesta Solution	June 30, 2023	December 31, 2023	202306/DCC304R
11.	Derma Set	4.66	Derma India	June 22, 2023	6 months	DI/OS-070/06-2023
12.	Laproscopy 3D Set	7.55	Divine Healthware	June 27, 2023	September 15, 2023	dhwnD27623
13.	Anesthesia Machine	4.73	Draeger India Private Limited	July 4, 2023	December 31, 2023	QUO-bandara-0347-001
14.	Cryo 2 unit	1.64	DSS Imagetech Private Limited	July 1, 2023	N.A.	MD-ST23/2324/448
15.	ECMO machine	4.71	Electromeditech	July 7, 2023	September 30, 2023	EMT:AKS:2022-23:651HA
16.	Echo Machine with USG prob portable	2.27	Fujifilm Sonosite India Pvt. Ltd.	June 22, 2023	N.A.	N.A.
17.	Fibroscan 430 Mini Plus and M+ Probe	8.40	Hospimax Healthcare Private Limited	July 1, 2023	90 days	HHPL/FibroScan/2023-24/PQ022
18.	Surgical Robot Console System with training & CMC package	144.50*	CMR Surgical India Pvt. Ltd	June 30, 2023	60 days	N.A.
19.	Neuro Navigation	7.84	JD Neurotech Pvt Ltd	June 29, 2023	90 days	JDN/QUT/020
20.	FeNO Device	0.44	JK Medical Systems Private Limited	June 30, 2023	N.A.	JKM/04-100/578
21.	Sleep lab	2.13	Lifecare Medica	July 4, 2023	December 31, 2023	N.A.
22.	Flash Sterilizer	0.98	Machinfabrik Industries Private Limited	June 28, 2023	90 days	MFIPL/2023-24/1108R2
23.	Steam Sterilizer	2.35	Machinfabrik Industries Private Limited	June 28, 2023	90 days	MFIPL/2023-24/1108R2
24.	MRI compatible crash cart	0.45	Marrsis Disha	June 27, 2023	N.A.	3613
25.	MRI Laryngoscope Set	0.09	Marrsis Disha	June 27, 2023	N.A.	3613
26.	Infusion Pump	0.25	Medinfra India Private Limited	June 26, 2023	December 31, 2023	MPL/20230626

S. No.	Particulars of the equipment	Amount to be funded from Net Proceeds (₹ in million)[1]	Quotations received from	Date of quotations	Validity	Reference Number
27.	Syringe Pump	2.10	Medinfra India Private Limited	June 26, 2023	December 31, 2023	MPL/20230626
28.	Cardiac Instrument Set	5.16	Medisurge Technologies	June 21, 2023	December 31, 2023	N.A.
29.	Liver Transplant Instrument	9.42	Medisurge Technologies	July 1, 2023	December 30, 2023	N.A.
30.	Robot (Ortho)	48.04	Micro Life Sciences Pvt. Ltd.	July 7, 2023	October 31, 2023	MHL/07/23/03
31.	Morcellation and Hystroscopy System	0.35	Moon Electro Medical	June 21, 2023	March 31, 2024	N.A.
32.	Onco Moulding	9.95	Radcheck Medical Private Limited	June 28, 2023	March 31, 2024	RC/014/2023-24
33.	Multifiltrate Acute Dialysis Machine	3.23	Rose Surgicals and Pharma Private Limited	July 4, 2023	December 31, 2023	N.A.
34.	HD Machine	6.63	Rose Surgicals and Pharma Private Limited	July 4, 2023	December 31, 2023	N.A.
35.	ACT Machine	0.84	Sreekanth Agencies	June 28, 2023	6 months	N.A.
36.	Arthroscopy Shaver System	2.05	Star Healthcare	July 3, 2023	N.A.	N.A.
37.	Micro drill and saw system	3.29	Star Healthcare	June 27, 2023	N.A.	N.A.
38.	Ortho drill with saw - Batter operated system 8 drill and saw system	2.64	Star Healthcare	June 27, 2023	N.A.	N.A.
39.	Sternum saw with drill	1.50	Star Healthcare	June 27, 2023	N.A.	N.A.
40.	Stryker Ultrasonic Aspirator System	4.07	Star Healthcare	June 27, 2023	N.A.	N.A.
41.	Urodynamic System	1.79	Unique Medical Devices	July 4, 2023	October 3, 2023	QUOTATION UMD Jul-23-04
42.	DEXA Scan	5.80	Wipro GE Healthcare	June 26, 2023	September 15, 2023	N.A.
43.	Echo machine	11.00*	Wipro GE Healthcare	July 1, 2023	N.A.	N.A.
44.	PET CT	77.00	Wipro GE Healthcare Private Limited	July 1, 2023	September 30, 2023	N.A.
45.	SPECT Scanner	42.50	Wipro GE Healthcare	July 1, 2023	September 30, 2023	N.A.
46.	Stress System TMT Machine	2.40*	Wipro GE Healthcare Private Limited	July 1, 2023	December 31, 2023	WGEHC/PCS/Quote/DCAR/07/2023
47.	Cautry Machine	1.51	Yare Healthcare	June 21, 2023	March 31, 2024	YHCPL/428

S. No.	Particulars of the equipment	Amount to be funded from Net Proceeds (₹ in million)[1]	Quotations received from	Date of quotations	Validity	Reference Number
			Private Limited			
48.	Cautry Machine URO	1.74	Yare Healthcare Private Limited	June 21, 2023	March 31, 2024	YHCPL /432
Total (A)		**448.15**				
Ramraja						
1.	Microbiology Set	2.38	Biomerieux India Private Limited	July 4, 2023	6 months	N.A.
2.	Morcellator URO	1.29	Biorad Medisys Pvt Ltd.	July 3, 2023	September30 , 2023	BIO/PUN/058/23-24
3.	Neuro drill with attachment - Midas Rex Legend Stylus High Speed Drill System	2.70	Brainwave Medical Technologies Private Limited	July 1, 2023	180 days	BMTPL/NT/23240090/22-23
4.	Neuro Surgery Set	2.07	Brink Surgical	June 30, 2023	N.A.	N.A.
5.	Derma Set	4.66	Derma India	July 1, 2023	6 months	DI/OS/077/07-2023
6.	Olympus 3D SET	7.55	Divine Healthware	June 27, 2023	September 15, 2023	dhwnD27623
7.	Urology Set (Olympus)	2.45	Divine Healthware	June 30, 2023	September 15, 2023	dhwjhs30623
8.	ECMO Roatflow-II	4.72	Electromeditech	July 7, 2023	September 30, 2023	EMT: AKS: 2022-23:652R
9.	Echo Machine with USG prob portable	2.27	FUJIFILM SonoSite India Pvt. Ltd	June 22, 2023	N.A.	N.A.
10.	ENT equipment and instruments	2.80	Gem Surg Equipments Private Limited	June 30, 2023	6 months	GEM/230630/23-24
11.	Thulium Fiber Laser system model	4.50	Intercadia Life Sciences	July 7, 2023	December 31, 2023	ILS/LASER/UROLASE--SP+/019/2023-24
12.	Fenom Pro FeNO Device	0.44	JK Medical Systems Private Limited	June 30, 2023	N.A.	JKM/04-100/579
13.	Drying Cabinet	0.22	Machinfabrik Industries Private Limited	June 29, 2023	90 days	MFIPL/2023-24/1109 R2
14.	Flash Sterilizer	0.98	Machinfabrik Industries Private Limited	June 29, 2023	90 days	MFIPL/2023-24/1109 R2
15.	Steam Sterilizer	2.35	Machinfabrik Industries Private Limited	June 29, 2023	90 days	MFIPL/2023-24/1109 R2
16.	MRI crash cart	0.45	Marrsis Disha	July 1, 2023	N.A.	EST-000892
17.	MRI Conditional Laryngoscope Set	0.10	Marrsis Disha	July 1, 2023	N.A.	EST-000892
18.	Bariatric Surgery Set	6.41	Medisurge Technologies	June 21, 2023	December 31, 2023	N.A.

S. No.	Particulars of the equipment	Amount to be funded from Net Proceeds (₹ in million)[1]	Quotations received from	Date of quotations	Validity	Reference Number
19.	Cardiac Instrument Set	5.16	Medisurge Technologies	June 21, 2023	December 31, 2023	N.A.
20.	Morcellation and Hystroscopy System	0.35	Moon Electro Medical	June 21, 2023	March 31, 2024	N.A.
21.	Bronchoscopy & Gastro set with EBUS & EUS scope	32.17	Olympus Medical Systems India Private Limited	July 3, 2023	September 3, 2023	00131313
22.	Onco Moulding	9.95	Radcheck Medical Private Limited	June 28, 2023	March 31, 2024	RC/013/2023-24
23.	DLCO System	2.46	Schiller Healthcare India Private Limited	June 24, 2023	60 days	SHIPL\KDM\YSSH\01
24.	ACT Machine	0.84	Sreekanth Agencies	June 28, 2023	6 months	N.A.
25.	Arthroscopy Shaver System	2.05	Star Healthcare	June 27, 2023	N.A.	N.A.
26.	Sternum saw with drill	1.50	Star Healthcare	July 3, 2023	N.A.	N.A.
27.	Stryker Ultrasonic Aspirator system (CUSA)	4.07	Star Healthcare	June 27, 2023	N.A.	N.A.
28.	DEXA Scan	5.80	Wipro GE Healthcare	June 30, 2023	September 15, 2023	N.A.
29.	Vivid E95Ultra-Edition 4D Cardiovascular Ultrasound System	11.00	Wipro GE Healthcare	July 1, 2023	N.A.	N.A.
30.	Discovery IQ “Gen2” 2 Ring PETCT 32 Slice with Q.CLEAR Technology	77.00	Wipro GE Healthcare	July 1, 2023	September 30, 2023	N.A.
31.	NM 830 SPECT Scanner with Xeleris 4.0 DR Workstation	42.50	Wipro GE Healthcare	July 1, 2023	September 30, 2023	N.A.
32.	Cautry (APC)	2.45	Yare Healthcare Private Limited	June 21, 2023	March 31, 2024	YHCPL/430
33.	Cautry Machine	1.51	Yare Healthcare Private Limited	June 21, 2023	March 31, 2024	YHCPL/430
34.	Cautry Machine URO	1.74	Yare Healthcare Private Limited	June 21, 2023	March 31, 2024	YHCPL/431
35.	ICU Ventilator	15.76	Draeger India Private Limited	July 4, 2023	December 31, 2023	QUO-bandara-0347-001
Total (B)		**264.65**				
Total (A+B)		**712.80**				

1. *Inclusive of applicable GST*
* *Exclusive of applicable GST*

Note: As certified by R. Nagpal Associates, Chartered Accountants, by way of certificate dated July 11, 2023.

The medical equipment is proposed to be utilised primarily for the purposes of capacity expansion and additional medical services.

With respect to the equipment for which orders are yet to be placed, we have not entered into definitive agreements with any of the vendors and there can be no assurance that the same vendors would be engaged to eventually supply the equipment and other items or at the same costs. The quantity of equipment to be purchased is based on the present estimates of our management. All quotations received from the vendors mentioned above are valid as on the date of this Red Herring Prospectus. If we engage someone other than the identified third-party vendors from whom we have obtained quotations or if the quotations obtained expire, such vendor's estimates and actual costs for the equipment listed above may differ from the current estimates. No second-hand or used equipment's are proposed to be purchased out of the Net Proceeds.

Our Company shall have the flexibility to deploy the equipment to replace any existing equipment or set up a new equipment as per the internal estimates of our management and business requirements. This may vary depending on the demand for replacement in our existing equipment. The actual mode of deployment has not been finalised as on the date of this Red Herring Prospectus. For further details, see "*Risk Factors – We intend to invest in our Company and Subsidiaries (AKS and Ramraja), to fund capital expenditure and repayment of borrowing in part or full. We placed purchase orders for certain medical equipment of our Company, AKS and Ramraja and have not entered into any definitive arrangements for remaining medical equipment and availed quotation from vendors to utilize certain portions of the Net Proceeds of the Offer. Our proposed schedule of implementation and deployment of Net Proceeds may also be subject to delays and we may have to reduce or extend the deployment period for the stated objects.*" on page 31.

Our Promoters, Directors, Key Managerial Personnel and Senior Management do not have any interest in the proposed vendors from whom we have obtained quotations and/or placed orders in relation to the medical equipment for hospitals of our Identified Subsidiaries.

The medical equipment to be purchased by our Company and Identified Subsidiaries are proposed to be utilised primarily for purposes indicated in the manner set forth below:

(In ₹ million)

Category	Our Company	Identified Subsidiaries		Total
	Yatharth	AKS	Ramraja	
Oncology	-	304.06	306.70	610.76
Critical Care	159.84	41.57	45.33	246.74
Diagnostic	29.01	18.93	41.71	89.65
Robotics	-	192.54	-	192.54
Cardiology	13.18	27.31	24.65	65.14
Surgery Instruments	26.71	14.87	11.28	52.86
Sterilization	6.88	3.33	3.55	13.76
Skin Care	-	4.66	4.66	9.32
General Equipment	20.52	15.49	6.64	42.65
Ent Care	0.30	-	-	0.30
Laboratory	-	-	2.38	2.38
Amount to be paid from Net Proceeds (Total)	**256.44**	**622.76**	**446.90**	**1,326.10**

5. Funding our inorganic growth initiatives through acquisitions and other strategic initiatives

The Company proposes to utilise ₹ 650.00 million towards funding its inorganic growth initiatives during Fiscals 2024 and 2025.

We intend to seek attractive inorganic opportunities that we believe will fit well with our strategic business objectives and growth strategies. Our Board has adopted a resolution dated March 25, 2022 setting out its intent to identify such targets and commence the acquisition process.

We intend to diversify the scope of our offerings to its customer and enter into (i) new markets, which so far has not been tapped by the us and/or (ii) the existing market, where we already have presence and wish to consolidate such presence by acquiring new hospitals by way of in-organic growth by way of acquiring the already operational/ non-operational hospitals.

The amount of Net Proceeds to be used for acquisitions will be based on our management's decision and may not be the total value or cost of any such acquisitions but is expected to provide us with sufficient financial leverage to pursue such acquisitions. For further details, see *"Risk Factors - In the event that our Net Proceeds to be utilised towards inorganic growth initiatives are insufficient for the cost of our proposed inorganic acquisition, we may have to seek alternative forms of funding."* on page 39.

The actual acquisition will depend on number of factors, including the timing, nature, geographical and strategical location, size of acquisitions and other factors including but not limited to legal, operational and financial challenges, liabilities and the quality of asset to be undertaken and general factors affecting our results of operation, financial condition and access to capital. Another factor would be the organizational set-up, *i.e.*, if the proposed acquisition to be undertaken by purchase of assets and/or liabilities by way of the acquisition of shares of the target entity by our Company or its Subsidiaries. These factors will also determine the form of investment for these potential acquisitions, *i.e.*, whether they will be directly done by our Company or whether these will be in the nature of asset or acquisitions or joint ventures. Acquisitions and inorganic growth initiatives may be undertaken as cash transactions, or be undertaken as share-based transactions, including share swaps, or a combination thereof.

Acquisition process

The acquisition process generally involves the identification of target acquisition based on the criteria identified by our Company, agreeing to commercial terms and signing the term sheet, entering into requisite non-disclosure agreements, carrying out the due diligence of the assets and liabilities of the company, sorting out the issues coming out of the due diligence process, signing the definitive share purchase agreement or asset purchase agreement, as applicable and finally the acquisition of shares and paying for the acquired assets. However, the actual acquisition process may differ and depending upon the size of the acquisition. As on the date of this Red Herring Prospectus, we have not entered into any definitive agreements towards any future acquisitions or strategic initiatives and corresponding financing arrangement.

6. General Corporate Purposes

Our Company proposes to deploy the balance Net Proceeds, aggregating to ₹ [●] million, towards general corporate purposes, subject to such amount not exceeding 25% of the Gross Proceeds and the proceeds from the Pre-IPO Placement, in compliance with the SEBI ICDR Regulations. The general corporate purposes including but not limited to the following:

(1) funding growth opportunities, including acquisitions;
(2) servicing our repayment obligations (principal and interest) under our future financing arrangements;
(3) capital expenditure, including towards development/refurbishment/renovation of our assets;
(4) advertisement and marketing;
(5) meeting ongoing general corporate purposes or contingencies;
(6) payment of prepayment penalty or premium, as applicable, towards borrowings proposed to be pre-paid from the Net Proceeds, if any; and/or
(7) strategic initiatives.

The quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company, from time to time.

In addition to the above, our Company may utilise the Net Proceeds towards other purposes considered expedient and as approved periodically by our Board, subject to compliance with necessary provisions of the Companies Act. Our Company's management shall have flexibility in utilising surplus amounts, if any. Our management will have the discretion to revise our business plan from time to time and consequently our funding requirement and deployment of funds may change. This may also include rescheduling the proposed utilization of Net Proceeds. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes.

Interim use of Net Proceeds

The Net Proceeds pending utilisation for the purposes stated in this section, shall be deposited only with scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as amended. In accordance with Section 27 of the Companies Act, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in equity shares of any other listed company or for any investment in the equity markets.

Bridge Financing Facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds. However, depending upon business requirements, our Company may consider raising bridge financing facilities, including through secured or unsecured loans or any short-term instrument like non-convertible debentures, commercial papers, etc. pending receipt of the Net Proceeds. If any bridge financing is availed to fund any of the objects mentioned above, then the same would be repaid out of the Net Proceeds and such utilization (towards repayment of bridge loan) shall be construed to be done for the specific object itself.

Offer Expenses

The total Offer related expenses are estimated to be approximately ₹ [●] million. The Offer related expenses primarily include fees payable to the BRLMs and legal counsels, fees payable to the Auditors, brokerage and selling commission, underwriting commission, commission payable to Registered Brokers, RTAs, CDPs, SCSBs' fees, Sponsor Banks' fees, Registrar's fees, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

The fees, commission and expenses relating to the Offer shall be shared as agreed between our Company and the Selling Shareholders and any expenses paid by our Company on behalf of the Selling Shareholders in the first instance will be reimbursed to our Company, by the Selling Shareholders to the extent of its respective proportion of Offer related expenses. Each of the Selling Shareholders shall bear the expenses incurred in relation to the Offer for Sale on a proportionate basis. The Offer expenses shall be payable in accordance with the arrangements or agreements entered into by our Company with the respective Designated Intermediary.

The break-up for the estimated Offer expenses is set forth below:

Activity	Estimated expenses (1) (in ₹ million)	As a % of the total estimated Offer expenses(1)	As a % of the total Offer size(1)#
BRLMs' fees and commissions (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Commission/processing fee for SCSBs, Sponsor Banks and Bankers to the Offer. Brokerage, underwriting commission and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs (2)(3)(4)(5)	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Others			
(i) Listing fees, SEBI filing fees, upload fees, BSE & NSE processing fees, book building software fees and other regulatory expenses.	[●]	[●]	[●]
(ii) Printing and stationery expenses	[●]	[●]	[●]
(iii) Advertising and marketing expenses	[●]	[●]	[●]
(iv) Fees payable to other advisors to the Offer such as Statutory Auditor for preparing the Restated Consolidated Financial Information, statement of possible special tax benefits and for furnishing confirmations and certificates for purposes of the Offer and legal counsels for drafting of Offer related documentation and assisting the BRLMs in conducting due diligence, etc.	[●]	[●]	[●]
(v) Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

 # For the calculation of percentage of total Offer size, proceeds from the Pre-IPO Placement have also been taken into consideration.

(1) *Inclusive of applicable taxes and Pre-IPO Placement expenses, amounts will be finalised and incorporated in the Prospectus on determination of Offer Price*

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

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

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price. Selling commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of BSE or NSE. No processing fees shall be payable by to the SCSBs on the applications directly procured by them.*

(3) *Processing fees payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders (excluding UPI Bids) which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSB for blocking, would be as follows:*

*Portion for Retail Individual Bidders and Non-Institutional Bidders **	*₹ 10/- per valid Bid cum Application Form (plus applicable taxes)*

** Processing fees payable to the SCSBs for capturing Syndicate Member/Sub-syndicate(Broker)/Sub-broker code on the ASBA Form for Non-Institutional Bidders and Qualified Institutional Bidders with bids above ₹ 500,000 would be ₹ 10 plus applicable taxes, per valid application*

(4) *Selling commission on the portion for Retail Individual Bidders (up to ₹ 200,000) and Non-Institutional Bidders which are procured by Members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the Registered Brokers which are Members of the Syndicate (including their Sub-Syndicate Members) would be as follows:*

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

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

The selling commission payable to the Syndicate / sub-Syndicate Members will be determined:

(i) *For Retail Individual Bidders and Non-Institutional Bidders (up to ₹ 500,000), on the basis of* the *application form number / series, provided that the application is also bid by the respective Syndicate / sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / sub-Syndicate Member, is bid by an SCSB, the selling commission will be payable to the SCSB and not the Syndicate / Sub-Syndicate Member.*

(ii) *For Non-Institutional Bidders (above ₹ 500,000), Syndicate ASBA Form bearing SM Code & Sub-Syndicate Code of the application form submitted to SCSBs for Blocking of the Fund and uploading on the Exchanges platform by SCSBs. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the Syndicate / Sub Syndicate members and not the SCSB.*

Uploading Charges:

(i) *Bid uploading charges payable to Members of the Syndicate (including their sub-Syndicate Members) on the applications made using 3-in-1 accounts would be ₹ 10/- plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate embers).*

(ii) *Bid uploading charges payable to SCSBs on the QIB Portion and Non-Institutional Bidders (excluding UPI Bids) which are procured by the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSBs for blocking and uploading would be ₹ 10/- per valid application (plus applicable taxes).*

The selling commission and bidding charges payable to Registered Brokers, the RTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the bid book of BSE or NSE.

(5) *Selling commission/ uploading charges payable to the Registered Brokers on the portion for Retail Individual Bidders, procured through UPI Mechanism and Non-Institutional Bidders which are directly procured by the Registered Broker and submitted to SCSB for processing, would be as follows:*

Portion for Retail Individual Bidders and Non-Institutional Bidders	*₹ 10/- per valid Bid cum Application Form (plus applicable taxes)*

(6) *Uploading charges/ processing fees for applications made by UPI Bidders using the UPI Mechanism would be as under:*

Members of the Syndicate / RTAs / CDPs (uploading charges)	*₹ 30/- per valid application (plus applicable taxes)*
HDFC Bank Limited	*₹ NIL/- per valid Bid cum Application Form (plus applicable taxes)* *HDFC Bank Limited will also be entitled to a one time escrow management fee of ₹ NIL/-.* *The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.*
Axis Bank Limited	*₹ NIL/- per valid Bid cum Application Form (plus applicable taxes)* *Axis Bank Limited will also be entitled to a one time escrow management fee of ₹ NIL/-.* *The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.*

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Cash Escrow and Sponsor Bank Agreement.
The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, and such payment of processing fees to the SCSBs shall be made in compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

Monitoring Utilization of Funds

In accordance with Regulation 41 of the SEBI ICDR Regulations, our Company has appointed CARE Ratings Limited as the monitoring agency for monitoring the utilisation of Net Proceeds, as the proposed Fresh Issue exceeds ₹ 1,000.00 million. Our Audit Committee and the Monitoring Agency will monitor the utilisation of the Net Proceeds and the proceeds of the Pre-IPO Placement until complete utilisation of the Net Proceeds and proceeds from Pre-IPO Placement and the Monitoring Agency shall submit the report required under Regulation 41(2) of the SEBI ICDR Regulations, on a quarterly basis, until such time as the Net Proceeds have been utilised in full. Our Company will provide item by item description of all the Objects, as well as sub-heads given under the Objects as required under the SEBI ICDR Regulations. Further, our Company will provide information/

certifications obtained from the statutory auditors on utilization of the Net Proceeds and proceeds from Pre-IPO Placement to the Monitoring Agency. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay.

Our Company will disclose the utilisation of the Net Proceeds and proceeds of Pre-IPO Placement, including interim use under a separate head in our balance sheet for such Fiscals as required under applicable law, specifying the purposes for which the Net Proceeds have been utilised. Our Company will also, in its balance sheet for the applicable Fiscals, provide details, if any, in relation to all such Net Proceeds that have not been utilised, if any, of such currently unutilised Net Proceeds.

Further, our Company shall, on a quarterly basis, include the deployment of Net Proceeds and proceeds of Pre-IPO Placement under various heads, as applicable, in the notes to our consolidated financial results. As our Company intends to utilize a portion of the Net Proceeds towards potential acquisitions and strategic initiatives, details pertaining to such acquisitions, initiatives or any inorganic growth initiative, as and when undertaken, will be published on the website of the Company and will be disclosed to the Stock Exchanges in accordance with Regulation 30 and Part A of Schedule III, of the SEBI Listing Regulations.

Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds and proceeds of Pre-IPO Placement. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilised. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the proceeds of the Fresh Issue from the Objects; and (ii) details of category wise variations in the actual utilisation of the proceeds of the Fresh Issue from the Objects of the Fresh Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director's report, after placing the same before the Audit Committee.

Variation in Objects

Our Company shall not vary the Objects of the Offer, as envisaged under Sections 13(8) and 27 of the Companies Act and applicable rules, without our Company being authorised to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("**Shareholders' Meeting Notice**") shall specify the prescribed details, provide Shareholders with the facility to vote by electronic means and shall be published in accordance with the Companies Act, 2013. The Shareholders' Meeting Notice shall simultaneously be published in the newspapers, one in English and one in Hindi (Hindi being the regional language of the jurisdiction where our Registered Office is situated).

Our Company undertakes not to vary the deployment of funds towards Objects of the Offer solely due to delay in receipt of the mandatory governmental approvals as required in connection with the applicable Objects of the Offer.

Other confirmations

None of our Directors or Key Managerial Personnel or Senior Management or Promoters will receive any portion of the Net Proceeds of the Fresh Issue. Further, to the extent of being a Promoter Group Selling Shareholder, our Promoter Group will receive proceeds from the respective portion of the Offer for Sale.

Except in the normal course of business, there are no material existing or anticipated transactions in relation to the utilisation of the Net Proceeds entered into or to be entered into by our Company with our Promoters, members of Promoter Group, Directors, Key Managerial Personnel and/or Senior Management.

Further, pursuant to the Offer, the Net Proceeds received by our Company shall only be utilised for objects identified by our Company and for general corporate purposes and none of our Promoters, Promoter Group and associates of our Company, as applicable, shall receive any part of the Net Proceeds, directly or indirectly.

BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company and the Selling Shareholders, in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Offer Price is [●] times the face value at the Floor Price and [●] times the face value at the Cap Price of the Price Band.

Investors should read the below mentioned information along with "*Our Business*", "*Risk Factors*", "*Financial Statements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 179, 26, 250 and 314, respectively, to have an informed view before making an investment decision.

Qualitative Factors

We believe that some of the qualitative factors which form the basis for computing the Offer Price are as follows:

- Among the leading super-specialty hospital in Delhi NCR with diverse specialty and payer mix;
- Advanced and high-end medical equipment and technology;
- Ability to attract quality doctors, nurses, paramedical, and other staff;
- Experienced and qualified professional management team with strong execution track record; and
- Track record of stable operating and financial performance and growth.

For further details, see "*Our Business – Competitive Strengths*" on page 185.

Quantitative Factors

Certain information presented below, relating to our Company, is derived from the Restated Consolidated Financial Information. For further details, see "*Financial Information*" on page 250.

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

1. Basic and Diluted Earnings Per Share ("EPS"):

Fiscal	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
2021	2.77	2.77	1
2022	6.78	6.78	2
2023	10.09	10.09	3
Weighted Average	**7.77**	**7.77**	-

Notes:

(1) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights.

(2) Basic Earnings per Equity Share (₹) = Net profit after tax attributable to owners of the Company, as restated / Weighted average no. of Equity Shares outstanding during the year

(3) Diluted Earnings per Equity Share (₹) = Net Profit after tax attributable to owners of the Company, as restated / Weighted average no. of potential Equity Shares outstanding during the year

(4) Earnings per Share calculations are in accordance with the notified Indian Accounting Standard 33 'Earnings per share'.

(5) The face value of each Equity Share is ₹ 10 each.

(6) Pursuant to a board resolution dated February 21, 2022 and shareholders resolution dated February 21, 2022, bonus equity shares have been issued in the ratio of 3:1, bonus issue have been considered retrospectively for the purpose of calculation of the basic and diluted earnings per equity share

(7) The figures disclosed above are based on the Restated Consolidated Financial Information of the Company.

2. Price/Earning ("P/E") ratio in relation to Price Band of ₹ [●] to ₹ [●] per Equity Share:

Particulars	P/E at the Floor Price (no. of times)	P/E at the Cap Price (no. of times)
Based on Basic EPS for Financial Year 2023	[●]	[●]
Based on Diluted EPS for Financial Year 2023	[●]	[●]

Industry P/E ratio

	P/E Ratio
Highest	151.02
Lowest	33.29

	P/E Ratio
Average	65.95

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

3. Average Return on Net Worth ("RoNW")

Fiscal	RoNW (%)	Weight
2020-21	25.06	1
2021-22	37.78	2
2022-23	35.95	3
Weighted Average	**34.75**	-

Notes:

i) *Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.*

ii) *Return on Net Worth (%) = Net Profit after tax attributable to owners of the Company, as restated / Restated net worth attributable to owners of the Company, at the end of the year/period.*

iii) *'Net worth' under Ind-As: Net worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation as on March 31, 2021, 2022 and 2023 in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations.*

4. Net Asset Value per Equity Share

Financial Period	NAV per Equity Share (in ₹)(1)
As on March 31, 2023	27.93
After the completion of the Offer	
(i) Floor Price	[●]
(ii) Cap Price	[●]
(iii) Offer Price	[●]

(1) *Net Asset Value per Equity Share = Equity attributable to the owners of the company as restated divided by number of Equity Shares outstanding at the end of the year.*

5. Comparison of Accounting Ratios with Listed Industry Peers

Name of Company	Face Value (₹ Per Share)	P/E (₹)(1)	Total Income, for Fiscal 2023 (in ₹ million)	EPS (₹)(2)		NAV (₹ per share)(3)	RONW (%)(4)
				Basic	Diluted		
Our Company*	10	[●]#	5,231.00	10.09	10.09	27.93	35.95%
Peer Group							
Apollo Hospitals Enterprise Limited	5	89.44	167,027.90	56.97	56.97	431.02	13.22%
Fortis Healthcare Limited	10	40.36	63,593.50	7.80	7.80	95.93	8.13%
Narayana Hrudalaya Limited	10	33.29	45,902.10	29.85	29.85	104.30	28.44%
Max Healthcare Institute Limited	10	52.66	47,018.40	11.38	11.36	76.32	14.89%
Krishna Institute of Medical Sciences Limited	10	42.44	22,235.50	42.03	42.03	208.62	20.14%
Healthcare Global Enterprises Limited	10	151.02	17,076.20	2.11	2.10	61.86	3.41%
Global Health Limited	2	52.44	27,591.63	12.58	12.57	90.54	13.43%

Source: All the financial information for listed industry peers mentioned above is on a consolidated basis and is sourced from the financial results of the respective company for the year ended March 31, 2023 submitted to stock exchanges.

Notes:

* *Based on Restated Consolidated Financial Information as on and year ended March 31, 2023.*

To be included in respect of our Company in Prospectus based on the Offer Price

1. *P/E Ratio: P/E Ratio has been computed based on the closing market price of equity shares on BSE on June 30, 2023 divided by the Basic EPS provided under Note 2 below.*
2. *EPS: Basic & Diluted EPS refers to the EPS sourced from the financial results of the respective company for the year ended March 31, 2023.*
3. *Net Asset Value: Net Asset Value is computed as the Equity attributable to owners of the company at the end of year March 31, 2023 divided by the equity shares outstanding as on March 31, 2023.*

4. *Return on Net Worth % (RONW %) is calculated as Profit after taxes attributable to owners of the company as a percentage of Equity attributable to owners of the company at the end of year March 31, 2023.*

6. Comparison of Debt to Equity Ratio and EBITDA Margin with Listed Industry Peers

Company	Debt to Equity Ratio			EBITDA Margin (%)		
	As at/ for the year ended March 31,					
	2021	2022	2023	2021	2022	2023
Our Company	2.57	2.21	1.44	29.30%	27.64%	25.71%
Per Group						
Apollo Hospitals Enterprise Limited	0.54	0.47	0.44	10.77%	16.96%	12.34%
Fortis Healthcare Limited	0.19	0.16	0.10	11.22%	19.12%	17.83%
Narayana Hrudalaya Limited	0.47	0.37	0.36	7.05%	17.66%	21.35%
Max Healthcare Institute Limited	0.16	0.12	0.08	8.84%	24.07%	27.19%
Krishna Institute of Medical Sciences Limited	0.31	0.12	0.32	27.89%	31.24%	27.48%
Healthcare Global Enterprises Limited	0.59	0.47	0.46	12.09%	16.74%	17.48%
Global Health Limited	-	0.52	0.35	-	20.82%	22.72%

Source: All the financial information for listed industry peers mentioned above is on a consolidated basis and is sourced from the financial results of the respective company for the year ended March 31, 2023 submitted to stock exchanges.

Note:
1. Debt to Equity ratio is calculated as total borrowing (current and non current) divided by equity attributable to owners of the company.
2. EBITDA Margin refers to EBITDA as a percentage to Revenue from operations.

7. Key performance indicators ("KPIs"):

The table below sets forth the details of KPIs that our Company considers have a bearing for arriving at the basis for Offer Price. The key financial and operational metrics set forth below, have been approved and verified by the Audit Committee pursuant to its resolution dated July 11, 2023. Further, the Audit Committee has on July 11, 2023 taken on record that other than the key financial and operational metrics set out below, our Company has not disclosed any other key performance indicators during the three years preceding the Draft Red Herring Prospectus and this Red Herring Prospectus with its investors.

The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, helps it in analyzing its growth in comparison to our Company's listed peers, and other relevant and material KPIs of the business of our Company that have a bearing for arriving at the basis for Offer Price have been disclosed below. Additionally, the KPIs have been certified by way of certificate dated July 11, 2023 issued by R. Nagpal Associates, Chartered Accountants. The certificate dated July 11, 2023 issued by R. Nagpal Associates, Chartered Accountants, has been included in "*Material Contracts and Documents for Inspection – Material Documents*" on page 436.

The Bidders can refer to the below-mentioned KPIs, being a combination of financial and operational KPIs, to make an assessment of our Company's performances and make an informed decision.

A list of our KPIs for Fiscals 2021, 2022 and 2023 is set out below:

(*in ₹ millions except percentages and ratios*)

Particulars	Fiscal 2021	Fiscal 2022	Fiscal 2023
Number of beds(1)	1,100	1,100	1,405
Bed Occupancy Rate(2) (%)	41.63%	49.97%	45.33%
Average Revenue per Occupied Bed ("ARPOB") (3) (₹)	21,286.74	23,510.67	26,538.09
Average Length of Stay(4) ("ALOS")	5.03	5.20	4.32
In-patient Volume(5)	21,356	32,793	45,358
In-patient Revenue(6) (₹ million)	2,060.13	3,463.59	4,519.00
Out-patient Volume(7)	135,755	222,829	329,760
Out-patient Revenue(8) (₹ million)	226.60	545.78	683.93
Revenue from operations(9) (₹ million)	2,286.74	4,009.37	5,202.93
EBITDA(10) (₹ million)	670.11	1,108.11	1,337.65
EBITDA Margin(11) (%)	29.30%	27.64%	25.71%
ROCE(12) (%)	18.43%	22.93%	26.10%
ROE(13) (%)	25.06%	37.78%	35.95%
Debt to equity(14) (Ratio)	2.57	2.21	1.44

Notes:

1. *Total bed capacity is as at end of relevant Fiscal or accounting period, as the case may be and denotes the number of beds the civil structure has been planned for.*
2. *Bed occupancy rate is calculated by dividing the overall number of actual days occupied by the patients by total operational census bed days available during the period.*
3. *Average Revenue per Occupied Bed is calculated as revenue from operations divided by actual bed days occupied during the period.*
4. *Average Length of Stay is calculated as average number of days spent by admitted inpatients.*
5. *Inpatient volume refers to the total number of inpatient discharge in a specific period irrespective of admission date.*
6. *In-patient Revenue refers to revenue generated from inpatient discharge in a specific period.*
7. *Outpatient volume refers to the total number of outpatient bills generated in a specific period.*
8. *Out-patient Revenue refers to revenue generated from outpatients.*
9. *Revenue from operations refers to revenue from operations as appearing in the Restated Consolidated Financial Information.*
10. *EBITDA stands for earnings before interest, taxes, depreciation and amortisation which has been arrived at by adding finance expense, depreciation expense, exceptional items and total tax expense and reducing other income to the restated profit for the year.*
11. *EBITDA as a percentage to Revenue from operations.*
12. *RoCE is calculated as earnings before interest and taxation ("**EBIT**")/ Capital employed (Net of cash and bank balances) at the end of the year/ period. EBIT is calculated as EBITDA net of depreciation and amortisation, Capital employed is calculated as the sum of Equity attributable to owners of the Company and Net Borrowings (Net Borrowings is calculated as total borrowing (including current and non-current borrowing) less cash and cash equivalents and other bank balances and deposits at the end of the relevant Fiscal or accounting period).*
13. *ROE is calculated as Net Profit after taxes attributable to owners of the Company as restated/ Equity attributable to owners of the Company at the end of the relevant Fiscal or accounting period.*
14. *Debt to Equity ratio is calculated as Total borrowing (Current and Non Current) divided by Equity attributable to owners of the Company.*

The KPIs set forth above are the only relevant and material key performance indicators pertaining to us which may have a bearing on the Offer Price. The above KPIs of our Company have also been disclosed, along with other key financial and operating metrics, in "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures*" beginning on pages 179 and 334, respectively. All such KPIs have been defined consistently and precisely in "*Definitions and Abbreviations – Technical/Industry Related Terms/Abbreviations*" on page 9.

Our Company shall continue to disclose the KPIs disclosed hereinabove in this section on a periodic basis, at least once in a year (or for any lesser period as determined by the Board of our Company), for a duration of three years after the date of listing of the Equity Shares, or until the utilization of Offer Proceeds, whichever is later, on the Stock Exchanges pursuant to the Offer, or for such other period as may be required under the SEBI ICDR Regulations.

Explanation for the Key Performance Indicators ("KPIs") metrics

KPI	Explanations
Number of beds	This metric is used by the management to track hospital wise increase in beds.
Bed Occupancy Rate	This metric is used by the management to track inpatient occupancy of each available census bed for a specific period.
Average Revenue per Occupied Bed ("ARPOB")	This metric is used by the management to track total revenue from hospital operations, generated from each occupied inpatient bed days.
Average Length of Stay ("ALOS")	This metric is used by the management to track length of stay of each inpatient admission and discharge, it helps in tracking hospital's efficiency and complexity of work.
In-patient Volume	This metric is used by the management to track inpatient discharge for a specific period, change as compared to last year and outpatient to inpatient admissions.
In-patient Revenue	This metric is used by the management to track revenue generated from inpatient discharge in a specific period.
Out-patient Volume	This metric is tracked by the management using outpatient bills, to check number of consultations done.
Out-patient Revenue	This metric is used by the management to track revenue generated from out patients.
Revenue from operations	This metric is used by the management to track revenue generated from each hospital and overall revenue growth over multiple periods.
EBITDA	We believe that tracking EBITDA helps us identify underlying trends in our business and facilitates evaluation of year-on-year operating performance of our operations by eliminating items that are variable in nature and not considered by us in the evaluation of ongoing operating performance and allowing comparison of our recurring core business operating results over multiple periods.
EBITDA Margin	We believe that tracking EBITDA margin assists in tracking the margin profile of our business and in understanding areas of our business operations which have scope for improvement.
ROCE	This ratio helps our Company in measuring the operating returns generated from total capital employed in the business.
ROE	This ratio helps our Company in measuring the returns generated from equity financing.
Debt to equity	Debt to equity ratio is a metric that measures the degree to which our Company is financing its operations with debt compared to its own equity.

Comparison of KPIs over time from the year of undertaking such material acquisition until the last completed financial year:

KPI	Ramraja Multispeciality Hospital & Trauma Centre Private Limited#	Our Company
Fiscal 2023		
Number of beds	305	1,405
Bed Occupancy Rate (%)	8.36%	45.33%
Average Revenue per Occupied Bed ("ARPOB") (₹)	17,691.69	26,538.09
Average Length of Stay ("ALOS")	3.79	4.32
In-patient Volume	1,960	45,358
In-patient Revenue (₹ million)	104.60	4,519.00
Out-patient Volume	16,639	329,760
Out-patient Revenue (₹ million)	26.69	683.93
Revenue from operations (₹ million)	131.29	5,202.93
EBITDA (₹ million)	(47.11)	1,337.65
EBITDA Margin (%)	(35.88)%	25.71%
ROCE (%)	Negative	26.10%
ROE (%)	Negative	35.95%
Debt to equity (Ratio)	Negative	1.44

Notes:

Our Company acquired the Jhansi - Orchha Hospital pursuant to the Ramraja SPA dated February 18, 2022, which became operational in Fiscal 2023 with effect from April 10, 2022.

The above financial information with respect to Ramraja Multispeciality Hospital & Trauma Centre Private Limited, our Subsidiary, has been extracted from its audited financial statements for the relevant year and may not be comparable to the Restated Consolidated Financial Information. The above has been provided for the limited purpose of explaining the changes in the aforementioned KPIs over time due to the acquisition.

Comparison of KPIs with our listed peers:

(in ₹ millions except percentages and ratios)

KPI	Apollo Hospitals Enterprise Limited	Fortis Healthcare Limited	Narayana Hrudalaya Limited	Max Healthcare Institute Limited	Krishna Institute of Medical Sciences Limited	Healthcare Global Enterprises Limited	Global Health Limited
	Fiscal 2023	**Fiscal 2023**	**Fiscal 2023**	**Fiscal 2023**	**Fiscal 2023**	**Fiscal 2023**	**Fiscal 2023**
Number of operational beds(1)	9,957	4,500	6,186	3,504	3,142	1,415	2,697
Bed Occupancy Rate(1) (%)	64	67	48	76	69	60	59
Average Revenue per Occupied Bed ("ARPOB")(1) (₹)	51,668	55,101	34,794	67,400	29,946	N.A.	59,098
Average Length of Stay(1) ("ALOS")	3.4	3.7	4.5	4.3	4.1	2.3	3.3
In-patient Volume(2)	540,881	290,000	229,000	N.A.	177,181	N.A.	135,161
In-patient Revenue(2) (₹ Million)	N.A.	44,552	N.A.	N.A.	N.A.	N.A.	22,362
Out-patient Volume(2)	1,879,171	2,830,000	2,363,000	2,281,000	1,462,439	N.A.	2,274,651
Out-patient Revenue(2) (₹ Million)	N.A.	7,033	N.A.	N.A.	N.A.	N.A.	4,580
Revenue from operations (₹ million)	1,66,124.50	62,976.32	45,247.65	45,626.00	21,976.78	16,914.10	26,942.48
EBITDA(3)# (₹ million)	20,496.10	11,231.81	9,658.24	12,405.30	6,040.11	2,956.50	6,122.10
EBITDA Margin(4)# (%)	12.34%	17.83%	21.35%	27.19%	27.48%	17.48%	22.72%
ROCE(5)# (%)	17.64%	10.65%	30.07%	15.50%	22.22%	12.43%	23.20%
ROE(6)# (%)	13.22%	8.13%	28.44%	14.89%	20.14%	3.41%	13.43%
Debt to equity(7)# (Ratio)	0.44	0.10	0.36	0.08	0.32	0.46	0.35

Notes:

 # Source: All the financial information for listed industry peers mentioned above is on a consolidated basis and is sourced from the financial results of the respective company for the year ended March 31, 2023 submitted to stock exchanges.

1. *Data has been incorporated from CRISIL Report. The CRISIL Report is also available on the website of our Company at https://www.yatharthhospitals.com/investors.*
2. *Data has been incorporated from respective investor presentation/annual report submitted to stock exchanges.*
3. *EBITDA stands for earnings before interest, taxes, depreciation and amortisation which has been arrived at by adding finance expense, depreciation expense, exceptional items and total tax expense and reducing other income to the restated profit for the year.*
4. *EBITDA as a percentage to Revenue from operations.*
5. *RoCE is calculated as earnings before interest and taxation ("**EBIT**")/ Capital employed (Net of cash and bank balances) at the end of the year/ period. EBIT is calculated as EBITDA net of depreciation and amortisation, Capital employed is calculated as the sum of Equity attributable to owners of the company and net borrowings (net borrowings is calculated as total borrowing (including current and non-current borrowing) less cash and cash equivalents and other bank balances and deposits at the end of the relevant Fiscal or accounting period).*
6. *ROE is calculated as net profit after taxes attributable to owners of the company as restated/ equity attributable to owners of the company at the end of the relevant Fiscal or accounting period.*
7. *Debt to equity ratio is calculated as total borrowing (current and non-current) divided by equity attributable to owners of the company.*

8. Weighted average cost of acquisition

A. The price per share of our Company based on the primary/ new issue of shares (equity/ convertible securities)

The details of the Equity Shares or convertible securities, excluding issuance of bonus shares, during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more that 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("**Primary Issuances**") are as follows:

Date of allotment	Name of allottee	No. of shares allotted	Face value (₹)	Issue price per share (₹)	Nature of allotment	Nature of consideration	Total consideration (in ₹ million)
July 6, 2023	Plutus wealth Management LLP	2,000,000	10	300	Private Placement (Pre-IPO Placement)	Cash	600.00
July 6, 2023	Think India Opportunities Master Fund LP	1,000,000	10	300	Private Placement (Pre-IPO Placement)	Cash	300.00
July 6, 2023	Rosy Blue Diamonds Private Limited	433,334	10	300	Private Placement (Pre-IPO Placement)	Cash	130.00
July 6, 2023	Vikas Vijaykumar Khemani	333,333	10	300	Private Placement (Pre-IPO Placement)	Cash	100.00
July 6, 2023	Viraj Russell Mehta	233,333	10	300	Private Placement (Pre-IPO Placement)	Cash	70.00
Total		**4,000,000**					**1,200.00**
Transaction as % of post-issue capital pursuant to abovementioned allotment of Equity Shares							**5.75%**
Weighted Average Cost of Acquisition [Total Consideration/Total Number of Shares Transacted] (in ₹)							**300**

B. The price per share of our Company based on secondary sale/ acquisitions of shares (equity / convertible securities)

There have been no secondary sale / acquisitions of Equity Shares or any convertible securities ("**Security(ies)**"), where the Promoter, members of the Promoter Group or Selling Shareholders are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("**Secondary Transactions**").

As on the date of this Red Herring Prospectus, none of the Shareholders has a right to appoint director or any other special right in respect of the Equity Shares.

C. Weighted average cost of acquisition, floor price and cap price

Type of transactions	WACA (in ₹)	Floor Price (₹ [●]) is 'X' times the WACA*	Cap Price (₹ [●])is 'X' times the WACA*
Weighted average cost of acquisition of Primary Issuances	300	[●] times	[●] times
Weighted average cost of acquisition of Secondary Transactions^	N.A.	[●] times	[●] times

** To be updated at Prospectus stage.*
^ There were no secondary sales / acquisition of shares (equity/ convertible securities) transactions in last 18 months prior to the date of this Red Herring Prospectus.

Since there is an eligible transaction of our Company reported in (A) above in accordance with paragraph (9)(K)(4)(a) of the SEBI ICDR Regulations, the price per Equity Share of our Company based on the last five primary or secondary transactions in Equity Shares (secondary transactions where the Promoter/ Promoter Group entities, Selling Shareholders or shareholders having the right to nominate director on our Board are a party to the transaction) not older than 3 years prior to the date of filing of this Red Herring Prospectus has not been computed.

9. Detailed explanation for Offer Price/Cap Price being [●] times of weighted average cost of acquisition of primary issuance price/secondary transaction price of Equity Shares (set out in point 7 above) along with our Company's key financial and operational metrics and financial ratios for and Fiscal 2023, 2022 and 2021, and in view of the external factors which may have influenced the pricing of the issue, if any.

[●]*

Note: This will be included on finalisation of Price Band.

10. The Offer Price is [●] times of the face value of the Equity Shares.

The Offer Price of ₹ [●] has been determined by our Company and the Selling Shareholders, in consultation with the BRLMs, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters. The trading price of Equity Shares could decline due to factors mentioned in "*Risk Factors*" on page 26 and you may lose all or part of your investments. Investors should read the above-mentioned information along with "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Financial Information*" on pages 26, 179, 314 and 250, respectively, to have a more informed view.

STATEMENT OF SPECIAL TAX BENEFITS

To,

The Board of Directors
Yatharth Hospital & Trauma Care Services Limited
JA 108 DLF Tower A,
Jasola District Centre,
South Delhi- 110025
Delhi, India

Re: Statement of possible special tax benefits available to Yatharth Hospital & Trauma Care Services Limited, its shareholders and the material subsidiaries under the direct and indirect tax laws, prepared in accordance with the requirements under Schedule VI (Part A)(9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ('SEBI ICDR Regulations').

We hereby confirm that the Annexure prepared by Yatharth Hospital & Trauma Care Services Limited (the "**Company**") states the possible special tax benefits available to the Company, material subsidiaries and to the shareholders of the Company under the Income-tax Act, 1961 and Income tax Rules, 1962 including amendments made by Finance Act 2023 (hereinafter referred to as "**Income Tax Laws**"), the Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Customs Act, 1962, Customs Tariff Act, 1975 as amended, the rules and regulations there under, Foreign Trade Policy, presently in force in India, and also to its the material subsidiaries of the Company under the respective tax laws of their country as on the signing date, for inclusion in the Red Herring Prospectus and Prospectus for the proposed initial public offering of the Company through an offer for sale of equity shares by certain existing shareholders. These benefits are dependent on the Company or its material subsidiaries or the shareholders of the Company fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company or its material subsidiaries or the shareholders of the Company to derive the special tax benefits is dependent upon fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company or its material subsidiaries or the shareholders of the Company may or may not choose to fulfill.

With respect to the special tax benefits of material subsidiaries listed below, we have relied upon the management representation and confirmation received from the tax advisors of the respective material subsidiary of the Company as the case may be.

Following are the material subsidiaries as identified by the Company:

Material Subsidiaries:

1. AKS Medical & Research Centre Private Limited

2. Ramaraja Multispeciality and Trauma Centre Private Limited

The benefits discussed in the enclosed Statement cover only special tax benefits available to the Company, or its material subsidiaries and to the shareholders of the Company and are not exhaustive and also do not cover any general tax benefits available to the Company. Further, any benefits available under any other laws within or outside India have not been examined and covered by this Statement.

Further, the preparation of the enclosed Statement and its contents was the responsibility of the management of the Company. We were informed that this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the 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 offer.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, '*Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements*,' issued by the ICAI. We have conducted our examination in accordance with the '*Guidance Note on Reports or Certificates for Special Purposes*' issued by the Institute of Chartered Accountants of India ("**ICAI**") which requires that we comply with ethical requirements of the Code of

Ethics issued by the ICAI and in accordance with '*Guidance Note on Reports in Company Prospectuses*' (Revised 2019). We hereby confirm that while providing this certificate we have complied with the above guidance notes.

We do not express any opinion or provide any assurance as to whether:

- the Company or its material subsidiaries or the shareholders of the Company will continue to obtain these benefits in future; or
- the conditions prescribed for availing the benefits, where applicable, have been / would be met with.

The contents of the enclosed Statement are based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and its material subsidiaries. Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for 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.

This statement is solely for your information and not intended for general circulation or publication and is not to be reproduced or used for any other purpose without our prior written consent, other than for inclusion of extracts of this statement in the Red Herring Prospectus and the Prospectus and submission of this statement to the Securities and Exchange Board of India, the stock exchange where the Equity Shares of the Company are proposed to be listed, the relevant Registrar of Companies in India in connection with the proposed offer, as the case may be.

For and on behalf of
R. Nagpal Associates
Chartered Accountants
Firm Registration Number: 002626N

CA. Rohit Mehra
Partner
ICAI Membership Number: 093910
UDIN: 23093910BGUFXR7541

Date: July 11, 2023
Place: NOIDA

Encl: As above

ANNEXURE

ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO YATHARTH HOSPITAL & TRAUMA CARE SERVICES LIMITED (THE "**COMPANY**"), MATERIAL SUBSIDIARIES AND THE COMPANY'S SHAREHOLDERS

The information provided below sets out the possible special tax benefits available to the Company, Material Subsidiaries and the shareholders of the Company in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the subscription, ownership and disposal of equity shares of the Company, under the current tax laws presently in force. Several of these benefits are dependent on the shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence the ability of the shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which, based on commercial imperatives a shareholder faces, may or may not choose to fulfill. The following overview is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

Special tax benefits available to the Company and Material Subsidiaries

Special Tax benefit in Direct Tax

Nil

Special Tax benefit in Indirect Tax

Exemption from goods and services tax on healthcare services:-

The Company is entitled to exemption from payment of "Goods and Services Tax" on the "Healthcare Services" provided as per sl.no.74 of the Notification 12/2017- Central Tax (Rate), Dated: June 28, 2017.

As per the notification healthcare means *"health care services" means any service by way of diagnosis or treatment or care for illness, injury, deformity, abnormality or pregnancy in any recognised system of medicines in India and includes services by way of transportation of the patient to and from a clinical establishment, but does not include hair transplant or cosmetic or plastic surgery, except when undertaken to restore or to reconstruct anatomy or functions of body affected due to congenital defects, developmental abnormalities, injury or trauma"*

Further, the Company would not be eligible to avail tax credit of "goods and services tax" paid on inputs, input services and capital goods which are used in relation to providing healthcare services which are exempted as per above discussed Notification.

Special tax benefit available to the shareholders

Apart from the tax benefits available to each class of shareholder as such, there are no special tax benefits for shareholders.

SECTION IV – ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Assessment of the Healthcare Delivery Market in India" dated July 2023 (the "**CRISIL Report**") prepared and issued by CRISIL Limited, appointed by us pursuant to engagement letter dated June 20, 2023, exclusively commissioned and paid for by our Company in connection with the Offer. CRISIL Limited is not related to our Company, our Directors or our Promoters. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. A copy of the CRISIL is available on the website of our Company at https://www.yatharthhospitals.com/investors in compliance with applicable laws. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient 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.*

While preparing its report, CRISIL MI&A has also sourced information from publicly available sources, including our Company's financial statements available publicly. However, financial information relating to our Company presented in other sections of this Red Herring Prospectus has been prepared in accordance with Ind AS and restated in accordance with the SEBI ICDR Regulations. Accordingly, the financial information of our Company in this section is not comparable with Ind AS financial information presented elsewhere in this Red Herring Prospectus. Pandemic outbreaks in critical links of global supply chains have resulted in longer-than-expected supply disruptions, further feeding inflation in many countries. Overall, risks to economic prospects have increased, and policy trade-offs have become more complex.

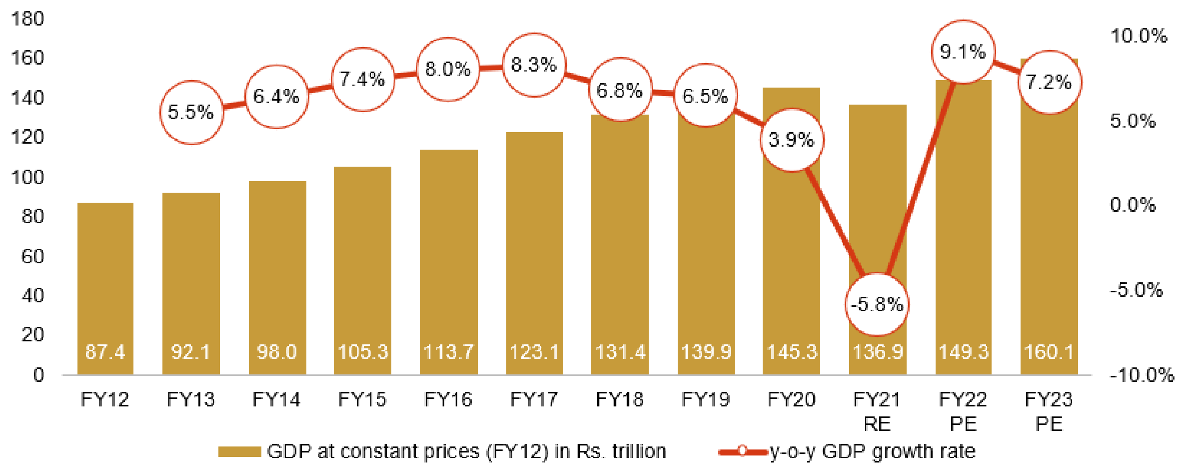
A REVIEW OF INDIA'S GDP GROWTH

India's GDP logged 5.7% CAGR over Fiscals 2012-2023

In 2015, the Ministry of Statistics and Programme Implementation ("**MoSPI**") changed the base year for calculating India's GDP between fiscals 2005 and 2012. Based on this, the country's GDP logged a eleven-year CAGR of 5.7%, growing to approximately ₹ 160 trillion in Fiscal 2023 from ₹ 87 trillion in Fiscal 2012.

Fiscal 2021 was a challenging year for the Indian economy because of the COVID-19 related distress, which was already experiencing a slowdown before the pandemic struck. GDP contracted 5.8% (in real terms) after growing 3.9% in Fiscal 2020. India's GDP (in absolute terms) dropped to ₹ 137 trillion in Fiscal 2021.

Real GDP growth in India (new GDP series)



PE: Provisional estimates; RE: Revised estimates, SAE: Second advanced estimates

Source: Provisional estimates of national income 2021-22, Central Statistics Office (CSO), MoSPI, CRISIL MI&A

India's GDP grew 9.1% on-year in Fiscal 2022

As per the second advance estimates released by the National Statistical Office ("**NSO**"), India's real GDP grew 9.1% in Fiscal 2022, compared with 8.7% estimated in January 2023. This is largely a reflection of a lower base (as the economy had shrunk 5.8% in Fiscal 2021). However, given the large output loss suffered in the previous fiscal, GDP was only 2.7% above the pre-pandemic (Fiscal 2020) level.

India's gross value added (GVA) continues to record healthy growth. On the supply side, GVA, a much better measure of the economic performance, grew 8.8% (compared with a 4.1% de-growth in fiscal 2021). In absolute terms, real GVA was ₹ 138 trillion in Fiscal 2022, up from ₹ 126.8 trillion in Fiscal 2021, and is expected to reach ₹ 147.6 trillion in Fiscal 2023, as per the advance estimates.

India's GDP grew by 7.2% in Fiscal 2023

While recovery continues to gather pace, the economy is facing multiple risks. Global growth is projected to slow as central banks in major economies withdraw easy monetary policies to tackle high inflation. This would imply lower demand for our exports. Together with high commodity prices, especially oil, this may deal a trade shock for the country. High commodity prices, along with depreciating rupee, indicate higher imported inflation.

The second quarter and third quarter of Fiscal 2023 data reflected how global slowdown had begun to spill over to the Indian economy. However, the Indian economy displayed resilience in the fourth quarter of Fiscal 2023 to end the fiscal strongly at 7.2% growth for the complete fiscal. Major developed economies are expected to fall into a shallow recession this year. S&P Global expects the US GDP to swerve from a growth of 1.8% in 2022 to negative 0.1% in 2023, and the European Union from 3.3% to 0%. This will weaken the export prospects for India, thereby weighing on domestic industrial activity.

India's GVA continues to record healthy growth

On the supply side, gross value added ("**GVA**"), grew 7.0% in Fiscal 23 as per provisional estimates (compared with 8.8% growth in Fiscal 2022). In absolute terms, real GVA was ₹ 147.6 trillion in Fiscal 2023, up from ₹ 138.0 trillion in Fiscal 2022.

GVA at basic prices (constant FY12 prices)

Rs trillion	FY12	FY13	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21RE	FY22RE	FY23PE	CAGR
GVA at basic prices	81.1	85.5	90.6	97.1	104.9	113.3	120.3	127.4	132.2	126.8	138.0	147.6	5.6%
Y-o-y growth (%)		5.4%	6.1%	7.2%	8.0%	8.0%	6.2%	5.9%	3.8%	-4.1%	8.8%	7.0%	

Note: CAGR is between fiscal 2012 and 2023; RE stands for revised estimate; PE stands for provisional estimate
Source: MOSPI, CRISIL MI&A Research

FUNDAMENTAL GROWTH DRIVERS OF GDP

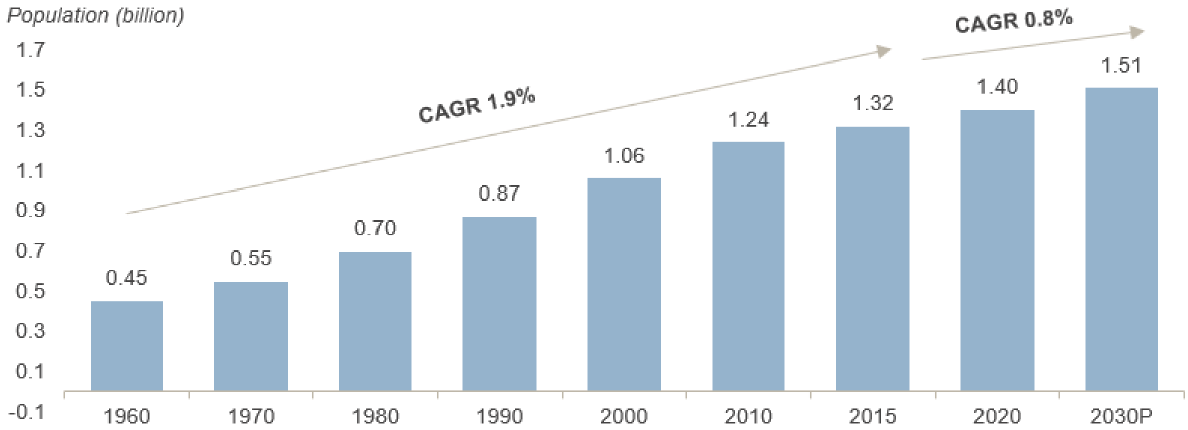
India becomes the most populous country in the world

India's population grew at a CAGR of 1.9% over 2001 to 2011 according to Census 2011, to approximately 1.2 billion. Also, as per a 2010 census, India had approximately 246 million households.

According to the United Nation's ("**UN**") World Urbanization Prospects, 2022 revision, India and China, two of the most populous countries, accounted for nearly 36% of the world's population in 2021.

According to the UN, India surpassed China to become most populous country in April 2023, with the population estimated at 1.425 billion.

India's population growth



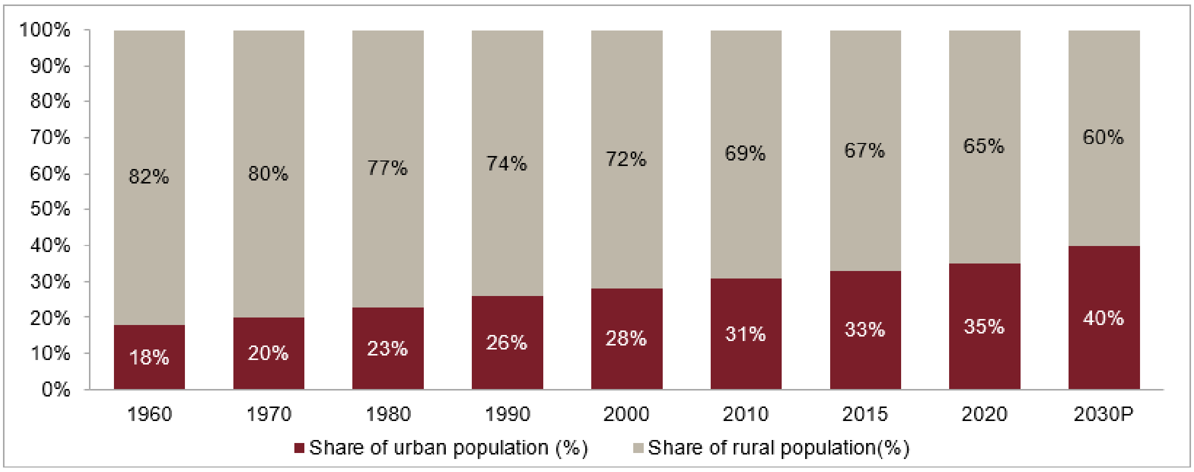
P: Projected

Source: UN Department of Economic and Social Affairs, World Population Prospects 2022, CRISIL MI&A Research

Urbanisation Likely to Reach 40% By 2030

According to 'World Urbanization Prospects: The 2018 Revision by the United Nations', in 2018, China had the largest urban population, with 837 million urban dwellers, accounting for 20% of the global total. China was followed by India, with 461 million urban dwellers, and the US, with 269 million urban dwellers. The share of India's urban population, in relation to its total population, has been rising over the years and it was approximately 31% in 2010. This trend will continue, with the United Nations report projecting nearly 40% of the country's population will live in urban areas by 2030.

India's urban versus rural population



P: Projected

Source: World Urbanization Prospects: The 2018 Revision, United Nations, CRISIL MI&A Research

Expenditure on health by the Center and State Governments as % of GDP in India (2017 onwards)

People from rural areas move to cities for better job opportunities, education and quality of life. The entire family or only a few individuals (generally an earning member or students) may migrate, while the rest of the family continues to live in the native, rural house.

Consumer demand in India expected to grow at healthy pace with rising per capita income

India's per capita income, a broad indicator of living standards, rose from ₹ 63,462 in Fiscal 2012 to ₹ 98,374 in Fiscal 2023, logging 4.1% CAGR. Growth was led by better job opportunities, propped up by overall GDP growth. Moreover, population growth remained stable at approximately 1% CAGR. However, in Fiscal 2021, the indicator declined 8.7% on-year owing to the impact of COVID-19.

Per capita net national income at constant prices

	FY12	FY13	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21RE	FY22PE	FY23AE
Per-capita net national income (Rs)	63,462	65,538	68,572	72,805	77,659	83,003	87,586	92,133	94,270	86,054	92,583	98,374
On-year growth (%)		3.3	4.6	6.2	6.7	6.9	5.5	5.2	2.3	-8.7	7.6	6.3

(1) Note: RE: Revised estimates, AE: Advance estimates; PE: provisional estimates
Source: Provisional Estimates of Annual National Income, 2022-23, CSO, MoSPI, CRISIL MI&A Research

Key fiscal measures announced by the Centre to deal with the pandemic's impact

To mitigate the pandemic's negative impact on the economy, the central government announced a ₹ 20.9 trillion package, amounting to 10% of the country's nominal GDP. The package was a mix of fiscal and monetary measures (to revive growth in the short term) and reforms (to boost long-term economic prospects). Liquidity support has been a major part of India's response so far. Globally, too, such measures have played a lead role in policy response. The immediate fiscal cost borne by the government works out to approximately ₹ 2.6 trillion, or 1.2% of nominal GDP. Further, execution of the government's measures to revive the economy and pace of implementation of the announced reforms are key monitorables.

Healthcare-related fiscal measures

India's COVID-19 emergency response and health-system preparedness package of ₹ 150 billion was announced in three phases (for the medium term of 1-4 years) to address immediate requirement in the wake of the pandemic. A separate health-worker life insurance cover of ₹ 5 million under Pradhan Mantri Garib Kalyan Yojana ("**PMGKY**") was also announced to offer support to families of frontline health workers.

In addition to emergency funding for the pandemic response, the economic package includes long-term measures to improve healthcare infrastructure. The government's emphasis on healthcare offers substantial opportunities for private investment to create affordable-healthcare facilities and services. To boost private investment in social infrastructure, the government has announced an outlay of ₹ 81 billion with viability-gap funding ("**VGF**") limits, enhanced from 20% to 30% of project cost for both the Central and state governments to attract private investments in the social infrastructure space.

VGF support will aid in the development of hospitals and healthcare centres under public-private partnership. It creates an investment opportunity of ₹ 150-200 billion under the social-infrastructure space. Support to private investments via enhanced VGF will help grow the current health infrastructure by 4% to 5%. Increased public expenditure on health (National Health Policy targets public health expenditure at 2.5% of GDP by 2025) also means increased government focus on development of health systems and research centres. Development of healthcare infrastructure will gain preference in the current situation with a rise in healthcare spending / demand in India.

Impact of Union Budget 2023-24 on healthcare and wellbeing

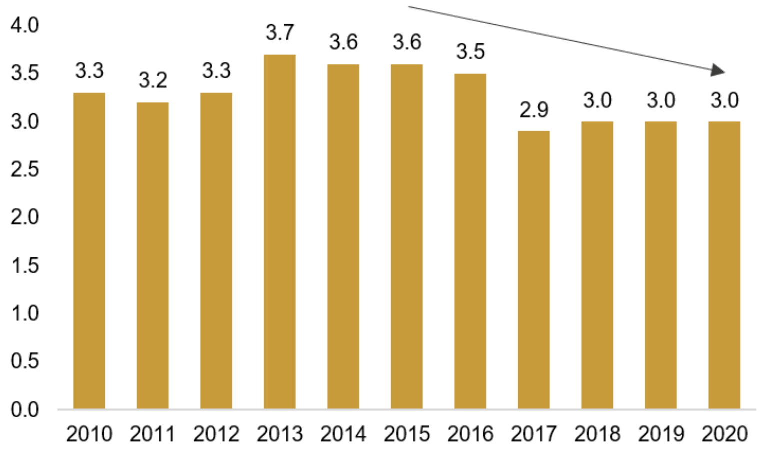
Health and Wellbeing – Expenditure

Ministry/departments	Actuals FY21 (Rs. billion)	ACTUALS FY22 (Rs billion)	RE FY23 (Rs. billion)	BE FY24 (Rs. billion)
Healthcare	**806.9**	**844.7**	**791.5**	**891.6**
D/o health & family welfare	775.7	817.8	763.7	861.8
D/o health research	31.2	26.9	27.8	29.8
Well-being	**181.0**	**686.1**	**628.8**	**808.7**
M/o Ayush	21.3	23.6	28.5	36.5
D/o drinking water & sanitation	159.7	662.5	600.3	772.2
Overall (health and wellbeing)	**987.9**	**1,530.8**	**1,420.3**	**1,700.3**

BE: Budget Estimates; RE: Revised Estimates.
Source: Budget document

India spends too little on healthcare

Current healthcare expenditure (CHE) as % of GDP in India (CY2010-CY2020)

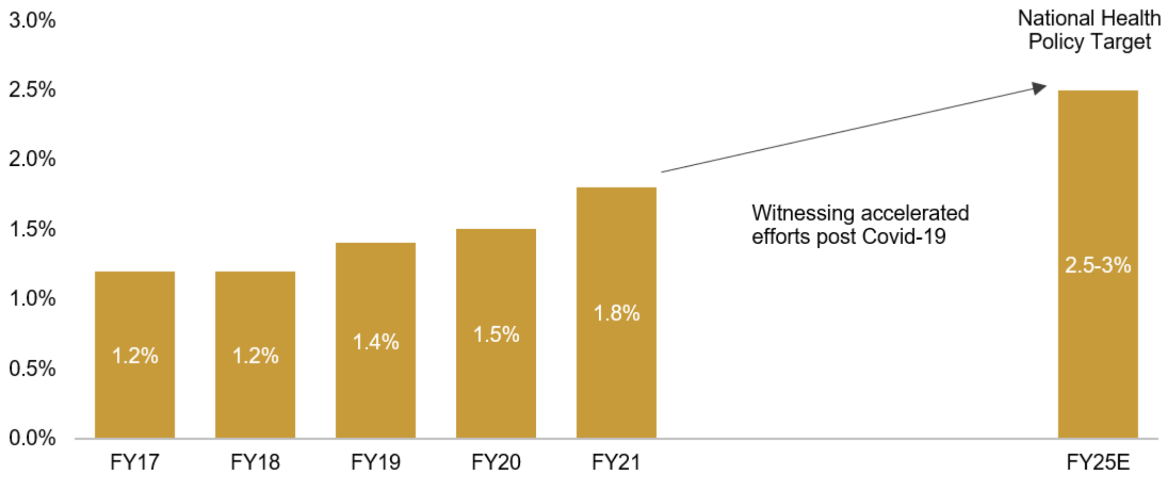


Per capita current expenditure on health in USD (2020)

India	56.6
China	583.4
Brazil	700.7
Korea	2,642.4
Singapore	3,537.0
United Kingdom	4,926.3
Japan	4,388.1
France	4,768.7
Australia	5,901.1
Germany	5,930.3
Canada	5,619.4
United States	11,702.4

Source: Global Health Expenditure Database- World Health Organisation accessed in March 2023, CRISIL MI&A Research

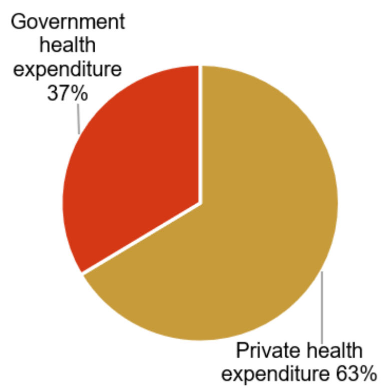
Expenditure on health by Central and State government as % of GDP in India (2017 onwards)



Source: National health profile, budget documents, CRISIL MI&A Research

Public healthcare expenditure is low, with private sector accounting for a lion's share

General expenditure on health as % of CHE (CY2020)



India's current healthcare expenditure (CHE) is skewed more towards private expenditure compared with public expenditure. Government expenditure on healthcare has remained range-bound at 20-30% of the current healthcare expenditure from calendar year 2010 to 2016. Government expenditure has crossed 30% since the last five years. The rest of the expenditure is private in nature (expenditure from resources with no government control such as voluntary health insurance, and the direct payments for health by corporations (profit, not-for-profit and non-government organisations) and households. However, the government aims to increase public healthcare expenditure to 2.5-3% of GDP by 2025 from the current 2%, as per the National Health Policy.

Source: Global Health Expenditure Database- World Health Organisation, CRISIL MI&A Research

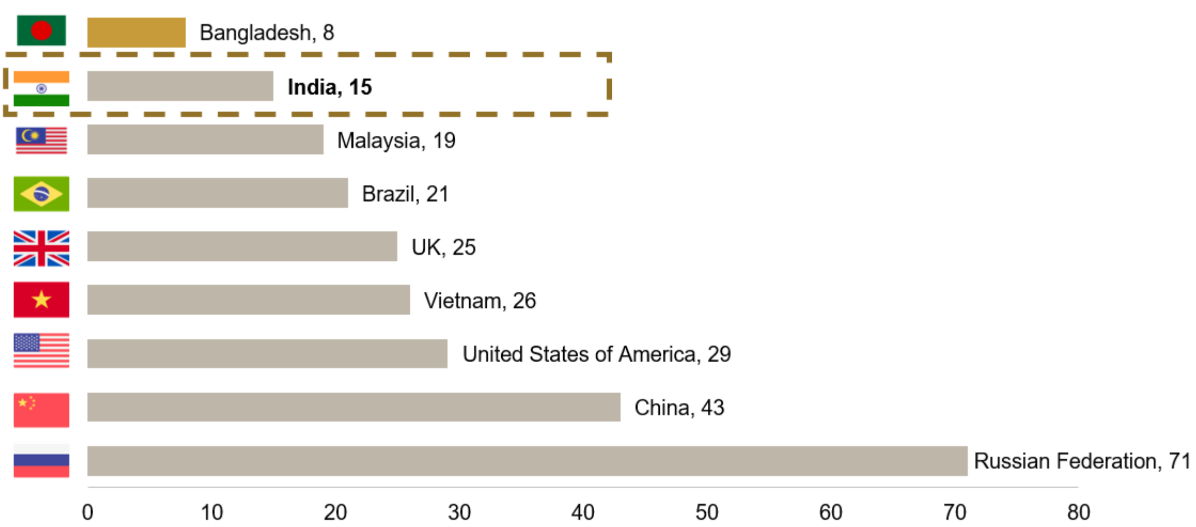
Nearly 17% of the rural population and 13% of the urban population are dependent on borrowings for funding their healthcare expenditure for July 2017- June 2018 as per NSS 75th Round Health in India Report. And nearly 80% of the rural population and 84% of the urban population use their household savings on healthcare-related expenditure as per "Health in India – 2018", NSS 75th Round. Health expenditure contributes to nearly 3.6% and 2.9% of rural and urban poverty, respectively. Annually, an estimated 60 to 80 million people fall into poverty due to healthcare-related expenditure. However, with PMJAY, the affordability aspect of healthcare expenditure is expected to be taken care of to some degree, especially for the deprived population.

Though it represents a pain point in healthcare financing, it also means that there exists a substantial potential for those involved in provision of auxiliary healthcare services.

Health infrastructure of India in dire need of improvement

The adequacy of a country's healthcare infrastructure and personnel is a barometer of its quality of healthcare. India accounts for nearly a fifth of the world's population, but has an overall bed density of merely 15, with the situation being far worse in rural than urban areas. India's bed density not only falls far behind the global median of 29 beds, it also lags that of other developing countries such as Brazil (21 beds), Malaysia (19 beds), and Vietnam (26 beds).

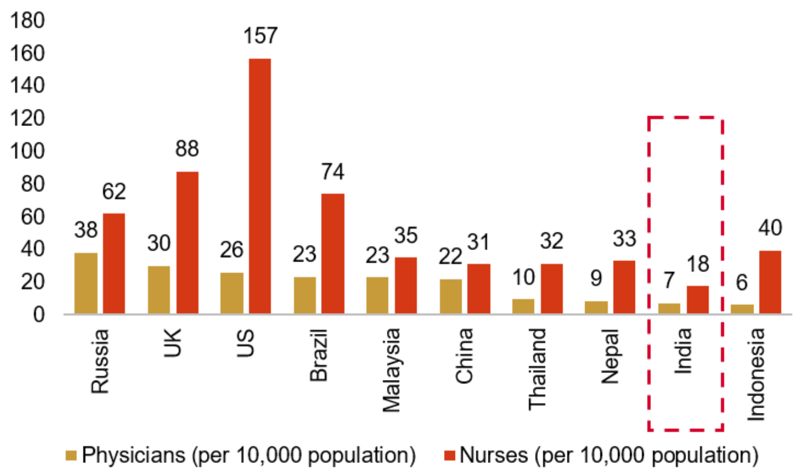
Bed densities across countries - hospital beds (per 10,000 population)



Note: India bed density is estimated by CRISIL MI&A Research for FY 2022, CY2016 figure for Bangladesh, CY2017 figures for Brazil, China, Malaysia and United States, CY2018 figures for Russian Federation, CY2019 figure for UK

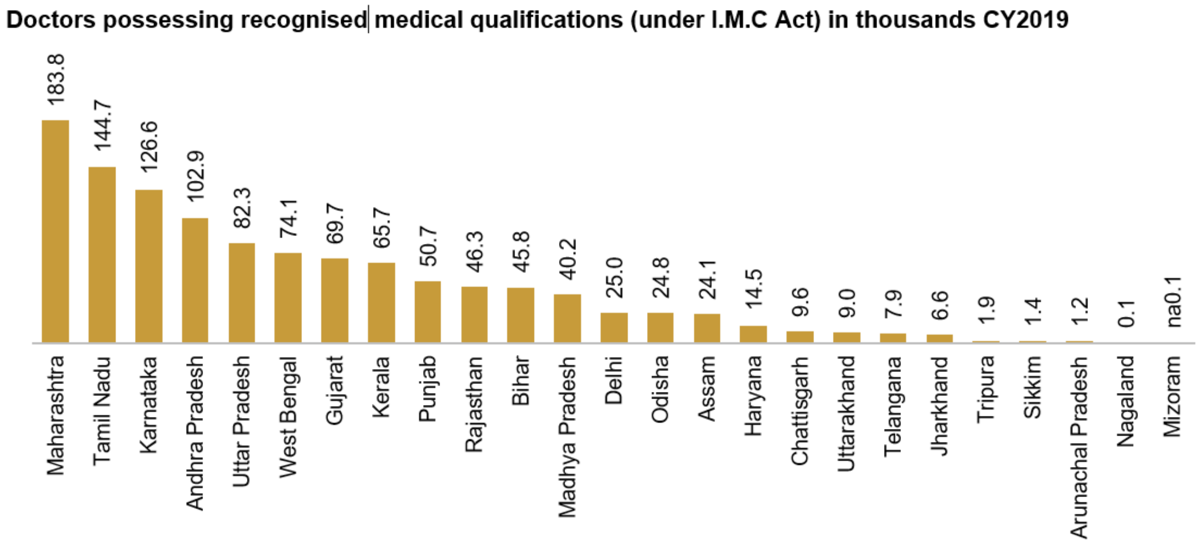
Source: World Health Organization Database, CRISIL MI&A Research

Healthcare personnel: India v other countries (Calendar Year 2020)



Source: WHO World Health Statistics 2022

North India regions including Haryana, Uttar Pradesh and Uttarakhand have lower than average doctor and nurse density per 10,000 population

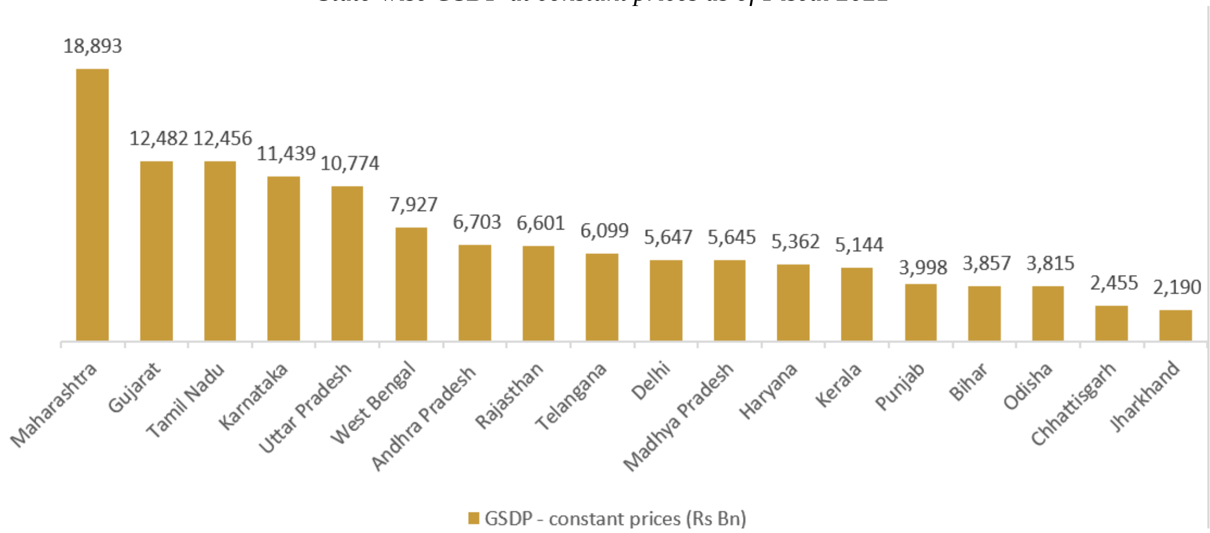


STATE-WISE MACROECONOMIC INDICATORS

Delhi Has the Highest Per Capita NSDP as of Fiscal 2021; Uttar Pradesh Ranked Fifth in State Wise GSDP

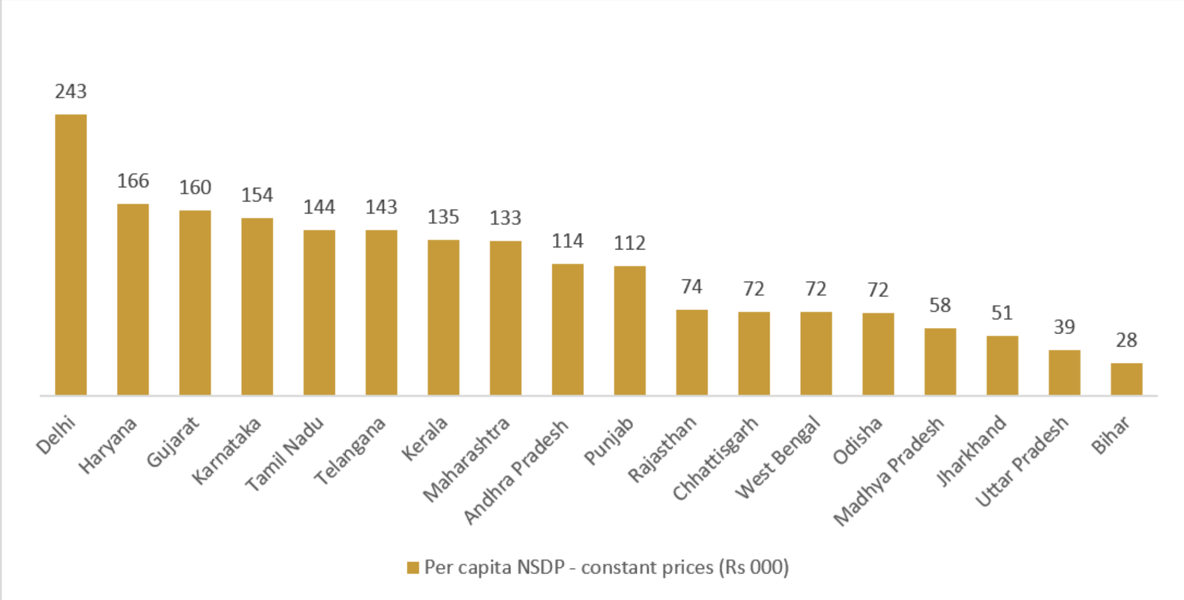
In Fiscal 2021, Maharashtra, Gujarat and Tamil Nadu were top-rankers in terms of gross state domestic product ("**GSDP**") at constant prices among the non-special states considered in our analysis. The Northern states such as Haryana, Punjab and Bihar had low per capita GSDP in Fiscal 2021 implying growth potential in those states. In terms of per-capita NSDP, Delhi and Haryana had the best per-capita NSDP in Fiscal 2021 while Uttar Pradesh and Bihar had per-capita NSDP which was lower than the average of all states considered in our analysis.

State-wise GSDP at constant prices as of Fiscal 2021



Note: 17 states as classified by the RBI under non-special category and Delhi have been considered for this analysis.
Source: CSO, CRISIL MI&A Research

State-wise per capita NSDP at constant prices as of Fiscal 2021



Note: 17 states as classified by the RBI under non-special category and Delhi have been considered for this analysis.

Source: CSO, CRISIL MI&A Research

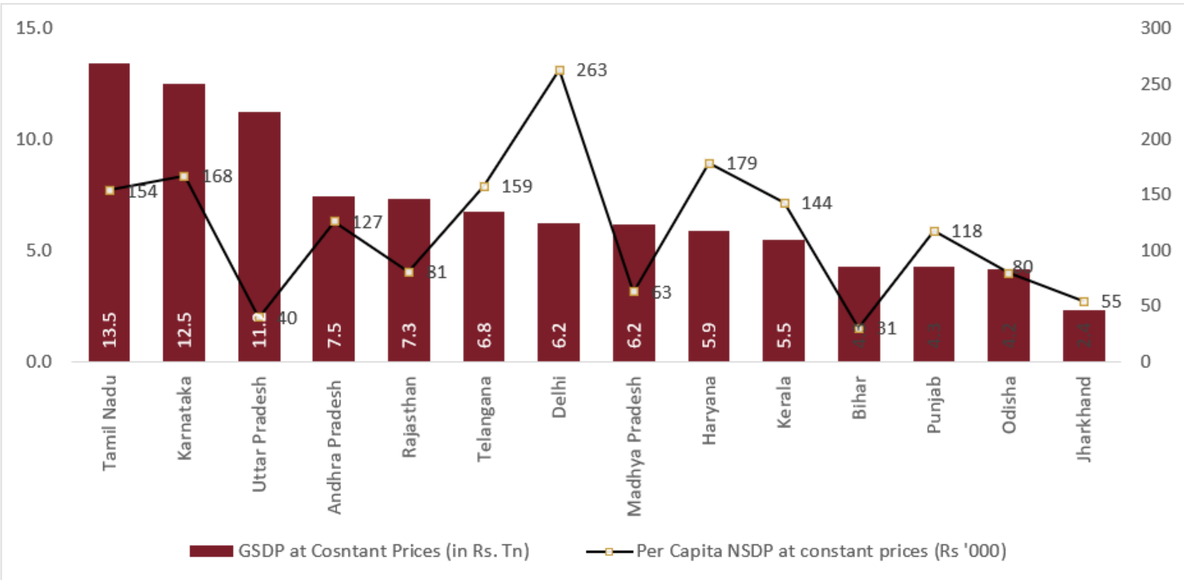
Bihar, Tamil Nadu and West Bengal Ranked Top 3 in Terms of GSDP Growth in Fiscal 2021

In Fiscal 2021, Bihar (2.5%), Tamil Nadu (1.4%) and West Bengal (1.1%) ranked top three in terms of year on year GSDP growth among the non-special states considered in our analysis. GSDP growth of these three states in Fiscal 2021 was positive, even though India GDP fell by 6.6% in the given Fiscal due to the COVID-19 pandemic.

Delhi has the highest per capita NSDP as of Fiscal 2022 among states for which data is available; Uttar Pradesh ranked 3rd in state wise GSDP in Fiscal 2022

In Fiscal 2022, Tamil Nadu, Karnataka and Uttar Pradesh topped in terms of GSDP at constant prices among states for which data is available. In terms of per capita NSDP, Delhi was the highest in Fiscal 2022 among the states as provided in the chart below:

State-wise GSDP and per capita NSDP at constant prices as of Fiscal 2022



Note: 17 states as classified by the RBI under non-special category and Delhi have been considered for this analysis; data for all 17 states not available for FY22

Source: CSO, CRISIL MI&A Research

West Bengal, Tamil Nadu and Andhra Pradesh ranked top 3 in terms of GSDP growth in Fiscal 2021

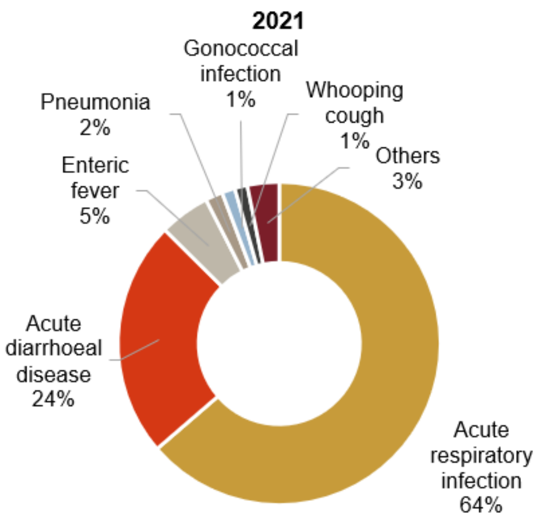
In Fiscal 2021, West Bengal (1.1%), Tamil Nadu (0.1%) and Andhra Pradesh (0.1%) ranked top three in terms of year on year GSDP growth among the non-special states considered in our analysis. GSDP growth of these three states in fiscal 2021 was positive, even though India GDP fell by 6.6% in the given fiscal due to COVID-19 pandemic.

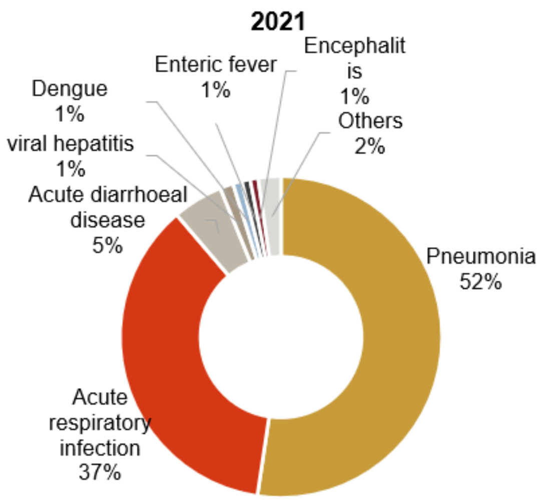
DISEASE PROFILE IN INDIA

A Review of Communicable Diseases in India

Overall, communicable diseases have been decreasing in India, especially with a considerable fall in cases and deaths due to malaria, dengue, chikangunya, chicken pox, encephalitis, and viral meningitis.

Morbidity reported on major communicable diseases	*Mortality reported on major communicable diseases*
Among the various communicable diseases reported by states/union territories ("**UTs**") in 2021, the following communicable diseases accounted for the maximum percentage of cases reported	Among the various communicable diseases reported by states/UTs in 2021, the following communicable diseases accounted for the maximum percentage of deaths reported



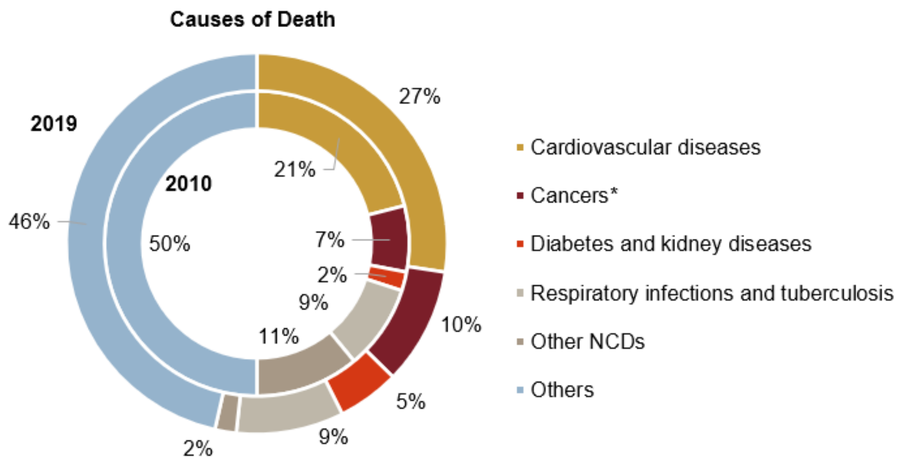


Source: National Health Profile-2022, CRISIL MI&A Research

Pneumonia deaths were the highest in 2021. During the year, acute respiratory infection was one of the most prevalent diseases in India in terms of morbidity as well as reason for deaths. Taken together, pneumonia, acute respiratory infection and acute diarrhoeal disease accounted for 94% of deaths during 2021. Communicable diseases such as enteric fever, tuberculosis, pneumonia, malaria and others formed a smaller share of the total morbidity reported during 2021.

A Review of Non-Communicable Diseases in India

Disease epidemiology shifting towards lifestyle diseases



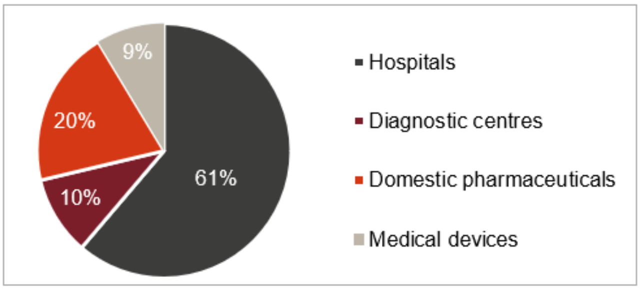
*Note: Inner pie represents 2010 data, while outer pie represents 2019 data; * *Neoplasms which are tumors are considered as cancer in the above chart; Others include digestive diseases, HIV/AIDS, transport injuries, mental disorders, neurological disorders, sense organ diseases etc.*

Source: WHO global burden of disease, CRISIL MI&A Research

As opposed to the decreasing rate in communicable diseases, lifestyle-related illnesses or non-communicable diseases ("**NCDs**") have been increasing rapidly in India over the past few years. The contribution of NCDs to the disease profile rose from 30% in 1990 to 55% in 2016. Statistics show these illnesses accounted for nearly 66% of all deaths in India in 2019.

STRUCTURE OF THE HEALTHCARE DELIVERY INDUSTRY IN INDIA

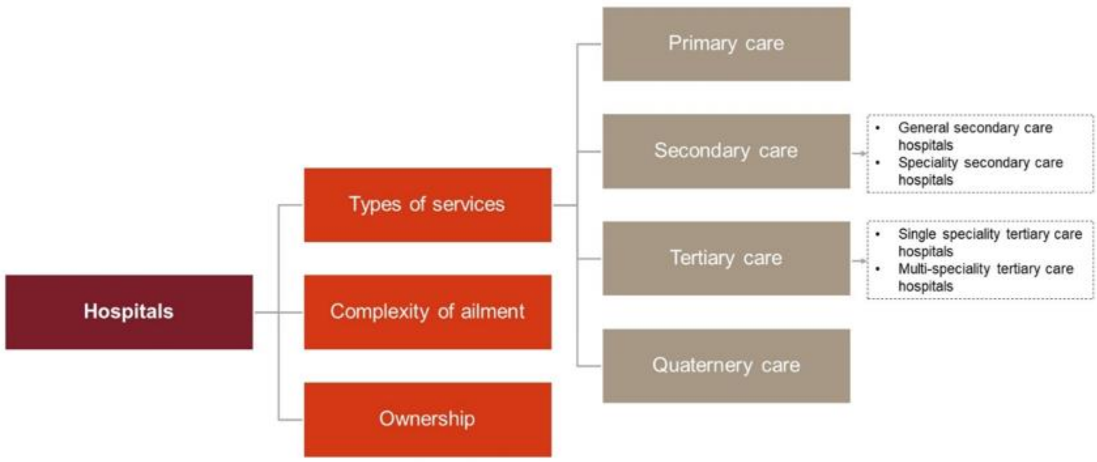
Overview



CRISIL MI&A Research estimates the healthcare market, consisting of hospitals and diagnostic centres, to account for a major share of the healthcare pie (71%), followed by domestic pharmaceuticals (20%) and medical devices market (9%) as of fiscal 2020.

Source: CRISIL MI&A Research

Classification of hospitals



Classification of Hospitals Based on Services Offered

Primary Care/ Dispensaries/ Clinics

Primary care facilities are outpatient units that offer basic, point-of-contact medical and preventive healthcare services, where patients come for routine health screenings and vaccinations. These do not have intensive care units ("**ICU**") or operation theatres. Primary care centres also act as feeders for secondary care/ tertiary hospitals, where patients are referred to for treatment of chronic/ serious ailments.

Secondary Care

Secondary care facilities diagnose and treat ailments that cannot be treated in primary care facilities. These act as the second point of contact in the healthcare system. There are two types of secondary care hospitals - general and specialty care.

- General secondary care hospitals

These hospitals are approached for common ailments, and attract patients staying within a radius of 30 kilometers. The essential medical specialties in general secondary care hospitals include: internal medicine, general surgery, obstetrics and gynaecology, paediatrics, ear-nose-throat ("**ENT**"), orthopaedics, and ophthalmology. Such a hospital typically has one central laboratory, a radiology laboratory, and an emergency care department. Generally, secondary care hospitals have 50 to 100 in-patient beds, a tenth of which are allocated for the ICU segment. The remaining beds are equally distributed between the general ward, semi-private rooms, and single rooms.

- Specialty secondary care hospitals

These hospitals are located in district centres, treating patients living within a radius of 100 to 150 kilometers. They usually have an in-patient bed strength of 100 to 200, 15% of which are reserved for critical care units. The balance is for private rather than general ward beds. Apart from medical facilities offered by a general secondary care hospital, specialty secondary care hospitals treat ailments related to gastroenterology, cardiology, neurology, dermatology, urology, dentistry, and oncology. These hospitals may also offer some surgical specialties, but they are optional. Diagnostic facilities in a specialty secondary care hospital include: a radiology department; biochemistry, haematology and microbiology laboratories; and a blood bank. They also have a separate physiotherapy department.

Tertiary Care

Tertiary care hospitals provide advanced healthcare services, and consist of the following:

- Single-specialty tertiary care hospitals

These treat a particular ailment (such as cardiac, cancer, etc). Prominent facilities in India include: Escorts Heart Institute and Research Centre (New Delhi); Tata Memorial Cancer Hospital (Mumbai); HCGEL Oncology (Bengaluru); Sankara Nethralaya (Chennai); National Institute of Mental Health and Neuro Sciences (NIMHANS, Bengaluru); and Hospital for Orthopaedics, Sports Medicine, Arthritis and Trauma (HOSMAT, Bengaluru).

- Multi-specialty tertiary care hospitals

These hospitals offer all medical specialities under one roof and treat complex cases such as multi-organ failure, high-risk, and trauma cases. Most of these hospitals derive a majority of their revenue through referrals.

Such hospitals are located in state capitals or metropolitan cities and attract patients staying within a 500 kilometer radius. The number of inpatient beds range from 150, which can go up to 1,500 beds. About one-fourth of the total beds are reserved for patients in need of critical care. Medical specialties offered include: cardio-thoracic surgery, neurosurgery, nephrology, surgical oncology, neonatology, endocrinology, plastic and cosmetic surgery, and nuclear medicine. In addition, these hospitals have histopathology and immunology laboratories as a part of its diagnostic facilities. Lilavati Hospital and Hiranandani Hospital in Mumbai, Apollo Multispecialty Hospital in Kolkata, Yatharth Super Specialty Hospitals in Noida, Greater Noida and Noida Extension are multi-specialty tertiary care hospitals.

Quaternary Care Hospitals

Quaternary care hospitals are an extension of tertiary care in reference to advanced levels of medicine which are highly specialised and not widely accessed, and usually only offered in a very limited number of hospitals. Experimental medicine and some types of uncommon diagnostic or surgical procedures are considered quaternary care.

Classification of hospitals by facilities/ services offered

	Primary care	Secondary care	Tertiary care
Services	Provides all services as required for the first point of contact	Provides all services as required, including organised medical research	Provides all services as required, including provision for experimental therapeutic modalities and organised research in chosen specialities
Multi-disciplinary	Yes	Yes	Single- or multi-speciality
Type of service	Only medical services and excludes surgical services	Overall medical and surgical services	Complex surgical services with sophisticated equipment
Type of patient	Only outpatient	Inpatient and outpatient	Primarily inpatient
No of beds	0 beds	50-200 beds	>200 beds
Dependent on	Secondary and tertiary care hospitals for further diagnosis and support	Tertiary care hospital for diagnostic and therapeutic support on referral and for patient transfer	Tertiary care/secondary hospital for referrals for its workload
Investment	Low investment required	Medium	High

Classification Based on Complexity of Ailment

Healthcare delivery may also be classified as primary, secondary and tertiary, on the basis of the complexity of ailment being treated. For instance, a hospital treating heart diseases may be classified as a primary facility if it addresses conditions such as high cholesterol; as a secondary facility if it treats patients suffering strokes; or as a tertiary facility if its deals with cardiac arrest or heart transplants.

Few diseases and kind of treatment one can expect from various types of hospitals

Ailment/ condition	Primary	Secondary	Tertiary
Acute infections	Fever	Typhoid/ jaundice	Hepatitis B,C
Accidents/ injuries	Dressing	Fracture	Knee/ joint replacements / brain haemorrhage
Heart diseases	High cholesterol	Strokes	Cardiac arrest/ heart attacks/ heart transplantation/ heart defects like hole in heart
Maternity	Diagnosis/ check-ups	Normal delivery/ caesarean	Normal delivery/ caesarean/ post-delivery complications such as brain fever
Cancer	Lump diagnosis/ check-ups	Tumour – medical, surgical, and radiation therapy	Medical, surgical and radiation therapy

Source: CRISIL MI&A Research

Review of Business Models for Healthcare Delivery

Doctor Engagement Models

Hospitals generally operate in three models (doctor engagement models)

Model I	• Hospitals have 100% doctors on its payrolls • Revenue earned by the hospital under this model is not shared with doctors
Model II	• Hospitals generally follow a mix of resident and visiting/consultant doctors • Visiting/consultant doctors share the revenue earned by the hospital for consultancy or may charge a fixed fee for their services
Model III	• Partnership model with doctors

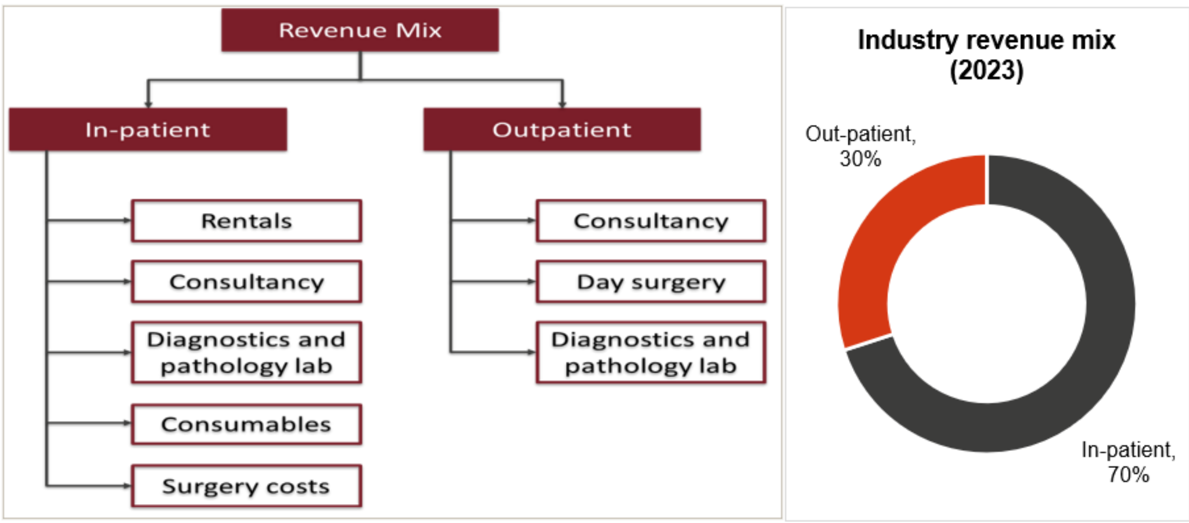
Large Indian hospitals typically follow the second model. The visiting/ consultant doctor shares a percentage of the consulting fee and the in-patient department ("**IPD**") income (for surgeries done on the hospital premises) with the hospital. Even mid-sized hospitals (defined as 100 to 400 beds at pan India level) have visiting doctors and consultants. This helps hospitals decrease dependence on few/star doctors. Alternatives to this, such as the referral model, also exist. Under the referral model, doctors refer patients to other specific doctors and get a compensation.

However, there are some hospitals that have to give equity stakes to reputed doctors to attract and retain them in their hospitals.

Revenue and Cost Structure Review of Hospitals

Hospitals Derive Bulk of Their Revenue from IPD

The primary revenue streams of hospitals are the IPD and out-patient department ("**OPD**") segments. Typically, in most hospitals, the OPD contributes to three-fourths of total volumes; whereas, the IPD accounts for as much as 70% of the overall revenue based on Fiscal 2023 industry estimates. This ratio could vary with hospitals, depending on the type of services rendered and the ailment mix. Yatharth Hospital and Trauma Care Services Limited had IPD revenue of approximately 87%, while OPD revenue stood at approximately 13% for Fiscal 2023.



Notes: 1) The IPD in a hospital generally consists of beds, operation theatre(s), intensive care unit, supportive services (such as nursing services, pharmaceutical services, laboratory and diagnostics centres) and central sterile and supply department (CSSD)
2) In the OPD, examination, diagnostics and day surgeries are included
Source: CRISIL MI&A Research

Surgeries and Diagnostics Fetch Bulk of the IPD Revenue

Surgeries and diagnostics account for the bulk of IPD revenue for most hospitals; however, the share of these verticals vary across hospitals, based on the pricing strategies deployed and specialities offered. However, surgical patients generate more revenue as opposed to medical patients. Hospitals used to enjoy high margins on the consumables used. However, after the government has capped the prices of stents and knee implants, they have rationalised their treatment costs by charging for the services rendered. Some hospitals have in-house facilities such as diagnostic centres and pharmacies, while others outsource these services.

Other Monitorables That May Boost Revenue Include

Occupancy levels: Given the high fixed costs (equipment, beds and other infrastructure), occupancy levels need to be commensurate for a hospital to break-even. Most large hospitals operate at over 65% to 70% occupancy ratio ("**OR**"). The following factors aid in ensuring high occupancy levels:

- Good brand recognition
- Reputed doctors
- A strong referral network

Average length of stay ("**ALOS**"): Large hospitals usually operate at high occupancy levels but try to keep the ALOS short, which enables them to record higher utilisation levels and ensure that more patients are treated at the same time.

Average revenue per operating bed ("**ARPOB**"): It is defined as Average In-Patient Revenue per Occupied Bed. It gives the daily revenue that can be generated by an occupied bed for a hospital.

Ailment-wise length of stay

Ailment	ALOS	Remarks
Cardiac	5 days	In complex, surgical cases, ALOS is 7-8 days Angiography – day care; and angioplasty – 2 days
Orthopaedics	3-4 days	
Oncology	5-6 days	Hospitalisation is for surgical cases only. For chemotherapy, there are day-care beds and for radiotherapy, no stay is required
Neurosurgery	8-10 days	Would vary on case-to-case basis depending on the complexity of the case
Ophthalmology	1 day	Day care

Source: CRISIL MI&A Research

Medical patients versus surgical patients: Having a higher number of surgical patients versus medical patients helps hospitals boost revenue. This is because average revenue per surgical patient is higher, given the extensive use of operation theatre and diagnostic facilities.

According to our industry interactions, the OPD contributes almost one-third of in-patient revenues in most hospitals. This is especially evident during the initial years of operations of a hospital. The OPD, typically, also acts as a feeder for a hospital's in-house diagnostic/ pathology centres.

Ailment-wise realisation

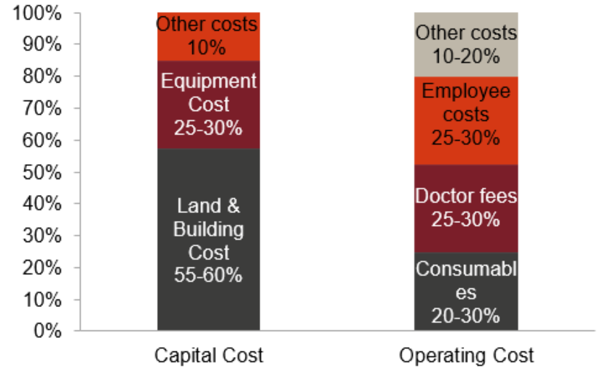
Ailment	Average realisation per patient (Rs)
Cardiac	2,00,000 – 3,00,000
Orthopaedics	1,00,000 – 2,00,000
Ophthalmology	15,000 – 20,000
Oncology	70,000 – 1,00,000
Neurosurgery	1,00,000 – 1,50,000

Source: CRISIL MI&A Research

Capital Costs

For secondary care hospitals in Tier I cities, the capital costs would hover around ₹ 5 million to ₹ 8 million per bed excluding land costs and the costs for super-specialty tertiary care hospitals would be higher (₹ 10 million to ₹ 12 million per bed excluding land cost) as high-end technology and equipment costs are involved. Use of imported equipment can further drive-up equipment costs. For a secondary care hospital in Tier II cities, the capital cost would hover around ₹ 2.5 million to ₹ 5 million per bed followed by ₹ 1 million to 2.5 million per bed excluding land costs in the remaining Indian cities and towns (other than Tier I and Tier II). The table below depicts the capital cost per bed across Tier I, Tier II and Tier III cities for secondary and tertiary care hospitals.

Typical cost structure of hospitals



Capital cost / bed (excluding land cost)	Secondary care hospital	Tertiary/Quaternary care hospital
Tier - I	Rs 5-8 million	Rs 10 million+
Tier – II	Rs 2.5–5 million	Rs 5-8 million
Tier - III	Rs 1-2.5 million	Rs 2.5-5 million

Source: CRISIL MI&A Research

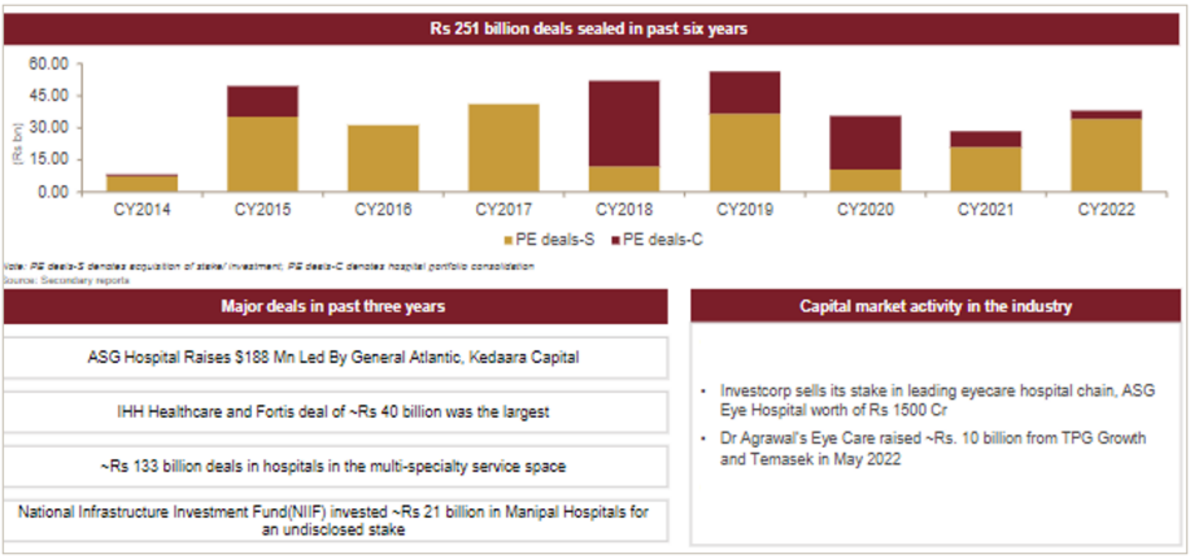
The Two Key Capital Cost Components are Land and Building Development Costs and Equipment Costs

- Land and building costs: These costs usually form 55% to 60% of the total project cost. Land cost usually constitutes 20% to 30% of the total project cost as land cost varies with location. In some cases, land is offered at a concessional rate by the government. However, after obtaining land at cheaper rates, hospitals may have contractual obligations to treat a certain percentage of patients (belonging to the lower income category) free of charge and/ or at a subsidised rate every year.

- Equipment costs: These costs form 25% to 30% of the total project cost (subject to variations depending on the sophistication of the equipment purchased). MRI, linear accelerators and CT scan machines are some of the expensive equipment, each costing ₹ 50 to ₹ 100 million. As these equipments rapidly become obsolete, hospitals need to set aside resources periodically for technology upgradation (as it directly impacts patient outcomes). Moreover, the maintenance cost for high-end equipment is typically around 5% of the capital costs. In the case of tertiary care hospitals, most of the high-end diagnostic and surgical equipment are imported. Equipment costs vary across hospitals, depending on the ailment type the hospital specialises in.

Expansion Trend of Hospital Chains

Private Sector equity deal in the sector



Note: In the chart for above image, PE deals-S denotes acquisition of stake/ investment; PE deals-C denotes hospital portfolio consolidation

Source: CRISIL MI&A Research

The Indian healthcare delivery system has seen consolidation in recent years. A highly competitive industry, coupled with tightening of healthcare regulations, has made it difficult for smaller players in the industry to stay profitable. Larger hospital brands typically have stronger financial discipline and negotiating power with suppliers, better ability to attract medical talent, and greater capital and administrative resources to meet these needs over standalone hospitals. Many of the established players in the healthcare delivery industry follow inorganic growth to expand into the geographies where they have limited presence.

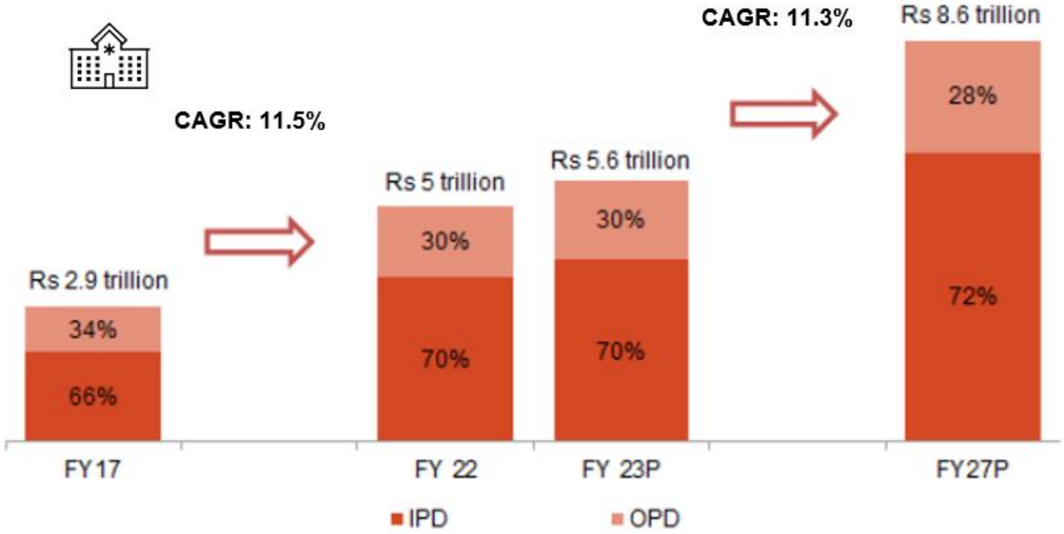
Rise in demand for health infrastructure, modern technologies and multi-disciplinary healthcare have been some of the key driving factors for consolidation in the industry. Investments by private equity ("**PE**") players is also gaining traction. Majority of the PE deals in the industry in the past 2 to 3 years have been towards hospital portfolio consolidation, also enabling formation of regional clusters that provide base for further expansion and consolidation. Recently, Manipal Health acquired 100% stake in Columbia Asia hospitals, strengthening its presence in southern India. IHH health also has gained stake in Fortis Healthcare. Temasek Holdings in April 2023 acquired additional 41% stake in Manipal hospitals for approximately US$ 2 billion, bringing its total shareholding in the hospital chain to 59%. The healthcare sector in India has attracted private equity investments worth US$ approximately 8 billion in the last five years, making the sector one of the most preferred by investors.

ASSESSMENT OF INDIA'S HOSPITAL MARKET

Indian healthcare delivery market poised for robust growth in the medium term

Breaching pre-Covid level in Fiscal 2-22, CRISIL estimates the Indian healthcare delivery industry to post healthy approximately 11.3% CAGR between Fiscals 2023 and 2027, driven by long term structural factors, strong fundamentals, increasing affordability and potential of the Ayushman Bharat scheme.

Overall healthcare delivery market in India



Note: IPD stands for in-patient department and OPD stands for out-patient department. According to CRISIL MI&A Research out-patients are those who are not required to stay at the hospital overnight. It includes consultancy, day surgeries at eye care centres, and diagnostics, and excludes pharmaceuticals purchased from standalone outlets.;

Source: CRISIL MI&A Research

The Indian Healthcare Delivery Industry Estimated to Have Grown to Approximately ₹ 5.6 trillion in Fiscal 2023

CRISIL estimates the Indian healthcare delivery market to have reached approximately ₹ 5.6 trillion in value terms by end of Fiscal 2023, with growth being contributed by stabilisation of regular treatments, surgeries and OPD amid minimization of disruption due to the pandemic and expansion of ARPOB for the sector. A potential upside is also expected from picking up of high realisation medical tourism as international travel restrictions are relaxed. Within the overall healthcare delivery market, the in-patient department is expected to account for nearly 70% (in value terms), while the balance is to be catered by the out-patient department.

As opposed to Fiscal 2022, when government investment growth in the sector reduced on the high base of fiscal 2021 to combat the pandemic, the private sector complemented the role of the government in Fiscal 2022 in the second wave, which was an upside especially for hospitals where occupancies were typically on the lower side.

Growth was driven in Fiscal 2022 by low base and the pent-up demand from deferred treatments due to Covid waves.

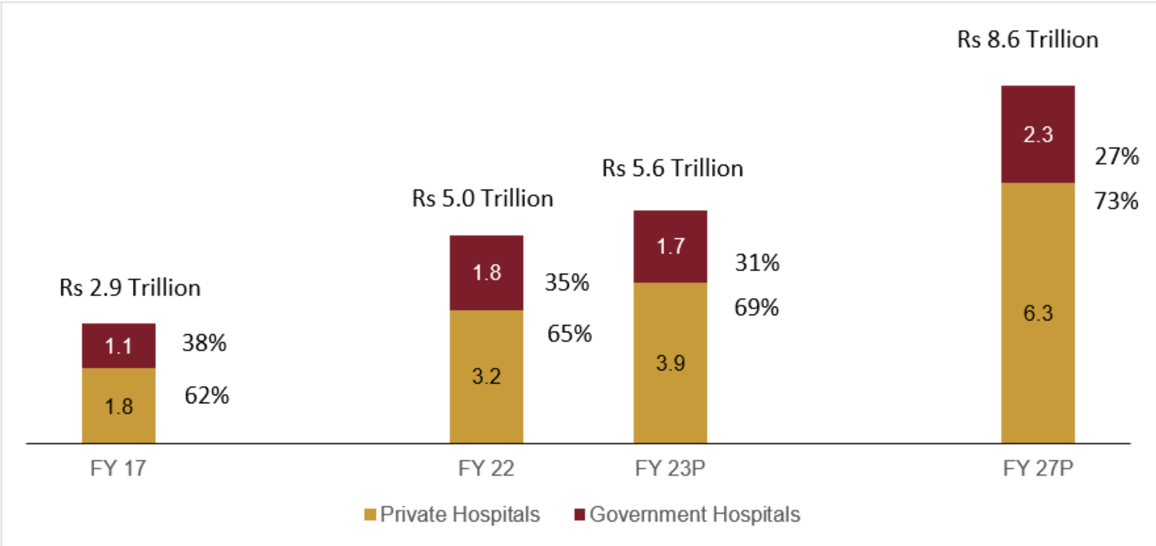
Healthcare Delivery Industry to Grow approximately 11.3% Over the Next Four Years

With long term structural factors supporting growth, renewed impetus from PMJAY and government focus shifting onto healthcare sector, the healthcare delivery market is expected to grow at approximately 11.3% compounded annual growth rate and reach ₹ 8.6 trillion in Fiscal 2027.

From Fiscal 2018 to Fiscal 2022, major hospital chains have added supply (approximately 2% to 3% of their incremental supply during the period). The supply was largely affected during the Covid period as from fiscal 2020 to Fiscal 2022, major hospital chains supply declined by approximately 1-2%. The government had also converted many hospitals into full time COVID-19 treatment centres during this time. The government is also expected to augment this via the Ayushman Bharat scheme which aims to create 1,50,000 Health and Wellness centers (approximately 1,54,338 HWC's created until December 2022) for strengthening primary and secondary infrastructure in the country. The other contributors to the demand are more structural in nature, like, increase in lifestyle-related ailments, increasing medical tourism, rising incomes and changing demography.

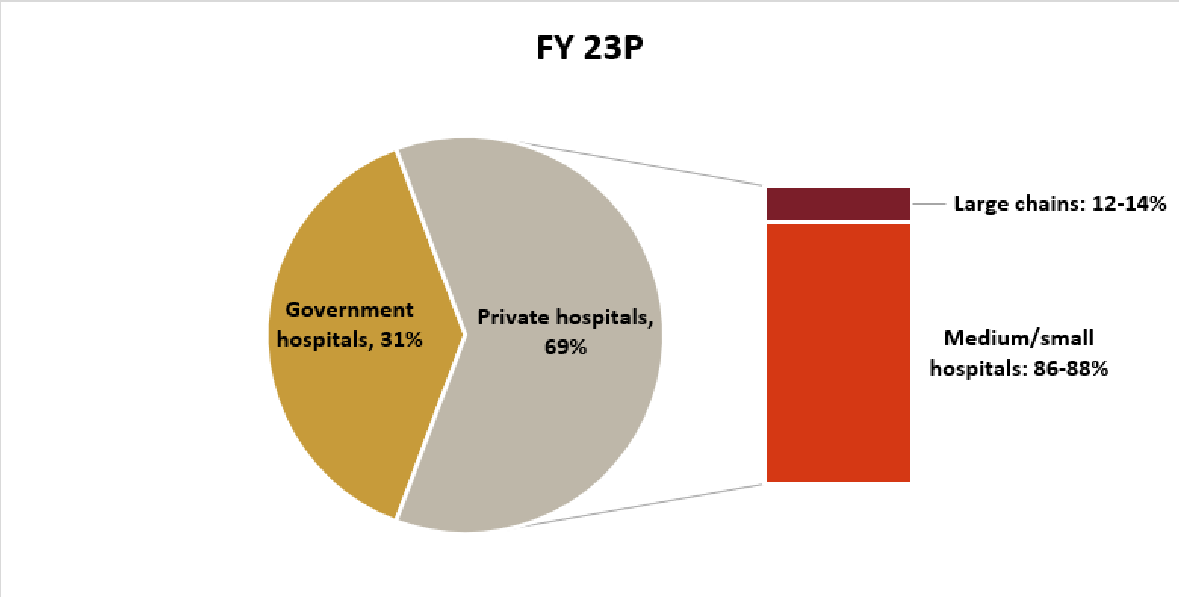
In India, healthcare services are provided by the government and private players, and these entities provide both IPD and OPD services. However, the provision of healthcare services in India is skewed towards the private players (both for IPD and OPD). This is mainly due to the lack of healthcare spending by the government and high burden on the existing state health infrastructure. The share of treatments (in value terms) by the private players is expected to increase from 62% in Fiscal 2017 to nearly 73% in Fiscal 2027, the share only witnessing a slight dip in Fiscal 2021. The skew is more towards the private players owing to the expansion plans of private players being centered on it, further buttressed by increasing reliance on private facilities till government infrastructure is properly put in place.

Share of treatments in value terms (government hospitals versus private hospitals/clinics)



Source: CRISIL MI&A Research; P: Projected

Private hospitals make up approximately 60% of the market by value, out of which large chains make up approximately 12 to 14%

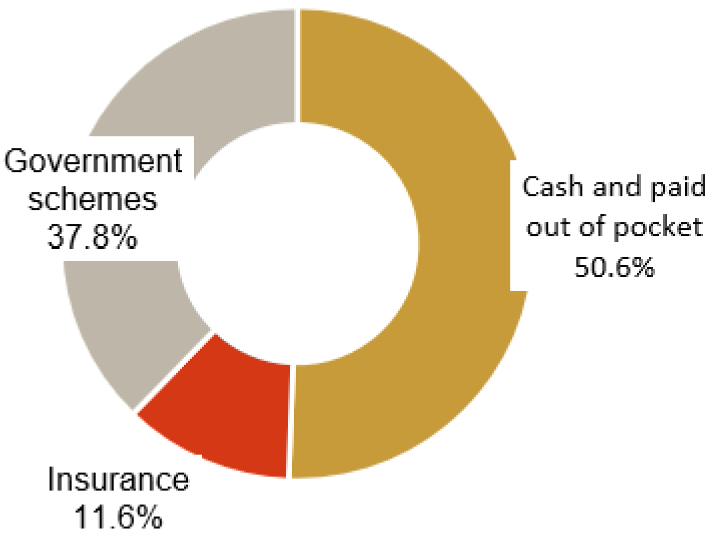


Source: CRISIL MI&A Research: P: Projected

Payment Modes in Indian Healthcare

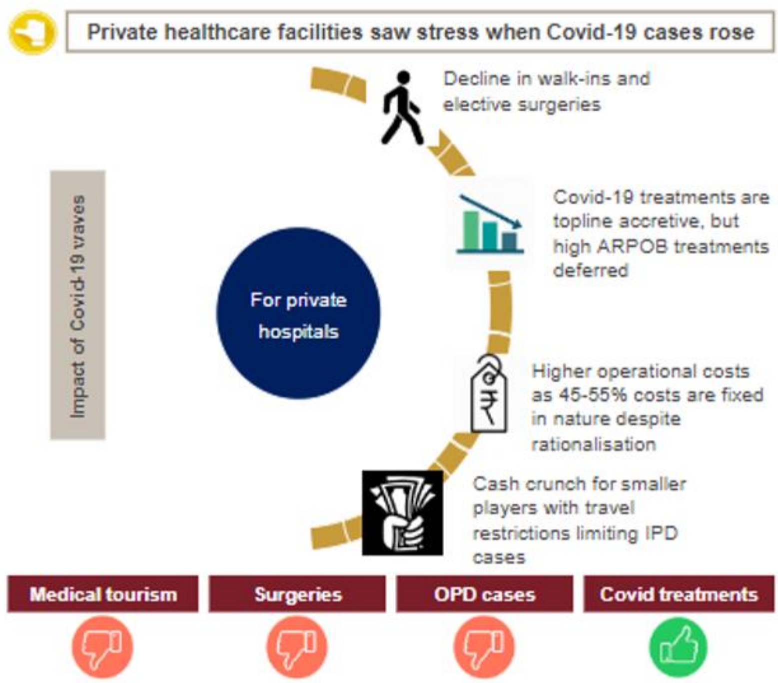
Government schemes accounted for 38% of the Indian healthcare expenditure in 2020, with PMJAY's contribution being less than 5%. Insurance accounted for 12%, while the major chunk came from cash/out of pocket expenses.

Payer mix (India) 2020



Government schemes accounted for 38% health expenditure in the country in 2020. PMJAY's contribution was low and accounted for less than 5% of the total healthcare expenditure. 62% was privately funded. Out of this 62%, approximately 50.6% was out-of-pocket expense and the remaining 11.6% was funded by insurance.

Impact of COVID-19 on Healthcare Delivery Market



The healthcare delivery market saw reduced footfalls during the pandemic-induced lockdown.

Surgeries were deferred, too. This impacted cash flow of players.

However, the market is driven by strong fundamentals, conducive government policies, improving affordability and geographical diversification of hospital players.

The pace of the sector's growth in the medium term remains robust

Source: CRISIL MI&A Research

Private hospitals also witnessed higher demand due to increase in Covid cases

In the peak Covid situation, when cases were rising in the country, private players also participated in fighting the battle. They reserved their beds exclusively for treating Covid patients. Some private players went ahead and converted their whole facility into a Covid centre, adhering to the standard operating procedures.

Online spends during Covid-19 towards healthcare sector

On account of the nationwide lockdown imposed to contain the Covid-19 pandemic in India during the last week of March 2020, there has been higher dependence on the internet to serve basic healthcare needs of individuals. Convenient, affordable and personalized treatments have been preferred as opposed to traditional hospital-based treatments. Increasing use of e-pharmacy websites/apps has been evident as the number of users using e-pharmacy website/apps shot up nearly 2.5-3 times between March and June 2020. E-consultation/tele-medicine also gained traction as they omitted the need to visit hospitals. As per a recent report 'Rise of Telemedicine - 2020', published by the Telemedicine Society of India, the number of people using online health consultations increased three times between March to November 2020. The advent of 5G, artificial intelligence and machine learning is expected to further accelerate online spending towards healthcare.

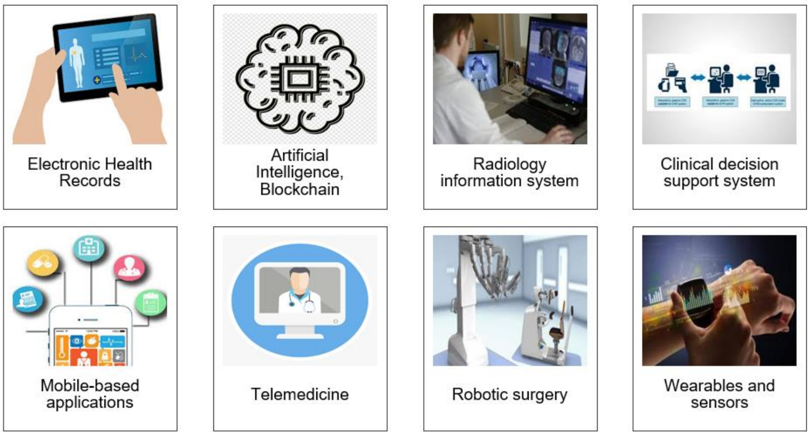
Impact of the pandemic on different business models

	Value-centric model	Cross-subsidisation model	Volume-driven model
Hospital type	Large super-specialty chains like Apollo, Fortis	Multispecialty model with some care provided to lower income groups	Focused largely on affordable care. Presence of SMEs is higher
Location	Primarily tier 1 cities	Tier I and II cities	Beyond tier II cities
Case-mix	Higher order specialties	Tertiary and secondary care	Secondary and lower level of tertiary care

Source: CRISIL MI&A Research

- Hospitals across geographies saw volume impetus from covid treatments during the second wave, with smaller hospitals in tier 1 cities and hospitals in tier 2 cities and beyond receiving a sharp occupancy boost;
- Realisations for such hospitals from covid treatments were higher compared as compared to their regular treatment mix, which was inverse in case of larger hospitals providing tertiary care and above; and
- After the decline of the second wave, hospitals specializing in critical care experienced accelerated cost growth.

Emerging Technologies in Healthcare Delivery



Electronic Health Records

EHRs are designed to manage detailed medical profile and history of patients such as medication and allergies, immunisation status, laboratory test results, and radiology images. Information stored in EHRs can be in a combination of various formats including picture, voice, images, graphs, and videos. Besides storing information, EHRs have the capability of analysing data with respect to a specific ailment, generating customised reports, setting alarms and remainders, providing diagnostic decision support, etc.

EHRs can be shared between multiple systems allowing doctors from various specialties and hospitals to share the same set of patient data. This feature helps improve coordination between doctors, saves time, and prevents redundancy of recreating medical records. EHRs allow medical histories to be transferred quickly and accurately, thereby ensuring effective and timely treatment. They can be secured with various privacy settings.

Artificial Intelligence ("AI") and blockchain

Healthcare establishments like hospitals are looking at opportunities to deploy AI or/and blockchain in improving their operating efficiency – scheduling appointments depending on the gravity of the issue, healthcare monitoring, etc, thereby minimising human error through technological intervention. For instance, NITI Aayog has extended its support to an AI-based project - Radiomics, which is also supported by Tata Memorial Centre Imaging Biobank.

Radiology Information System

RIS is a tool that allows managing digital copies of medical imagery such as X-ray, MRI, ultrasound, and associated data on a network. RIS is used by doctors to access medical imagery data from multiple locations. It is connected to medical equipment such as X-ray, MRI and ultrasound machines, which generate diagnosis results in the form of images and graphs.

The RIS directly captures results and feeds them to EHRs, central databases or remote databases. RIS systems are integrated with a dedicated picture archiving and communication modules which ensures that the pictures are stored in a systematic manner and transferred accurately to the intended database or recipient.

Implementation of RIS allows hospitals eliminate the need of generating and maintaining medical imagery on expensive films. RIS enable hospitals to store complete radiology history of patients together. This feature allows generating detailed analytical reports on patient's medical history.

Clinical Decision Support System

CDSS is a software designed to assist doctors in taking decisions pertaining to the diagnosis and treatment of patients. A CDSS is supported by a large database that has detailed information on ailments with data aspects ranging from symptoms to diagnosis. The database is supported by a set of rules that help generate accurate results for the query made by the user. It also contains patient specific information such as medical history, allergies, etc, which helps doctors to make effective decisions on the treatment. CDSS databases are open-ended to allow addition of information on newly discovered diseases, procedure and medications, rectification of erroneous procedures, and updating of patient information.

Mobile-Based Application

Healthcare delivery is also seeing an influx of mobile-based applications (mobile apps) to assist doctors as well as patients. These apps provide features such as self-diagnosis, drug references, hospital/doctor search, appointment assistance, electronic prescriptions, etc. While certain apps allow doctors to obtain information on drugs, dosage, contradictions, disease/ condition references and procedures; others allow patients to locate doctors, fix appointments, and opt for video consultations. Furthermore, there are apps that help patients save their medical records and keep them updated regularly.

Even the government is looking at adopting these measures with the launch of UMANG (Unified Mobile Application), which offers 242 services across 57 departments in 12 states. It has a feature to book hospital appointments, check blood availability, and view medical reports online on registration.

Wearables and Sensors

With awareness on healthcare increasing, people have started adopting wearables and sensors that keep a track of the vitals of the user. Wearables and sensors also have data about the user's historical health records and sends out alerts in case of any irregularities. Some sensors are used solely from a curative healthcare perspective, to lead a healthy life with a proper fitness routine.

Key Growth Drivers of Healthcare Delivery Industry

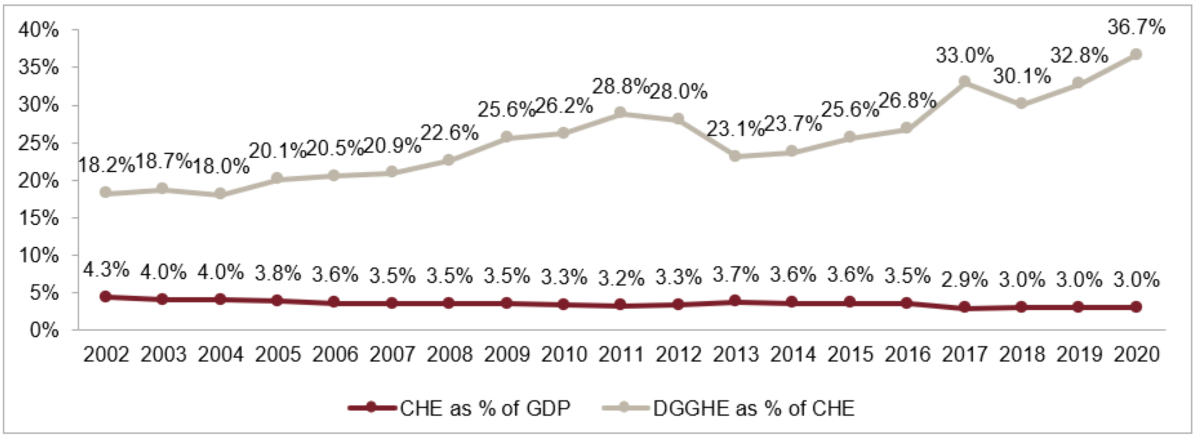
A combination of economic and demographic factors is expected to drive healthcare demand in India. CRISIL MI&A believes the PMJAY scheme launched by the government would also support these drivers.

India lags global benchmarks in healthcare infrastructure, both in terms of physical infrastructure as well as personnel. However, the picture is bleak even on the healthcare indicators front. In case of life expectancy at birth, which reflects the overall mortality of the population, India stands at 70 years in comparison with the global average of approximately 73 years in 2020. This is despite life expectancy at birth growing at 0.6% CAGR between 1990 and 2020.

Government Policies to Improve Healthcare Coverage

The government has kept its healthcare budget flat in 2022-2023 at ₹ 1,025 billion from ₹ 1,023 billion in fiscal 2021-2022. Nonetheless, the focus seems to have shifted from curative aspect to preventive health and well-being under the ambit of holistic healthcare. The long-term goal is to raise its public healthcare spending to 2.5% of GDP by 2025 under the National Health policy 2017 from the current 2% of the GDP.

Government expenditure as a proportion of current healthcare expenditure



Note: CHE: Current healthcare expenditure; DGGHE: Domestic general government healthcare expenditure

Source: WHO Global Healthcare Expenditure Database

According to the government, inpatient hospitalisation costs have risen by 300% over the past 10 years and annually, an estimated 60 to 80 million people fall into poverty due to healthcare-related expenditure. The PMJAY was launched on September 23, 2018, with the objective of providing affordable healthcare. The scheme primarily has three objectives:

1. Strengthening of Physical Health Infrastructure: Sub-Centres

Upgradation of 1.5 lakh 'Health and Wellness' centres (1,54,338 centres have been made operational as of December 2022) to provide comprehensive healthcare, including coverage of non-communicable diseases and maternal and child health services. These centres would also provide essential medicines and diagnostic services free of cost. Inclusion of new ailments under the ambit of the scheme would go a long way in ensuring focus on preventive care as opposed to only curative care. A strong referral network is vital in providing a continuum of care.

2. Strengthening of Physical Health Infrastructure: Government Hospitals

Setting up of 24 new government hospitals and medical colleges and upgradation of existing district hospitals. The intention is to have at least one medical college for three parliamentary constituencies. The government already has a scheme in place, Pradhan Mantri Swasthya Suraksha Yojana ("**PMSSY**"), to correct the geographical imbalance in the availability of tertiary healthcare. Six All India Institute of Medical Sciences ("**AIIMS**"), one each at Patna (Bihar), Raipur (Chhattisgarh), Bhopal (Madhya Pradesh), Bhubaneshwar (Odisha), Jodhpur (Rajasthan), and Rishikesh (Uttarakhand), have been set up. An AIIMS is under construction at Rae Bareli (OPD services have started) and 13 new ones have been announced by the government. The aim is to tackle issues of inadequate healthcare infrastructure and personnel.

3. Expansion of Health Insurance Coverage: Ayushman Bharat

This involves a provision of ₹ 0.5 million assured healthcare coverage to each family that is eligible, selected on the basis of inclusion under the Socio Economic Caste Census ("**SECC**") list. Nearly 107.4 million families will be covered under the scheme. All existing central and state health insurance schemes will be subsumed under Ayushman Bharat. The model of implementation of the scheme (via insurance company, trust or mixed model) is the state's prerogative.

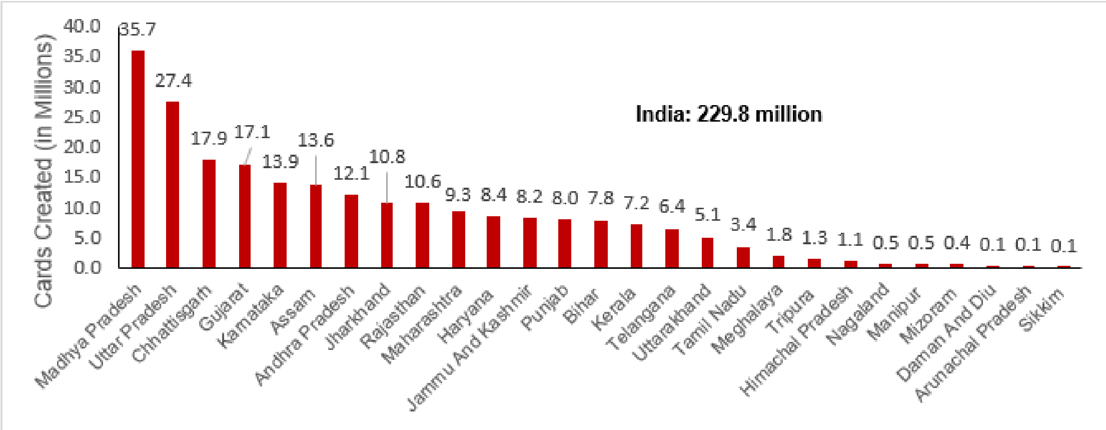
However, healthcare delivery at affordable prices would require a shift in focus towards capitalising on volumes (with nearly 165 million new people coming under a healthcare scheme) rather than on value (via margins). The government has started an initiative of National Health Stack ("**NHS**"), a shared digital framework for both private and public hospitals. It is expected to digitise all health records and keep track of all details concerning healthcare enterprises in the country. The scheme is well-intentioned and holds huge potential for the healthcare delivery and allied industries, but the mechanism for quality control and monitoring along with raising resources for implementation will be a key monitorable.

Ayushman Bharat will further provide volume momentum to the sector, with the scheme on its full scale implementation providing healthcare assurance of ₹ 5 lakh per family (on floater basis) to nearly 107.4 million families (the actual coverage would be greater on account states extending the scheme to even some sections of the uncovered populace). As of May 2023, nearly 48.4 million treatments had taken place under Ayushman Bharat since the inception of the scheme in September 2018.

In terms of implementation till date, most states have signed a MoU with the National Health Agency ("**NHA**") under varied implementation models- Trust based, Insurance based or Mixed model, however, some states are yet to kick start full scale adoption. However, states like Madhya Pradesh, Uttar Pradesh and Bihar which were devoid of any health insurance scheme have extended coverage under PMJAY to more than 25% of its population.

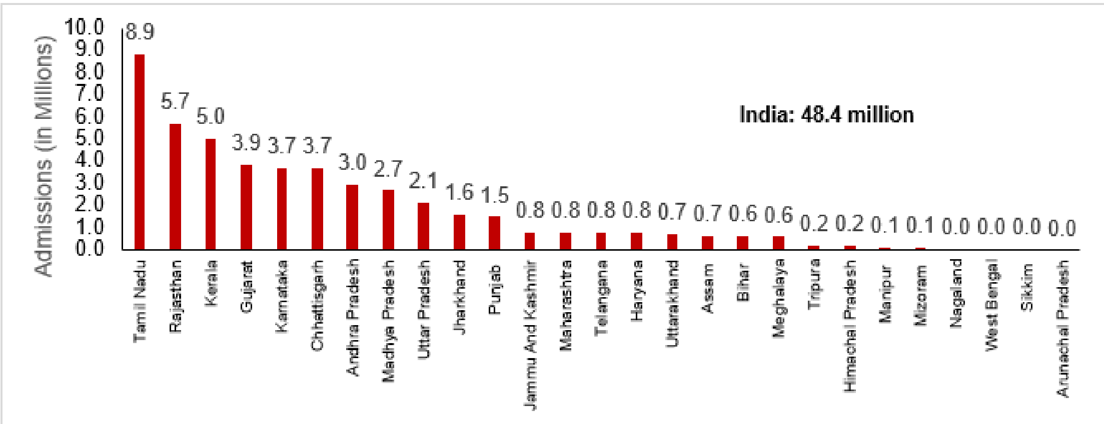
State-wise analysis of PMJAY (As of May 2023)

State-wise Ayushman Bharat cards created (in millions)



Source: Ayushman Bharat Pradhan Mantri - Jan Arogya Yojana, National Health Authority

State- Wise authorised hospital admissions (in millions)



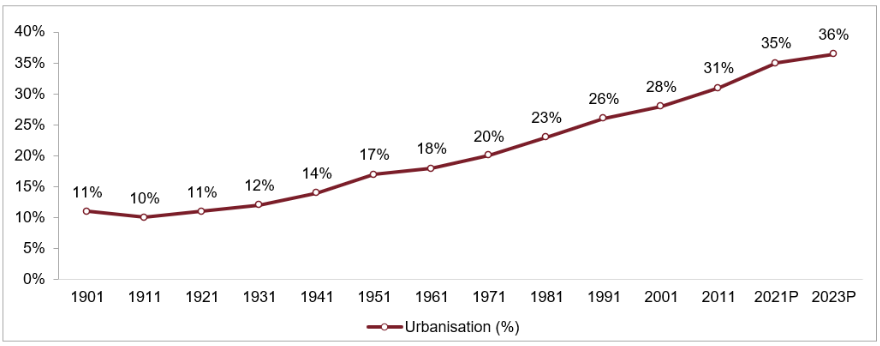
Note: Nagaland, Sikkim, West Bengal and Arunanchal have very few hospital admissions, hence the number appears 0 in million; West Bengal appears in the above chart because Ayushman Bharat cards can also be used to avail state insurance scheme benefits
Source: Ayushman Bharat Pradhan Mantri - Jan Arogya Yojana, National Health Authority

Increasing Health Awareness to Boost Hospitalisation Rate

Majority of healthcare enterprises in India are more concentrated in urban areas. With increasing urbanisation (migration of population from rural to urban areas), awareness among the general populace regarding presence and availability of healthcare services for both preventive and curative care is expected to increase.

CRISIL MI&A, therefore, believes that the hospitalisation rate for in-patient treatment as well as walk-in out-patients will improve with increased urbanisation and increasing literacy.

Urban population in India (% of total population)



Source: UN World Urbanisation Prospects: The 2018 revisions

Change in disease profile expected to increase demand for healthcare

As opposed to the decreasing rate in communicable diseases, lifestyle-related illnesses or non-communicable diseases ("**NCDs**") have been increasing rapidly in India over the past few years. The contribution of NCDs to the disease profile has risen from 30% in 1990 to 55% in 2016. Statistics show that these illnesses accounted for nearly 62% of all deaths in India in 2016. This number has increased to 66% of deaths in 2019.

In 2019, of the total disease burden, the contribution of the group of risks (unhealthy diet, high blood pressure, high blood sugar, high cholesterol, and overweight) which mainly cause ischemic heart disease, stroke and diabetes rose to approximately 27%.

As per the World Economic Forum, the world will lose nearly US$ 30 trillion by 2030 for NCD treatments and India's burden from this will be US$ 5.4 trillion.

In 2016, of the total disease burden, the contribution of group of risks (unhealthy diet, high blood pressure, high blood sugar, high cholesterol and overweight), which mainly causes ischemic heart disease, stroke and diabetes, had risen to nearly a quarter. The combination of these risks was highest for states such as Punjab, Tamil Nadu, Kerala, Andhra Pradesh and Maharashtra, but has increased in all other states as well. There were 38 million cases of cardiovascular diseases ("**CVDs**") in 2005, which rose to nearly 64 million cases in 2015.

CRISIL believes that NCDs exhibit a tendency to increase in tandem with rising income. WHO projects an increasing trend in NCDs by 2030, following which CRISIL forecasts demand for healthcare services associated with lifestyle-related diseases such as cardiac ailments, cancer and diabetes to rise.

Another emerging market in the country is orthopaedics, which currently comprises a very small proportion compared with NCDs, but has a potential market in the country. The orthopaedics market can be classified into four different segments, viz., knee, hip, trauma, and spine, of which the knee-replacement market holds the biggest share, followed by trauma and spine. Hip replacement in India is still a very small segment compared to knee replacement, whereas it is the opposite around the world.

Growing Health Insurance Penetration to Propel Demand

Low health-insurance penetration is one of the major impediments to the growth of the healthcare delivery industry in India, as affordability of quality healthcare facilities by the lower-income groups remain an issue. Health insurance coverage has increased from 17% in Fiscal 2012 to approximately 38% in Fiscal 2022. As per the Insurance Regulatory and Development Authority, more than 520 million people have health insurance coverage in India (as of Fiscal 2022), as against 212 million (in Fiscal 2012), but despite this robust growth, the penetration in Fiscal 2022 stood at only 38%.

Medical Tourism in India

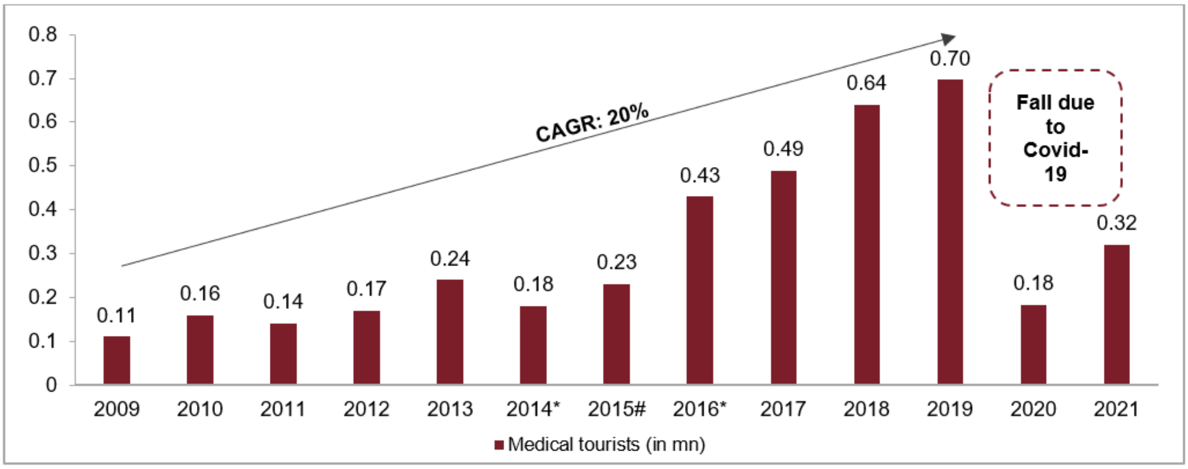
The healthcare costs in developed countries is relatively higher in comparison to India. Some of the factors which makes India an attractive destination for medical tourism are presence of technologically advanced hospitals with specialized doctors and facilities like e-medical visa.

Treatments mostly sought after in India are for heart surgery, knee implant, cosmetic surgery and dental care, due to the low costs of these treatments in India. Medical tourism in India is driven by the private sector in India.

As per the Ministry of tourism, countries like Singapore, Malaysia and Thailand also offer medical care facilities to foreigners but what differentiates India apart from state-of-the-art infrastructure with reputed healthcare professionals is traditional healthcare therapies like Ayurveda and Yoga combined with allopathic treatments providing holistic wellness.

According to the latest data available with the Ministry of Tourism, of the total foreign tourist arrivals in India, the proportion of medical tourists has grown from 2.2% (0.11 million tourists) in 2009 to 21.2% (0.32 million tourists) in 2021. The government has constituted a National Medical and Wellness Tourism Board along with provision of financial assistance to the tune of Rs 0.6 million to medical tourism service providers under market development assistance (MDA) to develop medical tourism in India. The government had estimated medical value travel in India to be worth 9 billion USD by 2020 garnering 20% of the global share, up from the 3 billion USD in 2015, however we might have fallen short of this figure in the year 2020 owing to travel restrictions put in place due to Covid pandemic.

*Growth in medical tourists**

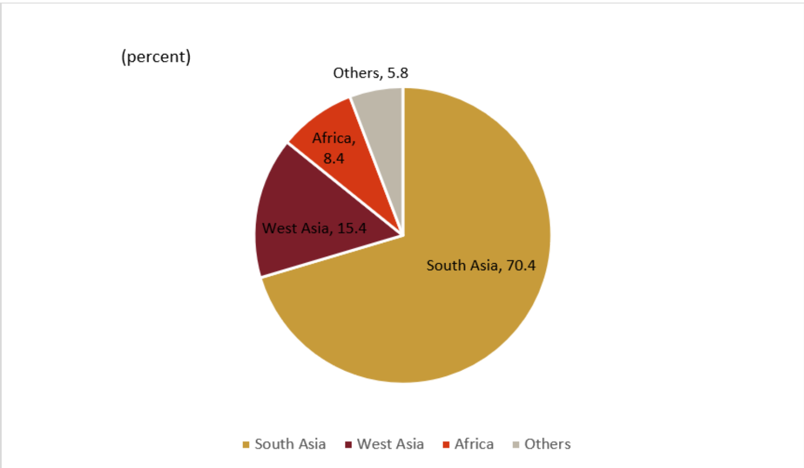


Note: * includes all types of medical and medical attendant visa; #includes medical visa and medical attendant visa
Source: Ministry of Tourism

About Two-Thirds of Medical Tourism Demand from South Asia (2019)

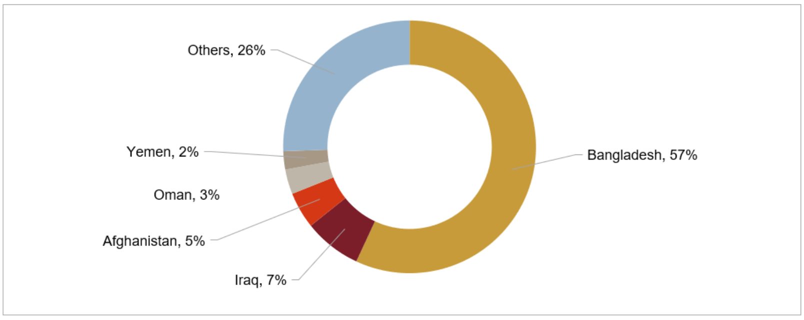
More than 94% of medical tourists are from countries in Africa, west and south Asia. Medical tourists from countries like United Kingdom and Canada are also seeing an increase, given long waiting periods for availing of treatments in these regions.

Break-up of medical tourists by major region of origin (2019)*



Note: * Proportion of medical tourists of the overall foreign tourist arrivals, 2019
Source: Ministry of Tourism, CRISIL MI&A Research

Break-up of medical tourists by major country of origin (2019)*



Note: Based on data as of CY19 as CY20 and CY21 were impacted due to Covid-19
Source: Ministry of Tourism

Country-wise cost of key treatment procedures (in US$)

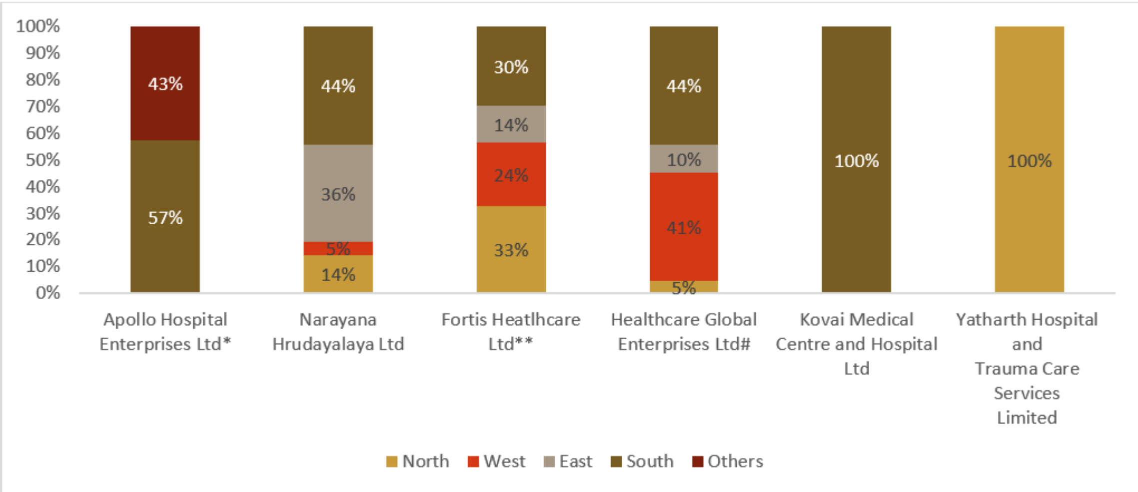
Ailments ($)	US	Korea	Singapore	Thailand	India
Hip replacement	50,000	14,120	12,000	7,879	7,000
Knee replacement	50,000	19,800	13,000	12,297	6,200
Heart bypass	144,000	28,900	18,500	15,121	5,200
Angioplasty	57,000	15,200	13,000	3,788	3,300
Heart valve replacement	170,000	43,500	12,500	21,212	5,500
Dental implant	2,800	4,200	1,500	3,636	1,000

Established Regional Presence Gives Players an Upper Hand

Key listed healthcare delivery players in India have established themselves in regions across the country. Those with regional presence have an added advantage over those that don't.

Regional revenue mix of key players as of Fiscal 2023

Regional revenue mix of key players as of fiscal 2023



**For Apollo Hospitals Enterprise Ltd (AHEL), revenue from Tamil Nadu, Andhra Pradesh, Telangana, and Karnataka has been considered under the 'south' region. 'Others' includes revenue from 'significant subsidiaries/JVs/associates', as classified by AHEL in its earnings update PPT for FY23, which includes revenue from Bhubaneswar, Bilaspur, Nashik, Navi Mumbai, Ahmedabad, Kolkata, Delhi, Indore, Assam, and Lucknow.*

***For Fortis Healthcare Ltd, revenue contribution from only Indian hospitals has been considered (i.e. excluding revenue from international hospitals).*

#Regional mix only for HGEL centres, which consist of 22 comprehensive cancer centres, 3 multispecialty hospitals, 3 diagnostic centres and 1 multispecialty hospital managed by HGEL

Percentages may not add upto 100 due to rounding of decimal points

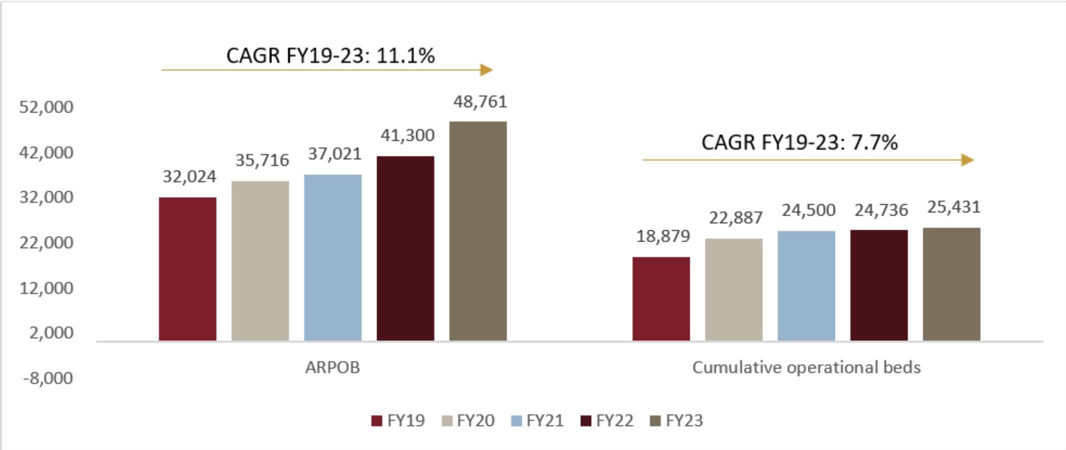
Source: Company annual reports/investor presentations, CRISIL MI&A Research

Some of the key advantages of having regional presence are as follows:

- **Stronger local connect with people** (patients) in a particular region forms a crucial part of connecting and establishing long-term relationships for any hospital. Players with regional presence often have a strong grasp of the regional languages, food preferences, culture, and affordability, which helps them connect and bond with their patients from a long-term perspective.
- **Understanding the mentality of doctors** is also an important aspect for a hospital. Having regional presence not only gives players access to the key doctors in the region, but it also helps doctors tie up with a brand to enhance their portfolios.
- **Integrating talent from well-established allied workforce** such as lab technicians and nurses also augers well for established players. There are additional benefits for employees associated with a regional chain, such as easy location transfers for any personal reasons. Hence, workforce in such hospitals sticks longer.
- **First mover advantage in building out network in across Tier II/III cities** can help the hospitals build a brand in the regions. Being amongst the first to build a regional presence can attract the best doctor talent, and a brand recall among people which can help hospitals in the long run.

Operating Metrics of Key Listed Players

Average revenue per occupied bed (ARPOB) of key listed players clocked ~11.1% CAGR over fiscals 2019-23

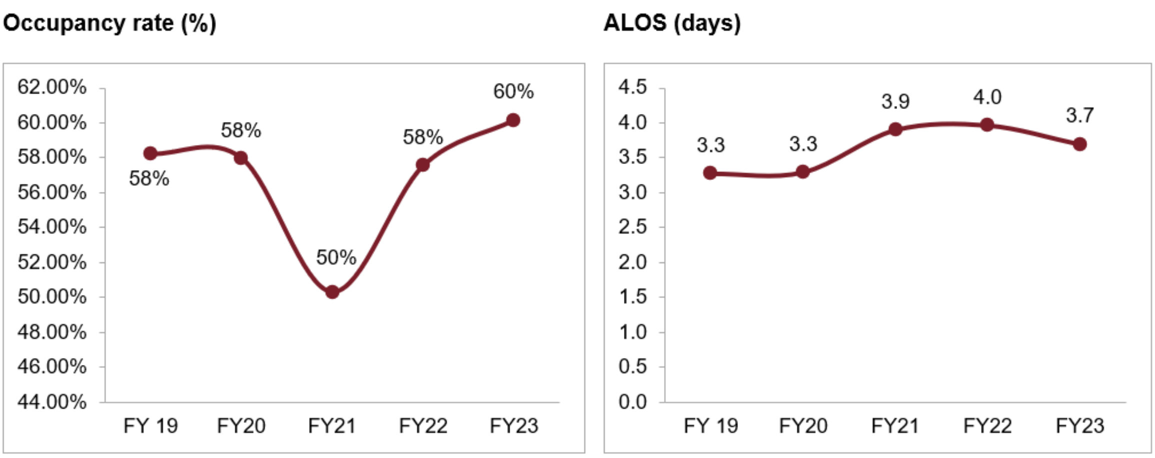


Note: Companies considered for analysis are AHEL, Fortis Healthcare Ltd, Narayana Hrudayalaya Ltd, Max Healthcare Institute Ltd. (MHIL), Shalby Ltd, and Healthcare Global Enterprises Ltd (HGEL). For FY23, HGEL ARPOB is not available.

Source: Company annual reports, investor presentations, CRISIL MI&A Research

ARPOB of key listed players increased at a CAGR of approximately 11.1% over Fiscals 2019-23, and operational beds logged a similar 7.7% CAGR.

Aggregate occupancy rates and ALOS of key listed players

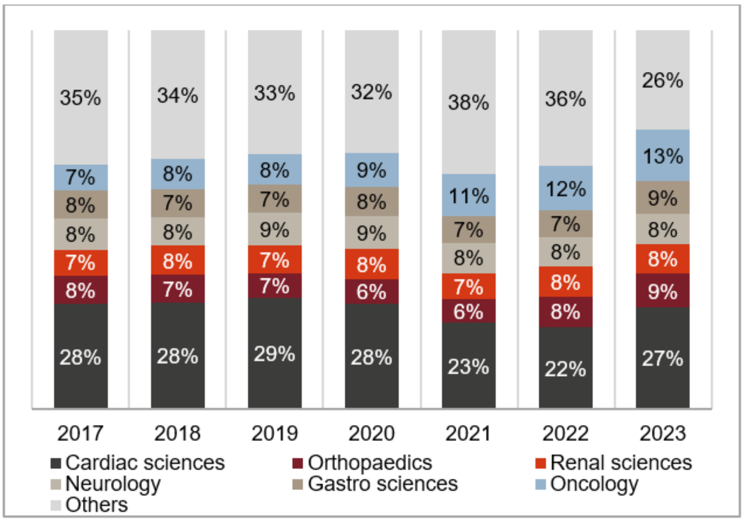


Note: Companies considered for analysis are AHEL, Fortis Healthcare Ltd, Narayana Hrudayalaya Ltd, MHIL, Shalby Ltd, and HGEL. For FY23, Shalby Ltd Q4FY23 occupancy rate considered as full year occupancy rate was not available.

Source: Company annual reports, investor presentations, CRISIL MI&A Research

Occupancy rates of key listed players have remained steady (58-61%) between Fiscal 2019 and Fiscal 2023 except Fiscal 21, when occupancy rate fell to 50% on account of Covid pandemic. Although aggregate occupancy rates are in the range of 58-61%, the metric is skewed at the individual company level – e.g., MHIL had an occupancy rate of 76% in Fiscal 23. A steady aggregate occupancy rate and a declining ALOS are a positive for these players. ALOS, on an aggregate basis, of key listed players decreased to 3.3 days in Fiscal 2020 from 3.7 days in Fiscal 2016. ALOS rose to 3.9 in Fiscal 21 and 4.0 in Fiscal 22 which may be attributed to longer stay of patients due to Covid. ALOS has steadily come down to 3.7 in Fiscal 23 as Covid treatments have reduced. Hospitals typically focus on reducing their ALOS, as it increases their ARPOB and ensures more patients are treated at the same time.

Cardiac sciences dominates in terms of share, but oncology drives the highest growth across treatment mix for key listed players



Note: Companies considered for analysis are Fortis Healthcare Ltd, Narayana Hrudayalaya Ltd, and Shalby Ltd; Others is a consolidation of services such as nephrology, pulmonology, gynecology & obstetrics, and arthroplasty

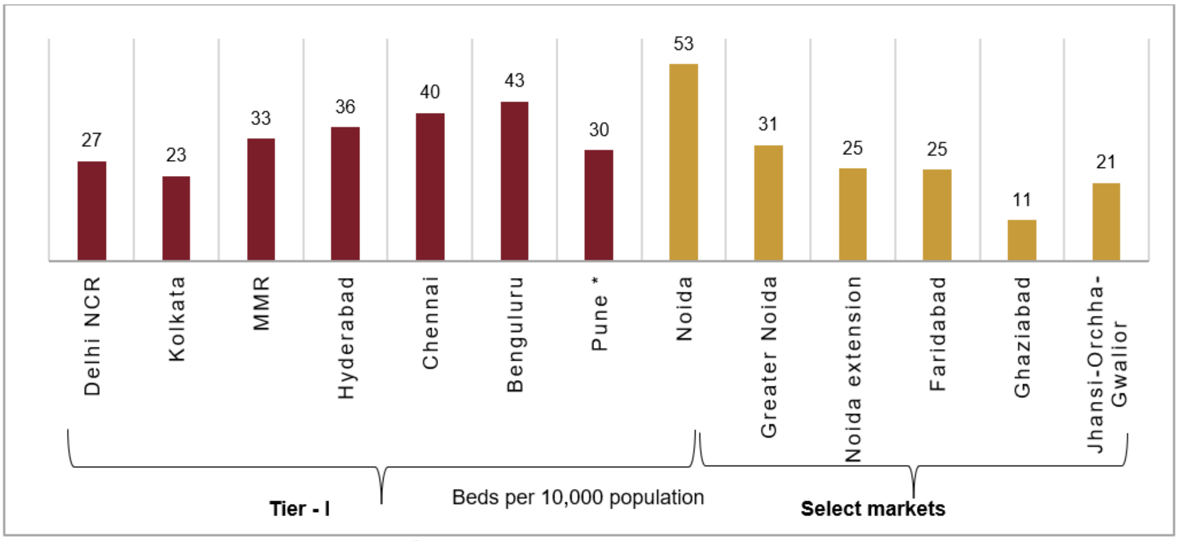
Due to rounding of decimals, percentages may not add up to 100%

Source: CRISIL MI&A Research

Cardiac sciences accounted for the largest share of revenue in the specialty mix over fiscals 2017-23. Cardiac sciences comprises various types of surgeries, such as valve replacement, open heart, and coronary artery bypass grafting. Cardiac sciences is followed by oncology, renal sciences, neurology, orthopaedics and gastro sciences.

Market-Wise Hospital Statistics

Estimated bed density across key markets in India



Based on city category classification followed by 7th Pay Commission, Tier I – X cities (top 8 cities)

** Pune metropolitan region*

Source: CRISIL MI&A Research

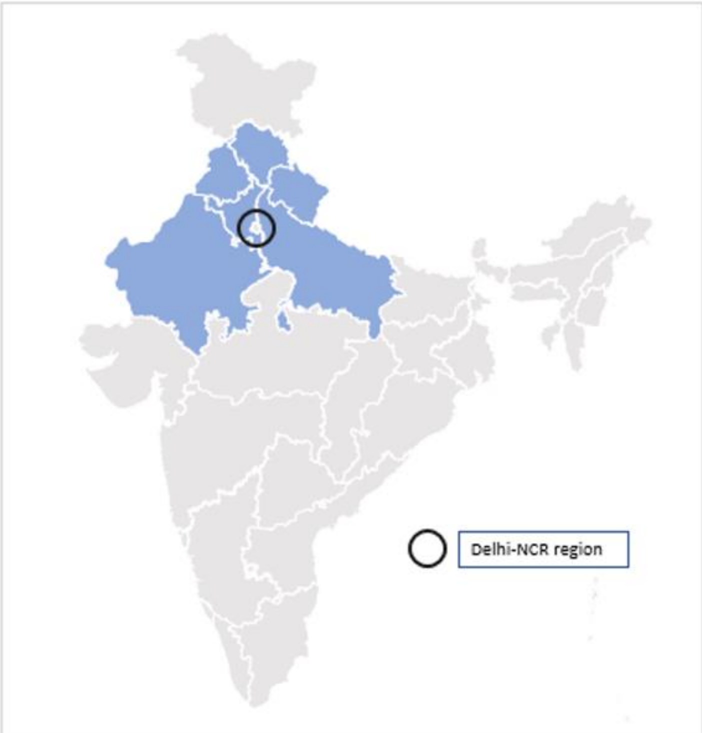
The Delhi NCR, Kolkata, Pune Metropolitan and Mumbai Metropolitan regions are highly populous and have a bed density of 27, 23, 30 and 33, respectively. An important facet to consider, while estimating the healthcare infrastructure adequacy in a selected city, is to take into account the availability of healthcare infrastructure in the neighbouring cities/states. Given that the selected cities are key cities with a well-developed hospital infrastructure, they tend to attract patients not only from other cities and towns within the state, but also from the neighbouring states. While this creates an additional burden on the healthcare infrastructure of these cities, it also clearly indicates the willingness of people from nearby Tier I and Tier II cities to travel in order to access quality healthcare facilities. In other Tier I cities such as Hyderabad, Chennai and Bengaluru, the bed density is higher than Delhi NCR, Kolkata and Mumbai because of presence of big hospital chains with large bed capacities. Another indication of this trend is the expansion of large chain hospitals to Tier II cities.

Delhi-NCR Attracts a Lot of Patients from Adjoining States with Inadequate Healthcare Facilities

Large hospital chains located in the Delhi-NCR are major beneficiaries of patients visiting for various healthcare requirements. NCR region receives patients from adjacent states of Uttar Pradesh, Haryana, Punjab, Rajasthan and even northern belts of Madhya Pradesh. Patients visit top chains in NCR region as they have superior infrastructure facilities and medical equipment, senior medical talent supported by strong trusted brands. Further, NCR region is the hub of specialty hospitals in the whole of North India and which these above states and regions lack, indicating significant and growing need for quality and affordable healthcare services and also a major opportunity to expand and grow here. Facilities and talent at top chains in NCR region help patients visiting from various regions in battling critical ailments.

Delhi-NCR Region Receives High Influx of Domestic Patients from Northern States as Highlighted Below in the Map

Noida, Greater Noida and Noida extension have high bed density due to their proximity to the capital, and due to the presence of large chain of hospitals which attract patients from the NCR region, other states and even internationally. Even with high bed densities, hospitals in the region have shown high occupancy rates indicating potential for further growth and expansion.



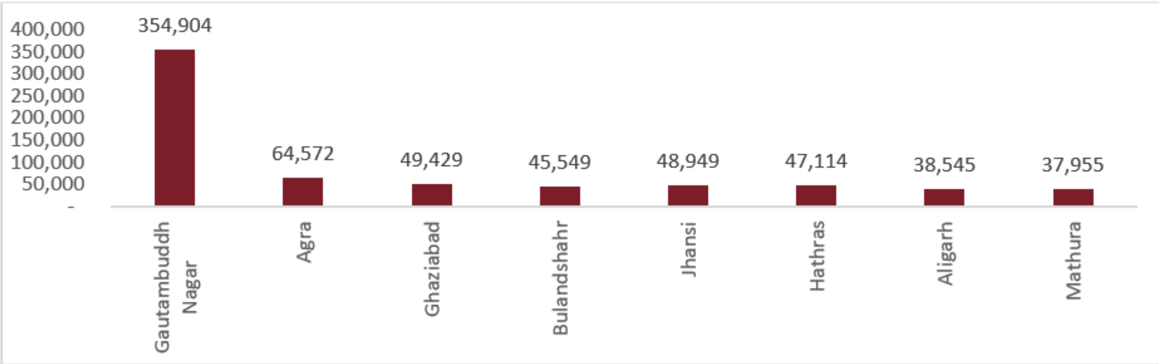
Source: CRISIL MI&A Research

Macro-Economic Performance of Some Key Select Districts

Noida, Ghaziabad, Agra, Hathras, Jhansi Have Been Key to Economic Growth in the Region

To assess the economic growth near Yatharth Hospitals, we have looked at the past performance of eight districts viz. Gautam Buddh Nagar, Ghaziabad, Bulandshahr, Aligarh, Hathras, Mathura and Jhansi. Among these eight districts, Gautam Buddh Nagar is the largest district in terms of GDP growth followed by Agra and Ghaziabad.

Snapshot of per capita income for key districts (Fiscal 2021)



Source: Directorate of Economics & Statistics - Government of Uttar Pradesh, CRISIL MI&A Research

The Districts of Gautam Buddh Nagar (To Which Noida, Greater Noida, Noida Extension Belong), Agra, Hathras And Jhansi Witnessed Strong Economic Growth in the Last Few Years

Over the last nine years from fiscal 2012 to fiscal 2021, Gautam Buddh Nagar, Agra, Hathras and Jhansi have recorded higher growth compared with the other districts considered. Most of the districts have seen their GDP grow at a pace which is either higher or at a comparable level with that of the state of Uttar Pradesh (4.5% growth between 2012-2021) during these nine years from fiscal 2012 to fiscal 2021.

Manufacturing, Transport, Trade and Tourism and Construction Sectors Have Boosted Economic Growth in the Region Over the Last Few Years

Across the eight districts over the last nine years from Fiscal 2012 to Fiscal 2021, manufacturing and transport (excluding railways) segments have seen a significantly strong growth when compared to other sectors. When considered individually, Gautam Buddh Nagar saw a strong performance across all segments except agriculture during the corresponding period. Apart from manufacturing, it also received a boost from Real estate, trade, hotels and restaurants and mining and quarrying. A strong growth across segments like hotels and restaurants and transport across districts in the region is believed to be influenced mainly by tourism in the region. Even though the western Uttar Pradesh belt, where these districts are located, has a significant farming activity, the growth in output from agriculture and related segments has remained subdued across all districts over the last few years. Along with this, employment and capital invested in the industries has been growing at a good rate in the below districts, indicating potential for growth and economic activity.

Snapshot of key economic activity-wise growth in key districts (Fiscal 2012 to Fiscal 2021)

(CAGR FY12-21)	Gautambuddh Nagar	Ghaziabad	Buland-shahr	Aligarh	Hathras	Mathura	Agra	Jhansi
Agriculture, Forestry and Fishing	6.8%	-0.8%	7.2%	7.2%	12.1%	6.7%	9.9%	9.4%
Mining and Quarrying	3.9%	-5.0%	-0.8%	5.6%	-5.0%	-8.7%	-0.5%	11.7%
Manufacturing	11.1%	5.2%	5.7%	7.6%	7.0%	4.9%	9.7%	-1.1%
Construction	11.1%	7.6%	8.4%	4.0%	14.9%	5.2%	10.5%	4.3%
Trade and Hotel & Restaurant	10.5%	3.2%	6.4%	7.3%	10.9%	4.9%	9.3%	5.7%
Transport by Means (excluding Railways)	9.0%	13.9%	4.3%	7.3%	9.0%	10.9%	2.9%	7.2%
Real Estate, Ownership of Dwellings and Professional Services	19.0%	13.3%	10.0%	9.1%	12.8%	9.2%	13.6%	10.2%
GDP (at Basic prices)	8.3%	4.4%	3.7%	3.6%	6.2%	3.5%	6.4%	4.8%

Source: Directorate of Economics & Statistics - Government of Uttar Pradesh, CRISIL MI&A Research

Delhi NCR

Delhi NCR Region is a highly populous region with a total population of approximately 58.2 million in Fiscal 2011. Based on estimated growth of 2% annually in Delhi population, it is estimated that Delhi NCR population in FY21 was roughly 70 million. Delhi state's per capita GSDP (at constant prices) is estimated at ₹ approximately 283,614 in Fiscal 2021, 7% lower than Fiscal 2020. Its GSDP, at current prices is projected to be ₹ 7,983 billion for Fiscal 2021, 4% lower than Fiscal 2020. The economy contracted due to COVID-19 in Fiscal 2021, which had otherwise seen a growth till Fiscal 2020. Due to the growing economy and population, there is significant and growing need for quality and affordable healthcare services. Total expenditure of Delhi state is estimated at ₹ 690 billion for Fiscal 2022. The region has a bed density of 27 per 10,000 which is low when compared to the global averages. Estimated number of hospital beds are approximately 1,63,000 beds with 2,150 hospitals. Approximately 1% of all facilities are private super specialty and multispecialty hospitals. An important facet to consider while estimating the adequacy of healthcare infrastructure in the region is to also take into account the availability of the same in the neighbouring cities/states. Given that Delhi-NCR region has a well-developed hospital infrastructure, they tend to attract patients not only from other cities and towns within the state, but also from the neighbouring states. While this creates an additional burden on the healthcare infrastructure of this region, it also clearly indicates the willingness of people from nearby tier 1 and 2 cities to travel in order to access quality healthcare facilities. Another indication of this trend is the expansion of large chain hospitals to such cities.

Key hospitals	Key specialties provided
Apollo Hospital Enterprise Ltd	Cardiology, neurology, oncology
Max Healthcare	Oncology, cardiology, orthopaedics, laparoscopic surgeries, neurology
Medanta Hospital	Cardiology, neurology, gastroenterology, liver transplants and regenerative medicine, oncology
Yatharth Hospitals	Cardiology, orthopaedics, neurology, renal sciences, oncology

Note: Includes only the key specialties out of all the specialties mentioned on company website accessed on July 1, 2023
Source: Company data, Secondary research, CRISIL MI&A Research

Noida

Noida is a city with a total population of approximately 8,14,888 as of 2020. Gautam Buddh Nagar District, to which Noida belongs had a GDP of ₹ 907 billion at constant prices in Fiscal 2021, the highest in the state of Uttar Pradesh. Its GDP per capita at constant prices stood at an estimated ₹ 0.35 million during the same year. Noida has a bed density of 53 per 10,000 population, which indicates a well-developed healthcare infrastructure. It attracts patients from nearby districts and states, which do not have specialty hospitals. Even with high bed density in the region, the occupancy rates are good for major hospitals, indicating further scope of expansion and growth in the area. Estimated number of hospital beds are approximately 4,300 with 175 hospitals and nursing homes. Being a planned city, Noida has several multispecialty hospitals, private hospitals and additional medical infrastructure. An estimated 2-3% hospitals in Noida belong to a large chain, while the rest are standalone hospitals.

Key hospitals	Key specialties provided
Apollo Hospitals Noida	Gynaecology, paediatrics, orthopaedics, kidney transplants, oncology
Fortis Noida	Oncology, orthopaedics, neurosciences, liver transplant, kidney transplant, cardiology
Jaypee Hospital	Cardiology, oncology, organ transplant, orthopaedics
Kailash Hospital	Gastroenterology, cardiology, oncology, neurology
Metro Hospitals & Heart Institute	Cardiology, endocrinology & diabetology
Yatharth Super Specialty Hospital, Noida	Cardiac sciences, orthopaedics, nephrology, urology, oncology

Note: Includes only the key specialties out of all the specialties mentioned on company website accessed on July 1, 2023
Source: Company data, Secondary research, CRISIL MI&A Research

Greater Noida

Greater Noida has an estimated total population of 8,00,000 as of 2020. Gautam Buddh Nagar District, to which this area belongs, had a GDP of ₹ 907 billion at constant prices in Fiscal 2021, the highest in the state of Uttar Pradesh. Its GDP per capita at constant prices stood at an estimated ₹ 0.35 million during the same year. The region has a bed density of 31 per 10,000, which indicates a well-developed healthcare infrastructure. Estimated number of hospital beds are approximately 2,500 with 30 hospitals and nursing homes. An estimated 10% hospitals in Greater Noida belong to a large chain, while the rest are standalone hospitals.

Key hospitals	Key specialties provided
Government Institute of Medical Sciences	ENT and head & neck surgery, Ophthalmology, paediatrics, general medicine, orthopaedics
Sharda Hospital	Ophthalmology, ENT and head & neck surgery, dermatology, venereology & leprosy, obstetrics & gynaecology
Yatharth Super Specialty Hospital, Greater Noida	Cardiology, neurology, urology, nephrology, gastroenterology

Note: Includes only the key specialties out of all the specialties mentioned on company website accessed on July 1, 2023
Source: Company data, Secondary research, CRISIL MI&A Research

Noida Extension

Noida extension has an estimated total population of 4,00,000 as of 2021. Gautam Buddh Nagar District, to which these two areas belong, had a GDP of ₹ 907 billion at constant prices in fiscal 2020, the highest in the state of Uttar Pradesh. Its GDP per capita at constant prices stood at an estimated Rs 0.35 million during the same year. The region has a bed density of 25 per 10,000, which indicates a well-developed healthcare infrastructure. The reason for such a high bed density is the fact that it attracts patients from Noida, Delhi, the whole NCR region, and even some nearby states and international medical tourists. Estimated number of hospital beds are approximately 1,000 with 15-20 hospitals and nursing homes. Yatharth Super Specialty Hospital with 450 beds is one of the largest hospital in the region in terms of number of beds. An estimated 5-10% hospitals in Noida extension belong to a large chain, while the rest are standalone hospitals.

Key hospitals	Key specialties provided
Government Institute of Medical Sciences	ENT and head & neck surgery, Ophthalmology, paediatrics, general medicine, orthopaedics
Yatharth Super Specialty Hospital, Noida Extension	Cardiology, neurology, urology, nephrology, gastroenterology

Note: Includes only the key specialties out of all the specialties mentioned on company website accessed on July 1, 2023
Source: Company data, Secondary research, CRISIL MI&A Research

Ghaziabad

Ghaziabad district has a total population of 6,507,487 as of Fiscal 2023. The district had a GDP of ₹ 280 billion in Fiscal 21. The region has a bed density of 11 per 10,000. Estimated number of hospital beds are approximately 7,200 with 280 hospitals and nursing homes. An estimated 2-3% hospitals in Ghaziabad belong to a large chain, while the rest are standalone hospitals and nursing homes.

Key hospitals	Key specialties provided
Max Superspecialty Hospital	Oncology, cardiology, orthopaedics, neurology
Yashoda Super Specialty Hospital, Kaushambi	Neurology, nephrology, obstetrics & gynaecology, orthopaedics
MMG District Hospital	Cardiology, neurology, gastroenterology, minimally invasive surgeries, internal medicine, paediatrics, gynaecology, obstetrics & infertility
Yashoda Super Specialty Hospital & Heart Institute	Interventional cardiology, cardiothoracic and vascular surgery, bypass surgery, minimally invasive cardiac surgery, pacemakers
Manipal Hospital	Cardiology, gastrointestinal science, general surgery, obstetrics & gynaecology

Note: Includes only the key specialties out of all the specialties mentioned on company website accessed on July 1, 2023
Source: Company data, Secondary research, CRISIL MI&A

Jhansi-Orchha-Gwalior

The region has a total population of 3,723,771 as of 2021. The region has a bed density of 21 per 10,000. Estimated number of hospital beds in this market are approximately 7,900 with 215 hospitals and nursing homes.

A few major hospitals in the region are listed below. Ramraja Multispecialty Hospital, a 305 bedded hospital in Orccha town near Jhansi, is one of the largest hospitals in the region and has been acquired by Yatharth Hospital & Trauma Care Services Limited as of February 18, 2022. The acquired hospital commenced commercial operations in fiscal 2023 with effect from April 10, 2022.

Major hospitals in the region with bed capacity

Major hospitals in the region with bed capacity	Number of beds
Maharani Laxmibai Medical College	700
Birla Institute of Medical Research	350
Ramraja Multispecialty Hospital	305
District Hospital Jhansi	~250
Germany Hospital / St Jude's Hospital	200
Nirmal Hospital, Medical College	100
Kalyan Memorial and Kdj Hospital	100
Global Specialty Hospital	50
Boston Hospital & Research Center	46

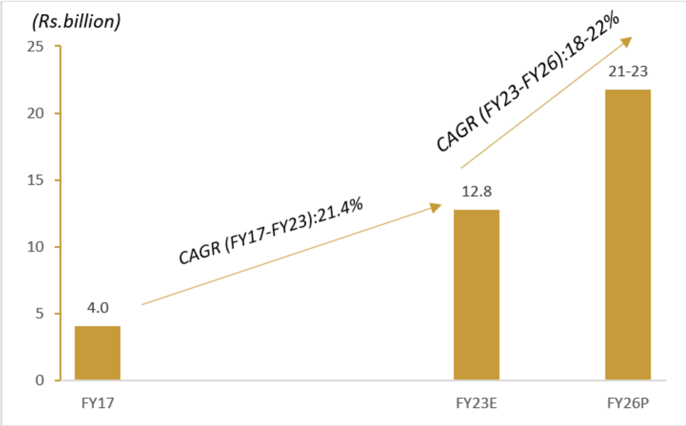
Source: Companies' websites, Jhansi district website, medical information aggregator websites

Overview of Robotic Surgery Segment

Surgical methods can broadly be classified into two categories as open (more invasive, traditional) and minimally invasive. Robotic surgery or Robot assisted surgery ("**RAS**") is one of the minimally invasive methods of surgical procedure, which has been in the practice for nearly three decades and is one of the fastest developing segments in the global healthcare space. In Robotic surgery, procedures are performed using very small tools attached to a robotic arm. The controls can be given through computer by pre-programmed systems or surgeon where the surgeon controls the robotic arm with a computer. General surgery, urology, gynecology, cardio-thoracic, orthopedic are some of the therapy areas where robotic surgical procedures are performed.

There are approximately 66 centers and 70 robotic equipment installations as of Fiscal 2020. India has also developed talent pool of doctors who are specialized in performing robotic surgeries. The number of systems and volume of robotic surgeries are expected to increase as more robotic surgeons get trained and other surgical specialties increasingly utilizing this platform. The robotic surgeries in India are primarily performed in the urology, gynecology, gastro, head and neck and general therapy areas. In 2020, approximately an estimated 1 million robotic surgeries were performed in India. The adoption rate of robotic surgeries is less than 5% (Out of the total surgeries) in India as of Fiscal 2020. Average cost of robotic surgery was higher than normal surgery, approximately costing ₹ 0.5 million.

Review and outlook of Indian robotic surgery market



Note: E-Estimated-Projected

Source: CRISIL MI&A Research

The Robotic Surgery Market is Expected to Grow at 18% to 22% CAGR From Fiscal 2023 To Fiscal 2026

The Indian robotic surgery market have grown at healthy speed in the last few years. Increased adoption by hospital players, higher accuracy of the robotic surgical systems and trained surgeon base are some of the factors that have supported the growth of the Indian robotic surgery market. The Indian robotic surgery market has grown at the healthy rate of approximately 21.4% CAGR between Fiscal 2017 and Fiscal 2023. Due to pent-up demand created because of the pandemic, the industry is expected to have grown strongly in Fiscal 2023 and reach approximately ₹ 12.8 billion. Going ahead with increased adoption of robotic surgery procedures and with more options available to choose from in the robotic surgery equipment is expected to drive growth of robotic surgery market in India. The Indian robotic surgery market is expected to expand at 18-22% CAGR from Fiscal 2023 to Fiscal 2026 to reach approximately ₹ 21 to ₹ 23 billion by Fiscal 2026.

Key Growth Drivers for Robotic Surgery Market in India

IRDA Inclusion of Robotic Surgeries in Insurance Claims Expected to Boost the Volume of Robotic Surgeries

As the cost of robot assisted surgeries can be higher than the traditional surgeries, patient usually prefers the robotic surgeries if it is covered under the health insurance. Medical insurance in India did not cover robot surgeries until 2019. Hence, usually only patients with high income background could afford this healthcare service by means of robotic surgical practices. However, the insurance regulator, Insurance Regulatory and Development Authority (IRDA) has changed this by mandating inclusion of robotic treatments in the insurance policies across the country.

Key Benefits Like Lesser Blood Loss, Small Incisions and Accuracy Drives the Patient Demand for Robotic Surgeries

In recent years, robotics surgeries in India has picked up owing to its operational benefits to patients. Among the benefits of the robotic surgery treatment over open surgery are a shorter hospitalization duration, lower post-surgery discomfort, faster recovery time and return to normalcy, smaller incisions resulting in reduced infection risks, reduced blood loss and minimal surgical scarring on the body. These benefits as well as suitability of robotic surgery for a particular patient is driving the demand from patients especially in the therapy areas like urology, gynecology, gastro, general surgery.

Growing Surgeon Base in the Country to Support Adoption of Robotic Surgeries in India

Laparoscopy which requires small incisions is well established practice in India. Robotic surgical systems offer minimal incisions and hence are one of the preferred mode for performing laparoscopic surgeries. India has established base of laparoscopic surgeries and hence, the transition from a laparoscopic surgeon to a robotic surgeon is smooth. As of 2020, there approximately 500 surgeons who are trained to perform robotic surgeries. This number is expected to grow with increased adoption and training programs for surgeons.

Several institutes in India are offering training programs in robotic surgery, mentored by senior consultants at various government institutions and private hospitals. With the Vattikuti 1-year fellowship in robotic surgery, the training process has been streamlined with increased opportunities for upcoming young surgeons. Moreover, the da Vinci Basic Surgical Skills Training Center has been started in India to provide additional training opportunities. This in turn is going to increase the robotic surgeon base in India and spur the growth of robotic surgery market in India.

Telemedicine Industry in India

Telemedicine Practice Guidelines - Amendment in the Indian Medical Council (Professional Conduct, Etiquette and Ethics) Regulations, 2002 defines Telemedicine as 'The delivery of health care services, where distance is a critical factor, by all health care professionals using information and communication technologies for the exchange of valid information for diagnosis, treatment and prevention of disease and injuries, research and evaluation, and for the continuing education of health care providers, all in the interests of advancing the health of individuals and their communities.'

COMPETITIVE MAPPING OF KEY PLAYERS IN THE INDIAN HEALTHCARE DELIVERY MARKET

Competition in Delhi NCR Region

The Delhi-NCR healthcare industry is highly competitive with the presence of large private and government hospitals. The region has a large number of private hospitals (chain and stand-alone) some of which include Medanta Medicity – Gurugram, Apollo Indraprastha, BLK Max Super Specialty Hospital, Max Super Specialty Hospital Saket, Sir Ganga Ram Hospital, Batra Hospital, Yatharth Super Specialty Hospitals, Fortis Hospitals, Park Hospitals and Manipal Hospital. The large government hospitals include Lok Nayak Jai Prakash Narayan Hospital, Dr. Ram Manohar Lohia Hospital, GB Pant Hospital and AIIMS (All India Institute of Medical Sciences). Yatharth Super Specialty Hospital (Noida Extension) and Yatharth Super Speciality Hospital -Greater Noida are ranked 14th and 16th respectively in Delhi NCR region in terms of largest hospitals considering number of beds, and they are ranked 8th and 10th respectively among the private hospitals of Delhi NCR region in terms of number of beds, as of Fiscal 2023.

Key private hospitals in Delhi NCR region

Company	Number of beds
Medanta Medicity – Gurugram	1,391
Indraprastha Apollo Hospitals	710
Sir Ganga Ram Hospital	675
Artemis Hospital, Gurugram	600*
BLK Max Super Specialty Hospitals	540
Max Hospital Saket	521
Batra Hospital	500
Yatharth Super Speciality Hospital Noida Extension	450
Max Super Specialty Hospital, Patparganj	402
Yatharth Super Speciality Hospital -Greater Noida	400

*Note: *600+ beds as per website accessed on July 7, 2023*

Source: Company annual reports, investor presentations, company websites, CRISIL MI&A Research

Key government hospitals in Delhi NCR region

Company	Number of beds
AIIMS (All India Institute of Medical Sciences)	3,279
Lok Nayak Jai Prakash Narayan Hospital	1,597
Safdarjung Hospital	1,550
Dr. Ram Manohar Lohia Hospital	1,532
Lady Hardinge Medical College and Smt. S. K. Hospital	1,227
GB Pant Hospital	714

Source: Company annual reports, investor presentations, company websites, CRISIL MI&A Research

Comparative Analysis of Players in the Hospital Sector

In this section, CRISIL MI&A has compared the key players in the hospital industry. Data in this section has been obtained from publicly available sources, including annual reports and investor presentations of listed players, regulatory filings, rating rationales, and/or company websites, as relevant. For this assessment, we have considered the following key players: Apollo Hospitals Enterprise Limited ("**AHEL**"), Fortis Healthcare Limited ("**FHL**"), HealthCare Global Enterprises Limited ("**HGEL**"), Max Healthcare Institute Limited ("**MHIL**"), Narayana Healthcare Limited ("**NH**"), Krishna Institute of Medical Sciences Limited ("**KIMS**"), Blue Sapphire Healthcares Private Limited ("**BSH**"), Global Health Limited ("**GHL**"), Jaypee Healthcare Limited ("**JHL**"), Kaliash Healthcare Limited ("**KHL**"), Moolchand Healthcare Private Limited ("**MHPL**"), Yashoda Hospital and Research Center Limited ("**YHRC**") and Yatharth Hospital and Trauma Care Services Limited ("**YHTC**").

Company	Year of Incorporation	Geographic Presence
Apollo Hospitals Enterprise Limited (AHEL)	1979	Pan India
Fortis Healthcare Ltd (FHL)	1996	Pan India
HealthCare Global Enterprises Ltd. (HGEL)	1998	Pan India
Max Healthcare Institute Ltd (MHIL)	2001	North and West India
Narayana Hrudalaya Limited (NHL)	2000	Pan India
Krishna Institute of Medical Sciences Limited (KIMS)	1973	South India
Blue Sapphire Healthcares Pvt Ltd (BSH)	2007	North India
Global Health Ltd/Medanta (GHL)	2004	North and Central India
Jaypee Healthcare Ltd (JHL)	2012	North India
Kailash Healthcare Ltd (KHL)	1993	North India
Metro Institutes of Medical Sciences Pvt Ltd (MIMS)	1990	North India
Moolchand Healthcare Pvt. Ltd (MHPL)	2006	North India
Yashoda Hospital & Research Center Ltd (YHRC)	1988	North India
Yatharth Hospital and Trauma Care Services Limited (YHTC)	2008	North India

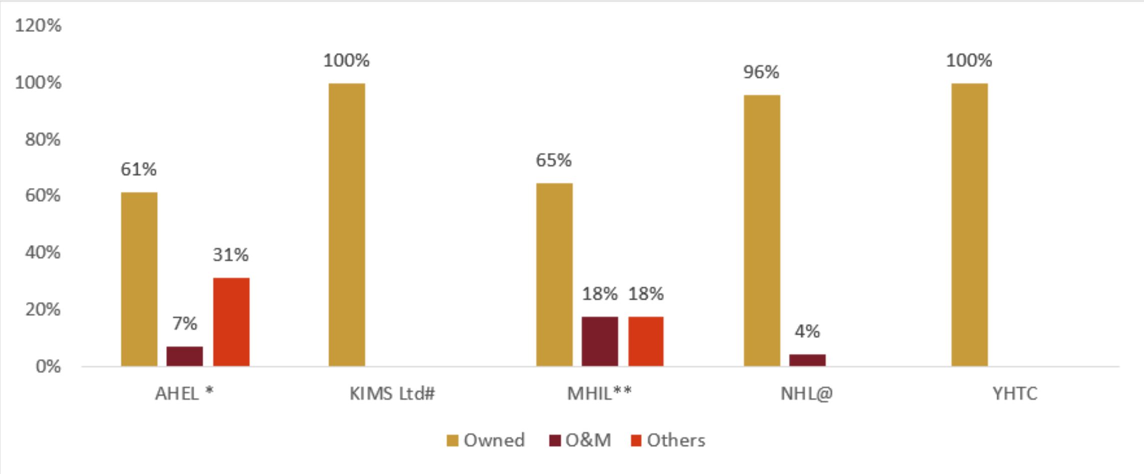
Note:

Source: Company annual reports/investor presentations, CRISIL MI&A Research

Key KPIs and Specialities (Fiscal 2023)

Company	Specialties	ARPOB (Rs thousand)	Bed occupancy rate (%)	Number of doctors
Apollo Hospitals Enterprise Limited (AHEL)#	Multi-national hospital chain covering cardiology, cosmetology, dermatology, orthopaedics, diabetes, gastroenterology, haematology, infertility, nephrology, neurology, oncology, paediatrics, pulmonology, radiology, rheumatology, urology, etc.	51,668	64	10,000+
Fortis Healthcare Ltd (FHL)**	Multi-speciality chain covering cardiology, cosmetology, dermatology, orthopaedics, diabetes, gastroenterology, haematology, infertility, nephrology, neurology, oncology, paediatrics, pulmonology, radiology, rheumatology, urology, etc.	55,101	67	11,700+
HealthCare Global Enterprises Ltd. (HGEL)	Cancer care is the key specialty undertaken. A few of its hospitals in Gujarat provide multi specialty treatments covering cardiology, neurology, orthopaedics, gastroenterology, urology, internal medicine, pulmonary and critical care	NA	60	
Max Healthcare Institute Ltd (MHIL)@	Multi-speciality covering anaesthesiology, cardiology, dentistry, gastroenterology, internal medicine, neurology, liver transplants, obstetrics & gynaecology, oncology, orthopaedics, paediatrics, cosmetic & reconstructive surgery, pulmonology, rheumatology, stem cell medicine, etc.	67,400	76	4,800+
Narayana Hrudalaya Limited (NHL)*	Multi-speciality covering oncology, cardiology, neurology, gastroenterology, hepatology endocrinology, orthopaedics, urology, dermatology, dental, eye care, Infertility, IVF, Mental health, nutrition, diabetes, gynaecology, paediatric, etc.	34,794	48	4,289
Krishna Institute of Medical Sciences Limited (KIMS)	Multi-speciality covering oncology, neurology, neurosurgery, nephrology, ur ology, gastroenterology, paediatrics, obstetrics & gynecology, transplants etc.	29,946	69	NA
Blue Sapphire Healthcares Pvt Ltd (BSH)	Multi-specialty including cardiac sciences, neurosciences, renal sciences, bariatric surgery, oncology, paediatric, Ophthalmology, cosmetics, dental, intensive, and critical care, diabetes, preventive care, gynaecology, IVF, etc.	NA	NA	NA
Global Health Ltd/Medanta (GHL)*	Multi-specialty covering anaesthesia, nuclear medicine, pulmonary medicine, endocrinology, opthalmology, emergency & trauma, radiology, ENT, dental, critical care, dermatology, diatetics & nutrition, physiotherapy, psychiatry, internal medicine, etc.	59,098	59	1,560+
Jaypee Healthcare Ltd (JHL)	Multi-specialty covering cardiology, digestive & hepatobiliary sciences, neurology, urology, transplants & regenerative medicine, oncology, orthopaedics, anaesthesia, etc.	NA	NA	NA
Kailash Healthcare Ltd (KHL)	Multi-specialty covering cardiology, oncology, organ transplant, orthopaedics, minimally invasive surgeries, digestive & hepatobiliary sciences, neurology, renal sciences, aesthetics & reconstructive surgery, etc.	NA	NA	NA

Mode of operation of key players as of Fiscal 2023



** Others includes hospitals of Apollo Health and Life Style (Retail Healthcare Formats).*

*** Others include partner healthcare hospitals and medical centres in which the company and subsidiaries provide healthcare services in key specialties for a fee and/or for a share of revenue.*

 # For KIMS, all hospitals for which it has a shareholding of above 50% have been considered owned

@ Indian hospitals considered;

Note: Percentages might not add up to 100 due to rounding of decimals

Out of the 4 hospitals owned by YHTC, for three hospitals, the land is leased by Noida authority

Source: Companies' annual reports/investor presentations, CRISIL MI&A Research

Capex planned by key players

Company name	Planned capex in terms of No of beds
AHEL	2,000
FHL	1,400
HGEL	125
MHIL	~4,000
Shalby	321
KIMS	~650
GHL	550

Note: Capex plan is for next 4-6 fiscals and includes potential expansion of the existing facilities and setting up of new facilities.

Source: Companies' annual reports for fiscal 2023, investor presentations in fiscal 2023, 2022, CRISIL MI&A Research

Capex per operational bed

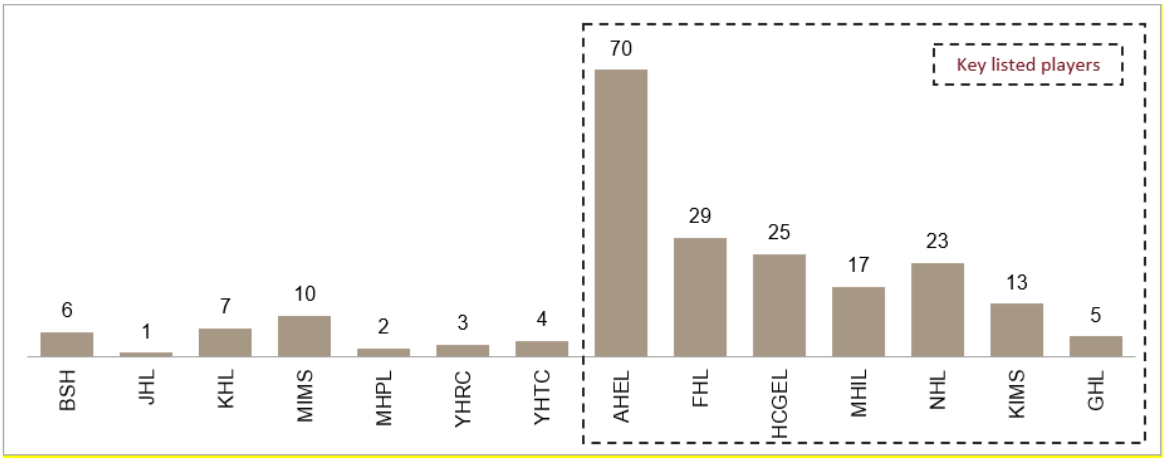
Company name	Planned capex per bed (in Rs million)
FHL@	6.2-6.9 Mn
AHEL	~15 Mn
Shalby	~6 Mn
KIMS	~8-15 mn
GHL	~6-7 mn

@ - No land cost involved as the number represents brownfield expansion, mix of brownfield and greenfield expansion;

Source: Companies' annual reports/investor presentations, CRISIL MI&A Research

__Key Operational Parameters of Major Hospital Players__

Total number of hospitals (2023)

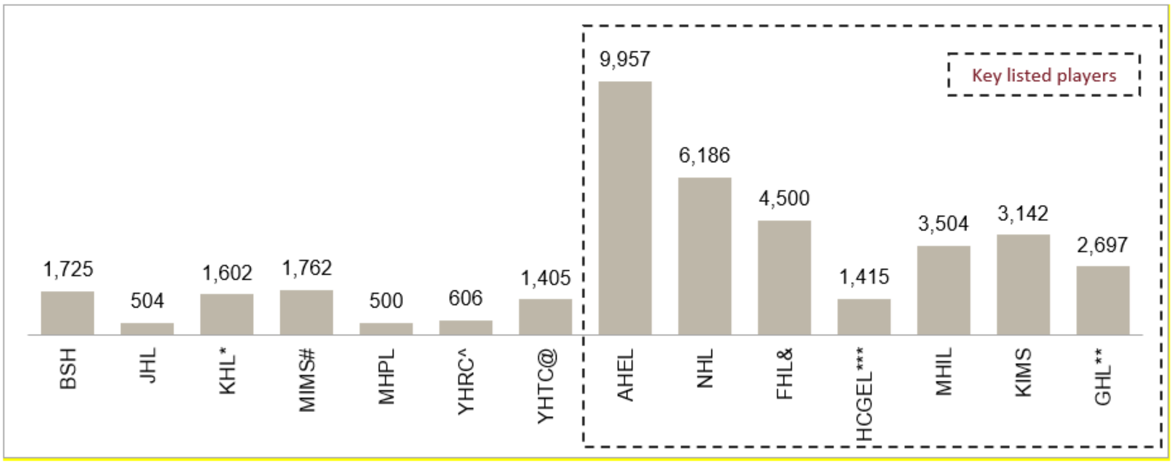


The numbers include only owned and managed hospitals in India; primary healthcare centers and clinics are not considered.

Note: For NHL primary healthcare centres which are clinics and a hospital in Cayman Islands is not considered in the calculation for number of hospitals

Source: Annual reports, Company website, CRISIL MI&A Research

Total number of hospital beds available (2023)



Note: Numbers pertain to owned and managed hospitals only in India;

**more than 1,602 beds as per website as few hospitals beds mentioned as 299+, 199+ and not exact value given*

Note(#): As per website accessed on June 27, 2023

Note(@): YHTC hospital beds as on March 31, 2023

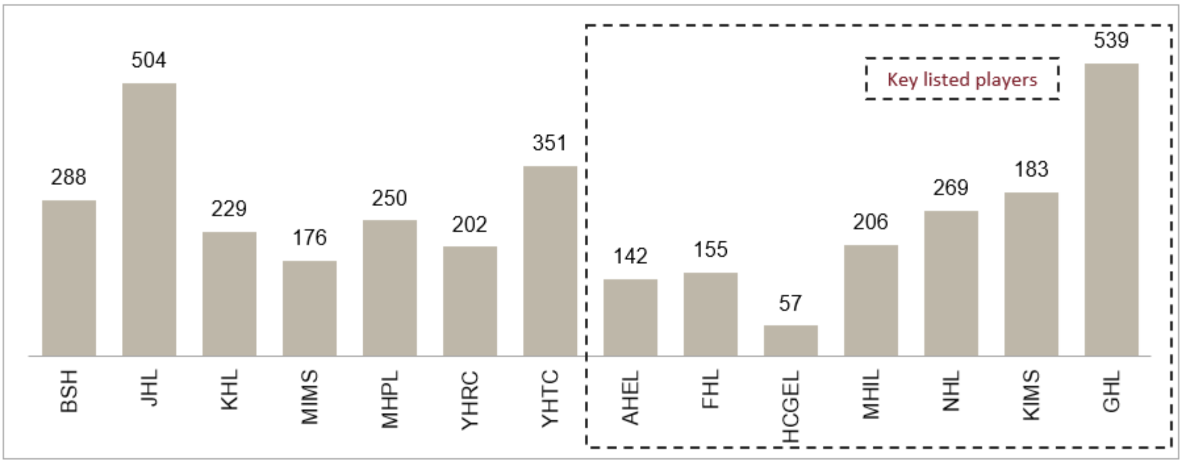
Note(^): As of April 23, 2021

***: Installed capacity as per investor presentation; ***bed capacity for oncology;& refers to operational beds as total available beds not available*

Source: Companies' annual reports/investor presentations, secondary research, CRISIL MI&A Research

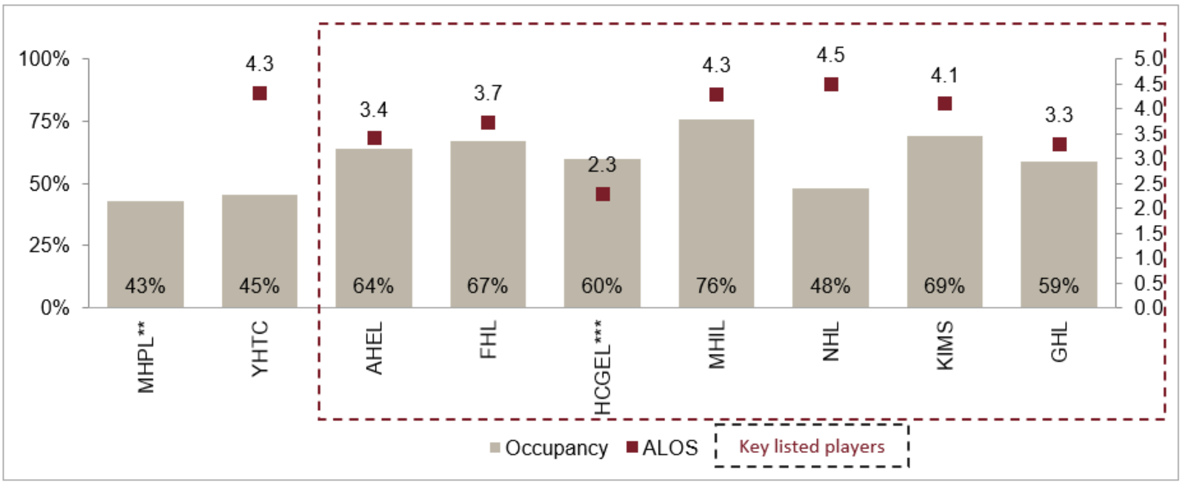
- YHTC is among the key healthcare providers in Delhi NCR region, Uttar Pradesh and Madhya Pradesh and provides 1405 hospital beds in the region with 4 hospitals as of Fiscal 2023.
- In terms of critical care, private hospitals in the Delhi NCR region have more ICU beds compared to government hospitals. For large private hospitals in the city, ICU beds range between 15%-30% of their total bed capacities

Average size of hospital (FY23)



Source: CRISIL MI&A Research

Occupancy rate (OR) and ALOS for FY23

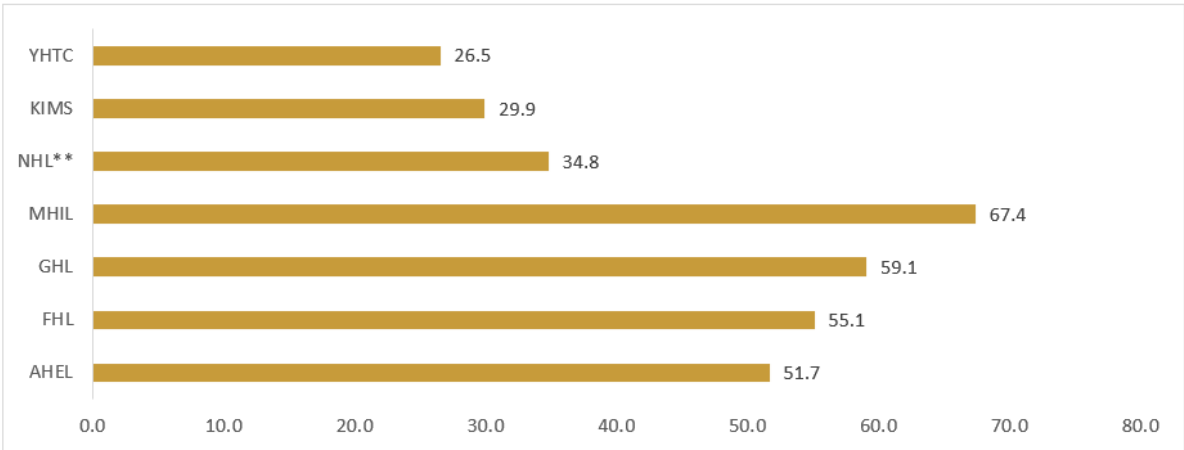


*Note(**): MHPL figures are for 9MFY21; ***HGEL ALOS for FY22*

Note: NHL occupancy rate calculated using operational beds and ALOS in the investor presentation

Source: Companies' annual reports/investor presentations, CRISIL MI&A Research

ARPOB of major hospital players for FY23 (Rs. '000)



Note: ARPOB in '000 per occupied bed.

*Note: **Total ARPOB for NHL given as Rs 12.7 million for FY23, which is divided by 365 to arrive at above figure*

Source: Companies' annual reports/investor presentations, CRISIL MI&A Research

Key observations:

In Fiscal 2023, Max Healthcare Institute Ltd registered the highest ARPOB, followed by Global Health Ltd (Medanta). Fortis Healthcare Ltd and Apollo Hospital Enterprise Ltd registered the third highest and fourth highest ARPOB in Fiscal 2023 among the peer set compared above.

Key Financial Parameters of Major Hospital Players

Key financial parameters (Fiscal 2022)

Key financials (FY22)	Operating income (Rs million)	2-Year CAGR (March 2020 to March 2022)	Y-o-Y growth (%)	EBITDA (OPBDIT) (Rs million)	2-Year CAGR (March 2020 to March 2022)	Y-o-y growth (%)	PAT (Rs million)	2-Year CAGR (March 2020 to March 2022)	Y-o-Y growth(%)
AHEL	146,769	14.2%	38.9%	22,040	17.7%	92.8%	11,084	60.2%	710.8%
FHL	56,567	11.4%	42.1%	10,097	34.6%	190.9%	7,899	193.8 %	-1506.3%
HGEL	13,978	13.0%	37.8%	2,385	17.2%	86.6%	389	NA	-117.6%
MHIL*	52,180	13.9%	43.78%	13,900	53.5%	118.6%	8,370	154.7%	N.Ap.
NHL	37,083	8.8%	43.2%	6,772	23.8%	236.6%	3,421	69.5%	N.Ap.
KIMS	16,638	21.5%	24.8%	5,287	44.2%	41.4%	3,438	72.8%	67.3%
GHL	21,772	19.6%	49.5%	4,659	45.4%	124.5%	1,962	132.4%	581.1%
BSH	4,092	8.9%	22.7%	477	53.2%	55.8%	-70	-58.2%	-62.9%
JHL	2,926	0.1%	57.9%	349	112.1%	-831.4%	-925	-7.2%	-24.4%
KHL	5,488	20.1%	38.0%	911	41.2%	95.4%	468	112.9%	101.1%
MIMS	2,864	1.4%	29.9%	317	-20.4%	20.8%	102	-35.8%	23.5%
YHRC	4,145	21.1%	39.4%	931	30.1%	51.7%	477	44.0%	67.7%
YHTC	4,009	65.7%	75.3%	1,108	71.7%	65.4%	442	NA	125.5%

Note: NA: not applicable/not available, EBITDA is defined as operating profit before depreciation, interest and taxes
**Group financials (operating income, EBITDA and PAT from investor presentation of MHIL)*
Source: Companies' annual reports, CRISIL MI&A Research

Key Financial Ratios for major hospital players (Fiscal 2022)

Key financial ratios (FY22)	Operating Income-FY22 (Rs million)	Operating margin	Net profit margin	RoCE	Interest coverage (times)	Gearing (times)	OPBDIT / CFO	CFO / OPBDIT	Working capital days	Asset turnover ratio
AHEL	146,769	15.0%	7.6%	25%	6.8	0.5	1.6	0.6	-17.7	1.2
FHL	56,567	17.9%	14.0%	30%	9.8	0.4	1.4	0.7	-134.0	0.8
HGEL	13,978	17.1%	2.8%	14%	3.5	1.4	1.1	0.9	-133.1	0.7
MHIL#	52,180	26.6%	16.0%	33%	10.5	0.8	1.4	0.7	-125.5	1.0
NHL	37,083	18.3%	9.2%	27%	9.1	0.3	1.7	0.6	-91.6	1.2
KIMS	16,638	31.8%	20.7%	37%	34.1	0.1	1.4	0.7	-93.0	0.9
GHL	21,772	21.4%	9.0%	16%	6.2	0.5	2.0	0.5	-48.4	0.7
BSH	4,092	11.6%	-1.7%	6%	1.9	20.4	2.9	0.4	-268.9	0.9
JHL	2,926	11.9%	-31.6%	3%	0.4	-2.4	-0.2	-4.6	-338.7	0.4
KHL	5,488	16.6%	8.5%	21%	10.6	0.7	1.5	0.7	-35.4	1.4
YHRC	4,145	22.5%	11.5%	31%	24.4	0.3	4.7	0.2	-67.7	1.2
YHTC	4,009	27.6%	11.0%	28%	5.2	3.3	3.7	0.3	-7.2	1.1

Ratios calculated as per CRISIL MI&A Research standards as described below:

- *Operating margin = OPBDIT / total income*
- *Net profit margin = Profit after tax / operating income*
- *RoCE = Profit before interest and tax (PBIT) / [total debt + adjusted net worth + deferred tax liability]*
- *Interest coverage ratio = Profit before depreciation, interest, and tax (PBDIT)/ interest and finance charges*
- *Gearing = Adjusted total debt / adjusted net worth*
- *CFO / OPBDIT = Cash flow from operations / Operating profit before depreciation, interest and taxes*
- *OPBDIT/CFO = OPBDIT /Cash flow from operations*
- *Working capital days = Debtors & Bills Disc : as days Gross & Traded Sales + Days Inventory :as cost of sales - Days Payables :as days consumption*
- *Asset turnover ratio = Operating income / Total Assets*

*#For MHIL, operating income, operating margin and net profit margin taken for the whole group from the investor presentation, other available ratios which have been put are for Max Healthcare Institute Ltd. *Operating EBITDA margin used in place of operating margin for Max group*
NA is not available
CRISIL MI&A Research takes into account tangible net worth for calculation of both ROCE and gearing ratio.
Source: Companies' annual reports, CRISIL MI&A Research

Key Observations

- As of Fiscal 2022, AHEL has the highest operating income at ₹ 146,769 million, followed by Fortis Healthcare at ₹ 56,567 million among the peer set compared above.
- YHTC reported the highest year-on-year growth in operating income at 75% in Fiscal 22 and second highest 2-year CAGR (Fiscal 2020-22) growth in EBITDA in Fiscal 2022 with 72% growth rate among the peer set compared above. JHL had the highest 2-year CAGR (Fiscal 2020-2022) growth in EBITDA of 112% in Fiscal 2022.

Key financial parameters (FY23)

Key financials (FY23)	Operating income (Rs million)	2-Year CAGR (Mar 2021 to Mar 2023)	Y-o-y growth (%)	EBITDA (OPBDIT) (Rs million)	2-Year CAGR (Mar 2021 to Mar 2023)	Y-o-y growth (%)	PAT (Rs million)	2-Year CAGR (Mar 2021 to Mar 2023)	Y-o-y growth (%)
AHEL	166,125	25.4%	13.2%	20,496	33.9%	-7.0%	8,446	148.6%	-23.8%
FHL	62,976	25.8%	11.3%	11,013	78.1%	9.1%	6,330	N.ap	-19.9%
GHL	26,942	36.0%	23.8%	6,198	72.8%	33.0%	3,261	236.5%	66.2%
HGEL	16,944	29.2%	21.2%	2,987	52.9%	25.3%	176	N.ap	-54.7%
KIMS	21,977	28.4%	32.1%	6,040	27.1%	14.2%	3,658	33.4%	6.4%
MHIL*	59,040	27.5%	13.1%	16,360	60.4%	17.7%	13,280	N.Ap.	58.7%
NHL	45,248	32.2%	22.0%	9,658	119.1%	42.6%	6,066	N.ap	77.3%
YHTC	5,203	50.8%	29.8%	1,338	41.3%	20.7%	658	83.2%	48.9%

Note: N.Ap: Not applicable / Not meaningful; EBITDA is defined as operating profit before depreciation, interest and taxes

**Group financials (operating income, EBITDA and PAT from investor presentation of MHIL*

NA is not available

Source: Companies' annual reports, CRISIL MI&A Research

Key Financial Ratios for major hospital players (FY23)

Key financial ratios (FY23)	Operating Income- FY23 (Rs million)	Operating margin	Net profit margin	RoCE	Interest coverage (times)	Gearing (times)	OPBDIT / CFO	CFO / OPBDIT	Working capital days	Asset turnover ratio
AHEL	166,125	12.3%	5.1%	17.9%	5.5	0.5	0.8	1.2	-22.7	1.2
FHL	62,976	17.5%	10.1%	24.1%	9.7	0.2	0.5	1.8	-136.9	0.8
GHL	26,942	23.0%	20.1%	18.6%	8.8	0.3	0.8	1.3	-76.7	0.7
HGEL	16,944	17.6%	1.0%	11.0%	3.0	0.6	0.5	2.2	-138.5	0.8
KIMS	21,977	27.5%	16.6%	28.9%	21.2	0.3	1.7	0.6	-80.5	0.9
MHIL#	59,040	27.7%	22.5%	37.6%	16.5	0.2	1.1	0.9	-171.7	0.9
NHL	45,248	21.3%	13.4%	33.8%	14.8	0.4	1.0	1.0	-182.1	1.2
YHTC	5,203	25.7%	12.6%	29.9%	6.4	1.8	3.7	0.3	15.0	1.2

Ratios calculated as per CRISIL MI&A Research standards as described below:

- *Operating margin = OPBDIT / total income*
- *Net profit margin = Profit after tax / operating income*
- *RoCE = Profit before interest and tax (PBIT) / [total debt + adjusted net worth + deferred tax liability]*
- *Interest coverage ratio = Profit before depreciation, interest, and tax (PBDIT)/ interest and finance charges*
- *Gearing = Adjusted total debt / adjusted net worth*
- *CFO / OPBDIT = Cash flow from operations / Operating profit before depreciation, interest and taxes*
- *OPBDIT/CFO = OPBDIT /Cash flow from operations*
- *Working capital days = Debtors & Bills Disc : as days Gross & Traded Sales + Days Inventory :as cost of sales - Days Payables :as days consumption*
- *Asset turnover ratio = Operating income / Total Assets*

*#For MHIL, operating income and operating margin taken for the whole group from the investor presentation, other available ratios which have been put are for Max Healthcare Institute Ltd. *Operating EBITDA margin used in place of operating margin for Max group*

CRISIL MI&A Research takes into account tangible net worth for calculation of both ROCE and gearing ratio.

Source: Companies' annual reports, CRISIL MI&A Research

Key Observations

- YHTC recorded the third highest operating margin of 25.7% in Fiscal 2023 among the peers compared above for which data was available. Max Healthcare Group reported the highest operating margin of 27.7% in Fiscal 2023, among the peers compared above followed by KIMS with an operating margin of 27.5%.
- In Fiscal 2023, YHTC recorded the highest two-year CAGR in revenue growth between Fiscal 2021 and Fiscal 2023 at 50.8% among the players mentioned above
- In Fiscal 2023, YHTC had the second highest asset turnover ratio among the players mentioned above at 1.2. AHEL and reported the highest asset turnover ratio in Fiscal 2023 among the peers compared above with an asset turnover ratio of 1.2

Cost structure of major hospital players (FY23)

Cost structure (FY23)	Material and consumables cost as average% of OI	Power & fuel costs as % of OI**	Employee costs as % of OI	Other costs as % of OI
AHEL*	51.6%	0.0%	12.9%	23.1%
Fortis*	23.1%	0.0%	16.6%	42.8%
HGEL	25.0%	0.0%	16.2%	41.1%
MHIL	20.1%	0.0%	17.7%	34.9%
NHL	22.1%	0.0%	19.4%	37.1%
KIMS	21.9%	0.0%	15.8%	34.9%
GHL	23.2%	0.0%	23.5%	30.2%
YHTC	17.9%	2.6%	17.7%	36.1%

** Cost structure includes all business (standalone pharmacy in case of AHEL and Diagnostic services in case of Fortis).;**power & fuel costs are 0 as detailed costs breakdown is not given in the year end results announced for FY23, will be available when FY23 annual reports are released*

Employee cost includes employee benefit expense. Doctor's payout cost, retainer fees to doctor, etc are included in other

Note: OI: Operating income

Source: Companies' annual reports, CRISIL

OUR BUSINESS

Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "Forward-Looking Statements" on page 24 for a discussion of the risks and uncertainties related to those statements and also "Risk Factors", "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 26, 250 and 314, respectively, 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 Company's financial year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular fiscal year are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information included herein is based on or derived from our Restated Consolidated Financial Information included in this Red Herring Prospectus. For further information, see "Financial Statements" beginning on page 250. Additionally, please refer to "Definitions and Abbreviations" on page 1 for certain terms used in this section.

Unless the context otherwise requires, in this section, references to "we", "us" and "our" refer to Yatharth Hospital & Trauma Care Services Limited on a consolidated basis while "our Company" or "the Company", refers to Yatharth Hospital & Trauma Care Services Limited on a standalone basis.

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Assessment of the Healthcare Delivery Market in India" dated July 2023 (the "**CRISIL Report**") prepared and issued by CRISIL Limited, appointed by us pursuant to engagement letter dated June 20, 2023, and exclusively commissioned and paid for by us in connection with the Offer. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year. A copy of the CRISIL Report is available on the website of our Company at https://www.yatharthhospitals.com/investors. For more information, see "Risk Factors – Risks Relating to the Business of our Company – Industry information included in this Red Herring Prospectus has been derived from an industry report commissioned by us, and paid for by us for such a purpose." on page 61. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry and Market Data" on page 23.*

Overview

Our hospitals (i.e., Noida Extension Hospital and Greater Noida) are the eighth and 10th largest private hospital in the National Capital Region of Delhi ("**Delhi NCR**"), respectively, in terms of number of beds in Fiscal 2023 (*Source: CRISIL Report*). As of the date of this Red Herring Prospectus, we operate three super specialty hospitals located in Delhi NCR, i.e., at Noida, Greater Noida and Noida Extension, Uttar Pradesh. Further, we acquired a 305-bedded multi-speciality hospital in Orchha, Madhya Pradesh near Jhansi, Uttar Pradesh ("**Jhansi-Orchha**") which commenced commercial operations in from April 10, 2022, and is one of the largest hospital in Jhansi-Orchha-Gwalior region in terms of number of beds (*Source: CRISIL Report*). With this acquisition, our total bed capacity has increased to 1,405 beds as of the date of this Red Herring Prospectus. In addition, our critical care program comprises 394 critical care beds, as of March 31 2023. Further, our Noida Extension hospital with 450 beds is one of the largest hospitals in the Noida Extension, Uttar Pradesh region (*Source: CRISIL Report*). We believe in providing quality care treatment to our patients and our services at our hospitals located in Noida, Greater Noida and Noida Extension, all located in Uttar Pradesh have been rated "5 Star" by Infomerics Analytics and Research Private Limited in 2022.

As of March 31, 2023, we engaged 609 doctors and offer healthcare services across several specialties and super specialties. For better and more focussed patient care, we have carved out the following super specialty as Centres of Excellence ("**COE**"):

- Centre of Medicine
- Centre of Cardiology
- Centre of Neurosciences
- Centre of General Surgery
- Centre of Nephrology & Urology
- Centre of Paediatrics
- Centre of Gastroenterology
- Centre of Pulmonology
- Centre of Gynaecology
- Centre of Orthopaedics & Spine & Rheumatology

Establishing COEs involves equipping these specialties with (i) advanced medical infrastructure; (ii) trained and experienced doctors, nursing, paramedical and other staff; and (iii) resources to provide a better healthcare experience to the patient and attendants. Our COEs represent our top 10 revenue-generating specialties. Our COEs are led by a team of respective domain expert doctors who are ably assisted by other doctors in our pursuit of providing better healthcare services to our patients. Further, while we have started bone marrow and kidney transplant operations at our hospitals located in Noida Extension and Greater Noida, we also intend to introduce new specialties such as radiation therapy to our oncology department at our hospitals located in Noida Extension and Jhansi-Orchha.

We commenced operations in 2008 with a clinic in Noida, Uttar Pradesh and thereafter established our first hospital in Greater Noida, Uttar Pradesh in November 2010. This hospital has since grown to become a super-specialty tertiary care hospital with 400 beds, including 112 critical care beds, nine modular and other operation theatres, as of March 31, 2023. Our second hospital in Noida, Uttar Pradesh commenced operations in 2013 as a 250-bedded super-specialty tertiary care hospital. The Noida hospital has a mix of four modular and other operation theatres as well as 81 critical care beds. Our third hospital located in Noida Extension, Uttar Pradesh is a 450-bedded tertiary care hospital with a mix of 11 modular and other operation theatres. It also has 125 critical care beds, and had commenced operations in May 2019. Further, we acquired a 305-bedded Jhansi-Orchha hospital during the last quarter of Fiscal 2022, which is one of the largest hospital in Jhansi-Orchha-Gwalior region in terms of number of beds (*Source: CRISIL Report*). The Jhansi-Orchha hospital commenced commercial operations from April 10, 2022 and is equipped with 11 modular and other operation theatres and has 76 critical care beds, as of March 31, 2023.

Our hospitals have been built on a foundation of talent, trust, technology, service and infrastructure.

Our current growth has been aided by the geographical advantage of being located in Noida, Greater Noida and Noida Extension, Uttar Pradesh. The Gautam Buddh Nagar district, the area in which three of our existing hospitals are situated, has witnessed strong economic growth in the last few years. (*Source: CRISIL Report*) These areas have developed rapidly in recent years on account of the growing real estate, economic development in these regions and increased purchasing power. Further, employment and capital invested in industries in these regions has been growing at a good rate, indicating potential for growth and economic activity. (*Source: CRISIL Report*) Being located in these regions allows us to serve patients from Uttar Pradesh, Delhi, Haryana, Uttarakhand and other states as well. Our experience in these markets over the years has provided us with an understanding of patients in the region. Due to the growing economy and population in the Delhi NCR region, there is significant and growing need for quality and affordable healthcare services. (*Source: CRISIL Report*) Our acquisition of the Jhansi-Orchha hospital is aimed at further expanding into new geographies and growing our presence in the regional healthcare market.

Our hospitals have been designed to comply with international quality standards. All our hospitals are accredited by the NABH while our hospitals located at Greater Noida and Noida Extension are also accredited by NABL. All of our hospitals offer spacious suites along with modern deluxe and super deluxe rooms, and comfortable patient waiting areas. Our diagnostic areas are designed with the goals of providing patient-friendly, spacious and relaxing environments. We have advanced medical equipment such as Azurion catheterization laboratory, 1.5 Tesla whole-body MRI with optical digital broadband and embedded express coil technology for minimal patient repositioning and advanced non-contrast MR Angiography, 128 slice CT scan, endo bronchial ultrasound, nerve conduction velocity ("**NCV**"), advanced surgical equipment including Thulium Uro laser, flexible scope, advance laparoscope, advance microscopes, Cusa set. The advanced equipments provide for better and more accurate diagnosis, as well as insight into the surgical procedure, which increases surgical success rate. Some of our modular operation theatres are equipped with high efficiency particulate air ("**HEPA**") filters and laminar flow, operating microscopes with image intensifiers. Our in-house diagnostic radiology setup and diagnostic labs are well-equipped centres with comprehensive diagnostic capabilities including, haematology, biochemistry, microbiology, molecular biology and histopathology along with 24x7 in-house pharmacy shops.

We also pay particular attention to the holistic well-being of our patients. For instance, we conduct regular antenatal session for expecting mothers and sessions on heart disease awareness. During the COVID-19 pandemic, we utilised our terrace garden on the rooftop of our Noida Extension hospital and conducted yoga classes to encourage the mental wellness of our COVID-19 patients. We believe in adopting technologies to assist our patient care and introduced 'Mitra Robot', an artificial intelligence humanoid, in our Noida Extension hospital, to interact and engage with patients, conduct video calls with their family members or hold consultation sessions with psychiatrists. We also provide access to healthcare services to public through our service provider using tele-medicine technology.

We are empanelled with several of the third-party health insurance administrators and the non-life insurance companies, many government organisations including Employees' State Insurance Corporation ("**ESIC**"), Central

Government Health Scheme ("**CGHS**"), Ex-Servicemen Contributory Health Scheme ("**ECHS**"), as well as public sector undertakings and private enterprises. Our number of operational beds grew at a CAGR of 27.52% from 864 as at March 31, 2021, to 1,405 as at March 31, 2023. As of the date of this Red Herring Prospectus, we have 1,405 beds, including 305 beds at our Jhansi-Orchha hospital.

We are led by a family of doctors, Dr. Ajay Kumar Tyagi and Dr. Kapil Kumar, each of whom have over 17 years of experience in the medical profession. We believe that our success is attributable to our brand equity that we have created in a relatively short period of time, led by our cost effective quality services and the experience of our Promoters as medical professionals themselves and their personal interactions with our patients. Over the years, we have connected with the patients and strived to establish a reputation of providing quality medical services at competitive prices. Our experience has allowed us to command a greater level of patient trust. This strategy has proven to be cost effective and offers better brand recall value and is reflected in the year-on-year growth of our revenue.

Our branding activities include marketing activities and efforts undertaken to improve brand recall such as organizing medical camps, conducting regular community outreach programmes, health talks at different forums, regular programmes on school health education, and continuous medical education ("**CME**") for doctors. We also regularly give back to the community through initiatives such as organising check-up camps for the underprivileged section of society, organising walk-a-thons for health awareness among communities or occupational safety training and health briefings, ergonomics and workplace assessments and injury prevention for employees. We have an active presence on popular social media platforms, where our medical experts discuss key medical developments and issues, promote health and wellness and raise awareness of certain diseases. Our management team and doctors also participate in televised debates on various health matters.

Our gross capital expenditure per operational bed was ₹ 3.91 million, ₹ 3.72 million and ₹ 3.07 million in Fiscal 2021 and 2022 and 2023, respectively. The capital expenditure per bed has decreased with the increase in the number of operational beds over time. Relevant key operational figures for the periods indicated are set forth below:

Particulars	**Fiscal 2021**	**Fiscal 2022**	**Fiscal 2023**(4)
Bed Occupancy Rate(1) (%)	41.63%	49.97%	45.33%
Average Revenue per Occupied Bed ("**ARPOB**")(2) (₹)	21,286.74	23,510.67	26,538.09
Average Length of Stay **("ALOS")**(3) (Days)	5.03	5.20	4.32

Notes:

(1) Bed occupancy rate is calculated by dividing the overall number of actual days occupied by the patients by total operational census bed days available during the period.

(2) Average Revenue per Occupied Bed is calculated as revenue from operations divided by actual bed days occupied during the period

(3) Average Length of Stay is calculated as average number of days spent by admitted inpatients.

(4) Includes Bed Occupancy Rate, Average Revenue per Occupied Bed and Average Length of Stay at our Jhansi Orchha hospital acquired pursuant to the agreement dated February 18, 2022 which became operational in Fiscal 2023 with effect from April 10, 2022.

While we experienced an increase in our ALOS in Fiscal 2021 and 2022 due to COVID-19 patients admitted in our hospitals, our ALOS subsequently decreased in Fiscal 2023 primarily due to reduction in COVID-19 patients.

Key financial and operating metrics of our operations for the periods indicated are set out below:

Particulars	As of and for the year ended March 31,			CAGR (Fiscal 2021 to Fiscal 2023) (%)
	2021	2022	2023[10]	
Total bed capacity[1]	1,100	1,100	1,405	13.02%
- Greater Noida	400	400	400	-
- Noida	250	250	250	-
- Noida Extension	450	450	450	-
- Jhansi Orchha	-	-	305	-
Number of operational beds[2]	864	1,100	1,405	27.52%
Number of operational census beds[3]	707	935	1,185	29.46%
Number of ICU beds	191	318	394	43.63%
Bed Occupancy Rate[4] (%)	41.63%	49.97%	45.33%	4.35%
Average Revenue per Occupied Bed (“**ARPOB**”)[5] (₹)	21,286.74	23,510.67	26,538.09	11.66%
Average Length of Stay (“**ALOS**”)[6]	5.03	5.20	4.32	(7.30)%
In-patient Volume	21,356	32,793	45,358	45.74%
In-patient Revenue (₹ million)	2,060.13	3,463.59	4,519.00	48.11%
Out-patient Volume	135,755	222,829	329,760	55.86%
Out-patient Revenue (₹ million)	226.60	545.78	683.93	73.73%
Revenue from operations (₹ million)	2,286.74	4,009.37	5,202.93	50.84%
EBITDA (₹ million)	670.11	1,108.11	1,337.65	41.29%
EBITDA Margin	29.30%	27.64%	25.71%	-
ROCE[7] (%)	18.43%	22.93%	26.10%	-
ROE[8] (%)	25.06%	37.78%	35.95%	-
Capital Expenditure Per Operational Bed[9] (₹ million)	3.91	3.72[10]	3.07[10]	-

Notes:

(1) Total bed capacity is as at end of relevant Fiscal or accounting period, as the case may be and denotes the number of beds the civil structure has been planned for.

(2) Number of operational beds includes census and non-census beds are as at end of relevant Fiscal or accounting period, as the case may be.

(3) Number of operational census beds refers to such operational beds which are available for admitting in-patients and accordingly, as considered for computing the operational revenue and includes all critical care beds. Non-census beds are considered as beds which are used for a variety purposes other than admitting in-patients.

(4) Bed occupancy rate is calculated by dividing the overall number of actual days occupied by the patients by total operational census bed days available during the period.

(5) Average Revenue per Occupied Bed is calculated as revenue from operations divided by actual bed days occupied during the period.

(6) Average Length of Stay is calculated as average number of days spent by admitted inpatients.

*(7) RoCE is calculated as earnings before interest and taxation (“**EBIT**”)/ Capital employed (Net of cash and bank balances) at the end of the year/ period. EBIT is calculated as EBITDA net of depreciation and amortisation, Capital employed is calculated as the sum of Equity attributable to owners of the Company and Net Borrowings (Net Borrowings is calculated as total borrowing (including current and non-current borrowing) less cash and cash equivalents and other bank balances and deposits at the end of the relevant Fiscal or accounting period).*

(8) ROE is calculated as Net Profit after taxes attributable to owners of the Company as restated/ Equity attributable to owners of the Company at the end of the relevant Fiscal or accounting period.

(9) Capital Expenditure per Operational Bed is calculated as gross block and leasehold equipments per restated financials divided by operational bed at the end of the relevant Fiscal or accounting period.

(10) Includes impact of our Jhansi Orchha hospital which acquired pursuant to the agreement dated February 18, 2022 and became operational in Fiscal 2023 with effect from April 10, 2022.

Key financial and operating metrics of each of our hospitals for the periods indicated are set out below:

Hospital	Commencement Year
Greater Noida	2010
Noida	2013
Noida Extension	2019
Jhansi-Orchha	2022

Particulars	Fiscal 2021				Fiscal 2022				Fiscal 2023			
	Noida	Greater Noida	Noida Extension	Jhansi-Orchha(7)	Noida	Greater Noida	Noida Extension	Jhansi-Orchha(7)	Noida	Greater Noida	Noida Extension	Jhansi-Orchha(7)
Total bed capacity (1)	250	400	450	-	250	400	450	305#	250	400	450	305
Number of operational beds (2)	214	321	329	-	250	400	450	305#	250	400	450	305
Number of census beds (3)	179	259	269	-	215	330	390	250#	215	330	390	250
Number of ICU Beds	50	83	58	-	81	112	125	76#	81	112	125	76
Bed occupancy rate (%)(4)	48.61%	39.41%	39.11%	-	72.31%	59.84%	29.31%	-	87.92%	62.37%	31.27%	8.36%
ARPOB (₹) (5)	21,436.30	21,753.98	20,710.07	-	22,617.39	23,621.49	24,534.31	-	24,949.12	26,538.67	30,474.90	17,691.69
ALOS (6)	4.06	4.00	9.11	-	6.09	4.80	4.93	-	5.77	4.35	3.14	3.79
In-patient Volume	7,816	9,322	4,218	-	9,316	15,020	8,457	-	11,957	17,255	14,186	1,960
In-patient Revenue (₹ Million)	598.24	694.76	767.13	-	1130.89	1457.88	874.82	-	1558.94	1728.70	1126.76	104.60
Out-patient Volume	44,671	82,520	8,564	-	56,799	1,16,300	49,730	-	72,906	1,37,937	1,02,278	16,639
Out-patient Revenue (₹ Million)	82.62	115.75	28.24	-	152.54	244.59	148.65	-	162.40	265.10	229.74	26.69
Revenue from operations (₹ Million)	680.86	810.51	795.37	-	1283.42	1702.47	1023.47	-	1721.34	1993.80	1356.50	131.29

Notes:

(1) Total bed capacity is as at end of relevant Fiscal or accounting period, as the case may be and denotes the number of beds the civil structure has been planned for.

(2) Number of operational beds includes census and non-census beds are as at end of relevant Fiscal or accounting period, as the case may be.

(3) Number of census beds refers to such operational beds which are available for admitting in-patients and accordingly, as considered for computing the operational revenue and includes all critical care beds. Non-census beds are considered as beds which are used for a variety purposes other than admitting in-patients.

(4) Bed occupancy rate is calculated by dividing the overall number of actual days occupied by the patients by total census bed days available during the period.

(5) Average Revenue per Occupied Bed is calculated as revenue from operations divided by actual bed days occupied during the period.

(6) Average Length of Stay is calculated as average number of days spent by admitted inpatients during the period.

(7) Jhansi Orchha hospital, acquired pursuant to the agreement dated February 18, 2022 became operational in Fiscal 2023 with effect from April 10, 2022.

 # These beds were ready for use, however, were not used for any operations as the Jhansi Orchha hospital became operational in Fiscal 2023 with effect from April 10, 2022.

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Impact of COVID-19

COVID-19 had a derailing effect on the global economy. Effects of a weaker economy, increased exposure to the risks of COVID-19 at hospitals, the imposition of restrictions and other precautionary measures taken by the Government of India, authorities and hospitals to manage the spread of COVID-19 and other unexpected difficulties arising out COVID-19 pandemic have resulted in, among other things; lower patient volumes; deferred surgeries; and decline in elective surgeries. (*Source: CRISIL Report*) We adapted to the situation and converted our Noida Extension hospital into an exclusive COVID-19 hospital from June 2020 and it continued to remain as an exclusive COVID-19 hospital till June 2021. During the second wave of COVID-19, from April 2021 to June 2021. During second wave of COVID-19, in of the first half of Fiscal 2022, we partially converted our Noida and Greater Noida hospitals to COVID-19 hospitals. While we had certain COVID-19 patients in the month of December 2021 and January 2022, we did not have any COVID-19 patients in Fiscal 2023.

We did not experience any decline in our financial performance in Fiscal 2021, 2022 and 2023 on account of COVID-19; our total IPD volume increased from 21,356 in Fiscal 2021 to 32,793 in Fiscal 2022 which further increased to 45,358 in Fiscal 2023 and our total revenue from operations increased from ₹ 2,286.74 million in Fiscal 2021 to ₹ 4,009.37 million in Fiscal 2022 which further increased to ₹ 5,202.93 million in Fiscal 2023 at a CAGR of 50.84%. Our total non-COVID-19 IPD patient volume count increased from 17,398 in Fiscal 2021 to 28,854 in Fiscal 2022 which further increased to 45,358 in Fiscal 2023. During the same period, our non-COVID-19 revenue increased from ₹ 1,528.23 million in Fiscal 2021 to ₹ 3,119.84 million in Fiscal 2022 which further increased to ₹ 5,202.93 million in Fiscal 2023.

Our COVID-19 revenue was ₹ 758.51 million, ₹ 889.53 million and ₹ nil constituting 33.17%, 22.19% and nil of our revenue from operations in Fiscal 2021, 2022 and 2023, respectively. However, we were able to mitigate the financial impact and register growth in terms of volume and revenue by taking timely measures such as exclusively dedicating our Noida Extension hospital and partially converting our Noida and Greater Noida hospitals to COVID-19 patients.

Our non-COVID-19 revenue, in spite of the impact of COVID-19 related restrictions, grew from ₹ 1,528.23 million in Fiscal 2021 to ₹ 5,202.93 million in Fiscal 2023 at a CAGR of 84.51% between Fiscal 2021 to 2023.

Competitive Strengths

Among the leading super-specialty hospital in Delhi NCR with diverse specialty and payer mix

Our hospitals (i.e., Noida Extension Hospital and Greater Noida) are the eighth and 10th largest private hospital in the National Capital Region of Delhi ("**Delhi NCR**"), respectively, in terms of number of beds in Fiscal 2023 (*Source: CRISIL Report*). We believe our use of compassionate patient care, technology, and experienced medical practitioners enable us to offer our patients comprehensive patient care services with individualized attention. Our advanced facilities coupled with our diverse specialisations and tailored best practices, differentiate us from our regional competitors. Given our market position in the expanding medical industry and growing medical tourism in the Delhi NCR region, we believe there are opportunities to build more hospitals in existing and new markets as well as enhance our local community presence.

As of March 31, 2023, we engaged 609 doctors led by experienced clinical department directors and offer a range of healthcare services across our specialties and super specialties, which include our Centres of Excellence such as the Centre of Medicine, Centre of Cardiology, Centre of Neurosciences, Centre of General surgery, Centre of Nephrology & Urology, Centre of Paediatrics, Centre of Gastroenterology, Centre of Pulmonology, Centre of Gynaecology and Centre of Orthopaedics & Spine & Rheumatology and other specialties. We also plan to introduce new specialties, namely radiation therapy to our oncology department at our Noida Extension and Jhansi Orchha hospitals. Further, we have started bone marrow and kidney transplant operations at our hospitals located at Noida Extension and Greater Noida.

Our operations encompass all levels of healthcare services from primary to tertiary and position us to be a one-stop destination for patient needs in the respective micro markets. We have successfully completed 4,535, 8,218, and 16,165 surgeries in Fiscal 2021, 2022 and 2023, respectively and 9,132, 10,114 and 15,359 dialysis procedures in Fiscal 2021, 2022 and 2023, respectively.

Our super-specialty offerings also result in minimal concentration risk due to diversified revenue portfolio. While COVID-19 resulted in several restrictions imposed by GoI and patient adversity towards non-essential surgeries and treatment, revenue from all of our key specialities increased between Fiscal 2021 and Fiscal 2023. Our non-COVID-19 revenue was ₹ 1,528.23 million, ₹ 3,119.84 million, and ₹ 5,202.93 million in Fiscal 2021, Fiscal 2022 and Fiscal 2023. We have been growing and our non-COVID-19 revenue from all of our specializations including gastroenterology, cardiac science, neuro science, nephrology, gynaecology including our revenue from general surgery have also increased.

The table below reflects the revenue derived from our key service segments stated as a percentage of our total revenue from operations, for the periods indicated based on service segments.

Particulars	**Fiscal**					
	2021		**2022**		**2023**	
	Amount (₹ million)	**Percentage of Revenue from Operations (%)**	**Amount (₹ million)**	**Percentage of Revenue from Operations (%)**	**Amount (₹ million)**	**Percentage of Revenue from Operations (%)**
Medicine	1,286.76	56.27%	2,008.19	50.08%	1,636.73	31.46%
– COVID-19	739.58	32.34%	851.20	21.23%	0.00	0.00%
– Non-COVID-19	547.19	23.93%	1,157.00	28.85%	1,636.73	31.46%
Orthopedics & spine & rheumatology	108.47	4.74%	231.66	5.78%	295.18	5.67%
Nephrology & urology	143.44	6.27%	252.03	6.29%	472.75	9.09%
Neurosciences	185.60	8.12%	310.75	7.75%	508.74	9.78%
General surgery	148.91	6.51%	260.59	6.50%	442.19	8.50%
Cardiology	163.30	7.14%	266.74	6.65%	508.86	9.78%
Pediatrics	61.01	2.67%	147.96	3.69%	264.93	5.09%
Gynecology	71.51	3.13%	127.78	3.19%	230.35	4.43%
Gastroenterology	29.50	1.29%	83.34	2.08%	157.82	3.03%
Pulmonology	25.34	1.11%	113.43	2.83%	241.72	4.65%
Others*	62.89	2.75%	206.90	5.16%	443.66	8.53%
Total	**2,286.74**	**100.00%**	**4,009.37**	**100.00%**	**5,202.93**	**100.00%**

Notes
** Others comprises all other specialties.*

Our diversification also extends to our revenue contributions from each of our hospitals. The following table sets forth split of revenue from operations between our hospitals for the periods indicated:

Particulars	**Fiscal**					
	2021		**2022**		**2023**	
	Amount (₹ million)	**Percentage of Revenue from Operations (%)**	**Amount (₹ million)**	**Percentage of Revenue from Operations (%)**	**Amount (₹ million)**	**Percentage of Revenue from Operations (%)**
Greater Noida	810.51	35.44%	1,702.47	42.46%	1,993.80	38.32%
Noida	680.86	29.77%	1,283.42	32.01%	1,721.34	33.08%
Noida Extension	795.37	34.78%	1,023.47	25.53%	1,356.50	26.07%
Jhansi-Orchha(1)	-	-	-	-	131.29	2.52%
Total	**2,286.74**	**100.00%**	**4,009.37**	**100.00%**	**5,202.93**	**100.00%**

(1) Jhansi-Orchha hospital was acquired, pursuant to the acquisition of Ramraja on February 18, 2022 and it commenced commercial operations on April 10, 2022.

We also generate revenue from different customers, which include government bodies established by the GoI under prevailing statutes such as ESIC, EGHS, ECHS, public and private insurance companies working directly or through registered third party administrators ("**TPAs**"), various institutions, public and private corporates and walk-in customers. Over the last three fiscals, we have seen our payer mix change as the percentage of revenue from insurers acting through third party administrators increase to achieve a more balanced revenue split between our payer categories.

Details of our revenue-wise split from various payer categories for the periods indicated is set out below:

Revenue from	Fiscal					
	2021		2022		2023	
	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)
Central, state and local government bodies under government schemes	732.51	32.03%	1,176.59	29.35%	1,934.11	37.17%
Insurers acting through third party administrators	669.34	29.27%	1,227.34	30.61%	1,380.94	26.54%
Self-payers and others	884.89	38.70%	1,605.44	40.04%	1,887.88	36.28%
Total	**2,286.74**	**100.00%**	**4,009.37**	**100.00%**	**5,202.93**	**100.00%**

Over the last three Fiscals, we have seen growth in across all our revenue source segments and our payer mix change as the percentage of revenue from insurers acting through third party administrators increase to achieve a more balanced revenue split between our payer categories.

Diversification of revenue in terms of specialties, hospital and customer mix allows us to grow our business whilst maintaining a relatively de-risked business proportions, and allows us to impose differential pricing and marketing strategies more effectively to attract the customers and the patients.

Advanced and high-end medical equipment and technology

Our hospitals are equipped with machines and devices with sophisticated technology. Our hospitals are designed to assist our practitioners in providing timely, efficient and quality healthcare. We also equip our hospitals with advanced medical technology and equipment and diagnostic instruments with the aim of providing our patients with accurate diagnoses and effective treatments. In addition, all of our hospitals are accredited by the NABH while our hospitals located at Greater Noida and Noida Extension are also accredited by NABL. We continuously strive to introduce cutting-edge medical technology and state-of-the-art equipment and facilities across each aspect of our healthcare services, from out-patient to in-patient.

We also have well-equipped modular and other operation theatres with three stage air filtration and laminar flow to ensure patient safety, as well as operating microscopes, image intensifiers, and laparoscopic equipment. Our blood bank meets several standards and has been set up with facilities such as aphaeresis and blood component separation.

All our critical care units are equipped with high-end patient monitoring devices, ventilators and dedicated isolation rooms. Facilities for haemodialysis, sustained low-efficiency dialysis, endoscopy and bronchoscopy are available 24x7 by the bedside. Further, as prescribed under NABH guidelines, we maintain better nurse to patient ratio in different line of treatments like the patients being treated on ventilators, the patients being admitted in critical care units and others. We maintain the nurse to bed ratio per NABH guidelines.

We also have a well-equipped laboratory in all our operating hospitals for diagnostic services in haematology, biochemistry, microbiology, molecular biology and histopathology. Some of our diagnostic equipment include:

- ***Catheterization Laboratory ("Cath Lab").*** Our comprehensive cardiac department is equipped with an advanced Cath Lab;

- ***Computerized Tomography scan ("CT scan").*** 128 Slice CT scan* with multiple organ perfusion for more accurate imaging;

- ***Magnetic resonance imaging ("MRI")***. 1.5 Tesla whole-body MRI with optical digital broadband and embedded express coil technology for minimal patient repositioning and advanced non-contrast MR Angiography for covering wider range scan of the human body;

- ***State-of-the-art imaging equipment.***

  - Mammography, High end ECHO, 4D/ Ultrasound & Digital X-Ray (600 mA), TMT, Advanced EEG, EMG, RVG, OPG, which allows to obtain better imaging for more accurate diagnosis;

  - Ebus (Endo bronchial Ultrasounds) EVIS EXERA* is the latest ebus model which provides colour full screen with Doppler lung biopsy;

  - Nerve conduction velocity ("**NCV**"); and

  - Advanced surgical equipment such as Thulium Uro Laser*, Flexible scope, advance laparoscope, advance microscope, Cusa set*.

** Not available at Jhansi Orchha hospital*

All our hospitals are accredited by the NABH are accredited by the NABH while our hospitals located at Greater Noida and Noida Extension are also accredited by NABL. Our hospitals have been designed with a focus on being ultra-modern, luxurious, spacious and patient friendly. Care has been taken in providing patients with a visual connection to the outside environment by bringing natural light and viewing windows into every patient space possible. For instance, to promote the mental health of our patients during the COVID-19 pandemic, we assigned a rooftop terrace garden for our COVID-19 patients at our Noida Extension hospital.

In addition, in order to continue to provide better treatments to our patients we aim to introduce new line of treatments at our existing super specialities. For example we recently introduced paediatric pulmonology, paediatric gaestotantology, paediatric cardiology, paediatric surgery and paediatric neurology to our paediatric department at our Noida Extension hospital. In addition, we have recently started a Children Care Development Centre at the Noida Extension Hospital to support differently abled children suffering from austism, cerebral palsy, dyslexia, attention deficit hyper activity disorder.

We believe our advanced infrastructure, technology and equipment have improved our operational efficiency and enhanced our patients' experience.

Ability to attract quality doctors, nurses, paramedical, and other staff

We believe our success can be partially attributed to our highly qualified medical professionals and other staff, and our ability to attract such quality professionals and staff. As at March 31, 2023, we engaged 3,303 individuals, which included 609 doctors, of which 267 were consultant doctors, 178 were resident medical officers and 164 were visiting doctors. All the doctors we engage are qualified, certified medical professionals and include specialists in numerous medical specialties. As at March 31, 2023, our staff included 799 nurses, 379 paramedical, and 1,516 corporate and support staff. Many of our specialists, physicians and surgeons are regular faculties and attendees at some of the premier medical conferences. They have also received various accolades and awards, such as GRIMPER Best Publication Award in 2012 awarded to Dr. Neeraj Chaudhary for his paper regarding acute necrotizing pancreatitis and the Delhi Ratan award by All India Conference of Intellectuals in 2011 awarded to Dr. Girish Chander Vaishnava for his distinguished services rendered to the society at large.

We continuously endeavour to undertake initiatives to ensure that the attrition rates for our doctors remain low, through various doctor engagement models and by providing doctors an environment conducive to continuous upgrading of their skills. We believe that it is important for a career in medicine to be well complemented with sufficient training. We continually train our doctors, nurses, and paramedical staff and educate them on key developments, protocols and practices in their respective areas of practice. This initiative has benefited us by ensuring that our staff are kept abreast with global developments concerning the healthcare sector, and that they are aware of the innovations introduced in the medical industry. In addition, our doctors are also provided specialised training by the heads of various departments.

Our engagement structures range from fixed salary, minimum guarantee models to ‘fee for service’ models. Each of these structures compensate doctors for increase in revenue generation, thereby ensuring that doctors are also keen on retaining existing patients and attracting new patients. We also have doctors and consultants on roll who exclusively practice under our hospitals. We strive to provide better doctor visibility amongst the potential patients through marketing and awareness campaigns to connect the treating doctor to patients. The doctor-patient connection is further bolstered by our Promoters’ experience as medical professionals and their continual engagement with patients.

Our approach of direct engagement with doctors, nursing staff and other para-medic staff has helped us attracting experienced people to work with us. Our employees have grown from 1,759 as at March 31, 2021 to 2,723 as at March 31, 2023, and our number of doctors (consultant doctors, resident medical officers and visiting doctors) and nurses have increased from 175 and 528, respectively, as at March 31, 2021 to 609 and 799, respectively, as at March 31, 2023. The experience and reputation of our Promoters’ also helps attract and retain quality medical professionals. We believe that our reputation for clinical excellence, amiable work culture, professional ethics, and competitive compensation packages have enabled us to successfully attract talented doctors, nurses, paramedical staff, and other corporate staff members.

Experienced and qualified professional management team with strong execution track record

We continue to be led by a highly qualified, experienced, and reliable management team. To ensure that we are led by a right mix of professionals from various fields, our corporate setup has been appropriately balanced to include healthcare and other management professionals.

Dr. Ajay Kumar Tyagi is a graduate from LLRM Medical College, Meerut, Uttar Pradesh with Bachelor of Medicine and Bachelor of Surgery and completed his diploma in orthopaedics from King George Medical College, Lucknow, Uttar Pradesh. Dr. Ajay Kumar Tyagi has more than 17 years of experience on the field of medical care and hospital management. He provides the overall leadership to our group on operational and strategic matters. He steers the planning, designing and funding of new projects. Under the guidance of Dr. Ajay Kumar Tyagi, we have been able to expand our capacity by opening hospitals in Noida, Noida Extension, Uttar Pradesh and Jhansi-Orchha. Our Promoter, Dr. Kapil Kumar joined the medical profession after graduating from SN Medical College, Agra, Uttar Pradesh. He completed his Master’s in orthopaedics from King George Medical College, Lucknow, Uttar Pradesh and subsequently completed his magister chirurgie in orthopedics from University of Seychelles. Dr. Kapil Kumar has been active in the field of medicine and health care for over 17 years. His areas of specialization include joint replacement surgeries and advanced trauma management and leads our clinical operations. We believe that the credibility associated our Promoters, coupled with their experience and medical acumen has contributed towards our growth and brand name.

In addition, our Board is composed of individuals with diverse experience in the sectors of hospitality, medicine, finance, banking and economics, and general administration. Our Executive Director, Yatharth Tyagi, brings international business exposure to our strategic expansion plans, he holds bachelor’s degree in business and management from Leeds Beckett University and also, holds a master of science degree in International Health Management at Imperial College London. We believe his insight and guidance will be instrumental in setting the path for our future expansion and growth. We also benefit from the leadership and professional experience of our independent directors, namely Dr. Sanjeev Upadhyay, Mr. Mukesh Sharma and Mrs Promila Bhardwaj. Dr. Sanjeev Upadhyay is an experienced doctor and had been associated with United National Children’s Fund as Health & Nutrition Specialist. Mr. Mukesh Sharma is an ex-banker and holds academic qualification in law, agriculture science, animal husbandry, business administration. Mrs Promila Bhardwaj, another independent director of our Company is an ex-IRS officer and holds a Master of Arts degree in English and Philosophy and Master’s Diploma in Public Administration. We believe the mix of able promoters/doctors and a Board including independent directors from diverse field will help our business grow and implement higher standards of corporate governance.

We are also guided by our Chief Executive Officer, Amit Kumar Singh, who has 17 years of experience in and as a part of senior management in various healthcare institutions. We believe that his extensive experience in strategic planning and policy development, business operations and administrations, and budgeting and costs management will serve him well in his duties of managing our day-to-day operations across our network, and identifying and pursuing expansion opportunities. We benefit from the experience of our President Strategy and Finance, Mr. Deepak Kumar Tyagi, who is a qualified chartered accountant and company secretary, our Chief Financial Officer, Pankaj Prabhakar, who is a qualified chartered accountant and our company secretary and Compliance Officer, Ritesh Mishra, a qualified company secretary. We believe that the rich experience of our management team, coupled with their industry experience and business acumen has contributed in us making effective strategy-related decisions. For further details, see "*Our Management – Board of Directors*" and "*Our Management – Key Management Personnel and Senior Management*" on pages 227 and 242, respectively.

Track record of stable operating and financial performance and growth

We have demonstrated stable operating and financial performance and growth over the past three fiscals. Our growth in revenue and profitability can be credited to our strong operational efficiency, which we achieve by streamlining our clinical and administrative functions, continually introducing process innovations, and ensuring that we maintain economies of scale.

Our EBITDA has grown at a CAGR of 41.29% from ₹ 670.11 million in Fiscal 2021 to ₹ 1,337.65 million in Fiscal 2023. Our net profit increased from ₹ 195.88 million in Fiscal 2021 to ₹ 441.62 million in Fiscal 2022 which further increased to ₹ 657.68 million in Fiscal 2023. Our net worth has increased from ₹ 724.55 million as at March 31, 2021 to ₹ 1,829.64 million as at March 31, 2023. We recorded an operating margin of 25.71% in Fiscal 2023.

Our absolute revenue from OPD increased from ₹ 226.60 million in Fiscal 2021 to ₹ 683.93 million in Fiscal 2023. Our revenue per OPD patient was ₹ 1,669.22 in Fiscal 2021 which increased to ₹ 2,074.01 in Fiscal 2023.

Our number of operational beds which increased from 864 in Fiscal 2021 to 1,405 beds in Fiscal 2023 at CAGR of 27.52%, and the occupancy rate of our beds, increased from 41.63% in Fiscal 2021 to 49.97% in Fiscal 2022. In Fiscal 2023, our bed occupancy rate was 45.33% as the Jhansi-Orchha hospital commenced commercial operations in Fiscal 2023 with effect from April 10, 2022 and had a low occupancy rate.

While we invest a significant amount of capital expenditure in creating and increasing bed capacity and opening new hospitals, we strive to incur lower capital expenditure by making optimal use of the available area in our hospitals and working better with equipment suppliers. We have acquired land on a long-term leasehold basis and a building civil structure on our own, which has helped us to keep our capital expenditure per operational bed lower. Our gross capital expenditure per operational bed in Fiscal 2021, 2022 and 2023, was ₹ 3.91 million, ₹ 3.72 million, and ₹ 3.07 million. We believe that our low capital expenditure per operational bed has allowed us to arrange our finances better and commence operations with little delay, thereby reducing the time to pay back our borrowed commitments and increasing our access to desirable funds.

In our pursuit of ensuring our operational efficiency, we consistently work towards optimizing procurement costs by directly contracting with suppliers and vendors, standardizing the type of medical consumables used across our hospitals, consolidating our suppliers, and adopting guidelines for medical procedures, which has helped us to achieve a better EBITDA margin.

For a detailed discussion on our financial performance, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations" and* "*Financial Statements*" on pages 314 and 250, respectively.

Business Strategies

Continue to improve our quality of care and operational efficiencies

Our brand equity and reputation has increased significantly because of the positive word of mouth spread in the industry due to good patient experiences and we will ensure the high service standards are maintained in future as well. We have been focusing on increasing our brand visibility in other territories to increase our catchment areas, such as by organizing awareness camp where our doctors engage with local population and putting visual signboard on highways.

We intend to strengthen our super-specialties by on-boarding new reputable and experienced doctors skilled in their respective fields of practice, further balancing our specialty mix, deepening our expertise in select specialties and adding capabilities and super-specialties to our various departments, such as radiation therapy for our oncology department and human organ transplants. We intend to focus on building capabilities for new, more advanced specialties which have high demand in the respective micro markets and deliver a higher ARPOB. By implementing our strategy to focus on specialties such as Cardiac and Oncology, we intend to improve our case mix and increase revenues per occupied bed per day.

We also plan to improve employee productivity and streamline technology and processes by applying principles of lean management across all of our administrative and management layers, and optimize the use of technology to build greater efficiencies in our ways of working. For instance, we presently have end-to-end hospital information system which seamlessly connects out-patient, in-patient and diagnostic areas, which has facility for contemporary electronic medical records with remote-accessibility enabling ongoing virtual consultation with patients.

Further, our hospitals are large consumers of drugs and pharmaceutical products and medical consumables like stents, implants, sutures and other surgical materials. To minimise costs and leverage our economies of scale, we focus on standardizing the type of medical and other consumables used across our network, directly contracting with suppliers and vendors, optimizing procurement costs, consolidating our suppliers and optimizing the use of medical consumables by establishing guidelines for medical procedures across our network of hospitals, as appropriate. We attentively monitor our costs of pharmaceuticals and consumables, human resources costs and other administrative costs, as it forms a substantial part of our operating expenses.

Introduce new specialties at existing hospitals

We are intending to introduce new specialties at our existing hospitals such as radiation therapy to our oncology department at our hospitals located in Noida Extension and Jhansi-Orchha.

Radiation Therapy for Oncology Unit

Our existing oncology treatment includes medical and surgical oncology which are available at three of our four existing hospitals which are located in the Delhi-NCR. We have a ready civil structure of radiation bunkers at our Noida Extension hospital. We aspire to make the Noida Extension hospital as our centre of excellence for complete oncology treatment, while our Noida and Greater Noida hospitals will continue to provide the existing oncology services for the treatment of cancer.

To that end, we have ordered the required set-up for radiation therapy and have also received approvals required from Atomic Energy Regulatory Board. Following a few months for setting up and testing of machines, we expect our complete oncology set-up to be prepared for commercial operations by the second quarter of Fiscal 2024. We have doctors to provide oncology services which helped us to achieve greater operational efficiency and we believe that that the growth in oncology services will act as a captive base for utilization of the radiation therapy unit.

Human Organ Transplant Unit

We have started bone marrow and kidney transplant operations at our hospital located at Noida Extension and Greater Noida hospital. Further, we have also received requisite approvals to start liver transplant at our Noida Extension hospital.

We also plan to introduce an additional specialty of human organ transplant and intend to develop our Greater Noida hospital as our Organ Transplant centre. We have already created necessary civil structure for the organ transplant centre. In terms of infrastructure and facilities, we intend to dedicate two complete floors which are already equipped with operation theatre, intensive care units ("**ICU**") beds, high dependency unit ("**HDU**") and other diagnostic procedures for organ transplant services. Our existing equipment inventory also includes the requisite machines and equipment for organ transplant. We have received necessary registration with the nodal authority, as prescribed under Transplantation of Human Organs and Tissues Act, 1994. We expect to have the requisite infrastructure and set-up in place by the second quarter of Fiscal 2023.

Augment scale through organic and inorganic manner in current markets and expand into adjacent regions

We continually look for value-accretive opportunities while strengthening our presence in our key growth markets. We aim to continue to be one of the leading hospital and medical service providers in the Delhi NCR and North India by expanding our network of hospitals owned and operated by us through brownfield or greenfield projects, strategic acquisitions and arrangements with third party service providers. Every opportunity for expansion is viewed against the background of various factors such as local demography, spending capacity and demand, catchment area served, growth rate of population, patient flow, location and accessibility of the property, expected investment, financial returns, local competition, and the availability of local talent. We intend to replicate our successes and capacity in Noida, Greater Noida and Noida Extension area, Uttar Pradesh, in new markets by expanding our presence outside Delhi-NCR and increase our bed capacity.

We aim to leverage our existing hospital brand within the area and adopt a cluster approach to improve brand recall to generate volume. For instance, in Fiscal 2022 we acquired 100% shareholding of Ramraja Multispeciality Hospital & Trauma Centre Private Limited, the entity that owns a 305-bedded multi-specialty hospital located at Orchha, Madhya Pradesh near Jhansi, Uttar Pradesh, which is one of the largest hospitals in Jhansi-Orchha-Gwalior region in terms of number of beds (*Source: CRISIL Report*). The acquisition of the Jhansi-Orchha hospital which commenced commercial operations with effect from April 10, 2022, is aimed at further expanding into new geographies and growing our presence in the regional healthcare market. We believe that by expanding our chain of hospitals, we will be able to provide a greater range of healthcare services to a larger population base with capital efficiency.

Further, we also intend to expand the size and scope of our existing hospital and to that extent have been allotted 1,885.15 square meters of land adjacent to our Greater Noida hospital with the intention to expand the bed capacity. Further, we have emerged as the highest bidder to lease 3,660.00 square meters of land adjacent to our Noida Extension hospital with the intention to expand the bed capacity. However, the process to enter into definite agreements with the authorities is currently in process and no such agreements have been entered as on the date of this Red Herring Prospectus. See also "*Risk Factors — Internal Risks — Our registered office and three out of four of our hospitals are located on leased premises. Any termination, inability to renew or inability to terminate our lease agreements, or breach of our lease agreements by the counterparty, for our offices or hospitals may lead to disruptions in our operations and affect our business operations.*" on page 57.

We anticipate that, as we enter into the new market, our strong existing brand recognition among patients in the NCR can accelerate the growth of new hospitals that we propose to establish or acquire. We intend to leverage our experience to successfully identify, execute and integrate new opportunities that may arise in the future. We also intend to explore opportunities for expansion via asset-light models or models involving no ownership of assets. These may include revenue sharing arrangements, management fee-based arrangements or acquisition of other players in the healthcare sector undertaking operation and management of hospitals. This helps us to remain asset-light and reduce our capital expenditure on the hospital. In our industry, new hospitals typically take time to mature and provide return ratios. We aim to circumvent this through retaining our asset base, as well as the flexibility to expand with the asset-light model, thereby resulting in a stable growth profile.

In addition, we hope to increase our bed capacity and expand geographically through inorganic growth such as acquisition of new hospitals. Due to the growing economy and population in the Delhi NCR region, there is significant and growing need for quality and affordable healthcare services (*Source: CRISIL Report*). We have been working to expand our capacities to capture early bird advantage while striving to reduce our capital expenditure to maintain optimal utilization levels of our capacity.

Continue to attract, engage and train prominent, skilled doctors and other healthcare professionals

We attribute a key component of our success to the quality of our medical professionals and staff. We believe that hiring surgeons and other physicians with an established a reputation in their respective specialisations is crucial for our branding, growth and expansion. Having regional presence not only gives players access to the key doctors in the region, but it also helps doctors tie up with a brand to enhance their portfolios. (*Source: CRIISL Report*) We carefully select our super specialists and aim to engage them in a mutually-rewarding relationship on a long-term basis. This helps in the stability of our operations, quality of care and scope of super specialty services provided. In addition, the association of super specialist to our hospital brand and vice versa increases the attractiveness of our brand and improves our reputation.

In general, our super specialists are given the freedom to develop their own team and thus attain better coordination, teamwork and operational efficiencies. The resident medical officers and other junior doctors are appointed, following our strict selection and interview process.

Aside from strategic hiring, we also believe that providing adequate training and opportunities for up gradation is critical to improve the skills and quality of our medical professionals and staff. In addition to regular training at our hospitals, we intend to continue to send selected doctors, technicians and nurses to receive required additional training with appropriate forums, including attending the medical conferences and inviting subject matter experts to train our people in-house.

Further, in addition to attract new medical professionals, our hospitals applied for specialities to be covered with the National Board of Examinations, New Delhi ("**NBE**") which provides Diplomate of National Board ("**DNB**"), a post-graduate degree awarded to the specialist doctors in India after completion of three year residency. DNB student doctors are required to undergo practical training at the select hospitals, medical colleges/ other medical institutes and NBE has strict criterion to select such hospitals, medical colleges/ other medical institutes.

Further, we had applied for eight specialties under DNB program for our Noida Extension hospital out of which we have been accredited for seven specialties and for the remaining one speciality our assessment. is over and the application is under progress. In addition, for our Greater Noida hospital we had applied for seven specialties under DNB program out of which we have been accredited for five specialities and for the remaining two specialties our assessment is over and the application is under progress. We have also applied for four specialties under DNB program for our Noida hospital for which we are awaiting further instructions from NBE.

We also plan to increase our communications and collaborations with leading institutions and experts in different medical areas to improve our diagnostic and treatment capabilities. Further, in order to better retain and incentivize our medical professionals, we will continue to enhance our performance-based compensation and review system to reward and promote service excellence. Leveraging the experienced specialists from our high-quality medical professional team, we aim to boost our brand recognition and reputation in order to attract more patients.

Further leverage technology to grow our operations

We strive to adopt the latest medical technologies and equipment to provide better treatment for our patients. In the same pursuit, we plan to introduce robotic surgeries to our portfolio of offerings. Robotic surgery or robot assisted surgery is one of the minimally invasive methods of surgical procedure and is one of the fastest developing segments in the global healthcare space. The number of systems and volume of robotic surgeries are expected to increase as more robotic surgeons get trained and other surgical specialties increasingly utilizing this platform. (*Source: CRISIL Report*)

We also intend to employ new technology, machines and treatments by analysing complementariness of cutting-edge medical developments and technologies. We plan to use robots for robotic surgeries, which will be intended not to replace traditional surgeries but rather to complement the work of the surgeons in advanced and complicated medical procedures. The robotic surgeries may be used for surgeries in the field of gynaecology, urology, cardiology, pulmonology and oncology, amongst others. We aim to continuously explore potential medical technologies and advanced medical equipment to improve the quality of care and success rate of surgeries for our patients.

We assess our existing machinery and equipment based on utilization levels, age and competitive positioning and invest in medical technology in order to offer high quality healthcare services to our patients and to expand and improve on our range of healthcare services. We intend to continue regularly updating our existing machines and equipment to meet its intended purpose and operational demands. We plan to purchase equipment' to augment our the capabilities of our hospitals which are expected to contribute significantly towards the range and quality of services we provide. For further information, please see "*Objects of the Offer*" on page 104.

Grow our medical tourism segment to attract more international patients

Medical tourism has gained momentum over the years and India is fast emerging as a major medical tourist destination, given the relatively low cost of surgery and critical care in India. The healthcare cost in developed countries is relatively higher than in India. India is also an attractive destination due to the presence of technologically advanced hospitals with specialised doctors and facilities, such as e-medical visa. The government has constituted a National Medical and Wellness Tourism Board along with providing financial assistance of ₹ 600,000 to medical tourism service providers under market development assistance to develop medical tourism in India. (*Source: CRISIL Report*) We are well-positioned to tap the medical tourism market and intend to develop country-specific market strategies for it.

Our strategic location and proximity to the proposed Noida International Airport increases our accessibility for medical tourists. Construction of the Noida International Airport is expected to complete in the next few years and we expect this to be a source of medical tourists to contribute to our medical tourism segment. India has established itself in the field of medical tourism for better quality of treatment at affordable prices. More than 94% of India's medical tourists in 2019 were from countries in Africa, west and south Asia. Medical tourists from countries such as United Kingdom and Canada are also increasing, given long waiting periods for availing of treatments in these regions. (*Source: CRISIL Report*)

We have received medical tourists through word-of-mouth and our brand name, and intend to leverage our hospital capacity, quality of care provided by our doctors and advanced medical equipment, and our brand equity and goodwill, to grow our medical tourism segment. We have connected and intend to connect with individual healthcare facilitators or medical tourism firms to benefit from their geographical reach and patient relationships. As of the date of this Red Herring Prospectus, we have established ties with several medical tourism firms. We have also made contact with local embassy officials to promote ourselves as an eligible service provider. In addition, we intend to align our marketing strategies, especially digital marketing, to target medical tourists.

For medical tourists, we intend to focus on orthopaedics, cardiac sciences, gastrointestinal surgery and urology. In addition, we hope to include our complete oncology unit, including radiation therapy, at Noida Extension hospital and the organ transplant unit at the Greater Noida hospital in our portfolio for medical tourists once these units commence operations.

Our Hospitals

As of the date of this Red Herring Prospectus, we operate three fully functional super specialty hospitals located in Delhi NCR i.e., in Noida, Greater Noida and Noida Extension, Uttar Pradesh, with a total capacity of 1,100 beds. Further, we have also acquired the 305-bedded hospital in Orchha, Madhya Pradesh, which commenced commercial operations in in Fiscal 2022 with effect from April 10, 2022 and is one of the largest hospital in Jhansi-Orchha-Gwalior region in term of number of beds (*Source: CRISIL Report*) and is equipped with 11 modular and other operation theatres and 76 critical care beds, as of March 31, 2023. All our hospitals are accredited by the NABH while our hospitals located at Greater Noida and Noida Extension are also accredited by NABL.

Greater Noida Hospital

We established our first hospital in Delhi-NCR in Greater Noida, Uttar Pradesh in November 2010. This hospital has since become a super-specialty tertiary care hospital in Delhi NCR with 400 beds which include 112 critical care beds, nine modular and other operation theatres as of March 31, 2023.

It occupies 5,627.80 square metres of land and in Fiscal 2021 and 2022, and 2023, it treated 9,322, 15,020 and 17,255 IPD patients, respectively. During the same periods, it also treated, 82,520, 116,300 and 137,937 OPD patients, respectively. The hospital provides a wide spectrum of super speciality services in the field of cardiology, cardiovascular and thoracic surgery, neurology, neurosurgery, urology, nephrology, oncology, gastroenterology and surgical gastroenterology, orthopaedics including spine surgery, joint replacement and sports medicine, plastic and reconstructive surgery, pulmonology, comprehensive mother and child care including advanced in vitro fertilisation. In addition, our process-driven critical care services, along with advanced diagnostic and imaging facilities, provide the necessary backbone for patient care for holistic, comprehensive and contemporary care to our patients. We intend to develop this hospital as Centre of Excellence for Human Organ Transplant and as a major centre for medical tourism.

Further, we have also been allotted 1,885.15 square meters of land adjacent to our Greater Noida hospital with the intention to expand the bed capacity.

Noida Hospital

Our second hospital in Delhi-NCR was established in Noida, Uttar Pradesh and commenced its operations in 2013 and is a 250-bedded super-specialty tertiary care hospital.

It occupies 2,000.00 square metres of land and in Fiscal, 2021, 2022 and 2023, it treated 7,816, 9,316 and 11,957 IPD patients, respectively. During the same periods, it also treated, 44,671, 56,799 and 72,906 OPD patients, respectively. The hospital has a mix of four high-end modular and other operation theatres, emergency resuscitation and observation unit, 81 critical care beds, a dedicated endoscopy unit and an advanced dialysis unit. We are a tertiary care hospital equipped with 128 Slice CT scan, 1.5 Tesla MRI and modern Cath Lab. As of March 31, 2023, we offer services across 30 specialties, including cardiac sciences, orthopaedics, nephrology, urology, neurosciences, gastroenterology, obstetrics and gynaecology, paediatrics and neonatology and advanced laparoscopic surgeries.

Noida Extension Hospital

Our third hospital in Delhi-NCR was established in Noida Extension, Uttar Pradesh which commenced operations in May 2019 and is a 450-bedded tertiary care hospital with a mix of 11 modular and other operation theatres and 125 critical care beds.

It occupies 5,555.00 square metres of land and in Fiscal 2021 and 2022, and 2023, it treated 4,218, 8,457 and 14,186 IPD patients. During the same periods, it also treated 8,564, 49,730 and 102,278 OPD patients respectively. It is located on spacious premises and houses many of our Centres of Excellence for cardiology, orthopaedics, spine and rheumatology, oncology, neurosciences, nephrology and urology, gastroenterology, general surgery, as well as capabilities for other surgical procedures such as ear, nose, throat and cochlear implant surgery, advanced laparoscopic surgery, cosmetic and plastic surgery, and others.

We have received approval for kidney transplant and have started bone marrow and kidney transplant operations. Further, we have also received approval for liver transplant and expect to start liver transplant operations going forward. In addition, we have the required infrastructure in terms of isolation room, HDU and Critical Care beds and also plan to develop this hospital as a Centre of Excellence for oncology treatment and robotic surgeries.

In addition, we have recently started a Children Care Development Centre at the Noida Extension Hospital to support differently abled children suffering from autism, cerebral palsy, dyslexia, attention deficit hyper activity disorder.

Further, we have emerged as the highest bidder to lease 3,660.00 square meters of land adjacent to our Noida Extension hospital with the intention to expand the bed capacity. However, the process to enter into definite agreements with the authorities is currently in process and no such agreements have been entered as on the date of this Red Herring Prospectus.

Jhansi-Orchha Hospital

Our fourth hospital is located in Orchha, Madhya Pradesh which occupies 43,180 square metres of land, and is a recent acquisition by us. It is a 305-bedded hospital which includes 76 critical care beds. The Jhansi-Orchha hospital commenced commercial operations in the current Fiscal with effect from April 10, 2022 and in the Fiscal 2023, the Jhansi-Orchha hospital treated 1,960 IPD patients and 16,639 OPD patients. We have obtained QCI NABH accreditation for the Jhansi Orchha hospital and have already been empanelled with Pradhan Mantri Jan Arogya Yojana, a program of the Government of India and few TPAs/ insurance companies. We are also in the process of obtaining empanelment’s with TPAs/ insurance companies, government bodies and others which are pending at various stages.

This hospital has infrastructure to operate all the major super specialties and we intend to introduce a fully functional oncology treatment unit in Fiscal 2025. Before the acquisition, the hospital was non-functional after Fiscal 2020. The hospital started its commercial operations in Fiscal 2018 and in that fiscal year, achieved a revenue of ₹ 261.75 million. Since, hospital business is a capital-intensive business and the operations of Jhansi-Orchha was largely funded through debt from lenders, it had erosion of net worth due to losses, resulting into negative net worth and increased borrowings in Fiscal 2018. Further, there was no infusion of equity by the erstwhile promoters in the subsequent years. Also, hospital business requires a gestation period and support during the initial phases of operations as the OPD and IPD segments of hospital business matures and during this critical period Jhansi-Orchha hospital was not able to sustain operations of due to:

- the cash flows not being sufficient to meet the requirements of principal and interest payable to the lenders;
- the cash flows being unable to meet the working capital requirement and other capital requirements of the business;
- the erstwhile promoters found it difficult to infuse more of their own capital; and

- since Jhansi-Orchha hospital was already indebted, it was difficult to take further loans.

As a result, Ramraja incurred losses of ₹ (159.44) million, ₹ (67.83) million and ₹ (62.60) million during Fiscals 2018, 2019 and 2020.

With all the aforesaid reasons, the business could not be continued, thus Ramraja was not operational. Additionally, the auditor of Ramraja had included remarks related to material uncertainty on company's ability to continue as going concern, in the audit report on financial statements for fiscal ended March 31, 2019, March 31, 2020, and March 31, 2021 and for the following reasons stated in the audit report for fiscal ended March 31, 2019 and March 31, 2020: (i) due to heavy losses, the management had shut down its business operation (with effect from May 31, 2019); (ii) the company's networth is negative and the repayment of borrowings from financial institutions is irregular; and (iii) inability to pay creditors on due date. Accordingly, this may have an impact on our consolidated financial statements.

As of March 31, 2023, Jhansi-Orchha hospital had (i) 23 doctors, (ii) 60 nursing staff, (iii) 44 para medics; and (iv) 108 other staff members.

The table below reflects the revenue from operations on a consolidated basis derived from each of our four hospitals stated as a percentage of our total revenue, for the periods indicated.

Particulars	Fiscal					
	2021		2022		2023	
	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)
Greater Noida	810.50	35.44%	1,702.47	42.46%	1,993.80	38.32%
Noida	680.86	29.77%	1,283.42	32.01%	1,721.34	33.08%
Noida Extension	795.37	34.78%	1,023.47	25.53%	1,356.50	26.07%
Jhansi-Orchha(1)	-	-	-	-	131.29	2.52%
Total	**2,286.74**	**100.00%**	**4,009.37**	**100.00%**	**5,202.93**	**100.00%**

(1) Jhansi Orchha hospital was acquired pursuant to the agreement dated February 18, 2022 and became operational in the Fiscal 2023 on April 10, 2022.

Our hospitals have been designed to comply with international quality standards. All of our hospitals have spacious suites along with modern deluxe and super deluxe rooms, and comfortable patient waiting areas. Our diagnostic areas are designed with the goals of providing patient-friendly, spacious and relaxing environments.

Other Services and Facilities

Pharmacies

We have in-house pharmacies at all our hospitals and offer branded prescription drugs and over-the-counter medication as well as a range of nutritional, lifestyle and beauty products. Our pharmacies are open 24 hours a day and seven days a week. Hospital-based pharmacies have direct access to patients and require relatively low investments and there is a healthy demand for high-margin surgical items at these pharmacies, which boosts their profitability compared with standalone pharmacies.

Key Specialties

We offer a range of healthcare services across 30 specialties and super specialties, which include our 10 Centers of Excellence such as the Centre of Medicine, Centre of Cardiology, Centre of Neurosciences, Centre of General surgery, Centre of Nephrology & Urology, Centre of Paediatrics, Centre of Gastroenterology, Centre of Pulmonology, Centre of Gynaecology and Centre of Orthopaedics & Spine & Rheumatology and other specialties. We are also intending to introduce new specialties at such as radiation therapy to our oncology department at our Noida Extension and Jhansi-Orchha hospitals. Further, while we have started bone marrow and kidney transplant operations at our hospital located at Noida Extension and Greater Noida, we intent to also introduce human organ transplant units at our hospital located at Greater Noida. To that extent, we have received requisite approvals to start liver transplant at our Noida Extension hospital.

A few of our key specialties are described as follows:

Medicine. We offer comprehensive treatment of lifestyle-related diseases such as diabetes, hypertension, and obesity, along with infectious diseases such as malaria, typhoid, dengue and rheumatic fever. We have an expert team of physicians, endocrinologist and rheumatologist who work in collaboration for a complete evaluation of the patient's condition and to ensure multidisciplinary care for the patients in the department of internal medicine. Our team of clinicians has strong medical and academic backgrounds and has made several scientific publications in various journals. We also offer preventive health check-ups with a focus on preventive healthcare by early diagnosing with the assistance of an NABL-accredited laboratory at the Noida Extension hospital.

Cardiology. We offer a comprehensive range of diagnostics and therapeutic services for patients with cardiovascular ailments. Our department provides dedicated round-the-clock services to patients with heart ailments. We have a team of experienced and qualified faculty providing 24x7 interventional cardiac services, such as coronary angioplasty and stenting, Percutaneous Coronary Intervention ("**PCI**") and primary PCI for acute myocardial infarction. Our team also routinely performs complex cardiac procedures such as mitral-valvuloplasty, permanent pacemaker implantation, cardiac resynchronisation procedures, implantable cardioverter-defibrillator ("**AICD**") implantation and procedures for congenital ailments such as coarctation of aorta, stenting and posterior descending artery closure.

We also offer a full range of non-invasive and advanced diagnostic services. The division of cardio-thoracic and vascular surgery is an established centre for coronary bypass surgery, valve replacement, valve repair, aortic root and aneurysm surgeries. We offer minimal invasive bypass surgeries and most of our cardiac bypasses are total arterial revascularisation, off pump surgeries. These allow for quicker healing and reduced risk of surgical complications, increasing the success rates of surgery. The department also offers a complete range of diagnostic and therapeutic options such as endovascular revascularization, arteriovenous fistula construction, deep vein thrombosis treatment, peripheral bypass procedures and peripheral angioplasty.

Neurology. We offer a comprehensive evaluation and therapeutic services to a wide range of conditions such as stroke, brain haemorrhage, backache, spinal disorders, neuro-oncology, epilepsy and other neurological ailments. The department is equipped with advanced neuro-diagnostic services including NCV for the evaluation of a multitude of neurological conditions to provide accurate diagnosis and treatment of complex cases. Our advanced neurosurgical centre offers surgical treatment for a wide variety of ailments such as head injuries and trauma, brain tumours, hydrocephalus, arterio-venous malformations and aneurysms. We have an experienced team of interventional neurosurgeons for immediate and potentially life-saving procedures for stroke and related neurological emergencies. The minimally invasive neuro-spine surgery program offers most advanced solutions to the neuro-spine patients. We also offer minimally invasive treatment for disorders such as disc prolapse, spinal tumours, spinal fixation and pituitary tumours.

Orthopaedics. We offer comprehensive care for various orthopaedic afflictions including knee, hip, spine and joint problems. It has various sub-specializations for the treatment of disorders of the musculo-skeletal system (muscles, bones and joints). We offer dedicated services for trauma and general orthopaedics, spine surgery, sports medicine and joint reconstruction including minimally invasive surgery ("**MIS**") for total knee replacement, total hip replacement, hip resurfacing, unicondylar (partial) knee replacement as well as replacement of shoulder and elbow joints.

We regularly carry out arthroscopic procedure for sports and other injuries, limb salvage surgeries for bone tumours and reconstruction surgeries for deformities. The centre offers treatment for an array of disorders of muscles, bones, missing ligaments, nerves and joints. The centre has a dedicated team for the treatment of spinal ailments including minimal invasive spine surgery ("**MISS**"), mobilization solutions and spinal fusion procedures, delivered using some of the most advanced techniques and technologies in this field. We are also ably supported by world-class physiotherapy rehabilitation unit.

General Surgery. We offer all surgical interventions that focus on endocrine system, gastrointestinal tract, liver and colon. Our experienced surgeons perform appendectomy, cholecystectomy hernia repair, splenectomy, colostomy, rectopexy, as well as provide treatment for varicocele, sleeve gastrectomy for morbid obesity. The department is well equipped with advanced technological equipment such as 3D Laparoscopy Tower and Holmium Laser machine. Our surgeons provide comprehensive care to surgical patients including preoperative, operative and postoperative management along with the management of associated complications.

Nephrology & Urology. Nephrology deals with the treatment of kidney or any other illness induced by kidney-related issues. We routinely perform Jugular/femoral HD catheter insertion, permacath insertion, arteriovenous fistula creation, hemodialysis and peritoneal dialysis, hemodialysis for seronegative and seropositive points. Urology relates to the treatment of urinary tract diseases. We undertake treatment of critical urological disorders like benign prostatic hyperplasia (BPH), cerebral palsy, urinary incontinence, urinary tract infections (UTIs), kidney and ureteral stones, erectile dysfunction (ED), overactive bladder, and prostatitis. We also routinely perform various surgeries such as vasectomy, cystoscopy, prostate procedures, ureteroscopy, and reconstructive surgery of the urinary tract.

Paediatric. Our department of paediatrics and neonatologists is a comprehensive clinical department that provides investigative, treatment, and emergency services for a whole range of paediatrics and neonatology conditions. This includes all medical, surgical therapeutic and diagnostic, and preventive healthcare ensuring optimal management of a child.

Our department is well-equipped with neonatal and paediatric ICU with a round-the-clock paediatrician available on-call, with capabilities to address most neonatal and paediatric emergencies.

Gynaecology. We offer a wide range of services in obstetrics and gynaecology department. We have trained our doctors to treat various women-related disorders including common cancer conditions such as breast, cervical to hormonal treatments, as well as osteoporosis. Our centers offer an entire gamut of services that women require for disorders specific to their gender. Our Centre for Mother and Child also offers services from conception, through to pre-pregnancy care and our specialists provide extensive guidance to expecting mother and women with gynaecological disorders.

Gastroenterology. Our gastroenterology department addresses diseases of the oesophagus, stomach, small intestine, colon and rectum, pancreas, gallbladder, bile ducts, and liver. The functioning of the entire digestive system from the passage of food through the digestive canal to the physiological processes of food digestion, absorption and elimination comes under the purview of this specialty. It also includes the medical and surgical treatment of diseases such as colon polyps, gastrointestinal cancer, jaundice, cirrhosis of the liver, gastroesophageal reflux (heartburn), peptic ulcer disease, colitis, gallbladder, and biliary tract disease, nutritional problems, Irritable Bowel Syndrome (IBS), and pancreatitis. Our department, staffed by skilled gastroenterologists, competent medical officers and dutiful technicians who collaborate with a patient-centric approach and possess equipment backed by advanced intensive care units, offers holistic services to handle disorders of the digestive and hepatobiliary systems. We offer many processes such as endoscopy, endoscopic retrograde cholangiopancreatography, colonoscopy, ileocolonoscopic, sigmoidoscopy, endoscopic variceal band ligation, stricture dilatation, argon plasma coagulation for upper gastrointestinal bleeding, hemoclip application, percutaneous endoscopic gastrostomy, and polypectomy.

Pulmonology. Our pulmonology department provides advanced diagnostic and therapeutic solutions to a spate of respiratory and chest diseases. We have team of experienced pulmonologists who provide their services in clinical pulmonology and critical care, using sophisticated techniques and technologies available to diagnose and treat patients with chest and respiratory problems. The complex pulmonary interventional procedures are routinely performed at our hospitals to treat patients with diseases such as benign airway disorders, pleural diseases, and interstitial lung disease.

On a gross basis revenue from each of our top specialities are growing year-on-year as depicted in the table below.

Particulars	Fiscal					
	2021		2022		2023	
	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)
Medicine	1,286.76	56.27%	2,008.19	50.08%	1,636.73	31.46%
– COVID-19	739.58	32.34%	851.20	21.23%	0.00	0.00%
– Non-COVID-19	547.19	23.93%	1,157.00	28.85%	1,636.73	31.46%

Particulars	Fiscal					
	2021		2022		2023	
	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)
Orthopedics & spine & rheumatology	108.47	4.74%	231.66	5.78%	295.18	5.67%
Nephrology & urology	143.44	6.27%	252.03	6.29%	472.75	9.09%
Neurosciences	185.60	8.12%	310.75	7.75%	508.74	9.78%
General surgery	148.91	6.51%	260.59	6.50%	442.19	8.50%
Cardiology	163.30	7.14%	266.74	6.65%	508.86	9.78%
Pediatrics	61.01	2.67%	147.96	3.69%	264.93	5.09%
Gynecology	71.51	3.13%	127.78	3.19%	230.35	4.43%
Gastroenterology	29.50	1.29%	83.34	2.08%	157.82	3.03%
Pulmonology	25.34	1.11%	113.43	2.83%	241.72	4.65%
Others*	62.89	2.75%	206.90	5.16%	443.66	8.53%
Total	**2,286.74**	**100.00%**	**4,009.37**	**100.00%**	**5,202.93**	**100.00%**

Notes

** Others comprises all other specialties.*

Business Operations

Equipment

Our hospitals are equipped with machines and devices with sophisticated technology. Our hospitals are designed to assist our practitioners with providing timely, efficient and quality healthcare. All our hospitals are accredited by the NABH while our hospitals located at Greater Noida and Noida Extension are also accredited by NABL.

The table below sets forth certain award/accreditation received by us:

Year	Award/accreditation
2016	National Accreditation Board for Hospital & Healthcare Providers for Greater Noida Hospital
2017	National Accreditation Board for Hospital and Healthcare Providers for the Noida Hospital
2020	ISO 15189:2012 from National Accreditation Board for Testing and Calibration Laboratories for Molecular testing (RTPCR-COVID-19) for the Noida Extension Hospital
2021	National Accreditation Board for Hospital and Healthcare Providers for the Noida Extension Hospital
2022	ISO 15189:2012 from National Accreditation Board for Testing and Calibration Laboratories for medical testing for the Noida Extension Hospital.
2022	NABH accreditation for the Jhansi-Orchha Hospital
2022	5 star grading by Infomerics Analysts & Research Private Limited for our hospitals located at Noida, Noida Extension and Greater Noida
2023	Awarded UP Ratan Samman by Dainik Jagran Inext

In addition, we also equip our hospitals with advanced medical technology and equipment and diagnostic instruments with the aim of providing our patients with accurate diagnoses and effective treatments. We continuously strive to introduce cutting-edge medical technology and advanced equipment and facilities across each aspect of our healthcare services, from out-patient to in-patient.

We also have well-equipped modular operation theatres with three stage air filtration and laminar flow to ensure patient safety, as well as operating microscopes, image intensifiers, and laparoscopic equipment. Our blood bank meets several standards and has been set up with facilities such as aphaeresis and blood component separation.

All our critical care units are equipped with high-end patient monitoring devices, ventilators and dedicated isolation rooms. Facilities for haemodialysis, sustained low-efficiency dialysis, endoscopy and bronchoscopy are available 24x7 by the bedside. Further, as prescribed under NABH guidelines, we maintain better nurse to patient ratio in different line of treatments like the patients being treated on ventilators, the patients being admitted in critical care units and others. We also have an integrated minor operation theatre dedicated to the critical care department.

We also have a well-equipped lab for diagnostic services in haematology, biochemistry, microbiology, molecular biology and histopathology. Some of our diagnostic equipment, which are mostly available across all four hospitals, include:

- ***Cath Lab.*** Our comprehensive cardiac department is equipped with an advanced Cath Lab;

- ***CT scan.*** 128 Slice CT scan* with multiple organ perfusion for more accurate imaging.

- ***MRI***. 1.5 Tesla whole-body MRI with optical digital broadband and embedded express coil technology for minimal patient repositioning and advanced non-contrast MR Angiography.

- ***State-of-the-art imaging equipment.***

    - Mammography, High end ECHO, 4D/ Ultrasound & Digital X-Ray (600 mA), TMT, Advanced EEG, EMG, RVG, OPG, which allows to obtain better imaging for more accurate diagnosis;

    - Ebus (Endo bronchial Ultrasounds) EVIS EXERA* is the latest ebus model which provides colour full screen with Doppler lung biopsy;

    - Nerve conduction velocity ("**NCV**"); and

    - Advanced surgical equipment such as Thulium Uro Laser*, Flexiblescope, advance laparoscope, advance microscope, Cusa set*.

** Not available at Jhansi Orchha hospital*

Supply Chain Management

The supply chain management at our hospitals remains a strategic and proactive function that needs a continuous improvement throughout each stage starting from the recognition of need to end with its fulfilment, by achieving quality, quantity, source and price to increase efficiency and patient satisfaction.

We source our equipment and supplies from third party suppliers under various arrangements. Any failure to procure equipment, reagents or drugs on a timely basis, or at all, from such third parties and on commercially suitable terms could affect our ability to provide our services. Certain of our medical and laboratory equipment are also procured under lease agreements. Under some of these agreements, the supplier generally has the discretion to terminate the agreement with a specified period of notice in the event of a breach of any term or condition of the agreement.

Our suppliers are selected based on factors such as consumer demand, quality, price, profitability, cost effectiveness, supplier history, service levels and delivery capability, which our supply chain management team reviews on a regular basis and accords approval for such purchase in consultation with relevant medical specialities. The purchase of supplies is likewise monitored and conducted by our supply chain management team who in turn is responsible for establishing a strategic and unified plan for procurement and distribution to our facilities on a centralized basis and also empowering each hospital for emergent local purchases. We attach due importance and is directly monitored by assigned key managerial personnel on a daily basis. This helps ensure the availability of required objects and medical consumables, maintain cost effectiveness and optimum levels of inventory, keeping the obsolescence losses low.

We strive to ensure that our medication management system complies with the legal and regulatory requirements, including aspects of applicable licenses within the premises, operating systems, storage guidelines, pricing structure adherence (including compliances with the Drug Price Control Order and the National Pharmaceutical Pricing Authority guidelines and other norms and enforcement orders which continue to be updated from time to time).

Majority of our material licenses of our pharmacy are up to date as of the date of this Red Herring Prospectus and meet requirements of the Drugs and Cosmetic Act, 1940, Narcotic Drugs and Psychotropic Substances Act, 1985 and other related regulations. For further information, see "*Government and Other Approvals*" on page 355. We also have a regular oversight mechanism to check compliance. We also maintain an expiry management system which promotes the safe use of medications.

All pharmaceuticals are sourced from our authorized distributors to avoid any counterfeit, frisked or sub-standard supplies entering our logistics. Our procurement team deals with pharmaceuticals duly endorsed by the regulatory agencies which helps ensure that we receive our supplies only from the regulatory-compliant pharmaceutical companies with a focus on trust and quality. The supplies are thoroughly supervised which we receive from the vendors and distributors maintenance services for cold chain and other storage requirements. We work to maintain appropriate storage of all medication for safety and efficacy of the products. We seek to manage supply risks by maintaining adequate inventories and building strong relationships with our suppliers. With our large network of operations, we believe we are able to negotiate with many of these suppliers for favourable terms.

In addition, to minimize costs and leverage our economies of scale, we focus on standardizing the type of medical and other consumables used across our hospitals which enables us in optimizing procurement costs, consolidating our suppliers and optimizing the use of medical consumables by developing further guidelines for medical procedures across our hospitals and clinics. We are also careful and selective about bringing competitive products to provide quality services at competitive prices and to ensure that our costs and services are not compromised by having multiple products of similar nature.

We strive to increase the bar of patient safety, implement best practices and adopt technologies, and continuously endeavour to ensure compliance with all regulatory aspects concerning medical services.

Payment Arrangements

We generate revenue from different customers, which include government bodies established by the Government of India under prevailing statutes such as ESIC, EGHS, ECHS, public and private insurance companies working directly or through registered TPAs, various institutions, public and private corporates and walk-in customers. As of March 31, 2023, we have entered into several tie-ups with government bodies, insurance and TPAs and other various institutions.

Details of our customer classification and revenue-wise split from various payer categories for the periods indicated is set out below:

Category	Description
Governments and other Bodies established by Statute	Government Bodies established by the Government under prevailing statute like ESIC, EGHS, ECHS
Insurance and TPAs	Public and Private insurance companies working directly or through the registered TPAs
Self-payers and others	Institutions, Public and Private corporates and walk in customers

Revenue from	Fiscal					
	2021		2022		2023	
	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)
Central, state and local government bodies under government schemes	732.51	32.03%	1,176.59	29.35%	1,934.11	37.17%
Insurers acting through third party administrators	669.34	29.27%	1,227.34	30.61%	1,380.94	26.54%
Self-payers and others	884.89	38.70%	1,605.44	40.04%	1,887.88	36.28%
Total	**2,286.74**	**100.00%**	**4,009.37**	**100.00%**	**5,202.93**	**100.00%**

Over the last three fiscals, we have seen growth in across all our revenue source segments and our payer mix change as the percentage of revenue from insurers acting through third party administrators increase to achieve a more balanced revenue split between our payer categories.

In Fiscals 2021, 2022 and 2023, our trade receivables turnover ratio (calculated as revenue from operations divided by average value of trade receivables) was 8.52, 6.56 and 5.39, respectively. We conduct periodic reviews of the outstanding amount, regular follow ups with parties for recovery of payments, proper and complete recording or documentation, and strengthening our collection processes to minimise our outstanding dues and receive timely payments from third parties.

Sales and Marketing

We have invested and expect to continually invest in sales and marketing activities. We have a dedicated marketing and branding team that coordinates our sales and marketing activities to promote our brand and our hospitals. We undertake branding campaigns through radio, television and newspapers. We have an active social media presence on several social media platforms, where our medical experts discuss key medical developments and issues, promote health and wellness and raise awareness of certain diseases. We also strive to raise awareness about the rare surgeries that we complete and present testimonials of patients who have been treated at our hospitals on our social media pages. We also host and participate in various conferences and awareness campaigns. Further, in order to expand our marketing efforts, we have entered into agreement with various foreign parties to provide medical services to foreign patients.

Our branding activities also include marketing activities and efforts undertaken to improve brand recall such as organizing medical camps, conducting regular community outreach programmes, health talks at different forums, regular programmes on school health education, and continuous medical education (CME) for doctors. Through these CMEs, our healthcare professionals are able to discuss relevant medical experiences with their fellow colleagues and foster an environment of community learning. For instance, we held a CME Meet in association with the Indian Medical Association, Noida in August 2021 with our head of departments in internal medicine and pulmonology as the speakers.

Over the years, we have connected with the patients and strived to establish a reputation of providing quality medical services at competitive prices. This strategy has proven to be cost effective and offers better brand recall value, as reflected in the year-on-year growth of our revenue.

We also regularly give back to the community through initiatives such as organising check-up camps for the underprivileged section of society, organising walk-a-thons for health awareness among communities or occupational safety training and health briefings, ergonomics and workplace assessments and injury prevention for employees of corporates. Our management team and doctors also participate in televised debates on various health matters.

Human Resources

We believe our success can be partially attributed to our highly qualified medical professionals and other staff, and our ability to attract such quality professionals and staff. As at March 31, 2023, we engaged 3,303 individuals, including 178 resident medical officers and 267 doctors on consulting arrangements. Our doctors, including our clinical department directors, are engaged on a payroll basis, on a full-time or part-time consultancy basis. We also had 164 visiting doctors as at March 31, 2023.

The following is the breakdown of our manpower engagement by their positions specified, as of March 31, 2023:

Category	As of March 31, 2023
Doctors	
- Consultant	267
- Resident Medical Officers	178
- Visiting Doctors	164
Total no. of Doctors	609
Nurses	799
Paramedical	379
Corporate and others	1,516
Total	3,303

The training of our doctors and other medical staff is essential to maintain the quality of our services. We regularly organize conferences and workshops for our doctors and medical staff, as well as for healthcare professionals outside our hospital network.

Information Technology and Data Management

Our IT systems are essential to our day-to-day clinical, administrative and procurement needs and other areas including accounting and financial reporting; billing and collecting accounts; compliance; clinical systems; medical records and document storage; inventory management; monitoring quality of care and collecting data on quality measures. These systems are maintained and operated by our IT team and third-party technology service providers.

Our patient records are maintained in electronic form on our integrated Hospital Management IT system ("**HMS**"), which allows these records to be quickly and securely transmitted within one of our hospitals, throughout our hospital network and to offsite locations as needed for quick diagnoses and treatment. We store client and patient medical information at data centres at the hospital and maintain the back-up as per the applicable NABH guidelines. We aim to access and secure the electronic data as is required to meet the business requirement and to meet any compliance requirements. We have internal rules requiring our employees to maintain the confidentiality of our clients' medical information, which is governed by an internal code of conduct.

We rely on a third-party hospital information management software system to assist us with various functions including managing our patient interface, invoicing, stock management, and clinical reporting functions. We monitor and coordinate procurement, stocking, billing, housekeeping, staffing and patient treatments through HMS. Our HMS simplifies scheduling and billing for our patients and doctors, improves our inventory management and results in efficiencies across our operations. We have not integrated our HMS with our financial accounting and we use standalone IT utilities for many of our human resource and payroll functions.

In terms of cyber security and data access, we have a firewall system to provide robust and high-level protection to our patient records, servers and data networks. Each data end points are protected with a kernel level security layer, which provides additional security at the last point in the IT infrastructure. No external or unauthorized access to data in our network is allowed. Only authorized personnel can physically access the data centre, which is located at the corporate office and is monitored 24/7 with CCTV cameras. Authorization of access is granted only through our approval process. All the data on our servers are periodically backed up to prevent loss of data, and we properly store our backup data at an offsite location to be used in case of any disasters.

Competition

The Delhi-NCR healthcare industry is highly competitive with the presence of large private and government hospitals. The region has a large number of private hospitals (chain and stand-alone) some of which include Medanta Medicity – Gurugram, Apollo Indraprastha, BLK Max Super Specialty Hospital, Max Super Specialty Hospital Saket, Sir Ganga Ram Hospital, Batra Hospital, Yatharth Super Specialty Hospitals, Fortis Hospitals, Park Hospitals and Manipal Hospital. The large government hospitals include Lok Nayak Jai Prakash Narayan Hospital, Dr. Ram Manohar Lohia Hospital, GB Pant Hospital and All India Institute of Medical Sciences. (*Source: CRISIL Report*)

For further information, see "*Risk Factors – Risks Relating to the Business of the Company – We face competition from other hospitals, pharmacies and other healthcare services providers. Any adverse effects on our competitive position could result in a decline in our business, revenues, profitability and market share.*" on page 47.

Intellectual Property

We consider our brand and intellectual property to be a valuable asset and we have certain trademarks registered in India. We have registered our trade mark; *'Yatharth Hospital', 'Yatharth Super Specialty Hospital'*, '*Yatharth Wellness Hospital & Trauma Centre*' and *Yatharth Wellness Hospital* under Class 44 with the registrar of trademarks in India under the Trade Marks Act, 1999 which is currently valid. Further, we have made applications for registration of trademarks under Class 44 vis-à-vis, '*Yatharth Wellness Super Speciality Hospital & Heart Centre*', '*AKS Medical & Research Centre*' and *Yatharth Group Of Hospitals*. These applications are at different stages of registration and have been objected for which our Company has suitably responded to the concerned authorities. We also rely on unpatented proprietary know-how, continuing technological innovation and other trade secrets to develop and maintain our competitive position.

For further information, see "*Risk Factors – Risks Relating to the Business of the Company – Our inability to protect or use our intellectual property rights or comply with intellectual property rights of others may have a material adverse effect on our business and reputation.*" on page 58.

Insurance

We maintain insurance policies including standard fire and special perils insurance, motor insurance, burglary insurance, management liability (directors' and officers' liability) insurance, fire loss of profit policy, and a professional indemnity policy for breach of medical professional duty under all branches of medicine at all our hospitals.

The table below provides details of our insurance coverage in the periods set forth:

Particulars	As of March 31, 2021	As of March 31, 2022	As of March 31, 2023
Total assets (in ₹ million)	2,329.32	2,436.10	2,392.55
Total insurance coverage (in ₹ million)	1,200.00	1,830.39	2,319.61
Insurance coverage as a percentage of total assets (%)	**51.52%**	**75.14%**	**96.95%**

For further information, see "*Risk Factors – Risks Relating to the Business of the Company – Our insurance coverage may not adequately protect us and this may have an adverse effect on our business and revenues.*" on page 58.

Risk Management and Internal Controls

We have a comprehensive risk management system covering various aspects of the business, including strategic, operations, financial reporting and compliance. We identify and monitor risks at regular intervals. The risk management and monitoring mechanisms that we have in place include process walkthroughs, and risk-based internal reviews, with a focus on identifying, rectifying and monitoring the effectiveness of our internal process and any possible process gaps. Our assessment of risk is based on risk perception surveys, business environment scanning and inputs from various internal and external stakeholders.

We seek to control our risks through (i) our internal review mechanism where we review the financial aspects of all transactions in details, (ii) risk-based management reviews, conducted on periodic basis, and (iii) our need-based special reviews, conducted when we identify a potential risk which needs analysis and mitigation. After identifying any risks, we assess its priority level and formulate mitigation plans based on: (i) the likelihood of its occurrence, (ii) nature of controls already in place, and (iii) the magnitude of its impact. We also monitor the implementation and effectiveness of our risk mitigation plans, and we take additional steps when necessary.

While the management of risk is presently carried out by the Promoters, we are intending to have a suitable set-up in the form of professional key managerial personnel and independent members on the board who steer different committees, and vest the tasks of risk management and internal control in them. We strongly believe that our new set will help us to strengthen our risk management system and provide us better governance.

Corporate Social Responsibility

We have constituted a corporate social responsibility ("**CSR**") committee of our Board and have adopted a CSR policy in line with the requirements of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014. We are in healthcare business and our CSR objectives include the provision of healthcare to the people in need, especially the ones who do not have access to the health facility as a result of their location.

In Fiscal 2021, 2022 and 2023, our expenditure towards CSR activities was ₹ 1.10 million, ₹ 3.00 million and ₹ 6.70 million, respectively, which were primarily applied towards providing healthcare facilities to poor people and animal welfare at remote location of India.

Environmental, Health and Safety

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. For details on such laws and regulations, see "*Key Regulations and Policies*" on page 206.

In compliance with these requirements, we have adopted certain policies to address, among others, the generation, handling, storage, transportation, treatment and disposal of toxic or hazardous bio-medical materials and waste, waste water discharges and workplace conditions. Our employees are trained and provided with personal protective equipment while handling biological specimen and emphasis is also laid on adherence to national and local safety guidelines, including that of biomedical waste disposal. We also encourage employees to be actively involved in occupational health and safety. All new employees receive quality, safety, and health and environment inductions. Potentially hazardous conditions are identified and reported continuously through the alert process.

Properties

Other than our Jhansi-Orchha hospital, all our other hospitals and corporate office are situated on leasehold land that has a term of 90 years. Further, our Company's registered office is also on lease, and for which our Company has entered into a lease agreement dated November 15, 2021, for a period of three years commencing from November 1, 2021 to October 31, 2024. The following table sets forth details of our properties, as of the date of this Red Herring Prospectus.

Location	Address	Period of Lease	Expiry of Lease
Registered Office	JA 108 DLF Tower A Jasola District Centre South Delhi, Delhi 110 025	3 years	October 31, 2024
Greater Noida Hospital	Plot No. NH 32, sector Omega 1, Greater Noida, Uttar Pradesh, India	90 years	September 23, 2098
	Plot No. HO- 01, sector - Omega I, Greater Noida Uttar Pradesh, India	90 years	March 25, 2105
Noida Hospital	NH - 01 Sector 110 Noida, Gautam Budh Nagar, Uttar Pradesh, India	90 years	May 11, 2101
Noida Extension Hospital / Corporate Office	Plot No. HO 01 Sector 1, Greater Noida (west), Uttar Pradesh, India	90 years	June 28, 2105
Jhansi - Orchha Hospital	27/1, A/2, Near Orchha Tigela, Jhansi Mauranipur Road Orchha, Tikamgarh, Madhya Pradesh, India	Free hold property and thus no end of lease period	

KEY REGULATIONS AND POLICIES

The following is an overview of the certain sector specific Indian laws and regulations which are relevant to our business. The tax related statutes and applicable shops and establishment statutes, labour laws and other miscellaneous regulations and statutes apply to us as they do to any other Indian company.

The information detailed in this chapter has been obtained from various statutes, regulations and/or local legislations and the bye laws of relevant authorities that are available in the public domain. The description of laws and regulations set out below is not exhaustive and is only intended to provide general information and is neither designed nor intended to be a substitute for professional legal advice. For details of government approvals obtained by us in compliance with these regulations, see "Government and Other Approvals" beginning on page 355. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

KEY BUSINESS LEGISLATIONS

The Clinical Establishments (Registration & Regulation) Act, 2010 ("Clinical Establishments Act")

The Clinical Establishments Act, *inter alia*, regulates all clinical establishments in India, and prescribes certain minimum standards for facilities and services provided by such clinical establishments. In terms of the Clinical Establishments Act, a 'clinical establishment' means, among other things, a hospital, maternity home, nursing home, dispensary, clinic, sanatorium or an institution by whatever name called that offers services 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. The Clinical Establishments Act mandates the registration of a clinical establishment. Every clinical establishment shall obtain a certificate of provisional registration and thereafter, upon fulfilment of prescribed standards, a certificate of permanent registration from the district registering authority. Further, the council established at the national and state levels under the Clinical Establishments Act is, *inter alia*, required to maintain registers and periodically review the minimum standards to be followed by the clinical establishments.

The Food Safety and Standards Act, 2006 (the "FSSA")

The FSSA was enacted with a view to consolidate the laws relating to food and establish the Food Safety and Standards Authority of India ("**FSSAI**") for setting out scientific standards for articles of food and to regulate their manufacture, storage, distribution, sale and import to ensure availability of safe and wholesome food for human consumption. The standards prescribed by the FSSAI include specifications for ingredients, contaminants, pesticide residue, biological hazards and labels. The FSSA also sets out requirements for licensing and registering food businesses, general principles of food safety, and responsibilities of the food business operator ("**FBO**") and liability of manufacturers and sellers, and adjudication by 'Food Safety Appellate Tribunal'. In exercise of powers under the FSSA, the FSSAI has also framed the Food Safety and Standards Rules, 2011 (the "**FSSR**"). The FSSR sets out the enforcement structure and procedures comprising of qualifications and duties of the of 'commissioner of food safety', 'the food safety officer' and 'the food analyst' and procedures of taking extracts, seizure, sampling and analysis. The FSSA also lays down penalties for various offences (including food recall procedures). The Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011 provides for the conditions and procedures for registration and licensing process for food business and lays down general requirements to be fulfilled by various FBOs, including petty FBOs as well as specific requirements to be fulfilled by businesses dealing with certain food products. In terms of the Food Safety and Standards (Food Recall Procedure) Regulations, 2017, every FBO engaged in manufacturing of food is required to have a food recall plan. The packaging done by a FBO is required to comply with the Food Safety and Standards (Packaging) Regulations, 2018, while labelling and display of pre-packaged food items must comply with the Food Safety and Standards (Labelling and Display) Regulations 2020.

Further, FSSAI has issued guidance note on '*Food Hygiene and Safety Guidelines for Food Businesses during Coronavirus Disease (COVID-19) Pandemic*' ("**Guidance Note**") with an intent to provide guidance to food businesses, including their personnel involved in handling of food and other employees to prevent spread of COVID-19 in the work environment and any incidental contamination of food/food packages. It, *inter alia*, mandates that employers should have a Covid-19 screening protocol in place to screen all personnel entering the premise. The Guidance Note prescribes guidelines for the management of the food establishment to handle a

Covid-19 suspect/positive case in accordance with the guidelines issued by Ministry of Health and Family Welfare and clean and disinfect the premises accessed by the suspected Covid-19 case.

The Guidance Note further mandates strict adherence to General Hygiene Practices specified under Schedule 4 of Food Safety and Standards (Licensing and Registration of Food Businesses) Regulation, 2011 ("**Schedule**"). The Schedule enumerates multiple compulsory measures to be adopted by food business operators in the interest of human nutrition, safety and hygiene.

The Clinical Establishments (Central Government) Rules 2012 ("CECG Rules") and allied state legislations

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 in consultation with the state governments and display such rates for the benefit of the patients at a conspicuous place 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.

The Ministry of Health and Family Welfare vide its notification dated May 18, 2018 amended the CECG Rules and introduced minimum standards for medical diagnostic laboratories (or pathological laboratories). It stipulates that each clinical establishment undertaking diagnosis or treatment of diseases, pathological, bacteriological, genetic, radiological, chemical, biological investigations or other diagnostic or investigative services are carried on with the aid of laboratory or other medical equipment, to comply with the minimum standards of facilities and services.

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.

In addition to the legislations summarized above, our facilities are also required to comply with the certain state specific rules prescribed under the Clinical Establishments Act, such as, the Haryana Clinical Establishments (Registration and Regulation) Rules, 2018, the Uttar Pradesh Clinical Establishments (Registration and Regulation) Rules, 2016.

The Pre-Conception and Pre-Natal Diagnostic Techniques (Prohibition of Sex Selection) Act, 1994 ("PCNDT Act") and Pre-Natal Diagnostic Techniques (Regulation and Prevention of Misuse) Act, 1994 ("PNDT Act") and the rules thereunder

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 chromosomal abnormalities 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 mandate all genetic counselling centres, genetic clinics and 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. Further, the PCNDT Act and the PNDT Act prohibit advertisements relating to pre-conception and pre-natal determination of sex and any violation is punishable with fine and imprisonment.

The PCPNDT Rules prescribe qualifications of employees, required equipment and places for a genetic counselling centre, laboratory and clinic. The PCPNDT Rules stipulate the format in which an application for registration should be made by such centre, laboratory or clinic before the appropriate authority appointed under the PCPNDT Act and lays down the manner in which records are to be maintained and preserved by such genetic counselling centre, genetic laboratory or genetic clinic. The PCPNDT Rules provide for code of conduct and conditions to be followed by owners, employees or any other persons associated with a genetic counselling centre, genetic laboratory and genetic clinic registered under the PCPNDT Act. The PCPNDT Rules further require every genetic counselling centre, laboratory and clinic to intimate every change of employee, address and equipment installed, to the appropriate authority within the time prescribed and preserve such information as permanent records.

The Medical Termination of Pregnancy Act, 1971 ("MTP Act") and the Medical Termination of Pregnancy Rules, 2003

The MTP Act regulates the termination of pregnancies by registered medical practitioners by using medical or surgical methods and permits such termination of pregnancies only on specific grounds. It stipulates that medical terminations of pregnancies can be carried out only in certain stipulated circumstances by a registered medical practitioner who has the necessary qualification, training and experience in performing such terminations and only at a place equipped with facilities that meet the prescribed standards issued under the MTP Act and if such place is approved for the purpose. Further, in March 2021, the Medical Termination of Pregnancy (Amendment) Act, 2021 was introduced, which, *inter alia*, expands the scope of circumstances under which a registered medical practitioner can terminate pregnancies and imposes an obligation on the medical practitioners to protect the privacy of women undergoing the stipulated treatment. Under the Medical Termination of Pregnancy Rules, 2003 framed pursuant to the MTP Act, private clinics and hospitals can receive approval for such procedure only if the government is satisfied that termination of pregnancies will be done under safe and hygienic conditions, and such clinic or hospital has the requisite infrastructure and instruments in place.

The Transplantation of Human Organs and Tissues Act, 1994 ("Transplantation Act") and the Transplantation of Human Organs and Tissues Rules, 2014 ("Transplantation Rules")

The Transplantation Act, and the Transplantation Rules have been enacted to regulate the removal, storage, and transplantation of human organs and tissues for therapeutic purposes, and for the prevention of commercial dealings in human organs and tissues. The Transplantation Act, *inter alia*, deals with the process for transplantation of human organs and tissues from living donors and cadavers to some other living person for therapeutic purposes, and provides for the roles and responsibilities of regulatory and advisory bodies constituted for monitoring tissue and organ transplantation in India. The Transplantation Act prohibits the removal of any human organ except in situations provided therein. No hospital can provide services relating to the removal, storage or transplantation of any human organ or tissue or both for therapeutic purposes unless such hospital is duly registered under the Transplantation Act.

The Dentist Act, 1948 ("Dentist Act")

Dentist Act regulates the profession of dentistry and constitutes: (i) the Dental Council of India and (ii) State Dental Councils. A register of dentists is maintained under the Act in two parts, Part A and Part B. Persons possessing recognised dental qualifications are registered in Part A and persons not possessing such qualifications are registered in Part B. The persons in Part B are Indian citizens who have been practicing as dentists for at least five years prior to a registration date notified by the state government. As an effect of Registration, any reference to a person recognised by law as a dentist shall be deemed to be a reference to a dentist registered under this Act. If any person, not being a person registered in the register of dentists, takes or uses the description of dental practitioner, dental surgeon, surgeon dentist, or dentist, or not being a person whose name is entered on a register of dental hygienists, takes or uses in a State where such register has been published, the title of dental hygienist, or not being a person whose name is entered on a register of dental mechanics, takes or uses in a State where such register has been published, the title of dental mechanic, or not possessing a recognised dental qualification, uses a degree or a diploma or an abbreviation indicating or implying a dental qualification, they shall be punishable on first conviction with fine which may extend to five hundred rupees, and any subsequent conviction with imprisonment which may extend to six months or with fine not exceeding one thousand rupees or with both.

The Registration of Births and Deaths Act, 1969 ("RBD Act")

Under the RBD Act, the medical officer of a hospital is required to notify births and deaths occurring in the hospital to the relevant registrar appointed thereunder. Further, with respect to deaths where the relevant State Government has required that a certificate as to the cause of death be obtained, in the event of the death of any person who, during his last illness, was attended by medical practitioner, the medical practitioner shall, after the death of that person, issue without charging any fee, a certificate in the prescribed form stating to the best of his knowledge and belief the cause of death, and such certificate shall be received and delivered by such person to the registrar at the time of giving information concerning the death as required.

The Infant Milk Substitutes, Feeding Bottles and Infant Foods (Regulation of Production, Supply & Distribution) Act, 1992 ("IMS Act")

The IMS Act provides for the regulation of production, supply and distribution of infant milk substitutes, feeding bottles and infant foods with a view to the protection and promotion of breast feeding and ensuring the proper use of Infant Foods. The IMS Act comprehensively bans all forms of promotion of foods marketed to children up to two years of age. According to section 3 of the IMS Act, no person shall advertise, take part in promotion of use or sale, supply of or donate or distribute infant milk substitutes or feeding bottles, or give an impression or create a belief in any manner that feeding of infant milk substitutes is equivalent to or better than mother's milk. No picture of baby or mother shall be depicted on the containers. Beside this all about manufacturing date, batch number, expiry date, compositions, etc. should also be written and must follow the instructions and guidelines given under the Prevention of Food Adulteration Act, 1954. Any person who contravenes the provisions of various sections of the IMS Act shall be punishable with imprisonment for a term which may extend to three years, or with fine which may extend to five thousand rupees, or with both.

The Explosives Act, 1884 ("Explosives Act")

The Explosives Act is a comprehensive law which regulates by licensing the manufacturing, possession, sale, transportation, export and import of explosives. As per the definition of 'explosives' under the Explosives Act, any substance, whether a single chemical compound or a mixture of substances, whether solid or liquid or gaseous, used or manufactured with a view to produce a practical effect by explosion or pyrotechnic effect shall fall under the Explosives Act. The Central Government may, for any part of India, make rules consistent with this act to regulate or prohibit, except under and in accordance with the conditions of a license granted as provided by those rules, the manufacture, possession, use sale, transport, import and export of explosives, or any specified class of explosives. Extensive penalty provisions have been provided for manufacture, import or export, possession, usage, selling or transportation of explosives in contravention of the Explosives Act. In furtherance to the purpose of the Explosives Act, the Central Government has notified the Explosive Rules in order to regulate the manufacture, import, export, transport and possession for sale or use of explosives.

The Atomic Energy Act, 1962 ("AE Act"), as amended

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. Violations of certain provisions of the AE Act are punishable with a 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.

The 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, 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 or operate a 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 Surveillance Procedure for Medical Application of Radiation, 1989 ("Surveillance Procedures")

The Surveillance Procedures seek to ensure that procedures and operations involving radiation installations, radiation equipment and radioactive materials are performed in conjunction with a pre-planned surveillance programme approved by the competent authority to ensure adequate protection. Any person desirous of handling any radioactive material or radiation equipment is required to obtain prior permission in the form of either a license or an authorization from the competent authority. The Surveillance Procedures prescribe the working conditions that are to be ensured at every medical radiation installation and provide safety guidelines regarding, *inter alia*, design safety of equipment, planning of radiation instalments, commissioning of radiation equipment or installations and isolation and disposal of radioactive effluents or damaged radioactive material.

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.

The 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.

The Radiation Surveillance Procedure for Medical Application of Radiation, 1989 ("Surveillance Procedures")

The Surveillance Procedures seek to ensure that procedures and operations involving radiation installations, radiation equipment and radioactive materials are performed in conjunction with a pre-planned surveillance programme approved by the competent authority to ensure adequate protection. Any person desirous of handling any radioactive material or radiation equipment is required to obtain prior permission in the form of either a license or an authorization from the competent authority. The Surveillance Procedures prescribe the working conditions that are to be ensured at every medical radiation installation and provide safety guidelines regarding, *inter alia*, design safety of equipment, planning of radiation instalments, commissioning of radiation equipment or installations and isolation and disposal of radioactive effluents or damaged radioactive material.

The Safety Code for Medical Diagnostic X-Ray Equipment and Installations, 2001 (the "X-Ray Safety Code")

The X-Ray Safety Code, issued by the Atomic Energy Regulatory Board, governs 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 stipulated provisions. The X-Ray Safety Code mandates that only the medical X-ray machines approved by the Atomic Energy Regulatory Board can be installed for use in compliance with the specific requirements of the X-Ray Safety Code, including in relation to location and layout.

The Safety Code for Nuclear Medicine Facilities, 2011 ("Nuclear Medicine Facilities Code")

The Nuclear Medicine Facilities Code, issued by the Atomic Energy Regulatory Board ("**AERB**"), governs the operations of a nuclear medicine facility from the setting up of such facility to its decommissioning. Nuclear medicine utilizes radio-pharmaceuticals to investigate disorders of anatomy, physiology and patho-physiology, for diagnosis or treatment of diseases or both. The Nuclear Medicine Facilities Code stipulates that a nuclear medicine facility can be commissioned, decommissioned or re-commissioned only with the prior approval of the AERB. The Nuclear Medicine Facilities Code further stipulates that radioactive material can only be procured after obtaining a license from the AERB. In addition to this, the Nuclear Medicines Facilities Code stipulates the responsibilities of employers, licensees, nuclear medicine physicians and technologists.

The Prohibition of Smoking in Public Places Rules, 2008

Section 4 of the Cigarettes and Other Tobacco Products Act, 2003 ("**COTPA**") describes about Prohibition of Smoking at Public Places which became applicable from 2nd October, 2008. According to Section 3(l) of COTPA, public place means any place to which the public have access, whether as of right or not, and includes auditorium, hospital buildings, railway waiting room, amusement centres, restaurants, public offices, court buildings, educational institutions, libraries, public conveyances and the like which are visited by general public but does not include any open space. The Rules in order for better implementation of COTPA defines places such as ‘restaurant’, ‘hotel’, etc. and conditions which such places have to meet for them to be in compliance of COTPA. The Rules have been amended recently in 2017.

The Clinical Thermometers (Quality Control) Order, 2001

As per the Clinical Thermometer (Quality Control) order, 2001, no clinical mercury thermometer can be sold in the country without the Indian Standards Institution (ISI) certification mark given by Bureau of Indian Standards. The accuracy and quality of all mercury-in-glass thermometers sold in the country are guaranteed by the Bureau of Indian Standards (BIS). Further, the accuracy of these thermometers are also governed by the Legal Metrology (General) Rules.

The National Medical Commission Act, 2019 (“NMC Act”)

The NMC Act, 2019 provides for, among others, a medical education system that improves access to quality and affordable medical education, ensures availability of adequate and high quality medical professionals, encourages medical professionals to adopt latest medical research and enforces high ethical standards in medical services. The National Medical Commission, constituted under the NMC Act, is entrusted with the exercise of powers and functions under the NMC Act, including prescribing policies for quality medical education and for regulating medical institutions and professionals, and assessing healthcare requirements and developing a road map to meet such requirements. No person other than a person who is enrolled in the state or national medical register shall be allowed to practice medicine as a qualified medical practitioner and doing so is punishable with a fine or imprisonment or both.

The Indian Nursing Council Act, 1947 (“Nursing Act”)

Under the Nursing Act, nurses, midwives or health visitors are required to hold recognized qualifications (as prescribed in the Nursing Act) for enrolment in the state register. Further, each state is entitled to establish a state council to regulate the registration of nurses, midwives or health visitors in the relevant state. The Nursing Act also empowers the executive committee of the Indian Nursing Council, constituted under the Nursing Act, to appoint inspectors to inspect any institution which is recognized as a training institution granting any recognized qualification or recognized higher qualification under the Nursing Act.

The Guidelines for Exchange of Human Biological Material for Biomedical Research Purposes, 1997 (“HBM Guidelines”)

The HBM Guidelines, issued by the Central Government, lay down the manner in which human material with potential for use in biomedical research/ diagnostic purposes (including organs, cells, tissues, blood, and embryos) can be transferred to and from India and the mechanism to enable such transfers. The HBM Guidelines authorize the Indian Council of Medical Research (“**ICMR**”) to set up a committee for consideration of proposals relating to, *inter alia*, exchange of biological materials for commercial purposes.

The National Ethical Guidelines for Biomedical and Health Research Involving Human Participants, 2017 (“ICMR Code”)

The ICMR, in 2017, issued the ICMR Code which envisages that any medical research proposing to use human beings as research participants must be carried out if, after due consideration of all alternatives, the use of human participants is considered to be essential for such proposed study. The ICMR Code lays down the requirement of ensuring privacy and confidentiality along with ensuring that such studies are conducted in a transparent and environmentally friendly manner. As required by the ICMR Code, it is mandatory that all proposals on biomedical research involving human participants should be cleared by an independent and impartial institutional ethics committee to safeguard the welfare and the rights of the participants. The committee should preferably have seven to 15 persons while maintaining a balance between medical and non-medical/ technical and non-technical members, depending upon the needs of the institution. Such ethics committees are entrusted with the initial review of research proposals prior to their initiation, and also have a continuing responsibility to regularly monitor the approved research to ensure ethical compliance during the conduct of research. Such an ongoing review has to be in accordance with the international guidelines wherever applicable and the Standard Operating Procedures of the World Health Organization.

The ICMR Code also provides that the human participants may be paid for the inconvenience and time spent, and should be reimbursed for expenses incurred, in connection with their participation in the research. They may also receive free medical services. During the period of research, if any such participant requires treatment for complaints other than the one being studied necessary, free ancillary care or appropriate treatments may be provided. However, the ethics committee is entrusted to ensure that payments should not be so large or the medical services so extensive as to make a prospective participant's consent readily to enrol in research against their better judgment, which would then be treated as undue inducement.

The Indian Medical Council (Professional Conduct, Etiquette and Ethics) Regulations, 2002 ("Ethics Regulations") and Indian Medical Council (Professional Conduct, Etiquette and Ethics) (Amendment) Regulations, 2020 – Consultation by Telemedicine

The Ethics Regulations enforce numerous requirements on medical practitioners, including in relation to good practices, maintenance of medical records, duties of physicians to patients and to the paramedical profession, regulations on advertising and publicity and a framework for punishment and disciplinary action for misconduct and violation of the Ethics Regulations. Oversight and enforcement of the Ethics Regulations have been conferred upon the relevant medical councils. If, upon enquiry, a medical practitioner is found guilty of violating norms prescribed in the Ethics Regulations, the appropriate medical council may award such punishment as deemed necessary, including a direction towards removal of such medical practitioner's name from the medical registers (state and/or national level), either permanently or for a limited period.

Further, the Indian Medical Council (Professional Conduct, Etiquette and Ethics) (Amendment) Regulations, 2020, has enabled the practice of telemedicine, specifying that consultation through telemedicine by registered medical practitioners shall be permissible in accordance with the Telemedicine Practice Guidelines specified in the Ethics Regulations.

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 of the State and Central Government to take special measures to prevent the spread of the epidemic including power to prescribe temporary regulations to be observed by the public. Various State Governments issued regulations to prevent the spread of the Covid-19 pandemic under the ED Act including the Delhi Government and the Haryana Government pursuant to notification of the Delhi Epidemic Diseases, (Management of COVID-19) Regulations, 2020 and the Haryana Epidemic Disease, COVID-19 Regulations, 2020, respectively. Further, the ED Act prohibits violence against health care service personnel and damage to property and provides for penalty and punishment for violation of its provisions.

Central Government Health Scheme ("CGHS") and Ex-servicemen Contributory Health Scheme ("ECHS")

The CGHS Scheme seeks to provide medical care to the Central Government employees and pensioners enrolled under the scheme. This scheme covers identified categories of Central Government employees in cities covered by the CGHS. Eligible employees and their dependents who have been duly enrolled to the CGHS can avail cashless treatment for procedures covered by the CGHS, which include procedures under allopathic, homoeopathic and Indian streams of medicine.

The ECHS was launched by the Ministry of Defence, GoI and has been in effect since April 1, 2003. The ECHS provides for medical treatment of ex-servicemen pensioners and their dependents. Under the ECHS, private hospitals, nursing homes and diagnostic centres are empanelled for the provision of healthcare coverage to ECHS beneficiaries. Our facilities are also empanelled with other various Central Government and State Government operated health schemes including, *inter alia*, the Ayushman Bharat Yojana (Pradhan Mantri Jan Arogya Yojana). An update to the ECHS was issued in March, 2022 by Director General Medical Services, Indian Navy whereby scope of ECHS facilities were enhanced along with empanelment of more hospitals.

National Accreditation Board for Hospitals and Healthcare Providers ("NABH")

NABH is a constituent board of the Quality Council of India, set up to establish and operate an accreditation program for healthcare organizations. It is structured to cater to the needs of the consumers and to set benchmarks for progress of the health industry. The hospital accreditation program is a flagship program of the NABH which focuses on patient safety and quality of the services provided by the hospitals. NABH prescribes hospital standards, *inter alia,* with respect to: (i) access, assessment and continuity of care; (ii) management of medication; (iii) patient rights and education; and (iv) infection control. Further, NABH also provides accreditation for blood banks to ensure quality and safety of blood, *inter alia,* for the purpose of: (a) collection or donation; (b) processing; (c) testing; and (d) distribution or transfusion. NABH certification is a mandatory eligibility condition for hospital empanelment under the Central Government Health Scheme.

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, GoI, which was subsequently merged with Quality Council of India as a constituent board of Quality Council 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 Organisation for Standardization Standards. NABL certification is a mandatory eligibility condition for diagnostic centres empanelment under the Central Government Health Scheme.

Indian Council of Medical Research Guidelines for Covid-19 testing private laboratories in India ("Covid-19 ICMR Guidelines")

The Covid-19 ICMR Guidelines were notified in 2020 and stipulate that tests for Covid-19 should be conducted by a laboratory which has NABL accreditation for RT-PCR assay for RNA virus and should only be offered when prescribed by a qualified physician. The Covid-19 ICMR Guidelines prescribe the manner in which samples should be collected and require collection of a government issued identity card, current address and contact number of the suspected patients. It also prescribes reporting protocols such as immediate reporting of the test results along with the contact details of such patients to the ICMR and provides a procedure for destroying positive and negative samples collected by a laboratory. Further, the Covid-19 ICMR Guidelines prescribe a maximum cost ceiling for conducting Covid-19 tests and encourage free or subsidized testing.

KEY DRUGS LEGISLATIONS

The Drugs and Cosmetics Act, 1940 ("Drugs Act") and the Drugs and Cosmetics Rules, 1945 ("Drugs Rules") and the New Drugs and Clinical Trials Rules, 2019 ("Clinical Trials Rules")

The Drugs Act regulates the import, manufacture, distribution and sale of drugs and prohibits the manufacture and sale of drugs which are misbranded, adulterated or spurious. The Drugs Act and the Drugs Rules specify the conditions for grant of a license for the manufacture, sale, import or distribution of any drug or cosmetic and regulation of operation of blood banks. 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. Violation of certain provisions of the Drugs Act, including those pertaining to the manufacturing and import of spurious drugs, non-disclosure of specified information and a failure to keep the required documents, are punishable with a fine, or imprisonment or both.

Further, under the Clinical Trials Rules, the ethics committee constituted thereunder is required to register itself with the central licensing authority in order to conduct any clinical trial, bioavailability study or bioequivalence study. The Clinical Trials Rules further provide for the composition and functions of the ethics committee and its period of validity. The Clinical Trials 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 Drugs (Prices Control) Order, 2013 ("DPCO")

Formulated pursuant to the Essential Commodities Act, 1955, the DPCO, among others, sets out procedures for fixing the ceiling price of scheduled formulations of specified strengths or dosages, retail price of new drugs for existing manufacturers of scheduled formulations, method of implementation of prices fixed by government and penalties for contravention of its provisions. The DPCO also authorizes the government to prescribe a ceiling price for formulations listed in the National List of Essential Medicines, 2015 published by the Ministry of Health and Family Welfare and modified from time to time. Further, where an existing manufacturer of a drug with dosages and strengths as specified in the National List of Essential Medicines, 2015 launches a new drug, it must seek prior price approval of such drug from the government. The National Pharmaceutical Pricing Authority vide

Notification dated March 31, 2020 in pursuance of Notification No. SO 648(E), dated February 11, 2020, stated that all medical devices shall be governed under the provisions of the Drugs (Prices Control) Order, 2013 (DPCO, 2013) with effect from April 1, 2020

The Legal Metrology Act, 2009 ("Legal Metrology Act")

The Legal Metrology Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. The key features of the Legal Metrology Act are (a) appointment of Government approved test centres for verification of weights and measures; (b) allowing the companies to nominate a person who will be held responsible for breach of provisions of the Legal Metrology Act. Any non-compliance or violation of the provisions of the Legal Metrology Act may result in, among others, a monetary penalty on the manufacturer or seizure of goods or imprisonment in certain cases.

National Pharmaceutical Pricing Policy, 2012 ("2012 Policy")

The National Pharmaceutical Pricing Policy, 1994 has been replaced by the 2012 Policy and presently seeks to lay down the principles for pricing of essential drugs specified in the National List of Essential Medicines-2015 declared by the Ministry of Health and Family Welfare, Government of India and modified from time to time, so as to ensure the availability of such medicines at reasonable price. The 2012 Policy regulates the prices of the drugs based on their essential nature. Further, the 2012 Policy will regulate 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.

Bureau of Indian Standards Act, 2016 ("BIS Act")

The BIS Act establishes the Bureau of Indian Standards (BIS) as the national standards body of India. The BIS Act has enabling provisions for the Government to bring under compulsory certification regime any goods or article of any scheduled industry, process, system or service which it considers necessary in the public interest or for the protection of human, animal or plant health, safety of the environment, or prevention of unfair trade practices, or national security.

Drugs (Control) Act, 1950 (the "Drugs Control Act")

The Drugs Control Act was enacted to provide for the control of sale, supply and distribution of drugs. The Drug Control Act empowers the Central Government to, *inter alia,* declare any drug to be a drug to which the Drugs Control Act shall apply and to fix maximum prices and maximum quantities thereof, which may be held or sold, by a dealer or producer. The Drugs Control Act also provides for penalties arising due to contraventions of any of the provisions of the Drugs Control Act or of any direction made under authority conferred by the Drugs Control Act.

The Pharmacy Act, 1948 and The Pharmacy Practice Regulations, 2015

Under the Pharmacy Act, 1948, which seeks to regulate the profession of pharmacy, pharmacists are required to be registered with the Pharmacy Council of India. The Pharmacy Practice Regulations, 2015 impose certain obligations on the owners of pharmacy businesses and registered pharmacists. For instance, names of the owner and the registered pharmacist must be mandatorily displayed in the premises where the business is being carried on and the pharmacy business should be conducted in compliance with the various conditions stipulated thereunder. Under the Pharmacy Act, 1948, if pharmacists falsely claim to be registered, or dispense medicines without being registered, they are punishable with fine or imprisonment or both.

The Narcotic Drugs and Psychotropic Substances Act, 1985 ("NDPS Act") and the Narcotic Drugs and Psychotropic Substances Rules, 1985 ("NDPS Rules")

The NDPS Act regulates the possession and use of drugs falling within the definition of "narcotic drug" and "psychotropic substances", and seeks to regulate operations relating to such substances. Under the NDPS Rules, a hospital will need to obtain recognition as a medical institution from the relevant authority, to deal with substances regulated thereunder. The recognition will also provide for the quantity of drugs allowed thereunder and the conditions subject to which the hospital is permitted to possess and administer narcotic drugs. The NDPS Act also provides for penalties for contravention, which includes imprisonment and fine

Drugs and Magic Remedies (Objectionable Advertisements) Act, 1954 ("Drugs and Magic Remedies Act")

The Drugs and Magic Remedies Act seeks to control advertisements of drugs in certain cases and prohibits advertisements of remedies that claim to possess magic qualities and provides for matters connected therewith. For the purposes of this Act, advertisements include any notice, circular, label, wrapper, or other document or announcement. The schedule to the Act specifies ailments for which no advertisement is allowed. It prohibits advertisements that misrepresent, make false claims or mislead.

Blood Bank Regulations under Drugs and Cosmetics Rules, 1999

The requirement of a blood bank is inserted in Part X-B of the Drugs and Cosmetics Rules, 1945 ("**Rules**"). The Rules explain the various procedure of making applications by a blood bank, fees to be paid for grant/renewal of licence by the applicant and conditions of licence to be followed by the applicant after grant/renewal and conditions of licence to be followed by the applicant after grant/renewal of licence. The Rules provides for application for license for operation of Blood bank/ processing of whole human blood for components/manufacture or blood products for sale or distribution, collection, processing, testing, storage, banking and release of umbilical cord blood stem cells. An application shall be made to the prescribed licensing authority and shall be accompanied by prescribed licence fees and inspection fees for every inspection thereof or for the purpose of renewal of licence. Before granting such licence the licensing authority shall conduct inspection of the establishment where the proposed blood bank is to be operated.

The Prevention of Illicit Traffic in Narcotics Drugs Act, 1988 ("Prevention of Traffic of Narcotics Act")

Prevention of Traffic of Narcotics Act provide for detention in certain cases for the purpose of preventing illicit traffic in narcotic drugs and psychotropic substances and for matters connected therewith. The Prevention of Traffic of Narcotics Act has been made to counter the threat posed to the health and welfare of the people and activities of persons engaged in illicit traffic of drugs. The Prevention of Traffic of Narcotics Act provides the procedure, manner and execution of order. An officer empowered by the central or the state government if satisfied, with respect to any person, to prevent illicit traffic of narcotics drugs is permitted to pass a detention order against that person.

The Poisons Act, 1919 ("Poisons Act") and Uttar Pradesh Poisons (Possession and Sale) Rule 2014 ("Poisons Rules").

The Poisons Act enables state governments to grant licenses for the possession, sale, wholesale 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 any one person etc.

The Poisons rule provide the procedure for grant and renewal of license for possession or sale of poison in the state. The Poison rules also provide for the duration of license and termination of license by discretion of licensing authority. It also permits the government officers to inspect the premises of the license holder where a poison is kept for sale. It also mandates the license holder to maintain a register of sale.

KEY ENVIRONMENT LEGISLATION

The Environment (Protection) Act, 1986 ("EP Act"), the Environment (Protection) Rules, 1986 and Environmental Impact Assessment Notification, 2006 ("EIA Notification")

The EP Act has been enacted for the protection and improvement of the environment and empowers the government to take measures in this regard. The rules made under the EP Act specify, among other things, the standards for emission or discharge of environmental pollutants, and restrictions on the handling of hazardous chemicals. For contravention of any of the provisions of the EP Act or the rules framed thereunder, the punishment includes either imprisonment or fine or both. Additionally, under the EIA Notification and its subsequent amendments, projects are required to mandatorily obtain environmental clearance from the concerned authorities depending on the potential impact on human health and resources.

The Bio-Medical Waste (Management and Handling) Rules, 2016 ("BMW Rules")

The BMW Rules apply to all persons who generate, collect, receive, store, transport, treat, dispose or handle biomedical waste in any form including hospitals, nursing homes and clinics. We are 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 pre-treating laboratory and microbiological waste, and proving training to health care workers and others involved in handling bio-medical 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 EP Act or BMW Rules.

The Air (Prevention and Control of Pollution) Act, 1981 ("Air Act") and the Water (Prevention and Control of Pollution) Act, 1974 ("Water Act")

The Air Act was enacted to provide for the prevention, control and abatement of air pollution in India. It was enacted to take appropriate steps for the preservation of natural resources of the earth, which among other things include the preservation of the quality of air and control of air pollution. The Water Act was enacted to control and prevent water pollution and for maintaining or restoring the purity of water in India. The objective of this legislation is to ensure that domestic and industrial pollutants are not discharged into streams and wells without adequate treatment. We are required to obtain consents to operate under the Air Act and the Water Act. A violation of the provisions of the Air Act and Water Act is punishable with a fine and/or imprisonment.

The Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (the "Hazardous Waste Rules")

The Hazardous Waste Rules, ensure management of hazardous waste in an environmentally sound manner, in a manner which shall protect health and the environment against the adverse effects of such waste. A list of hazardous wastes and processes that generate hazardous waste have been specified under the Hazardous Waste Rules. We are required to obtain authorizations for, *inter alia*, the generation, processing, treatment, package, storage, transportation, use, collection, destruction or transfer of the hazardous waste from the concerned state pollution control board.

KEY LABOUR-RELATED LEGISLATIONS

The various labour and employment related legislation that may apply to our operations, from the perspective of protecting the workers' rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, would include, among others, the following:

- i. Contract Labour (Regulation and Abolition) Act, 1970
- ii. Relevant state specific shops and commercial establishment legislations
- iii. Employees' Provident Funds and Miscellaneous Provisions Act, 1952
- iv. Employees' State Insurance Act, 1948
- v. Minimum Wages Act, 1948
- vi. Payment of Bonus Act, 1965
- vii. Payment of Gratuity Act, 1972
- viii. Payment of Wages Act, 1936
- ix. Maternity Benefit Act, 1961
- x. Apprenticeship Act, 1961
- xi. Equal Remuneration Act, 1976
- xii. Employment Exchange (Compulsory Notification of Vacancies) Act, 1959
- xiii. Employees' Compensation Act, 1923
- xiv. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
- xv. Building and Other Construction Workers Regulation of Employment and Conditions of Service Act, 1996
- xvi. Industrial Disputes Act, 1947
- xvii. The Code on Wages, 2019*

xviii. The Occupational Safety, Health and Working Conditions Code, 2020**
xix. The Industrial Relations Code, 2020***
xx. The Code on Social Security, 2020****

**The GoI enacted 'The Code on Wages, 2019' which received the assent of the President of India on August 8, 2019. While it proposes to subsume four separate legislations, namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976, it has not yet been completely notified*

***The GoI enacted 'The Occupational Safety, Health and Working Conditions Code, 2020' which received the assent of the President of India on September 28, 2020. While it proposes to subsume several separate legislations, including the Factories Act, 1948, the Contract Labour 210 (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, it has not yet been completely notified.*

****The GoI enacted 'The Industrial Relations Code, 2020' which received the assent of the President of India on September 28, 2020. While it proposes to subsume three separate legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946, it has not yet been completely notified.*

*****The GoI enacted 'The Code on Social Security, 2020' which received the assent of the President of India on September 28, 2020. While it proposes to subsume several separate legislations, including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, 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, it has not yet been completely notified.*

OTHER APPLICABLE LAW

The Trade Marks Act, 1999 ("Trade Marks Act")

The Trade Marks Act provides for application and registration of trademarks in India. It also provides for exclusive rights to marks such as device, brand, heading, label, ticket, name, signature, word, letter, numeral, or combination of colors or any combination thereof, and to obtain relief in case of infringement for commercial purposes as a trade description. The Trade Marks Act prohibits registration of trademarks on grounds of being, *inter alia*, deceptively similar to other marks or being devoid of any distinctive character.

The Patents Act, 1970 ("Patents Act")

The Patents Act governs the patent regime in India. India is a signatory to the Trade Related Agreement on Intellectual Property Rights and recognizes both product as well as process patents. The Patents Act provides for, *inter alia*, the following:

- patent protection period of 20 years from the date of filing the patent application;
- recognition of product patents in respect of food, medicine and drugs;
- import of patented products will not be considered as an infringement; and
- under certain circumstances, the burden of proof in case of infringement of process patents may be transferred to the alleged infringer

The Consumer Protection Act, 2019 ("COPRA, 2019") and the rules thereunder

The COPRA, 2019 provides for establishment of a Central Consumer Protection Authority to regulate, among other things, matters relating to violation of rights of consumers, unfair trade practices and false or misleading advertisements which are prejudicial to the interests of public and consumers. The key features of the COPRA, 2019 include wider definition of "consumer", flexibility in e-filing complaints, imposition of product liability and product liability actions, wide definition of unfair trade practices, and provision for alternative dispute resolution. COPRA, 2019 provides for penalties for, among others, manufacturing for sale or storing, selling or distributing or importing products containing adulterants and for publishing false or misleading advertisements. The Consumer Protection (ECommerce) Rules, 2020, issued under the COPRA, 2019 apply to, among other things, goods and services bought or sold over digital or electronic networks, all models of e-commerce and all forms of unfair trade practice across ecommerce models. They specify the duties of sellers, e-commerce entities and inventory e-commerce entities and the liabilities of marketplace e-commerce entities.

In addition to the above, our Company is also required to comply with other applicable laws and regulations imposed by the central and state governments and other authorities for its day-to-day operations, including the Companies Act and rules framed thereunder, municipal laws, fire safety laws and legal metrology laws, to the extent applicable. Our Company is also amenable to various central and state tax laws.

Information Technology (Reasonable security practices and procedures and sensitive personal data on information) Rules, 2011 ("IT Rules")

The IT Rules aim to protect sensitive personal data such as medical records and history which is collected by an individual or a person who is involved in commercial or professional activities. Further, the IT Rules pose an obligation on such persons to provide a privacy policy for handling of or dealing in sensitive personal data. Such policy should be made available for view to the providers of information and should also be published on the website of the persons collecting such information.

The Foreign Trade (Development and Regulation) Act, 1992

The Foreign Trade (Development and Regulation) Act, 1992 (the "FTDR Act") repealed the erstwhile Imports and Exports (Control) Act, 1947. The FTDR Act confers powers on the Central Government to formulate and announce import and export policy for the country. This includes powers to make provisions for development and regulation of foreign trade by facilitating imports and exports, as well as to restrict, prohibit, or otherwise regulate imports and exports. The FTDR Act provides for the appointment of a Director General of Foreign Trade, who shall advise the Central Government on the formulation of such policies. The FTDR Act also provides that no person shall make any import or export except under an importer-exporter code number granted by the Director General, which may be suspended or cancelled in the instance the person contravenes any operative laws or trades in a manner gravely prejudicial to Indian trade relations.

The New Okhla Industrial Development Area Building Regulation, 2010 ("Area Regulation")

The Area Regulation provides for the planning design and installation of lifts and escalators in a building which shall be carried out in accordance with Part VIII of National Building Code of India 2005 prepared by Indian Standard Institution and as prevalent at the time of execution of the work. The area regulation also prescribe the installation of other electrical installations in the buildings in the New Okhla Industrial Development Area.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as 'Yatharth Hospital & Trauma Care Services Private Limited' in Delhi as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated February 28, 2008, issued by the RoC. Pursuant to a special resolution passed by our Shareholders on November 3, 2021, our Company was converted into a public limited company and consequently, the name of our Company was changed to 'Yatharth Hospital & Trauma Care Services Limited' and a fresh certificate of incorporation dated November 18, 2021 was issued by the RoC.

Changes in our registered office

Except as disclosed below, there has been no change in the registered office of our Company since incorporation:

Effective date of change	Details of change	Reasons for change
November 3, 2021	The registered office of our Company was changed from B-15 (First Floor), Pandav Nagar, Delhi – 110 092, India to JA 108 DLF Tower A, Jasola District Centre, South Delhi, Delhi - 110 025, India.	The registered office did not commensurate with the size and structures of our Company.

Main Objects of our Company

The main objects contained in the Memorandum of Association of our Company are as follows:

"*1. To own, lease, establish, run, manage, and maintain, hospitals, research centers, diagnostic centers, pathology centers, blood banks, immunisation centers, medical and other research centers, nursing homes, health centers, rehabilitation centers, clinics, polyclinics, laboratories, health club & fitness centre and to apply or provide utility article and services to patients, attendants and others and to provide necessary support and facilities to medical personnel for research and development and to work in the field of medical profession in India and abroad.*

2. To carry on the business of rendering various services relating to treatment of ailments including to run nursing homes, hospitals, operation theaters, pathological laboratories, X-ray clinics, research centers and cardio graphic and sonographic centers, nursing education, training of paramedics and others.

3. To carry on in India the business of research in the field of pharmaceutical and chemical products relating to health care and medicaments in all fields such as allopathic, ayurvedic, homeopathic, herbal, bio-chemic or any other mode of treatment, to cure human beings and animals involving the usage of basic drugs, tonics, antibiotics, enzymes, steroids, vitamins, biological & immunological chemicals, surgical plaster, surgical dressings, or any other invasive or non invasive therapies and procedures.

4. To educate and train medical students, nurses, midwives, doctors, para-medical technicians, other medical professionals or non-medical professionals and hospital administrators and to grant such diplomas or recognitions as the company may prescribe or deem fit from time to time and, to outsource and place nurses, doctors, para-medical technicians and other medical professionals or non-medical professionals in India and abroad on contractual / non-contractual basis or any other basis, as the company may deem fit.

5. To buy, sell, manufacture, import, export, treat and deal in any kind of pharmaceuticals, chemicals, medicines, drugs, implants, and any other consumables, as may be required for treatment of patients and/ or to run the business operation smoothly."

The main objects as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out.

Amendments to the Memorandum of Association

Set out below are the amendments to our Memorandum of Association in the 10 years preceding the date of this Red Herring Prospectus.

Date of Shareholders' Resolution	Particulars
January 27, 2017	Clause V of the MoA was amended to reflect the increase in the authorized share capital of our Company from ₹100,000,000 divided into 10,000,000 Equity Shares of ₹ 10 each to ₹ 200,000,000 divided into 20,000,000 Equity Shares of ₹ 10 each.
January 22, 2018	Clause III(B) of the MoA was amended to align the title of the objects clause in MoA and for adoption of new set of incidental objects clause as per the provisions of the Companies Act, 2013.
	Clause III(C) of the MoA pertaining to other objects clause was deleted to comply with the provisions of the Companies Act, 2013.
	Clause IV of the MoA was amended to comply with the provisions of the Companies Act, 2013.
November 3, 2021	Clause V of the MoA was amended to reflect the increase in the authorized share capital of our Company from ₹ 200,000,000 divided into 20,000,000 Equity Shares of ₹ 10 each to ₹1,150,000,000 divided into 115,000,000 Equity Shares of ₹ 10 each.
	Clause III(A) of the MoA was amended by inserting new clauses 1, 2, 3, 4 and 5 after deleting all the existing clauses 1 and 2.
	Clause III(B) of the MoA was amended by substituting with new clauses.
	Clause I of the MoA was amended to reflect the change in the name of our Company from 'Yatharth Hospital & Trauma Care Services Private Limited' to 'Yatharth Hospital & Trauma Care Services Limited' pursuant to the conversion of our Company from a private limited company to a public limited company.

Major events and milestones of our Company

The table below sets forth the major events and milestones in the history of our Company:

Year	Particulars
2010	Established our first hospital (*i.e.*, Greater Noida Hospital)
2013	Established our second hospital (*i.e.*, Noida Hospital)
2019	Commenced operations at our third hospital (*i.e.*, Noida Extension Hospital) which was acquired in 2016 pursuant to acquisition of our Subsidiary, AKS
2022	Acquired fourth hospital (*i.e.*, Jhansi-Orchha Hospital) pursuant to acquisition of our Subsidiary, Ramraja

Key Awards, Accreditations and Recognition

Our Company has received the following key awards, accreditation, and recognition:

Calendar Year	Particulars
Accreditation	
2022	Certificate of hospital grading under the category 'excellent' from Infomerics Analytics & Research Pvt Ltd to the Greater Noida Hospital
	Certificate of accreditation from National Accreditation Board for Hospitals & Healthcare Providers to the Jhansi- Orchha Hospital
	Certificate of accreditation (ISO 15189:2012) from National Accreditation Board for Testing and Calibration Laboratories for medical testing for the Noida Extension Hospital
2021	Certificate of accreditation from National Accreditation Board for Hospitals & Healthcare Providers to the Noida Extension Hospital
2020	Certificate of accreditation (ISO 15189:2012) from National Accreditation Board for Testing and Calibration Laboratories for molecular testing (RTPCR-Covid 19) for the Noida Extension Hospital
2017	Certificate of accreditation from National Accreditation Board for Hospitals & Healthcare Providers to the Noida Hospital
2016	Certificate of accreditation from National Accreditation Board for Hospitals & Healthcare Providers for the Greater Noida Hospital
Awards	
2023	• Awarded UP Ratan Samman by Dainik Jagran Inext
2021	• 5 star grading by Infomerics Analysts & Research Private Limited for our hospitals located at Noida, Noida Extension and Greater Noida • Covid Thank You Award by Niva Bupa • Certificate of appreciation as 'Heroes'- Beyond the Call of Duty from Tata Consultancy Services

Calendar Year	Particulars
2020	• Awarded 1st Rank in Swachhta Ranking Competition in the category of Swachh Hospital (for the quarter ended September 2019) in compliance with Swachh Survekshan League 2020 by Noida Authority • Awarded 1st Prize in Swachhta Ranking Competition in the category of Swachh Hospital (for the quarter ended June 2019) in compliance with Swachh Survekshan League 2020 by Noida Authority • Recognized as Emerging Hospital Chain in Delhi NCR by Medico Trip India

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation or revaluation of assets in the last 10 years

Except as disclosed below, our Company has not made any material acquisitions or divestments of any business or undertaking, and has not undertaken any merger, amalgamation or any revaluation of assets in the last 10 years immediately preceding the date of this Red Herring Prospectus:

(i). Pursuant to the securities transfer forms dated September 20, 2016 ("**SH-4 Securities Transfer Forms**") executed between our Company and Sunil Kumar Gupta, Sumer Chand Gupta and Urmila Gupta, our Company acquired 100% shareholding in AKS for an aggregate consideration of ₹ 6.20 million. AKS operates our Noida Extension Hospital. For details of Noida Extension Hospital, see "*Our Business - Our Hospitals*" on page 194.

(ii). Share purchase agreement dated February 18, 2022 entered by and among Alka Jain, Pradeep Kumar Jain, Mayank Gupta and Abha Sengar (collectively, "Ramraja Sellers"), our Company and Ramraja Multispeciality Hospital & Trauma Centre Private Limited ("Ramraja" and such agreement, "Ramraja SPA")

Pursuant to the Ramraja SPA, our Company acquired 100% issued and paid-up share capital of Ramraja, which operates Jhansi-Orchha Hospital. Subject to terms and conditions of the Ramraja SPA, the parties agreed on the enterprise valuation of ₹ 800 million which consisted of: (a) purchase consideration of approximately ₹ 37.71 million for purchase of 100% issued and paid-up share capital of Ramraja, which has been paid by our Company to Ramraja Sellers; (b) amount of approximately ₹ 762.29 million due towards certain liabilities (namely, secured lenders, unsecured lenders, unsecured creditors and operational liabilities), which has been paid through funds aggregating to ₹ 262.29 million infused by our Company and refinancing of Ramraja's loans aggregating to ₹ 500 million from new lender. For details of Jhansi-Orchha Hospital, see "*Our Business - Our Hospitals*" on page 194.

Time and cost over-runs

There have been no time and cost over-runs in respect of our business operations.

Defaults or re-scheduling, restructuring of borrowings with financial institutions/banks

As on the date of this Red Herring Prospectus, there have been no defaults, restructuring or rescheduling of borrowings availed by our Company from financial institutions or banks. However, in response to the COVID-19 pandemic, the RBI allowed banks and lending institutions to offer moratoriums to their customers to defer payments under loan agreements. Pursuant to such measures, we sought a moratorium of loans aggregating to ₹ 121.77 million (inclusive of principal and interest) in accordance with the directions issued by the RBI, details of which are set forth below:

S. No.	Lender	Type of facility	Equated monthly installment (in ₹)	Months	Total amount (in ₹ million)	Current status of loan
Our Company						
1.	LIC Housing Finance Limited	Term loan	10,350,941	6	62.11	Closed
2.	LIC Housing Finance Limited	Term loan	7,162,757	6	42.98	Closed
3.	HDFC Bank Limited	Auto loan	17,020	2	0.04	Closed
4.	HDFC Bank Limited	Auto loan	31,810	5	0.16	Closed
5.	HDFC Bank Limited	Auto loan	31,810	5	0.16	Closed
6.	HDFC Bank Limited	Auto loan	26,485	5	0.13	Closed

S. No.	Lender	Type of facility	Equated monthly installment (in ₹)	Months	Total amount (in ₹ million)	Current status of loan
7.	HDFC Bank Limited	Auto loan	48,307	5	0.24	Outstanding
8.	HDFC Bank Limited	Auto loan	81,625	3	0.24	Closed
9.	HDFC Bank Limited	Auto loan	161,000	3	0.48	Closed
10.	Indusind Bank Limited	Equipment loan	499,637	5	2.50	Outstanding
11.	Indusind Bank Limited	Equipment loan	251,875	5	1.26	Closed
12.	Kotak Mahindra Bank Limited	Equipment loan	1,382,083	5	6.91	Closed
13.	Kotak Mahindra Bank Limited	Equipment loan	375,333	5	1.88	Closed
14.	Bank of Baroda	auto loan	150,960	3	0.45	Closed
15.	Tata Capital Financial Services Limited	Business loan	238,885	5	1.19	Closed
Total					**120.73**	
AKS Medical & Research Centre Private Limited						
1.	Tata Capital Financial Services Limited	Equipment loan	1,297,389	4	1.04	Closed
Total					**1.04**	

Lock-out and strikes

As on the date of this Red Herring Prospectus, there have been no lockouts or strikes at any time in our Company.

Significant financial and strategic partners

As of the date of this Red Herring Prospectus, our Company does not have any significant financial or strategic partners.

Shareholders' Agreements

As on the date of this Red Herring Prospectus, there are no subsisting shareholders' agreements among our shareholders vis-à-vis our Company.

Post-listing of Equity Shares pursuant to the Offer, in accordance with the Listing Regulations, any special right granted to the Shareholders of our Company will be subject to the approval by the Shareholders in a general meeting by way of a special resolution once in every five years starting from the date of grant of such special right.

Inter-se Agreements between Shareholders

As on the date of this Red Herring Prospectus, our Company, Promoters and shareholders do not have any inter-se agreements/ arrangements and clauses / covenants which are material in nature and that there are no clauses / covenants which are adverse / pre-judicial to the interest of the minority / public shareholders. There are no agreements, deed of assignments, acquisition agreements, shareholders' agreement, inter-se agreements, agreements of like nature.

There are no inter-se agreements or arrangements between shareholders, deeds of assignment, acquisition agreements, shareholders' agreements, or agreements of like nature, or agreements comprising material clauses/covenants that are required to be disclosed in this Red Herring Prospectus or contain clauses/covenants that are adverse/prejudicial to the interest of public shareholders.

Other Agreements

Except as disclosed above, our Company has not entered into any subsisting material agreements, other than in the ordinary course of business.

For details on business agreements of our Company, see "*Our Business – Business Operations*" on page 199.

Launch of key products or services, entry into new geographies or exit from existing markets, capacity/

facility creation or location of hospitals

For information on key products or services launched by our Company, or entry into new geographies see, "*Our Business – Our Hospitals*" on page 194.

Our Company has neither exited from existing markets, nor has undertaken any capacity/ facility creation. Our Company does not have any manufacturing plants.

Agreements with Key Managerial Personnel, Senior Management, Director, or any other employee

There are no agreements entered into by a Key Managerial Personnel, Senior Management or Director or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Holding Company, Associate Companies and Joint Ventures

As on the date of this Red Herring Prospectus, our Company does not have a holding company, associate companies and joint ventures.

Our Subsidiaries

As of the date of this Red Herring Prospectus, our Company has three Subsidiaries. For details, see "*Our Subsidiaries*" on page 224.

OUR SUBSIDIARIES

As on the date of this Red Herring Prospectus, our Company has three subsidiaries:

(i). AKS Medical & Research Centre Private Limited;
(ii). Ramraja Multispeciality Hospital & Trauma Centre Private Limited; and
(iii). Sanskar Medica India Limited.

Set out below are the details of our Subsidiaries:

1. AKS Medical & Research Centre Private Limited ("AKS")

Corporate Information

AKS was incorporated as a private limited company under the Companies Act, 1956, pursuant to certificate of incorporation dated January 21, 2009 issued by the RoC. Its CIN is U85195DL2009PTC186864 and its registered office is situated at JA 108, DLF Tower A, Jasola District Centre, South Delhi, Delhi 110 025, India.

Nature of Business

AKS currently operates our Noida Extension hospital. Further, AKS is, among others, authorised to engage in the business of carrying a fully integrated biotechnology enterprise, focused on preclinical and clinical research, contract research, clinical trials (phase I, II, III, IV), site management, trial management, biometrics and bioinformatics, clinical data management, medical writing, patient registries, drug discovery, genomic research, chemistry and molecular based custom research, post marketing surveillance, interactive technologies, laboratory, clinical pharmacology, developing, manufacturing and processing biopharmaceuticals, consulting services and all such series carried on by Contract Research Organizations (CRO) to pharmaceutical, biotechnology, bioinformatics, medical devices, health and IT industry and research and academic institutions.

Capital Structure

The capital structure of AKS as on the date of this Red Herring Prospectus is as follows:

Particulars	No. of equity shares of face value of ₹10 each
Authorised share capital	25,000,000
Issued, subscribed and paid-up share capital	20,714,727

Shareholding Pattern

The shareholding pattern of AKS as on the date of this Red Herring Prospectus is as follows:

S. No.	Name of the shareholder	Number of equity shares (of ₹10 each) held	Percentage of total capital (%)
1.	Our Company	20,714,726	99.99
2.	Ajay Kumar Tyagi (as nominee of our Company)	1	Negligible^
Total		**20,714,727**	**100.00**

^ *Less than 0.01%.*

2. Ramraja Multispeciality Hospital & Trauma Centre Private Limited ("Ramraja")

Corporate Information

Ramraja was incorporated as a private limited company under the Companies Act, 1956, pursuant to certificate of incorporation dated August 16, 2012 issued by the Registrar of Companies, Uttar Pradesh at Kanpur. Its CIN is U70102UP2012PTC052014 and its registered office is situated at HO-01, Sector-1, Greater Noida, West Gautam Buddha Nagar, Uttar Pradesh 201 306, India.

Nature of Business

Ramraja currently operates our Jhansi-Orchha Hospital. Further, Ramraja is, among others, authorised to engage in the business of acquiring, establishing, organising, managing, undertaking, promoting, developing, owning, administering, improving, equipping, initiating, encouraging, providing, maintaining, operating, conducting, subsidising, taking-on-lease, and running, in India or abroad, nursing home, hospitals, diagnostic center, scan center, clinics, polyclinics, chemist shop, blood banks, maternity home, clinical pathological testing laboratories, X-rays centers, ECG clinics, orthopedics and trauma centers, physiotherapy center, polio clinics, research laboratories and centers, and to do all incidental act and things necessary for attainment of the above objects.

Capital Structure

The capital structure of Ramraja as on the date of this Red Herring Prospectus is as follows:

Particulars	No. of equity shares of face value of ₹10 each
Authorised share capital	5,000,000
Issued, subscribed and paid-up share capital	4,010,000

Shareholding Pattern

The shareholding pattern of Ramraja as on the date of this Red Herring Prospectus is as follows:

S. No.	Name of the shareholder	Number of equity shares (of ₹10 each) held	Percentage of total capital (%)
1.	Our Company	4,009,994	99.99
2.	Ajay Kumar Tyagi (as nominee of our Company)	1	*Negligible*^
3.	Kapil Kumar (as nominee of our Company)	1	*Negligible*^
4.	Neena Tyagi (as nominee of our Company)	1	*Negligible*^
5.	Manju Tyagi (as nominee of our Company)	1	*Negligible*^
6.	Yatharth Tyagi (as nominee of our Company)	1	*Negligible*^
7.	Prem Narayan Tyagi (as nominee of our Company)	1	*Negligible*^
Total		**4,010,000**	**100.00**

^ *Less than 0.01%.*

3. Sanskar Medica India Limited (“Sanskar”)

Corporate Information

Sanskar was originally incorporated as a private limited company under the Companies Act, 2013 under the name ‘Yatharth Hospital Private Limited’, pursuant to certificate of incorporation dated June 8, 2016 issued by the jurisdictional registrar of companies. Its name was subsequently changed to ‘Sanskar Medica India Private Limited’ pursuant to a fresh certificate of incorporation dated February 26, 2018 issued by the Registrar of Companies, Delhi. Thereafter, Sanskar was converted into a public limited company, and its name was changed to its current name (*i.e.*, ‘Sanskar Medica India Limited’) pursuant to a fresh certificate of incorporation dated April 25, 2018 issued by the Registrar of Companies, Delhi. Its CIN is U24100DL2016PLC301083 and its registered office is situated at JA 108 DLF Tower A Jasola District Centre, South Delhi, Delhi 110 025, India.

Nature of Business

Sanskar is, among others, authorised to engage in the business of setting up pharma parks for research and development in pharmacy sector, clinical research, education and skill development in pharmacy and related areas and incubation of pharma units.

Capital Structure

The capital structure of Sanskar as on the date of this Red Herring Prospectus is as follows:

Particulars	No. of equity shares of face value of ₹10 each
Authorised share capital	10,000,000

Particulars	No. of equity shares of face value of ₹10 each
Issued, subscribed and paid-up share capital	5,622,950#

Sanskar pursuant its shareholders' resolution dated February 18, 2020 has sought approval to reduce its share capital from 5,622,950 equity shares to 100,000 equity shares subject to approval of National Company Law Tribunal and relevant authorities.

Shareholding Pattern

The shareholding pattern of Sanskar as on the date of this Red Herring Prospectus is as follows:

S. No.	Name of the shareholder	Number of equity shares (of ₹10 each) held	Percentage of total capital (%)
1.	Our Company	5,622,944	99.99
2.	Ajay Kumar Tyagi (as nominee of our Company)	1	Negligible^
3.	Kapil Kumar (as nominee of our Company)	1	Negligible^
4.	Neena Tyagi (as nominee of our Company)	1	Negligible^
5.	Manju Tyagi (as nominee of our Company)	1	Negligible^
6.	Yatharth Tyagi (as nominee of our Company)	1	Negligible^
7.	Sanskar Tyagi (as nominee of our Company)	1	Negligible^
Total		**5,622,950**	**100.00**

^ *Less than 0.01%*

Accumulated profits or losses

As on the date of this Red Herring Prospectus, there are no accumulated profits or losses of any of our Subsidiaries that have not been accounted for by our Company.

Interest in our Company

Except as provided in "*Our Business*", "*History and Certain Corporate Matters*", and "*Financial Statements – Annexure VI – 36. Related Party Transactions*" on pages 179, 219 and 298, respectively, none of our Subsidiaries have any business interest in our Company.

Common pursuits

Certain of our Subsidiaries are in the same line of business as that of our Company, resulting in certain common pursuits amongst our Subsidiaries and our Company. However, there is no conflict of interest amongst our Subsidiaries and our Company as our Subsidiaries are controlled by us. We shall adopt necessary procedures and practices as permitted by law to address any instances of conflict of interest, if and when they may arise.

Other confirmations

None of our Subsidiaries have their securities listed on any stock exchange in India or abroad. Further, none of our Subsidiaries have been refused listing of their securities by any stock exchange in India or abroad.

OUR MANAGEMENT

Board of Directors

In terms of the Companies Act and our Articles of Association, our Company is required to have not less than three Directors and not more than fifteen Directors. As on the date of this Red Herring Prospectus, our Board comprises six Directors including three Executive Director (including our Managing Director), three Independent Directors, one of whom is a woman Independent Director.

The following table sets forth details regarding our Board of Directors as of the date of this Red Herring Prospectus:

S. No.	Name, designation, address, occupation, current term, period of directorship, date of birth and DIN	Age (years)	Other directorships
1.	**Ajay Kumar Tyagi** **Designation**: Chairman and Whole-time Director **Address**: Sports Villa-17, Director Lane, Jaypee Greens, Greater Noida, Gautam Buddha Nagar, Uttar Pradesh – 201 310, India **Occupation**: Business **Current Term**: Five years with effect from March 25, 2022, liable to retire by rotation **Period of Directorship:** Director since incorporation of our Company **Date of Birth:** May 16, 1966 **DIN**: 01792886	57	**Indian Companies** (i). AKS Medical & Research Centre Private Limited; (ii). Ramraja Multispeciality Hospital & Trauma Centre Private Limited; and (iii). Sanskar Medica India Limited. **Foreign Companies** Nil
2.	**Kapil Kumar** **Designation**: Managing Director **Address**: Villa No – 5, ATS One Hamlet, Sector 104, Noida, Gautam Buddha Nagar, Uttar Pradesh – 201 304, India **Occupation**: Business **Current Term**: Five years with effect from February 21, 2022 **Period of Directorship:** Director since incorporation of our Company **Date of Birth:** June 12, 1970 **DIN**: 01818736	53	**Indian Companies** (i). AKS Medical & Research Centre Private Limited; (ii). Ramraja Multispeciality Hospital & Trauma Centre Private Limited; and (iii). Sanskar Medica India Limited. **Foreign Companies** Nil
3.	**Yatharth Tyagi** **Designation**: Whole-time Director **Address:** Sports Villa-17, Director Lane, Jaypee Greens, Greater Noida, Gautam Buddha Nagar, Uttar Pradesh – 201 310, India **Occupation**: Business	27	**Indian Companies** Nil **Foreign Companies** Nil

S. No.	Name, designation, address, occupation, current term, period of directorship, date of birth and DIN	Age (years)	Other directorships
	Current Term: Five years with effect from November 3, 2021, liable to retire by rotation **Period of Directorship:** Director since September 15, 2021 **Date of Birth:** December 22, 1995 **DIN**: 09322889		
4.	**Promila Bhardwaj** **Designation**: Independent Director **Address**: 702, Tower 12, South Close, Nirvana Country, Sector 50, South City – II, Gurgaon South City II, Gurgaon, Haryana – 122 018, India **Occupation**: Professional **Current Term**: Five years with effect from October 22, 2022 **Period of Directorship:** Director since October 22, 2022 **Date of Birth:** December 25, 1954 **DIN**: 06428534	68	**Indian Companies** 1. ACB (India) Power Limited; 2. Apex Capital and Finance Limited; 3. Maruti Clean Coal and Power Limited; 4. Ramraja Multispeciality Hospital & Trauma Centre Private Limited; and 5. Sindhu Trade Links Limited. **Foreign Companies** Nil
5.	**Mukesh Sharma** **Designation**: Non-Executive, Independent Director **Address**: 12-A 03, 13th Floor, E- Tower, R.G. Residency Plot- No. GHA 02, Sector-120, Noida Gautam Buddha Nagar, Uttar Pradesh- 201 301, India **Occupation**: Professional **Current Term**: Five years with effect from February 21, 2022 **Period of Directorship:** Director since February 21, 2022 **Date of Birth:** December 16, 1959 **DIN**: 07333674	63	**Indian Companies** Nil **Foreign Companies** Nil
6.	**Sanjeev Upadhyaya** **Designation**: Non-Executive, Independent Director	56	**Indian Companies** AKS Medical & Research Centre Private Limited

S. No.	Name, designation, address, occupation, current term, period of directorship, date of birth and DIN	Age (years)	Other directorships
	Address: A-27, Sector 34, Noida, Gautam Buddha Nagar, Uttar Pradesh – 201 301, India **Occupation**: Professional **Current Term**: Five years with effect from February 21, 2022 **Period of Directorship:** Director since February 21, 2022 **Date of Birth:** October 12, 1966 **DIN**: 09440514		**Foreign Companies** Nil

Relationship between our Directors, Key Managerial Personnel and Senior Management

Except as disclosed below, none of the Directors are related to each other or any of our Key Managerial Personnel and Senior Management:

S. No.	Name of the Director	Related To	Nature of Relationship
1.	Ajay Kumar Tyagi	Kapil Kumar	Brother of Ajay Kumar Tyagi
		Yatharth Tyagi	Son of Ajay Kumar Tyagi
2.	Kapil Kumar	Ajay Kumar Tyagi	Brother of Kapil Kumar
		Yatharth Tyagi	Nephew of Kapil Kumar
3.	Yatharth Tyagi	Ajay Kumar Tyagi	Father of Yatharth Tyagi
		Kapil Kumar	Uncle of Yatharth Tyagi

Brief Biographies of Directors

Ajay Kumar Tyagi is the Chairman and Whole-time Director of our Company. He has been a Director of our Company since its incorporation. He holds a degree of bachelor of medicine and bachelor of surgery from LLRM Medical College, Meerut University. He also holds diploma in orthopaedics from King George Medical College, Lucknow. He has over 17 years of experience in the field of medical care and hospital management. He is responsible for strategic investment and overall guidance for the business of our Company. He was previously associated with Medical Health Family Welfare U.P. L.K.O.

Kapil Kumar is the Managing Director of our Company. He has been a Director of our Company since its incorporation. He holds a degree of bachelor of medicine and bachelor of surgery from SN Medical College, Agra University. Further, he holds a degree of master of surgery in orthopaedic surgery from Lucknow University. He has also completed magister chirurgie in orthopedics from University of Seychelles, American Institute of Medicine. He has over 17 years of experience in field of medicine and health care. He is an orthopaedic surgeon. Further, he is responsible for clinical management of our Company. He was previously associated with Lady Hardinge Medical College and Smt. Sucheta Kriplani Hospital and Noida Orthopaedic Hospital as a consultant.

Yatharth Tyagi is the whole-time Director of our Company. He has been associated with our Company since 2019. He was appointed as a Director of our Company on September 15, 2021. He holds a bachelor’s degree in business and management from Leeds Beckett University. He also holds a master of science degree in International Health Management from Imperial College London. He has approximately four years of experience in the field of hospital management. He is responsible for business development and brand building of our Company.

Promila Bhardwaj is an Independent Director of our Company. She has been a Director of our Company since October 22, 2022. She holds a degree of bachelor of arts and master’s of arts in English from Panjab University.

She also holds a degree of master of philosophy in social sciences from Panjab University and master's diploma in public administration from the Indian Institute of Public Administration. She joined Indian revenue services in the year 1979 and has over 35 years of experience in public administration. She retired as DGIT (Systems) from Directorate of Income Tax (systems).

Mukesh Sharma is an Independent Director of our Company. He has been a Director of our Company since February 21, 2022. He holds a bachelor's degree in science agriculture and animal husbandry from Govind Ballabh Pant Krishi Evam Praudyogik University of Agriculture and Technology. He also holds a master's degree in business administration and has completed post graduate diploma in labour law, labour welfare and personnel management from Maharshi Dayanand Saraswati University, Ajmer. Further, he holds a degree of bachelor's of law from Chaudhary Charan Singh University, Meerut. He has over 35 years of experience in banking and was previously associated with Bank of Baroda. Currently, he is a SARFAESI Internal Ombudsman at Bank of Baroda.

Sanjeev Upadhyaya is an Independent Director of our Company. He has been a Director of our Company since February 21, 2022. He holds a bachelor's degree in medicine and bachelor of surgery from Meerut University. He also holds a degree of doctor of medicine in community medicine from Nagpur University. He has over 20 years of experience in community medicines. He was previously associated with E.S.I. Hospital as house surgeon and Aga Khan Foundation Project as public health specialist. He was also associated with University College of Medical Sciences & Guruteg Bahadur Hospital; and Lady Hardinge Medical College & Associated Hospital as senior resident. Further, he was also associated with United States Agency for International Development, India as project management specialist (in Population, Health and Nutrition Office/ Maternal, Child Health Nutrition & Urban Health Division) and with United Nations' Children's Fund as health specialist.

Details regarding directorships of our Directors in listed companies

None of our Directors is or was a director of any company listed on any stock exchange, whose shares have been or were suspended from being traded on any of the stock exchanges during the five years preceding the date of this Red Herring Prospectus, during the term of his/her directorship in such company.

None of our Directors is, or was a director of any listed company, which has been or was delisted from any stock exchange, during the term of his/her directorship in such company.

Confirmations

Our Directors are not interested as a member in any firm or company which has any interest in our Company.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they are interested as a member by any person either to induce them to become, or to help them qualify as a Director, or otherwise for services rendered by them or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company.

Further, none of our Directors have been identified as Wilful Defaulters or Fraudulent Borrower as defined under the SEBI ICDR Regulations.

None of our Directors has been declared a fugitive economic offender in accordance with the Fugitive Economic Offenders Act, 2018.

No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce any of our Directors to become or to help any of them qualify as a Director, or otherwise for services rendered by them or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company.

Terms of appointment of Executive Directors

Ajay Kumar Tyagi

Ajay Kumar Tyagi has been a Director of our Company since its incorporation. He was designated as the chairman of our Board pursuant to the resolution passed by our Board in its meeting held on February 21, 2022. Further, he was last appointed as the whole-time Director of our Company pursuant to resolutions passed by our Board and

Shareholders in their meetings held on March 25, 2022 and March 28, 2022, respectively, for a period of five years from March 25, 2022. The details of his remuneration in terms of the resolution of our Board dated March 25, 2022 and resolutions of our Shareholders dated December 7, 2021 and March 28, 2022, respectively, are stated in the table below.

Kapil Kumar

Kapil Kumar has been a Director of our Company since its incorporation. He was last appointed as the Managing Director of our Company pursuant to the resolutions passed by our Board and Shareholders in their meetings held on February 21, 2022, for a period of five years from February 21, 2022. The details of his remuneration in terms of the resolutions of our Board dated February 21, 2022 and resolutions of our Shareholders dated December 7, 2021 and February 21, 2022, are stated in the table below.

Yatharth Tyagi

Yatharth Tyagi was appointed as the additional Director of our Company pursuant to the resolution passed by our Board in its meeting held on September 15, 2021. Further, he was appointed as whole-time Director of our Company pursuant to resolution passed by our Shareholders in their meeting held on November 3, 2021, for a period of five years from November 3, 2021. The details of his remuneration in terms of the resolution of our Shareholders dated December 7, 2021, are stated in the table below.

Particulars	**Remuneration payable**		
	Ajay Kumar Tyagi	**Kapil Kumar**	**Yatharth Tyagi**
Maximum remuneration	₹ 12 million p.a.	₹ 12 million p.a.	₹ 12 million p.a.

Payments or benefits to Directors

Other than remuneration paid to our Directors, our Company has not paid any compensation or granted any benefit on an individual basis to any of our Directors (including contingent or deferred compensation) in Fiscal 2023. For details, see "*Financial Statements – Annexure VI – 36. Related Party Transactions*" on page 298.

There is no contingent or deferred compensation accrued for Fiscal 2023 and payable to our Directors, Key Managerial Personnel and Senior Management, which does not form a part of their remuneration.

(1). Remuneration to Executive Directors

The managerial remuneration paid to our Executive Directors, for the Fiscal 2023 is as follows:

Name of Director	**Remuneration for Fiscal 2023 (₹ in million)**
Ajay Kumar Tyagi	12.00
Kapil Kumar	12.00
Yatharth Tyagi	12.00

(2). Remuneration to Independent Directors

Pursuant to our Board resolution dated February 21, 2022, each Independent Director is entitled to receive sitting fees of ₹ 0.05 million and ₹ 0.03 million per meeting for attending each meeting of our Board and its committees, respectively, within the limits prescribed under the Companies Act, 2013. Details of the remuneration paid to our Independent Directors in the Fiscal 2023 are set forth below:

Name of Director	**Remuneration for Fiscal 2023 (₹ in million)**
Promila Bhardwaj	0.30
Mukesh Sharma	0.30
Sanjeev Upadhyaya	0.14

Remuneration paid or payable by our Subsidiaries

Except payment of sitting fees, in accordance with the Companies Act, 2013, to the Independent Directors appointed on the board of directors of our Subsidiaries, none of our Directors have received or were entitled to receive any remuneration, sitting fees or commission, including any contingent or deferred compensation from any of our Subsidiaries in Fiscal 2023.

Arrangement or understanding with major Shareholders, customers, suppliers or others

None of our Directors have any arrangement or understanding with the major Shareholders, customers, suppliers or others, pursuant to which any of our Directors were appointed on our Board or as a member of the senior management.

Shareholding of Directors in our Company

As per our Articles of Association, our Directors are not required to hold any qualification shares.

Other than as disclosed under "*Capital Structure – Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company*" on page 100, none of our Directors hold any Equity Shares as on the date of this Red Herring Prospectus.

Interest of Directors

(a). All our Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any, payable to them by our Company as well as sitting fees, if any, payable to them for attending meetings of our Board or committees thereof. For further details, see "*– Terms of appointment of Executive Directors*" and "*– Payment or benefit to Directors*" above.

(b). Except for Ajay Kumar Tyagi and Kapil Kumar, who are our Promoters, none of our Directors have any interests in the promotion or formation of our Company other than in the ordinary course of business.

(c). Our Directors may also be interested to the extent of Equity Shares, if any (together with dividends and other distributions in respect of such Equity Shares), held by them or their relatives or entities in which they are associated, directly or indirectly, as promoters, directors, partners, proprietors or trustees or held by their relatives.

(d). No loans have been availed by our Directors from our Company or the Subsidiaries.

(e). Our Directors may be interested in the contracts, transactions, agreements or arrangements entered into or to be entered into by our Company with any company in which they hold directorships or any partnership firm in which they are partners as declared in their respective capacity. For details, see "*Related Party Transactions*" on page 312.

(f). No amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of our Directors except the normal remuneration for services rendered as Directors and as disclosed under "*Related Party Transactions*" on page 312.

(g). None of our Directors have any interest in any property acquired or proposed to be acquired by our Company or transaction for acquisition of land, construction of building and supply of machinery, etc.

(h). Except as stated in "*Related Party Transactions*" on page 312, and to the extent set out above, our Directors do not have any other interest in our business.

Bonus or profit-sharing plan for the Directors

None of the Directors is party to any bonus or profit-sharing plan of our Company other than the performance linked incentives given to each of the Directors.

Service contracts with Directors

Our Company has not entered into any service contracts with any Director, which provide for benefits upon termination of employment.

Changes in the Board in the last three years

Set forth below are the changes in our Board during the three years immediately preceding the date of this Red Herring Prospectus:

Name	Date of Appointment/ Change/ Cessation	Reason
Promila Bhardwaj	October 22, 2022	Appointed as additional Director (Independent Director)*
Ila Patnaik	August 1, 2022	Resigned as Independent Director
Ajay Kumar Tyagi	March 25, 2022	Appointment as whole-time Director**
Kapil Kumar	February 21, 2022	Change in designation to Managing Director
Ila Patnaik	February 21, 2022	Appointed as additional Director (Independent Director)***
Mukesh Sharma	February 21, 2022	Appointed as additional Director (Independent Director)***
Sanjeev Upadhyaya	February 21, 2022	Appointed as additional Director (Independent Director)***
Yatharth Tyagi	September 15, 2021	Appointment as additional Director (whole-time Director)****
Manju Tyagi	August 5, 2021	Resigned as director
Neena Tyagi	August 5, 2021	Resigned as director

***** *Regularised pursuant to resolution dated July 5, 2023 passed by our Shareholders.*
****** *Regularised pursuant to resolution dated March 28, 2022 passed by our Shareholders.*
******* *Regularised pursuant to resolution dated February 21, 2022 passed by our Shareholders.*
******** *Regularised pursuant to resolution dated November 3, 2021 passed by our Shareholders.*

Borrowing Powers of Board

Pursuant to our Articles of Association, the applicable provisions of the Companies Act, 2013, and resolutions dated December 7, 2021 passed by our Board and Shareholders, our Board has been authorized to borrow money for the purposes of the business of our Company as may be required from time to time either in foreign currency and / or in Indian rupees, notwithstanding that the moneys to be borrowed by our Company together with monies already borrowed (apart from temporary loans obtained from our Company's bankers in the ordinary course of business), will or may exceed our Company's aggregate paid-up share capital, free reserves and securities premium, provided that the total amount of money so borrowed by our Board shall not exceed a sum of ₹ 3,000 million.

Corporate Governance

The provisions relating to corporate governance prescribed under the Listing Regulations will be applicable to us immediately upon listing of the Equity Shares on the Stock Exchanges. Our Company is in compliance with the requirements of the applicable regulations in respect of corporate governance in accordance with the Listing Regulations, and the Companies Act, 2013, pertaining to the constitution of our Board and committees thereof.

Promila Bhardwaj and Sanjeev Upadhyaya, our Independent Directors, have been appointed as an independent director on the board of directors of our Material Subsidiaries, namely, Ramraja and AKS, respectively.

Our Board has been constituted in compliance with the Companies Act and the Listing Regulations. In compliance with Section 152 of the Companies Act, not less than two thirds of the Directors (excluding Independent Directors) are liable to retire by rotation.

As on the date of this Red Herring Prospectus, our Board comprises six Directors including three Executive Director (including our Managing Director), three Independent Directors, one of whom is a woman Independent Director.

Committees of the Board

Our Board may constitute committees to delegate certain powers as permitted under the Companies Act, 2013.

In terms of the Listing Regulations and the provisions of the Companies Act, 2013, our Company has constituted the following Board level committees:

(a). Audit Committee;
(b). Nomination and Remuneration Committee;
(c). Stakeholders' Relationship Committee;
(d). Corporate Social Responsibility Committee; and

(e). Risk Management Committee.

Audit Committee

The members of the Audit Committee are:

1. Mukesh Sharma, Independent Director (Chairperson);
2. Promila Bhardwaj, Independent Director (Member); and
3. Ajay Kumar Tyagi, Chairman and Whole-time Director (Member)

The Audit Committee was constituted pursuant to a resolution passed by our Board in its meeting held on February 21, 2022. The Audit Committee was last re-constituted pursuant to a resolution passed by our Board on November 8, 2022. The scope and functions of the Audit Committee are in accordance with Section 177 of the Companies Act, 2013, Regulation 18 of the Listing Regulations and its terms of reference include the following:

Powers of Audit Committee

The Audit Committee shall have powers, including the following:

(a). to investigate any activity within its terms of reference;

(b). to seek information from any employee;

(c). to obtain outside legal or other professional advice;

(d). to secure attendance of outsiders with relevant expertise, if it considers necessary; and

(e). such other powers as may be prescribed under the Companies Act and the Listing Regulations.

Role of Audit Committee

The role of the Audit Committee shall include the following:

(a). oversight of financial reporting process and the disclosure of financial information relating to our Company to ensure that the financial statements are correct, sufficient and credible;

(b). recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of our Company and the fixation of the audit fee;

(c). approval of payment to statutory auditors for any other services rendered by the statutory auditors;

(d). formulation of a policy on related party transactions, which shall include materiality of related party transactions;

(e). reviewing, at least on a quarterly basis, the details of related party transactions entered into by our Company pursuant to each of the omnibus approvals given;

(f). examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to our Board for approval, with particular reference to:

    (i). Matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;

    (ii). Changes, if any, in accounting policies and practices and reasons for the same;

    (iii). Major accounting entries involving estimates based on the exercise of judgment by management;

    (iv). Significant adjustments made in the financial statements arising out of audit findings;

    (v). Compliance with listing and other legal requirements relating to financial statements;

(vi). Disclosure of any related party transactions; and

(vii). Modified opinion(s) in the draft audit report.

(g). reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to our Board for approval;

(h). reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to our Board to take up steps in this matter;

(i). reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(j). approval of any subsequent modification of transactions of our Company with related parties and omnibus approval for related party transactions proposed to be entered into by our Company, subject to the conditions as may be prescribed;

Explanation: *The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.*

(k). scrutiny of inter-corporate loans and investments;

(l). valuation of undertakings or assets of our Company, wherever it is necessary;

(m). evaluation of internal financial controls and risk management systems;

(n). reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(o). reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

(p). discussion with internal auditors of any significant findings and follow up thereon;

(q). reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to our Board;

(r). discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

(s). recommending to our Board the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;

(t). looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(u). reviewing the functioning of the whistle blower mechanism;

(v). monitoring the end use of funds raised through public offers and related matters;

(w). overseeing the vigil mechanism established by our Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

(x). approval of appointment of chief financial officer (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

(y). reviewing the utilization of loans and/or advances from / investment by the holding company in the subsidiary exceeding ₹ 1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing;

(z). carrying out any other function as is mentioned in the terms of reference of the Audit Committee;

(aa). consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders; and

(bb). carrying out any other functions required to be carried out by the Audit Committee as contained in the Listing Regulations or any other applicable law, as and when amended from time to time.

The Audit Committee shall mandatorily review the following information:

(a). Management discussion and analysis of financial condition and results of operations;

(b). Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;

(c). Management letters / letters of internal control weaknesses issued by the statutory auditors;

(d). Internal audit reports relating to internal control weaknesses;

(e). The appointment, removal and terms of remuneration of the chief internal auditor;

(f). Statement of deviations in terms of the Listing Regulations:

(i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are proposed to be listed in terms of the Regulation 32(1) of Listing Regulations; and

(ii) annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(1) of the Listing Regulations.

g) review the financial statements, in particular, the investments made by any unlisted subsidiary.

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

1. Sanjeev Upadhyaya, Independent Director (Chairperson);
2. Mukesh Sharma, Independent Director (Member); and
3. Promila Bhardwaj, Independent Director (Member).

The Nomination and Remuneration Committee was constituted pursuant to a resolution passed by our Board in its meeting held on February 21, 2022. The Nomination and Remuneration Committee was last re-constituted pursuant to a resolution passed by our Board on November 8, 2022. The scope and functions of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations. The terms of reference of the Nomination and Remuneration Committee include the following:

(1). Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to our Board a policy relating to the remuneration of the directors, key managerial personnel and other employees ("**Remuneration Policy**").

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

(i). the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;

(ii). relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(iii). remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

(2). Formulation of criteria for evaluation of independent directors and our Board;

(3). Devising a policy on Board diversity;

(4). 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 our Board their appointment and removal and shall specify the manner for effective evaluation of performance of our Board, its committees and individual directors to be carried out either by our Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;

(5). Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

(6). Recommend to our Board, all remuneration, in whatever form, payable to senior management;

(7). Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the Listing Regulations or any other applicable law, as and when amended from time to time;

(8). Analysing, monitoring and reviewing various human resource and compensation matters;

(9). Deciding whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

(10). Determining our Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

(11). Recommending to our Board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary;

(12). Administering, monitoring and formulating detailed terms and conditions of the employee stock option scheme, if any, of our Company;

(13). Reviewing and approving our Company's compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

(14). Performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, if applicable;

(15). Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

(a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and

(b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, our Company and its employees, as applicable; and

(16). Performing such other activities as may be delegated by our Board or specified/ provided under the Companies Act, 2013 to the extent notified and effective, as amended or by the Listing Regulations or by any other applicable law or regulatory authority;

(17). 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.

Stakeholders' Relationship Committee

The members of the Stakeholders' Relationship Committee are:

1. Promila Bhardwaj, Independent Director (Chairperson);
2. Ajay Kumar Tyagi, Chairman and Director (Member); and
3. Kapil Kumar, Managing Director (Member).

The Stakeholders' Relationship Committee was constituted pursuant to a resolution passed by our Board in its meeting held on February 21, 2022. The Stakeholders' Relationship Committee was last re-constituted pursuant to a resolution passed by our Board on November 8, 2022. The scope and functions of the Stakeholders' Relationship Committee are in accordance with Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations. The terms of reference of the Stakeholders' Relationship Committee include the following:

(1). Resolving the grievances of the security holders of our 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.;

(2). Review of measures taken for effective exercise of voting rights by shareholders;

(3). Review of adherence to the service standards adopted by our Company in respect of various services being rendered by the registrar and share transfer agent;

(4). Considering and specifically looking into various aspects of interest of shareholders, debenture holders and other security holders;

(5). Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

(6). Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;

(7). Review of the various measures and initiatives taken by our Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company; and

(8). Carrying out such other functions as may be specified by our Board from time to time or specified/provided under the Companies Act or the Listing Regulations, or by any other regulatory authority.

Corporate Social Responsibility Committee

The members of the Corporate Social Responsibility Committee are:

1. Ajay Kumar Tyagi, Chairman and Whole-time Director (Chairperson);
2. Kapil Kumar, Managing Director (Member); and
3. Sanjeev Upadhyaya, Independent Director (Member).

The Corporate Social Responsibility Committee was constituted pursuant to a resolution passed by our Board on September 5, 2018. Further, the Corporate Social Responsibility Committee was last re-constituted pursuant to a resolution passed by our Board in its meeting held on February 21, 2022. The terms of reference of the Corporate Social Responsibility Committee of our Company are as per Section 135 of the Companies Act, 2013 and the applicable rules thereunder, including:

(a). formulate and recommend to our Board, a "Corporate Social Responsibility Policy" which shall indicate the activities to be undertaken by our Company as specified in Schedule VII of the Companies Act, 2013 and the rules made thereunder;

(b). identify corporate social responsibility policy partners and corporate social responsibility policy program;

(c). review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a);

(d). monitor the corporate social responsibility policy of our Company and its implementation from time to time; and

(e). any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of our Board or as may be directed by the Board from time to time.

Risk Management Committee

The members of the Risk Management Committee are:

1. Ajay Kumar Tyagi, Chairman and Whole-time Director (Chairperson);
2. Mukesh Sharma, Independent Director (Member); and
3. Kapil Kumar, Managing Director (Member).

The Risk Management Committee was constituted pursuant to a resolution passed by our Board in its meeting held on February 21, 2022. The scope and function of the Risk Management Committee are in accordance with Regulation 21 of the Listing Regulations. The terms of reference of the Risk Management Committee are as follows:

(a). To formulate a detailed risk management policy which shall include:

(i). A framework for identification of internal and external risks specifically faced by our Company, in particular including financial, operational, sectoral, sustainability (particularly, environmental social and governance related risks), information, cyber security risks or any other risk as may be determined by the Committee.

(ii). Measures for risk mitigation including systems and processes for internal control of identified risks.

(iii). Business continuity plan.

(b). To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of our Company;

(c). To co-ordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per framework laid down by our Board;

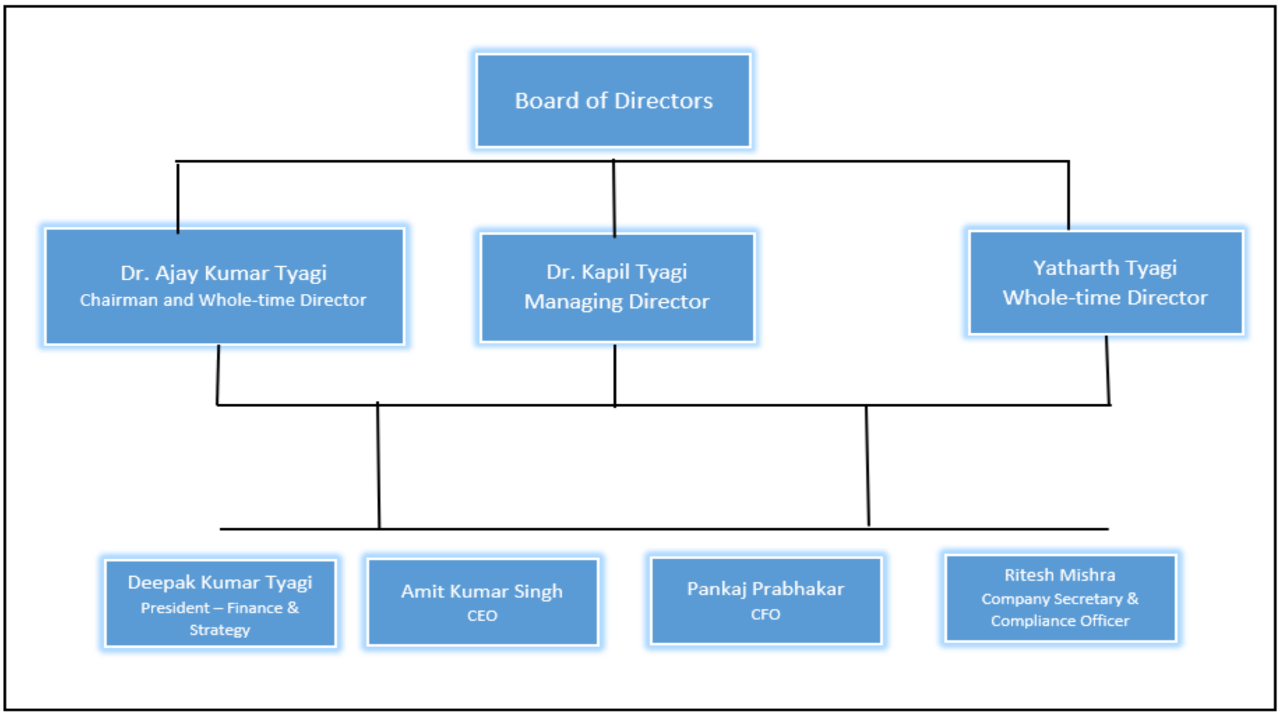
(d). To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems ;

(e). To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(f). To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

(g). The appointment, removal and terms of remuneration of the chief risk officer (if any) shall be subject to review by the Risk Management Committee.

Management Organisation Chart



Key Managerial Personnel and Senior Management

Key Managerial Personnel

In addition to Ajay Kumar Tyagi, Kapil Kumar and Yatharth Tyagi, our Executive Directors, the following persons are our Key Managerial Persons. For details of brief profiles of our Executive Directors, see "- *Brief Biographies of Directors*" on page 229. All the Key Managerial Personnel are permanent employees of our Company. The brief profiles of our other Key Managerial Personnel are as set out below:

Amit Kumar Singh is the Chief Executive Officer of our Company. He has been associated with our Company since April 1, 2021. He has completed bachelor's degree in arts from Guru Ghasidas University, Bilaspur, Madhya Pradesh; and postgraduate diploma in Hospital and Health Management from Institute of Health Management Research, Jaipur. He has 17 years of experience in hospital management, setting up of strategic operations, planning and end-to-end delivery mechanism. He was previously associated with Centre for Sight, Raksha Medicare Private Limited, Veeda Clinical Research Private Limited, Indira Gandhi Eye Hospitals, Radiant Life Care Private Limited. During Fiscal 2023, he was paid a gross remuneration of ₹ 2.38 million.

Pankaj Prabhakar is the Chief Financial Officer of our Company. He has been associated with our Company since February 21, 2022. He holds a bachelor's degree in commerce from Lalit Narayan Mithila University and is an associate member The Institute of Chartered Accountants of India. He has over 16 years of experience in corporate finance of several healthcare institutions. He was previously associated with Rockland Hospital, Max Devki Devi Heart & Vascular Institute, Fortis Flt. L.T. Rajan Dhall Hospital, Artemis Medicare Services Private Limited, Medics International Lifesciences Limited, Max Healthcare Institute Limited and Asian Institute of Medical Sciences. During Fiscal 2023, he was paid a gross remuneration of ₹ 2.85 million.

Ritesh Mishra is the Company Secretary and Compliance Officer of our Company. He has been associated with our Company since August 10, 2017. He holds a bachelor's degree in commerce from Dr. Ram Manohar Lohia Avadh University, Faizabad, and a degree of master of business administration from Sikkim Manipal University. He is an associate member of the Institute of Company Secretaries of India. He has approximately five years of experience in secretarial compliance and corporate laws. He was previously associated with A.K. Verma & Co., Company Secretaries, a practicing company secretary firm. In Fiscal 2023, he received a remuneration of ₹ 0.78 million from our Company.

Senior Management

The following person is our Senior Management. The Senior Management is permanent employee of our Company. The brief profile of our Senior Management is as set out below:

Deepak Kumar Tyagi is the President – Strategy and Finance of our Company. He has been associated with our Company from September 1, 2012 to April 28, 2017. Subsequently, he joined us on July 1, 2021. He holds a bachelor's degree in commerce and completed course of study in French from University of Delhi. Further, he has completed diploma in business finance and passed chartered financial analyst examination (level I) from the Institute of Chartered Financial Analysts of India. He has also completed internal auditor training course from TQM International Private Limited. He is also an associate member of the Institute of Company Secretaries of India and The Institute of Chartered Accountants of India. He has approximately 14 years of experience in corporate finance. He was previously associated with Prometric Testing Private Limited and Mind Shapers Technologies Private Limited. During Fiscal 2023, he was paid a gross remuneration of ₹ 8.00 million.

Relationship between Key Managerial Personnel and Senior Management

Except as disclosed above under "- *Relationship between our Directors, Key Managerial Personnel and Senior Management*" on page 229, none of the Key Managerial Personnel and Senior Management are related to each other.

Shareholding of Key Managerial Personnel and Senior Management

For details of Equity Shares held by our Key Management Personnel and Senior Management as of the date of this Red Herring Prospectus, see "*Capital Structure – Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company*" on page 100.

Service Contracts with Key Managerial Personnel and Senior Management

Other than statutory entitlements for benefits upon termination of their employment in our Company or retirement no officer of our Company, including our Directors, the Key Managerial Personnel and the Senior Management, has entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment or superannuation.

Payment or Benefit to our Key Managerial Personnel and Senior Management (non-salary related)

Except as disclosed above under "– *Interest of Directors*" and in "*Related Party Transactions*" on pages 232 and 312, respectively, no non-salary related amount or benefit has been paid or given within two years from the date of this Red Herring Prospectus, or is intended to be paid or given, to any of our Company's officers, including our Directors, Key Managerial Personnel and Senior Management.

Bonus or profit-sharing plan of the Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel and Senior Management are party to any bonus or profit-sharing plan of our Company, other than the performance linked incentives given to Key Managerial Personnel and Senior Management.

Interests of Key Managerial Personnel and Senior Management

Other than as disclosed above under "– *Interest of Directors*" on page 232, none of the Key Managerial Personnel and Senior Management have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment, reimbursement of expenses incurred by them during the ordinary course of business and statutory benefits such as gratuity, provident fund and pension entitled to the Key Managerial Personnel and Senior Management.

The Key Managerial Personnel and Senior Management may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of Equity Shares held in our Company, if any. None of the Key Management Personnel and Senior Management have been paid any consideration of any nature from our Company other than their remuneration.

Loans to Key Managerial Personnel and Senior Management

No loans have been availed by our Key Managerial Personnel and Senior Management from our Company.

Arrangement or understanding with major shareholders, customers, suppliers or others

There is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any Key Management Personnel and Senior Management was selected as a Key Managerial Personnel, Senior Management or member of senior management.

Contingent and deferred compensation payable to Key Managerial Personnel and Senior Management

Except for the variable pay (if any) payable to our Key Managerial Personnel and Senior Management, there is no contingent or deferred compensation accrued for the year payable to the Key Managerial Personnel and Senior Management, even if the compensation is payable at a later date.

Attrition rate of Key Managerial Personnel and Senior Management

The attrition of the Key Managerial Personnel and Senior Management of our Company is not high compared to the industry.

Changes in the Key Managerial Personnel and Senior Management

Except as disclosed in "– *Changes in the Board in the last three years*" and as disclosed below, there have been no changes in the Key Managerial Personnel and Senior Management in the last three years:

Name	Designation	Date of change	Reason for change
Deepak Kumar Tyagi	President – Strategy and Finance	February 21, 2022*	Appointment
Pankaj Prabhakar	Chief Financial Officer	February 21, 2022	Appointment
Amit Kumar Singh	Chief Executive Officer	September 15, 2021	Appointment
Ritesh Mishra	Company Secretary and Compliance Officer	August 10, 2021	Appointment

** Deepak Kumar Tyagi joined us on July 1, 2021, and was subsequently appointed as President – Strategy and Finance on February 21, 2022.*

Employee Stock Option Plans

As on the date of this Red Herring Prospectus, our Company does not have any active employee stock option plan.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters are Ajay Kumar Tyagi and Kapil Kumar.

As on the date of this Red Herring Prospectus, our Promoters hold an aggregate of 39,186,000 Equity Shares, equivalent to 56.37% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company. For further details on shareholding of our Promoters and Promoter Group, see "*Capital Structure - History of the share capital held by our Promoters in our Company*" on page 95.

Our Promoters

1. Ajay Kumar Tyagi

	Ajay Kumar Tyagi (DIN: 01792886), aged 57 years, is our Promoter and is also the Chairman and Whole-time Director of our Company. *Permanent Account Number*: ABAPT2063R *Address*: Sports Villa-17, Director Lane, Jaypee Greens, Greater Noida, Gautam Buddha Nagar, Uttar Pradesh – 201 310, India Other than as disclosed in this section and "*Our Management - Board of Directors*" on page 227, Ajay Kumar Tyagi is not involved in any other ventures.

2. **Kapil Kumar**

	Kapil Kumar (DIN: 01818736), aged 53 years, is our Promoter and is also the Managing Director of our Company. *Permanent Account Number*: ADPPK0928F *Address*: Villa No – 5, ATS One Hamlet, Sector 104, Noida, Gautam Buddha Nagar, Uttar Pradesh – 201 304, India Other than as disclosed in this section and "*Our Management - Board of Directors*" on page 227, Kapil Kumar is not involved in any other ventures.

For details of profiles of Ajay Kumar Tyagi and Kapil Kumar along with details of their date of birth, educational qualifications, experience in the business or employment, positions/posts held in past, directorships held, special achievements, business and financial activities, see "*Our Management - Board of Directors*" on page 227.

Our Company confirms that the PAN details, bank account numbers, passport numbers, driving licence and Aadhaar card of Ajay Kumar Tyagi and Kapil Kumar have been submitted to the Stock Exchanges at the time of filing the Draft Red Herring Prospectus.

Experience of our Promoters

Our Promoters have adequate experience in the business activities undertaken by our Company. For further details, see "*Our Management - Brief Biographies of Directors*" on page 229.

Interests of our Promoters

Interest of our Promoters in the promotion of our Company

Our Promoters are interested in our Company to the extent that they have promoted our Company and to the extent of their respective shareholding and their relatives' shareholding in our Company and the dividends payable and any other distributions in respect of their respective shareholding in our Company. Our Promoters are also interested to the extent of any remuneration, or reimbursement received by them from our Company or its Subsidiaries, in the capacity of directors of our Company and our Subsidiaries; and payments made for services rendered by entities in which our Promoters are or have been interested. Additionally, our Promoters may be interested in transactions entered into by our Company with other entities (i) in which our Promoters hold shares, or (ii) controlled by our Promoters. For details regarding the shareholding of our Promoters and other interests in our Company, see "*Capital Structure*", "*Our Management*" and "*Financial Statements – Annexure VI – 36. Related Party Transactions*" on pages 91, 227 and 298, respectively.

Interest of our Promoters in the property of our Company

Our Promoters have no interest in any property acquired in the three years preceding the date of filing of this Red Herring Prospectus or proposed to be acquired by our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Interest of our Promoters in our Subsidiaries

Our Promoters are interested in our Subsidiaries (i) to the extent of the equity shares held by them in our Subsidiaries, directly or indirectly and the benefits accruing therefrom, and (ii) to the extent that they are a director on the board of directors of our Subsidiaries.

Interest of our Promoters in our Company arising out of being a member of a firm or company

Our Promoters are not interested as a member in any firm or company which has any interest in our Company. Further, no sum has been paid or agreed to be paid to our Promoters or to any firm or company in which our Promoters are interested as members, in cash or shares or otherwise by any person either to induce our Promoters to become, or qualify them as a director or promoter, or otherwise for services rendered by our Promoters or by such firm or company in connection with the promotion or formation of our Company.

Payment of benefits to our Promoters or our Promoter Group

Except as stated in "*Financial Statements – Annexure VI – 36. Related Party Transactions*", "*Our Management*" and "*Financial Information"* on pages 298, 227 and 250, respectively, no amount or benefit has been paid or given to our Promoters or members of our Promoter Group during the two years preceding the date of filing of this Red Herring Prospectus nor is there any intention to pay or give any amount or benefit to our Promoters or members of our Promoter Group as on the date of filing of this Red Herring Prospectus.

Pursuant to the resolution dated August 23, 2021, the board of directors of AKS Medical & Research Centre Private Limited, our Subsidiary, has approved the payment of remuneration to Neena Tyagi and Manju Tyagi, members of the Promoter Group, aggregating to ₹ 1 million per month each from the month of August 2021 and thereafter.

Material Guarantees

Our Promoters have not given any material guarantee to any third party with respect to the Equity Shares, as on the date of this Red Herring Prospectus.

Companies or Firms with which our Promoters have disassociated in the last three years

Our Promoters have not disassociated themselves from any company or firm in the three years immediately preceding the date of filing of this Red Herring Prospectus.

Change in the control of our Company

Our Promoters, Ajay Kumar Tyagi and Kapil Kumar are the original promoters of our Company. Further, there has not been any change in the control of our Company in the five years immediately preceding the date of filing of this Red Herring Prospectus.

Our Promoter Group

In addition to our Promoters, the following individuals and entities form part of our Promoter Group:

A. Natural persons forming part of the Promoter Group

Name of the Promoter	Name of the Relative	Relationship
Ajay Kumar Tyagi	Neena Tyagi	Spouse
	Vimla Tyagi	Mother
	Prem Narayan Tyagi	Father
	Vijay Laxmi Tyagi	Sister
	Yatharth Tyagi	Son
	Mahesh Chandra Tyagi	Spouse's Father
	Kamla Tyagi	Spouse's Mother
	Sachin Tyagi	Spouse's Brother
	Anuj Tyagi	Spouse's Brother
Kapil Kumar	Manju Tyagi	Spouse
	Vimla Tyagi	Mother
	Prem Narayan Tyagi	Father
	Vijay Laxmi Tyagi	Sister
	Sanskar Tyagi	Son
	Khushi Tyagi	Daughter
	Lal Chand Tyagi	Spouse's Father
	Sharda Tyagi	Spouse's Mother
	Kuldeep Tyagi	Spouse's Brother
	Pradeep Tyagi	Spouse's Brother
	Archana Tyagi	Spouse's Sister

B. Entities forming part of the Promoter Group

The entities forming part of our Promoter Group are as follows:

S. No.	Name of entities forming part of the Promoter Group	Relationship
1.	Ace Mediworld Private Limited	Shareholding by Kuldeep Tyagi and Pradeep Tyagi (more than 20% each)
2.	Ajay Neena Family Private Trust	Ajay Kumar Tyagi, Neena Tyagi and Yatharth Tyagi are the trustees. Prem Narayan Tyagi is the settlor
3.	Anu Clinic	Vijay Laxmi Tyagi is the proprietor
4.	Health Plus Diagnostics	Sachin Tyagi is the proprietor
5.	Kapil Manju Family Private Trust	Kapil Kumar, Manju Tyagi and Sanskar Tyagi are the trustees. Prem Narayan Tyagi is the settlor
6.	MK Physiotherapy and Rehabilitation Clinic	Anuj Tyagi is the proprietor
7.	Navin Hospicare Private Limited	Shareholding by Pradeep Tyagi (more than 20%)
8.	Navin Medicare Private Limited	Shareholding by Pradeep Tyagi (more than 20%)
9.	Pegasus Infra Consulting Private Limited	Shareholding by Kuldeep Tyagi (more than 20%)
10.	PTRV Healthcare Private Limited*	Shareholding by Kuldeep Tyagi and Pradeep Tyagi (more than 20% each)
11.	Yatharth Sanskar Family Private Trust	Ajay Kumar Tyagi, Kapil Kumar, Neena Tyagi and Manju Tyagi are trustees. Prem Narayan Tyagi is the settlor
12.	Accurate Medical Services Private Limited**	Shareholding by Pradeep Tyagi (more than 20%)

* *In the process of striking-off.*

** *Accurate Medical Services Private Limited, our erstwhile member of Promoter Group, has been struck-off from Registrar of Companies, Delhi.*

OUR GROUP COMPANY

As per the SEBI ICDR Regulations, for the purpose of identification of group companies, our Company has considered companies (other than our Subsidiaries) with which our Company has entered into related party transactions during the period for which the Restated Consolidated Financial Information has been included in this Red Herring Prospectus, *i.e.*, Fiscals 2023, 2022 and 2021, as covered under the applicable accounting standards, and (ii) such other companies as considered material by our Board, in accordance with the Materiality Policy.

For the purposes of (ii) above, in terms of the Materiality Policy, a company (other than our Subsidiaries) shall be considered material and disclosed as a group company if:

(a). our Company and/ or Promoters hold 10% or more of the equity share capital of such company; and

(b). our Company has entered into one or more transactions with such company during the last completed Fiscal, which, individually or cumulatively, in value, exceeds 5% of the total consolidated revenue of our Company for that Fiscal as per the Restated Consolidated Financial Information.

Based on the above, our Company does not have any Group Company as on the date of this Red Herring Prospectus.

DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by our Board of Directors and approved by the Shareholders at their discretion, subject to the provisions of the Articles of Association, Companies Act, 2013 and other applicable law. Our Board has approved and adopted the dividend policy pursuant to its resolution dated February 21, 2022 effective from April 1, 2022.

The dividend, if any, will depend on a number of internal and external factors, including but not limited to distributable surplus available as per the Companies, Act, 2013 and applicable regulations, stability of earnings of our Company and its subsidiaries/associate companies/other ventures, cash flow of our Company and its subsidiaries/associate companies/other ventures from operations, future organic and inorganic growth plans and reinvestment opportunities, industry outlook and stage of business cycle for underlying business, macroeconomic and business conditions, prevailing taxation policy or any amendments expected thereof and past dividend trends. We may retain all our future earnings, if any, for use in the operations and expansion of our business.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities. For further details, see "*Financial Indebtedness*" on page 348.

We have not declared any dividends in the three Fiscals immediately preceding the filing of this Red Herring Prospectus. Further, our Company has not declared any dividend between the last audited Fiscal and the date of filing of this Red Herring Prospectus. For further details, see "*Risk Factors – We cannot assure payment of dividends on the Equity Shares in the future. 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.*" on page 70.

SECTION V – FINANCIAL INFORMATION

FINANCIAL STATEMENTS

[*The remainder of this page has been intentionally left blank*]

Independent Auditors' Examination Report on the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2023, March 31, 2022 and March 31, 2021, Restated Consolidated Statement of Profit and Loss (including other comprehensive income), Restated Consolidated Statement of Cash Flows and changes in equity for the year ended March 31, 2023, years ended March 31, 2022 and March 31, 2021, along with the Restated Statement of significant accounting policies and other explanatory information of Yatharth Hospital & Trauma Care Services Limited (collectively, the "Restated Consolidated Financial Information").

To the Board of Directors
Yatharth Hospital & Trauma Care Services Limited
JA 108 DLF Tower A, Jasola District Centre,
South Delhi, Delhi – 110025, India.

Dear Sirs/Madams,

1. We have examined the accompanying Restated Consolidated Financial Information of **Yatharth Hospital & Trauma Care Services Limited** (the "Company" or the "Holding Company" or the "Issuer") and its subsidiaries (the Company and its subsidiaries together referred to as the "Group") which comprises of Restated Consolidated Statement of Assets and Liabilities as at March 31, 2023, March 31, 2022 and March 31, 2021, the Restated Consolidated Statement of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash Flows for the year ended March 31, 2023, March 31, 2022 and March 31, 2021 and the Significant Accounting Policies and other explanatory Information (collectively referred to as the "Restated Consolidated Financial Information"), annexed to this report for the purpose of inclusion in the Red Herring Prospectus ("RHP") and the Prospectus prepared by the Company in connection with its proposed initial public offer of its equity shares of face value of Rs. 10 each (the "Offer"). The Restated Consolidated Financial Information, as approved by the Board of Directors of the Company at their meeting held on 05th July 2023 , have been prepared by the Company in accordance with the requirements of:

   a) Section 26 of Part 1 of Chapter III of the Companies Act, 2013 (the "Act");

   b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"); and

   c) The Guidance Note on Reports in Company Prospectus (Revised 2019) (as amended) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time ("the Guidance Note").

2. The Company's Board of Directors are responsible for the preparation of Restated Consolidated Financial Information for the purpose of inclusion in the RHP and the Prospectus to be filed with the Registrar of Companies, National Capital Territory of Delhi and Haryana ("RoC"), the Securities and Exchange Board of India ("SEBI"), the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE",) where the equity shares of the Company are proposed to be listed ("Stock Exchanges") in connection with the Offer. The Restated Consolidated Financial Information have been prepared by the management of the Group in accordance with the basis of preparation stated in Note of Annexure to the Restated Consolidated Financial Information.

   The respective board of directors of the companies included in the Group are responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The respective Board of Directors are also responsible for identifying and ensuring that the Group complies with the Act, the SEBI ICDR Regulations and the Guidance Note.

3. We have examined the Restated Consolidated Financial Information taking into consideration:

   a. the terms of reference and terms of our engagement agreed upon with Company vide our engagement letter dated 04.03.2022, in connection with the Offer;

   b. the Guidance Note, which also requires that we comply with ethical requirements of the Code of Ethics issued by ICAI;

   c. the concepts of test checks and materiality to obtain reasonable assurance based on the verification of evidence supporting the Restated Consolidated Financial Statements; and

   d. The requirements of Section 26 of the Act and applicable provisions of the SEBI ICDR Regulations.

   Our work was performed solely to assist you in meeting your responsibilities in relation to compliance with the Act, Guidance Note and the SEBI ICDR Regulations in connection with the Offer.

4. These Restated Consolidated Financial Information have been compiled by the Management of the Company from:

   a. Audited Consolidated Ind AS Financial Statements of the Group as at and for the year ended March 31, 2023 prepared by the Management in accordance with the Ind AS, as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which has been approved by the Board of Directors at their meeting held on June 17th,2023;

   b. Audited Consolidated Ind AS Financial Statements of the Group as at and for the year ended March 31, 2022 prepared by the Management in accordance with the Ind AS, as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which has been approved by the Board of Directors at their meeting held on August 04th,2022 and

   c. Audited Special Purpose Consolidated Ind AS Financial Statements of the Group as at and for the year ended March 31, 2021 prepared by the Management in accordance with the Ind AS, as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which has been approved by the Board of Directors at their meeting held on March 25th, 2022.

5. For the purpose of our examination, we have relied on:

   a. Auditor's reports issued by us dated June 17th,2023 on the Special Purpose Consolidated Ind AS Financial Statements of the Group for the year March 31st,2023 as referred in Para 4 (a) above;

   b. Auditor's report issued by us dated August 04, 2022 on the Consolidated Ind AS Financial Statements of the Group as at and for the year ended March 31, 2022 as referred in Para 4 (b) above;

   c. Auditor's report issued by us dated March 25, 2022 on the Special Purpose Consolidated Ind AS Financial Statements of the Group as at and for the year ended March 31, 2021, as referred in Para 4 (c) above;

6. The audit reports on Consolidated Ind AS Financial Statements of the Group for the years ended March 31, 2023 and March 31, 2022 and on the Special Purpose Consolidated Ind AS Financial Statements of the Group for the year ended March 31, 2021 referred to in paragraph 5 above include the financial statements / financial

information of three subsidiaries whose financial statements/ financial information reflect total assets, total revenues and net cash inflows, for the relevant years is tabulated below, which have been audited by other auditors and whose report have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries is based solely on such audited financial statements / financial information as provided by other auditors.

Rs. In Millions

Particulars	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Total Assets	2,196.78	1,979.50	1,366.56
Total Revenues	1,497.75	1,023.47	795.42
Total Cash Flows	150.61	58.26	40.41

7. Based on our examination and according to the information and explanations given to us, we report that Restated Consolidated Financial Information:

    a. have been prepared after incorporating adjustments for the changes in accounting policies, material errors, and regrouping / reclassifications retrospectively in the financial years as at and for the years ended March 31, 2023, March 31, 2022 and March 31, 2021 to reflect the same accounting treatment as per the accounting policies and grouping/ classifications;

    b. does not contain any qualifications requiring adjustments; and

    c. have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

8. This report should not in any way be construed as a reissuance or re-dating of any of the previous auditor's reports issued by us or by the Previous Auditor, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

9. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the report on the audited financial statements, as mentioned in paragraph 5 above.

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

11. Our report is intended solely for use of the Board of Directors for inclusion in the RHP and the Prospectus to be filed with the RoC, and thereafter with SEBI and Stock Exchanges in connection with the proposed Offer. Our report should not be used, referred to, or distributed for any other purpose without prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care 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 R. Nagpal Associates
Chartered Accountants
ICAI Firm Reg. No. 002626N

(Rohit Mehra)
Partner
Membership No:093910
UDIN: 23093910BGUFXH6948

Place: Noida
Date:05/07/2023

YATHARTH HOSPITAL & TRAUMA CARE SERVICES LIMITED

Annexure I

Restated Consolidated Statement of Assets & Liabilities

(All amounts in million, unless otherwise stated)

		Particulars	Note No.	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
		ASSETS				
I		**Non-current assets**				
	(a)	Property, Plant and Equipment	2	2,553.09	2,577.81	2,428.37
	(b)	Intangible Assets	3	-	0.07	-
	(c)	Capital work in progress		-	-	-
	(d)	Right-of-use of assets	30	35.12	56.12	75.63
	(e)	Goodwill	46	397.01	397.01	4.12
	(f)	Financial Assets				
		(i) Other Financial Assets	4	19.56	22.25	15.94
	(g)	Deferred Tax Assets (Net)	16	82.79	54.53	-
	(h)	Other Non Current Assets	5	9.41	58.45	70.44
		Total non-current assets		**3,096.98**	**3,166.23**	**2,594.50**
II		**Current assets**				
	(a)	Inventories	6	60.70	51.95	33.90
	(b)	Financial Assets				
		(i) Trade receivables	7	1,076.44	855.38	367.65
		(ii)Cash and cash equivalents	8	374.32	117.07	50.00
		(iii) Bank Balance other than (ii) above	9	10.11	3.74	1.52
	(c)	Current Tax assets (Net)	10	111.78	30.23	18.06
	(d)	Other Current assets	11	129.31	35.63	22.09
		Total current assets		**1,762.67**	**1,094.00**	**493.21**
		Total Assets		**4,859.66**	**4,260.23**	**3,087.71**
		EQUITY AND LIABILITIES				
I		**Equity**				
	(a)	Equity Share Capital	12	655.17	655.17	163.79
	(b)	Other Equity	13	1,174.47	513.68	560.76
		Equity attributable to the owners of the company		**1,829.64**	**1,168.85**	**724.55**
		Non-controlling interest		-	-	82.28
		Total Equity		**1,829.64**	**1,168.85**	**806.83**
II		**Non-current liabilities**				
	(a)	Financial liabilities				
		(i) Borrowings	14	2,005.94	2,073.82	1,637.18
		(ii) Lease Liabilities	30	15.91	36.74	54.76
	(b)	Provisions	15	12.99	9.78	0.41
	(c)	Deferred tax liabilities (Net)	16	-	-	38.52
		Total non-current liabilities		**2,034.84**	**2,120.34**	**1,730.87**
III		**Current liabilities**				
	(a)	Financial liabilities				
		(i) Borrowings	17	631.82	508.06	223.91
		(ii) Lease Liabilities	30	20.45	19.12	18.26
		(iii) Trade payables	18			
		(a) Total outstanding dues of Micro Enterprises and Small Enterprises		15.08	22.81	-
		(b) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		153.69	181.31	165.33
		(iv) Other financial liabilities	19	142.40	145.36	107.20
	(b)	Other current liabilities	20	31.15	32.28	35.25
	(c)	Provisions	21	0.59	62.10	0.06
		Total current liabilities		**995.18**	**971.05**	**550.01**
		Total Equity and Liabilities		**4,859.66**	**4,260.23**	**3,087.71**

The above statement should be read with significiant accounting policies forming part of the Restated Consolidated Financial Information in Annexure V, and Notes to Restated Consolidated Financial Information in Annexure VI.

As per our report of even date

For R.Nagpal Associates
CHARTERED ACCOUNTANTS
Firm Registration No.002626N

On behalf of the Board of Directors
Yatharth Hospital & Trauma Care Services Limited
CIN:U85110DL2008PLC174706

(Rohit Mehra)
Partner
M. No. 093910
Place: Noida
Dated: 05/07/2023

Dr. Ajay Kumar Tyagi
Chairman & Whole-Time Director
DIN:01792886

Dr. Kapil Kumar
Managing Director
DIN: 01818736

Amit Kumar Singh
Chief Executive Officer
PAN: BFZPS6168A

Ritesh Mishra
CS & Compliance Officer
M. No 51166

Pankaj Prabhakar
CFO
PAN: AGFPP2937A

YATHARTH HOSPITAL & TRAUMA CARE SERVICES LIMITED

Annexure II

Restated Consolidated Statement of Profit & Loss

(All amounts in million, unless otherwise stated)

	Particulars	Note No	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
	Income				
I	Revenue from operations	22	5,202.93	4,009.37	2,286.74
II	Other income	23	28.07	16.49	5.15
III	**Total income (I+II)**		**5,231.00**	**4,025.86**	**2,291.89**
IV	**Expenses:**				
	Cost of Material Consumed	24	929.35	813.28	463.18
	Employee benefits expense	25	919.30	804.68	466.88
	Finance cost	26	213.87	214.86	188.44
	Depreciation and amortization expenses	27	275.07	278.68	205.60
	Other expenses	28	2,016.63	1,283.29	686.56
	Total expenses		**4,354.22**	**3,394.80**	**2,010.66**
V	**Profit / (Loss) before tax (III-IV)**		**876.78**	**631.06**	**281.23**
VI	Tax expense:				
	(1) Current tax		246.66	180.09	50.37
	(2) Income tax of earlier years		1.61	-	-
	(3)MAT credit availed/reversed		11.03	18.02	(16.63)
	(4) Deferred tax (net)		(40.19)	(8.68)	51.61
	Total tax expenses		**219.10**	**189.44**	**85.36**
VII	**Profit/(Loss) for the year (V-VI)**		**657.68**	**441.62**	**195.88**
VIII	Other comprehensive income				
	(a)(i) Items that will not be reclassified to profit or loss		-	-	-
	(ii)Income tax relating to items that will not be reclassified to profit or loss		-	-	-
	(b) (i) Items that will be reclassified to profit or loss		4.01	3.77	0.02
	(ii)Income tax relating to items that will be reclassified to profit or loss		(0.90)	(1.10)	(0.01)
	Other comprehensive income for the year		3.11	2.67	0.02
IX	**Total comprehensive income (VII+VIII)(Comprising Profit/ (Loss) and Other Comprehensive Income for the period)**		**660.79**	**444.30**	**195.90**
	Profit/(Loss) for the year attributable to				
	To the Owners of the company		657.68	441.62	181.60
	Non Controlling Interest		-	-	14.28
	Other comprehensive income for the period/year attributable to:				
	To the Owners of the company		3.11	2.67	0.02
	Non Controlling Interest		-	-	-
	Total Comprehensive Income for the period attributable to:				
	To the Owners of the company		660.78	444.30	181.62
	Non Controlling Interest		-	-	14.28
X	**Earnings per equity share - Rs**				
	(1) Basic	29	10.09	6.78	2.77
	(2) Diluted		10.09	6.78	2.77

The above statement should be read with significiant accounting policies forming part of the Restated Consolidated Financial Information in Annexure V, and Notes to Restated Consolidated Financial Information in Annexure VI.

As per our report of even date

For R.Nagpal Associates
CHARTERED ACCOUNTANTS
Firm Registration No.002626N

(Rohit Mehra)

Partner

M. No. 093910
Place: Noida
Dated: 05/07/2023

On behalf of the Board of Directors
Yatharth Hospital & Trauma Care Services Limited
CIN:U85110DL2008PLC174706

Dr. Ajay Kumar Tyagi
Chairman & Whole-Time Director
DIN:01792886

Dr. Kapil Kumar
Managing Director
DIN: 01818736

Amit Kumar Singh
Chief Executive Officer
PAN: BFZPS6168A

Ritesh Mishra
CS & Compliance Officer
M. No 51166

Pankaj Prabhakar
CFO
PAN: AGFPP2937A

YATHARTH HOSPITAL & TRAUMA CARE SERVICES LIMITED

Annexure III

Restated Consolidated Statement of Cash Flow

(All amounts in million, unless otherwise stated)

	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
A.	**Cash flow from operating activities**			
	Profit/(Loss) before tax and exceptional items	876.78	631.06	281.23
	Adjustments for :			
	Depreciation and Amortisation expense	275.07	278.68	205.60
	Finance costs	213.87	214.86	188.44
	Interest on bank deposits	(1.41)	(1.02)	(0.37)
	Operating profit before working capital changes	**1,364.30**	**1,123.58**	**674.89**
	Working capital adjustments			
	(Increase)/Decrease in Trade receivables	(221.06)	(487.73)	(198.62)
	(Increase)/Decrease in Inventories	(8.74)	(18.06)	(5.31)
	(Increase)/Decrease in Financial Assets and other Current and Non-Current Assets	(91.01)	25.26	(8.45)
	Increase (Decrease) in Financial Liabilities & Other Current and Non-Current Liabilities	(39.43)	73.36	(3.42)
	Increase (Decrease) in Current and Non current Provisions	7.75	13.14	0.11
	Cash generated from operations	**1,011.81**	**729.56**	**459.21**
	Income tax (paid)/Refund (net)	(373.98)	(130.21)	(22.48)
	Net cash inflow from operating activities----'A'	**637.84**	**599.35**	**436.73**
B.	**Cash flow from Investing activities**			
	Purchase of Property, plant and equipment including capital work in progress and capital advances and capital creditors	(198.14)	(131.34)	(201.35)
	Acquistion of Fixed Assets-Net of Liabilities On account of Business Combination	-	(262.30)	-
	Investment in Subsidiary	-	(126.91)	(11.31)
	Interest on Bank deposits	1.41	1.02	0.37
	Investment in bank deposits having original maturity of more than three months	(6.37)	(2.22)	(0.10)
	Net cash used in investing activities-----`B'	**(203.10)**	**(521.75)**	**(212.38)**
C.	**Cash flow from Financing activities**			
	Net movement of long term borrowings and short term borrowings	36.39	203.62	(2.07)
	Finance Cost	(213.87)	(214.86)	(188.44)
	Net cash used in financing activities---`C'	**(177.48)**	**(11.24)**	**(190.50)**
	Net increase/(Decrease) in cash or cash equivalent (A+B+C)	257.25	66.37	33.85
	Cash & cash equivalent at the commencement of the period	117.07	50.00	16.15
	Add: On account of Business Combination	-	0.71	-
	Cash & cash equivalent at the end of the period	**374.32**	**117.07**	**50.00**
	Reconciliation of cash and cash equivalents as per the cash flow statement			
	Balance with banks in current accounts	356.80	113.64	45.82
	Cash in hand	15.45	2.93	4.18
	Bank Deposits with maturing with in 3 months- pledged with banks	2.08	0.51	-
	Total	**374.32**	**117.07**	**50.00**

For R.Nagpal Associates
CHARTERED ACCOUNTANTS
Firm Registration No.002626N

(Rohit Mehra)

Partner
M. No. 093910
Place: Noida
Dated: 05/07/2023

On behalf of the Board of Directors
Yatharth Hospital & Trauma Care Services Limited
CIN:U85110DL2008PLC174706

Dr. Ajay Kumar Tyagi **Chairman & Whole-Time Director** **DIN:01792886**	**Dr. Kapil Kumar** **Managing Director** **DIN: 01818736**	**Amit Kumar Singh** **Chief Executive Officer** **PAN: BFZPS6168A**
Ritesh Mishra **CS & Compliance Officer** **M. No 51166**		**Pankaj Prabhakar** **CFO** **PAN: AGFPP2937A**

YATHARTH HOSPITAL & TRAUMA CARE SERVICES LIMITED

Annexure IV

Restated Consolidated Statement of changes in Equity

(All amounts in million, unless otherwise stated)

Equity Share Capital :

Particulars	As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
Shares outstanding at the beginning of the reporting year	65.52	655.17	16.38	163.79	16.38	163.79
Change in equity share capital during the year			49.14	491.38	-	-
Share outstanding at the end of the year	**65.52**	**655.17**	**65.52**	**655.17**	**16.38**	**163.79**

Other Equity:

Particulars	Securities Premium Account	Retained Earnings	Other Comprehensive Income	Equity attributable to shareholders of the company	Equity attributable to Non Controlling Interest	Total Equity
Balance at 1st April, 2020	176.60	202.53	(0.00)	379.13	77.79	456.92
Surplus in the statement of profit and loss transferred during the year	-	181.60	-	181.60	4.49	186.09
Restated Balances at the closing of the year	**176.60**	**384.13**	**(0.00)**	**560.73**	**82.28**	**643.01**
Total Comphensive Income for the current year	-		0.02	0.02	-	0.02
Balance at 31st March, 2021	**176.60**	**384.13**	**0.02**	**560.76**	**82.28**	**643.04**

Particulars	Securities Premium Account	Retained Earnings	Other Comprehensive Income	Equity attributable to shareholders of the company	Equity attributable to Non Controlling Interest	Total Equity
Balance at 1st April, 2021	176.60	384.13	0.02	560.76	82.28	643.04
Surplus in the statement of profit and loss transferred during the year	-	441.62	-	441.62	-	441.62
Movement on account of equity purchase by Company	-	-	-	-	(82.28)	(82.28)
Restated Balances at the closing of the year	**176.60**	**825.76**	**0.02**	**1,002.38**	**-**	**1,002.38**
Issue of Bonus Shares	(176.60)	(314.77)		(491.38)	-	(491.38)
Total Comphensive Income for the current year	-	-	2.67	2.67	-	2.67
Balance at 31st March, 2022	**-**	**510.98**	**2.70**	**513.68**	**-**	**513.68**

Particulars	Securities Premium Account	Retained Earnings	Other Comprehensive Income	Equity attributable to shareholders of the company	Equity attributable to Non Controlling Interest	Total Equity
Balance at 1st April, 2022	-	510.98	2.70	513.68	-	513.68
Surplus in the statement of profit and loss transferred during the year	-	657.68	-	657.68	-	657.68
Restated Balances at the closing of the year	**-**	**1,168.66**	**2.70**	**1,171.36**	**-**	**1,171.36**
Issue of Bonus Shares	-	-	-		-	-
Total Comphensive Income for the current year	-	-	3.11	3.11	-	3.11
Balance at 31st March, 2023	**-**	**1,168.66**	**5.81**	**1,174.47**	**-**	**1,174.47**

For Reserves see Note No-13

The above statement should be read with significiant accounting policies forming part of the Restated Consolidated Financial Information in Annexure V, and Notes to Restated Consolidated Financial Information in Annexure VI.

As per our report of even date attached to the financial statement

For R.Nagpal Associates
Chartered Accountants
Firm Registration No. 002626N

For and on behalf of the Board
Yatharth Hospital & Trauma Care Services Limited

(Rohit Mehra)
Partner
M. No. 093910

Place: Noida
Dated: 05/07/2023

Dr. Ajay Kumar Tyagi
Chairman & Whole-Time Director
DIN:01792886

Dr. Kapil Kumar
Managing Director
DIN: 01818736

Amit Kumar Singh
Chief Executive Officer
PAN: BFZPS6168A

Ritesh Mishra
CS & Compliance Officer
M. No 51166

Pankaj Prabhakar
CFO
PAN: AGFPP2937A

Yatharth Hospital & Trauma Care Services Limited

Annexure V
Notes to Restated Consolidated Financial Information

1 General Information

The Restated Consolidated Financial Information comprise financial statements of Yatharth Hospital & Trauma Care Services Limited (formerly known as Yatharth Hospital & Trauma Care Services Private Limited) (the Holding Company) and its subsidiaries (collectively, the Group) for each year ended March 31, 2023, March 31, 2022 and March 31, 2021.

The Holding Company is a Company domiciled in India, with its registered office situated at JA, 108 DLF, Tower A, Jasola District, Centre South Delhi, Delhi – 110025, India. The Holding Company was incorporated on February 28, 2008 under the provisions of the Companies Act, 1956, then applicable in India. The Group is primarily involved in the business of providing healthcare services, operating hospitals and other allied services, as may be required for the provision of healthcare services.

The Restated Financial statements were authorised for issue in accordance with a resolution of the Directors on 05th July, 2023.

2 Basis of Preparation of Restated Consolidated Financial Information

2.1 Statement of Compliance

The consolidated restated financial information of the Group comprise of the restated consolidated statement of Assets and Liabilities as at March 31, 2023, March 31, 2022 and March 31, 2021, the restated consolidated statement of profit and loss (including other comprehensive income), restated consolidated statement of changes in equity and the restated consolidated statement of cash flows for the year ended March 31, 2023, March 31, 2022 and March 31, 2021 and the summary of significant accounting policies and explanatory notes (collectively, the 'Restated Consolidated Financial Information').

These Restated Consolidated Financial Information of the Group comprise of the restated consolidated statement of Assets and Liabilities as at March 31, 2023, March 31, 2022 and March 31, 2021, the restated consolidated statement of profit and loss (including other comprehensive income), restated consolidated statement of changes in equity and the restated consolidated statement of cash flows for the year ended March 31, 2023, March 31, 2022 and March 31, 2021 and the summary of significant accounting policies and explanatory notes have been prepared by the management for the purpose of preparation of the restated financial information as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") issued by the Securities and Exchange Board of India ('SEBI') for the purpose of inclusion in the Offer Document') prepared by the Company in connection with its proposed Initial Public Offer ("Offer") 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; and

c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note").

The restated financial information has been compiled by the Management of the Company from:

a) Audited Consolidated Ind AS Financial Statements of the Group as at and for the year ended March 31, 2023 prepared by the Management in accordance with the Ind AS, as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which has been approved by the Board of Directors at their meeting held on June 17th 2023.

b) Audited Consolidated Ind AS Financial Statements of the Group as at and for the year ended March 31, 2022 prepared by the Management in accordance with the Ind AS, as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which has been approved by the Board of Directors at their meeting held on August 04th 2022:

c) Audited Special Purpose Consolidated Ind AS Financial Statements of the Group as at and for the year ended March 31, 2021 prepared by the Management in accordance with the Ind AS, as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which has been approved by the Board of Directors at their meeting held on March 25, 2022

The restated financial Information is presented in Indian Rupees (INR) millions, except where otherwise indicated.

2.2 Basis of measurement

The Restated Consolidated Financial Information have been prepared on accrual basis and under historical cost convention, except for certain financial assets and liabilities which are measured at fair value.

The functional and presentation currency of the Company is Indian Rupee ("INR") which is the currency of the primary economic environment in which the Company operates.

All amounts disclosed in the Restated Consolidated Financial Information and notes have been rounded off to the nearest "million" with two decimals, unless otherwise stated. Transactions and balances with values below the rounding off norm adopted by the group have been reflected as "0" in the relevant notes to Restated financial statements.

2.3 Basis of consolidation

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, the income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit and loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Restated Consolidated Financial Information includes the financial information of Yatharth Hospital & Trauma Care Services Limited and its subsidiaries as set out below:

Name of Company	Country of Incorporation	Ownership Interest (in %) (Direct)		
		March 31, 2023	March 31, 2022	March 31, 2021
AKS Medical & Research Centre Pvt. Ltd.	India	100%	100%	80.31%
Sanskar Medica India Limited	India	100%	100%	100%
Ramraja Multispeciality Hospital & Trauma Centre Private Limited	India	100%	100%	-

2.4 Use of estimates

The preparation of Restated Consolidated Financial Information in conformity with Ind AS requires the Management to make estimates and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenditure for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying Restated Financial statements are based upon the Management's evaluation of the relevant facts and circumstances as at the date of the Restated Consolidated Financial Information. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on a year basis. Revisions to accounting estimates, if any, are recognized in the year in which the estimates are revised and in any future years affected.

3 Summary of Significant accounting policies

3.1 Revenue Recognition

The Company’s revenue from medical and healthcare services comprises of income from hospital services and sale of pharmacy items.

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services.

Income from hospital services comprises of fees charged for inpatient and outpatient hospital services. The performance obligations for this stream of revenue include accommodation, surgery, medical/clinical professional services, food and beverages, investigations and supply of pharmaceutical and related products.

Revenue is measured based on the transaction price, which is the fixed consideration adjusted for components of variable consideration which constitutes discounts, estimated disallowances and any other rights and obligations as specified in the contract with the customer. Revenue also excludes taxes collected (if any) from customers and deposited back to the respective statutory authorities.

Revenue is recognised at the point in time for the outpatient hospital services, when the related services are rendered at the transaction price. With respect to the inpatients hospital services, the revenue is recognized at the transaction price on such patients where the hospital services are rendered completely.

Revenue from sale of pharmacy and food and beverages (other than hospital services), where the performance obligation is satisfied at a point in time, is recognised when the control of goods is transferred to the customer.

The company applies the most likely amount method or the expected value method to estimate the variable consideration in the contract. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The most likely amount is used for those contracts with a single volume threshold, while the expected value method is used for those with more than one volume threshold. The company then applies the requirements on constraining estimates in order to determine the amount of variable consideration that can be included in the transaction price and recognised as revenue.

Contract assets represents value to the extent of medical and healthcare services rendered to the patients who are undergoing treatment/ observation on the balance sheet date and is not billed as at the balance sheet date.

Other Income

Interest on deposits, loans and debt instruments are measured at amortized cost. interest income is recorded using the Effective Interest Rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability.

3.2 Property, Plant and Equipment

Property, Plant and Equipment (PPE) are stated at original cost of acquisition including incidental expenses and all the borrowing costs, which are directly attributable to the acquisition of assets and installation of the concerned assets. PPE are shown net of accumulated depreciation.

The Company has elected to continue with the carrying value for all of its Property, Plant and Equipment recognised as of April 01, 2018 (date of transition to Ind AS) measured as per the previous GAAP and used that carrying value as its deemed cost as at the date of transition.

Capital work in progress is stated at cost, net of accumulated impairment loss, if any.

Depreciation has been charged as per new rules as provided by The Companies Act, 2013. For PPE acquired during the year, depreciation is provided on pro rata basis from the date the assets were put to use. The carrying amount of a property, plant and equipment is de-recognised when no future economic benefits are expected from its use or on disposal.

Depreciation on property, plant and equipment is provided on written down value method based on estimated useful life of assets as prescribed in part C of schedule II to the Companies Act, 2013.

Assets	**Useful Lives**
Building	60 Years
Plant and Machinery	5-15 years
Furniture and Fittings	8 years
Air-conditioners	10 years
Electric installations	10 years
Office Equipments	5 years
Vehicles	8 years
Computers	3 years

The property, plant and equipment acquired under finance leases, if any, is depreciated over the asset’s useful life or over the shorter of the asset’s useful life and the lease term if there is no reasonable certainty that the Company will obtain ownership at the end of the lease term.

Freehold land is not depreciated. Lease hold land is depreciated over the balance period of lease, once the building or any other asset erected over such period of land is put to use.

Based on the planned usage of certain specific assets and technical assessment, the management has estimated the useful lives of Property, plant and equipment as below:

- Individual asset not exceeding Rs. 5,000 have been fully depreciated in the year of purchase.

- Leasehold improvements are amortized over the period of the lease or estimated useful life, whichever is shorter.

The residual values, useful lives, and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

3.3 Taxes on Income

Tax Expenses:
Income Tax expense comprises of current tax and deferred tax charge or credit. Provision for current tax is made with reference to taxable income computed for the financial year for which the financial statements are prepared by applying the tax rates as applicable.

Current Tax - Current Income tax relating to items recognized outside the profit and loss is recognized outside the profit and loss (either in other comprehensive income or in other component of equity)

MAT- Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The company recognizes MAT credit available as an asset only to the extent there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT Credit is allowed to be carried forward. In the year in which the Company recognizes MAT Credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternate Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the statement of Profit and Loss and shown as “MAT Credit Entitlement.” The Company reviews the “MAT Credit Entitlement” asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the sufficient period.

Deferred Tax:-Deferred tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purpose at reporting date i.e. timing difference between taxable income and accounting income. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed as at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will not be available against which deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets are recognized for the unused tax credit to the extent that it is probable that taxable profits will be available against which the losses will be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

3.4 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

3.5 Leases

Right of Use Assets

The Company recognizes a right-of-use asset, on a lease by-lease basis, to measure that right-of-use asset an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet immediately before the date of initial application.

The cost of right-of-use assets includes the amount of lease liabilities recognised. Initial direct costs incurred and lease payments made at or before the commencement date less any lease incentives received, the recognized right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment test.

Lease Liabilities

The Company recognise a lease liability at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on a lease by lease basis. In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

Short-term Leases and leases of low-value assets

The company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered of low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

3.6 Inventory

Inventories are stated at lower of cost or net realisable value. Cost of Inventories comprises of cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Closing stock cost is determined on FIFO basis.

3.7 Employee Benefits

The undiscounted amount of short-term employee benefits i.e. wages and salaries, bonus, incentive and annual leave etc. expected to be paid in exchange for the service rendered by employees are recognized as an expense except in so far as employment costs maybe included within the cost of an asset during the period when the employee renders the services.

Retirement benefit in the form of provident fund and pension contribution is a defined contribution scheme and is recognized as an expense except in so far as employment costs may be included within the cost of an asset.

Gratuity is a defined benefit obligation. The liability is provided for on the basis of actuarial valuation made at the end of each financial year. The actuarial valuation is done as per Projected Unit Credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to profit or loss through OCI in the period in which they occur. Re measurements are not reclassified to profit or loss in subsequent periods.

3.8 Foreign Exchange Transactions

These financial statements are presented in Indian Rupees (INR), which is the Company's functional currency.

Transactions in foreign currency are recorded on initial recognition at the spot rate prevailing at the time of the transaction.

At the end of each reporting period:

- Monetary items (Assets and Liabilities) denominated in foreign currencies are retranslated at the rates prevailing at that date.
- Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined.
- Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated Exchange differences on monetary items are recognized in profit or loss in the period in which they arise.

3.9 Fair Value Measurement: -

The Company measures financial instruments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and the risks of the asset or liability and the level of the fair value hierarchy as explained above.

3.10 Financial Instrument

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

a) Recognition

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument

b) **Measurement**

i. Financial assets

A financial asset is measured at

- amortized cost or
- fair value either through other compressive income or through profit or loss

ii. Financial liability

A financial liabilities is measured at amortized cost using the effective interest method or fair value through profit or loss.

iii. Initial recognition and measurement:

All financial assets and liabilities are recognized at fair value at initial recognition, plus or minus, any transaction cost that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss.

iv. Subsequent measurement

Financial assets as subsequent measured at amortized cost or fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL) as the case may be.

Financial liabilities as subsequent measured at amortized cost or fair value through profit or loss.

c) Financial Assets

i. Trade Receivables

Trade receivables are the contractual right to receive cash or other financial assets and recognized initially at fair value. Subsequently measured at amortized cost (Initial fair value less expected credit loss). Expected credit loss is the difference between all contractual cash flows that are due to the company and all that the company expects to receive (i.e. all cash shortfall), discounted at the effective interest rate.

ii. Equity investments -Investment in Subsidiary, associates & Joint venture

Investment in Subsidiary, associates & Joint venture is carried at cost as per Ind AS27

All other equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by- instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at Fair value to other comprehensive income (FVTOCI), then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

iii. Cash and cash Equivalents:-

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

iv. Impairment of Financial Assets:-

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase incredit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

d) Financial liabilities

i. Trade payables

Trade payables represent liabilities for goods and services provided to the Company prior to the end of financial year and which are unpaid. Trade payables are presented as current liabilities unless payment is not due within 12 months after the reporting period or not paid/payable within operating cycle. They are recognised initially at their fair value and subsequently measured at amortized cost using the effective interest method.

ii. Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the company does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

iii. Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of company after deducting all of its liabilities. Equity instruments are recognised at the proceeds received, net of direct issue costs.

e) Derecognition of financial instrument

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

f) Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously

g) Financial guarantee

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of IND AS 109 and the amount recognised less cumulative amortization.

3.11 Operating cycle:-

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

3.12 Earning Per Share

The Earning per share is computed in accordance with the IND AS 33. Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

3.13 Provisions, Contingent Liabilities and Contingent Assets

I. 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. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements. Contingent liabilities, if material, are disclosed by way of notes and contingent assets, if any, is disclosed in the notes to financial statements.

Contingent liabilities, which according to the management are not expected to materialize are not recognized in the financial statements are disclosed in the notes to the accounts. Contingent assets are neither recognized nor disclosed in financial statements.

II. A provision is recognized, when Company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made for the amount of obligation. The expense relating to the provision is presented in the profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pretax rate that reflects, when appropriate, the risks.

3.14 Segment Reporting

The company is mainly into the business of rendering hospital services. Other services like sale of medicine etc are ancillary to the main services and thus the only business segment, in terms of IND AS 108 and therefore no separate reporting under 'Segment Reporting' is required.

3.15 Cash flows

Cash flows are reported using the indirect method, where by profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The Cash flows from operating, investing and financing activities of the company are segregated

3.16 Impairment of 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 asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to Other Comprehensive Income (OCI). For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus.

For assets other than goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment as at each Balance Sheet date and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

Intangible assets with indefinite useful lives are tested for impairment annually as at each Balance sheet date at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or Loss.

3.17 Current and non-current assets and liabilities

All financials assets and liabilities maturing with-in the time period of operating cycle which at present is 1 year are considered current assets or liabilities. All assets and liabilities, not being current are considered noncurrent assets or liabilities.

3.18 Expenditure during construction period:

Assets in the course of construction are capitalized in the assets and treated as capital work in progress and upon commissioning of project the assets are capitalised and transferred to appropriate category of PPE. At the point when an asset is operating at management’s intended use, the cost of construction is transferred to appropriate category of PPE.

YATHARTH HOSPITAL & TRAUMA CARE SERVICES LIMITED

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Notes to Restated Consolidated Financial Information

(All amounts in million, unless otherwise stated)

2. Property, Plant & Equipment

Particulars	Lease Hold Land*	Free Hold Land	Buildings	Plant & Machinery	Furniture & Fittings	Office Equipments	Vehicles	Total
Cost as at 1st April, 2020	180.31	-	1,278.21	641.60	27.47	262.54	43.21	2,433.33
Additions	-	-	504.09	226.86	17.68	51.47	17.32	817.43
Additions through business combination	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-
Cost as at 31st March, 2021 (A)	**180.31**	**-**	**1,782.30**	**868.46**	**45.15**	**314.02**	**60.53**	**3,250.76**
Cost as at 1st April, 2021	180.31	-	1,782.30	868.46	45.15	314.02	60.53	3,250.76
Additions	-	-	27.08	23.84	4.54	25.48	16.45	97.39
Additions through business combination	-	25.31	228.09	182.92	30.43	142.89	7.54	617.17
Disposals	-	-	-	-	-	-	-	-
Cost as at 31st March, 2022 (C)	**180.31**	**25.31**	**2,037.46**	**1,075.22**	**80.12**	**482.39**	**84.52**	**3,965.32**
Cost as at 1st April, 2022	180.31	25.31	2,037.46	1,075.22	80.12	482.39	84.52	3,965.32
Additions	-	-	48.32	149.72	11.90	18.50	0.84	229.28
Additions through business combination	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-
Cost as at 31st March, 2023 (E)	**180.31**	**25.31**	**2,085.78**	**1,224.93**	**92.02**	**500.89**	**85.35**	**4,194.60**
Accumulated Depreciation								
Accumulated Depreciation as at 1st April, 2020	3.45	-	150.62	312.35	11.73	131.15	28.08	637.38
Depreciation for the year	2.17	-	54.86	82.74	4.95	33.61	6.69	185.01
Disposals	-	-	-	-	-	-	-	-
Accumulated Depreciation as at 31st March, 2021 (B)	**5.62**	**-**	**205.48**	**395.08**	**16.68**	**164.76**	**34.76**	**822.39**
Accumulated Depreciation as at 1st April, 2021	5.62	-	205.48	395.08	16.68	164.76	34.76	822.39
Depreciation for the year	2.17	-	100.34	99.15	8.99	37.32	10.67	258.64
Depreciation on business combinations	-	-	49.54	124.79	22.99	101.86	7.31	306.49
Disposals	-	-	-	-	-	-	-	-
Accumulated Depreciation as at 31st March, 2022 (D)	**7.79**	**-**	**355.36**	**619.03**	**48.66**	**303.94**	**52.74**	**1,387.51**
Accumulated Depreciation as at 1st April, 2022	7.79	-	355.36	619.03	48.66	303.94	52.74	1,387.51
Depreciation for the year	2.17	-	82.21	105.98	9.57	44.21	9.87	254.00
Depreciation on business combinations	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-
Accumulated Depreciation as at 31st March, 2023 (F)	**9.96**	**-**	**437.57**	**725.00**	**58.23**	**348.14**	**62.61**	**1,641.51**
Net Carrying Amount								
As at 31st March, 2021 (A-B)	174.68	-	1,576.82	473.37	28.47	149.26	25.77	2,428.37
As at 31st March, 2022 (C-D)	172.51	25.31	1,682.10	456.19	31.46	178.45	31.78	2,577.81
As at 31st March, 2023 (E-F)	170.34	25.31	1,648.21	499.93	33.80	152.75	22.75	2,553.09

*Leasehold Land is for a perpetual lease period of 90 Years

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Notes to Restated Consolidated Financial Information

(All amounts in million, unless otherwise stated)

3. Intangible Assets		
Particulars	**Computer Software**	**Total**
Cost as at 1st April, 2021	-	-
Additions	-	-
Additions through business combination	1.12	1.12
Disposals	-	-
Cost as at 31st March, 2022 (A)	**1.12**	**1.12**
Cost as at 1st April, 2022	1.12	1.12
Additions	-	-
Additions through business combination	-	-
Disposals	-	-
Cost as at 31st March, 2023 (C)	**1.12**	**1.12**
Accumulated Depreciation		
Accumulated Depreciation as at 1st April, 2021	-	-
Depreciation on business combination	1.05	1.05
Disposals	-	-
Accumulated Depreciation as at 31st March, 2022 (B)	**1.05**	**1.05**
Accumulated Depreciation as at 1st April, 2022	1.05	1.05
Depreciation	0.07	0.07
Disposals	-	-
Accumulated Depreciation as at 31st March, 2023 (D)	**1.12**	**1.12**
Net Carrying Amount		
As at 31st March, 2022 (A-B)	0.07	0.07
As at 31st March, 2023 (C-D)	-	-

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Notes to Restated Consolidated Financial Information

(All amounts in million, unless otherwise stated)

Note No.	Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
4	**Other Financial Assets**			
	Security Deposits- with Government Departments	8.49	9.91	2.24
	Bank Deposits with more than 12 months maturity- Pledged with bank for bank guarantees	11.07	12.34	13.71
	Total	**19.56**	**22.25**	**15.94**
5	**Other Non Current Assets**			
	Capital Advances	9.41	40.55	7.84
	Advance Income Tax and TDS (Net of Provisions)	-	17.90	62.59
	Total	**9.41**	**58.45**	**70.44**
6	**Inventories**			
	(Valued at lower of cost or net realisable value)			
	Consumable Pharmacy	42.23	41.67	20.67
	Consumables Stores	18.47	10.28	13.23
	Total	**60.70**	**51.95**	**33.90**
7	**Trade Receivables**			
	(a) Trade Receivables considered good - Secured			
	Others	-	-	-
	(b) Trade Receivables considered good - Unsecured			
	Related parties	-	-	-
	Others	1,148.21	912.22	387.88
		1,148.21	**912.22**	**387.88**
	Less: - Provision for Credit risk	71.76	56.84	20.23
	Net Trade Receivables	**1,076.44**	**855.38**	**367.65**
	(c) Trade Receivables which have significant increase in Credit Risk-Doubtful	-	-	-
	Total	**1,076.44**	**855.38**	**367.65**

Trade receivables are unsecured and are derived from revenue earned from providing medical, healtcare and other ancillary services. No interest is charged on the outstanding balance, regardless of the age of the balance. The group applies Expected Credit Loss (ECL) model for measurement and recognition of impairement loss towards expected risk of delays and default in collection.

The group has used a practical expedient by computing the expected credit loss allowance based on recovery pattern of receivables in the past. Management makes specific provision in cases where there are known specific risks of customer default in making repayments. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information.

YATHARTH HOSPITAL & TRAUMA CARE SERVICES LIMITED

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Notes to Restated Consolidated Financial Information

(All amounts in million, unless otherwise stated)

Trade Receivable aging schedule

As at 31st March, 2023

Particulars	Outstanding for following periods					Total
	Less than 6 months	6 Months-1 year	1-2 years	2-3 years	More than 3 years	
a) Undisputed Trade receivables- Considered Good	882.85	220.04	45.30	0.01	-	**1,148.21**
b) Undisputed Trade receivables- Considered Doubtful	-	-	-	-	-	-
c) Undisputed Trade receivables- Credit Impaired	-	-	-	-	-	-
d) Disputed Trade receivables- Considered Good	-	-	-	-	-	-
e) Disputed Trade receivables- Considered Doubtful	-	-	-	-	-	-
f) Disputed Trade receivables- Credit Impaired	-	-	-	-	-	-

As at 31st March, 2022

Particulars	Outstanding for following periods					Total
	Less than 6 months	6 Months-1 year	1-2 years	2-3 years	More than 3 years	
a) Undisputed Trade receivables- Considered Good	680.04	230.97	1.22	-	-	**912.22**
b) Undisputed Trade receivables- Considered Doubtful	-	-	-	-	-	-
c) Undisputed Trade receivables- Credit Impaired	-	-	-	-	-	-
d) Disputed Trade receivables- Considered Good	-	-	-	-	-	-
e) Disputed Trade receivables- Considered Doubtful	-	-	-	-	-	-
f) Disputed Trade receivables- Credit Impaired	-	-	-	-	-	-

As at 31st March, 2021

Particulars	Outstanding for following periods					Total
	Less than 6 months	6 Months-1 year	1-2 years	2-3 years	More than 3 years	
a) Undisputed Trade receivables- Considered Good	368.53	19.36	-	-	-	**387.88**
b) Undisputed Trade receivables- Considered Doubtful	-	-	-	-	-	-
c) Undisputed Trade receivables- Credit Impaired	-	-	-	-	-	-
d) Disputed Trade receivables- Considered Good	-	-	-	-	-	-
e) Disputed Trade receivables- Considered Doubtful	-	-	-	-	-	-
f) Disputed Trade receivables- Credit Impaired	-	-	-	-	-	-

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Notes to Restated Consolidated Financial Information

(All amounts in million, unless otherwise stated)

Note No.	Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
8	**Cash and Cash Equivalants**			
	Balance with banks in current accounts	354.24	111.52	44.07
	UPI & Other Amount Recoverable	2.56	2.12	1.75
	Cash in hand	15.45	2.93	4.18
	Bank Deposits with maturing with in 3 months- pledged with banks	2.08	0.51	-
	Total	**374.32**	**117.07**	**50.00**
9	**Bank balances other than cash and cash equivalents**			
	Bank Deposits & Interest accured on Bank deposit	10.11	3.74	1.52
	Total	**10.11**	**3.74**	**1.52**
10	**Current Tax Assets**			
	TDS & Advance income tax (net of provision for income tax)	111.78	30.23	18.06
	Total	**111.78**	**30.23**	**18.06**
11	**Other Current Assets**			
	Staff Imprest and Advances	1.62	4.27	7.22
	Other amount recoverable	59.23	8.67	14.03
	Unamortised capital issue expenses	63.04	21.41	-
	Security Deposit-others	5.43	1.28	0.84
	Total	**129.31**	**35.63**	**22.09**

* The Parent Company has incurred expenses towards various services received in connection with the proposed issue of fresh equity shares by the Company and the sale of equity shares by the existing shareholders by the way of Offer for Sale.

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(All amounts in million, unless otherwise stated)

		As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
12	**Share Capital**			
	Authorised			
	115,000,000 (Previous Year 115,000,000 & 20,000,000 Equity shares in 2021) of Rs. 10/- each	1,150.00	1,150.00	200.00
	Total	**1,150.00**	**1,150.00**	**200.00**
	Equity share capital			
	Issued, Subscribed & Paid up			
	65,516,900 (Previous Year 65,516,900 & 16,379,225 Equity shares in 2021) of Rs. 10/- each	655.17	655.17	163.79
	Issued, Subscribed & Not Paid up			
	NIL	-	-	-
	Total	**655.17**	**655.17**	**163.79**

12.1 Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period

Equity Shares			
Number of Shares outstanding at the beginning of the year	65,516,900	16,379,225	16,379,225
Number of Shares issued during the year in cash	-	-	-
Number of Shares issued during the year other than in cash	-	49,137,675	-
Number of Shares brought back during the year	-	-	-
Shares outstanding at the end of the year	**65,516,900**	**65,516,900**	**16,379,225**

12.2 Terms / rights attached to Equity shares

The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share.

In the event of the liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

12.3 Equity Shares in the company held by each shareholder holding more than 5 percent shares specifying the number of shares held

Name of Shareholder	As at March 31, 2023		As at March 31, 2022	
	No. of equity shares held	% of holding	No. of equity shares held	% of holding
Dr. Ajay Kumar Tyagi	27,021,600	41.24%	27,021,600	41.24%
Dr. Kapil Kumar	12,164,400	18.57%	12,164,400	18.57%
Dr. Manju Tyagi	11,524,200	17.59%	11,524,200	17.59%
Dr. Neena Tyagi	7,019,600	10.71%	7,019,600	10.71%
Vimla Tyagi	3,743,000	5.71%	3,743,000	5.71%

Name of Shareholder	As at March 31, 2021	
	No. of equity shares held	% of holding
Dr. Ajay Kumar Tyagi	6,755,400	41.24%
Dr. Kapil Kumar	3,041,100	18.57%
Dr. Manju Tyagi	2,881,050	17.59%
Dr. Neena Tyagi	1,754,900	10.71%
Vimla Tyagi	935,750	5.71%

12.4 Equity shares reserved for issue under options and contracts / commitments for the sale of shares / disinvestments, including terms and amounts

NIL

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Notes to Restated Consolidated Financial Information
(All amounts in million, unless otherwise stated)

12.5 Aggregate number and class of equity shares allotted as fully paid up pursuant to contract without payment being received in cash, allotment by way of bonus shares or shares bought back

Particulars	2022-23	2021-22	2020-21	2019-20	2018-19
Company has allotted 49.14 million equity shares of Rs. 10 each, valued at Rs. 491.38 million on to existing shareholders by way of capitalisation of Share premium and accumulated Profit & Loss during FY 2021-22	-	49,137,675	-	-	-

12.6 The company does not have any holding company or ultimate holding company.

12.7 Shareholding of Promoters

S. No.	Name of Shareholder	As at March 31, 2023			As at March 31, 2022		
		No. of equity shares held	% of total shares	% Change during Year	No. of equity shares held	% of total shares	% Change during Year
1	**Dr. Ajay Kumar Tyagi**						
	Opening Balance	27,021,600	41.24%		6,755,400	41.24%	
	Acquired During the year *	-	-		20,266,200	30.93%	
	Closing Balance	27,021,600	41.24%	-	27,021,600	41.24%	300.00%
2	**Dr. Kapil Kumar**						
	Opening Balance	12,164,400	18.57%		3,041,100	18.57%	
	Acquired During the year *	-	-		9,123,300	13.93%	
	Closing Balance	12,164,400	18.57%	-	12,164,400	18.57%	300.00%

* Acquired by the way of Bonus shares issued by the Company

S. No.	Name of Shareholder	As at March 31, 2021		
		No. of equity shares held	% of total shares	% Change during Year
1	**Dr. Ajay Kumar Tyagi**			
	Opening Balance	6,755,400	41.24%	
	Acquired During the year	-	-	
	Closing Balance	6,755,400	41.24%	0.00%
2	**Dr. Kapil Kumar**			
	Opening Balance	3,041,100	18.57%	
	Acquired During the year	-	-	
	Closing Balance	3,041,100	18.57%	0.00%

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Notes to Restated Consolidated Financial Information
(All amounts in million, unless otherwise stated)

13 Other Equity

Particulars	Securities Premium	Retained Earnings	Other Comprehensive Income	Equity attributable to shareholders of the company
Balance as at 1st April, 2020	176.60	202.53	0.00	379.14
Surplus in the statement of profit and loss transferred during the year	-	181.60	-	181.60
Remeasurement of defined benefit liability (net of tax)	-	-	0.02	0.02
	-	-	-	-
Balance as at 31st March, 2021	**176.60**	**384.13**	**0.02**	**560.76**

Particulars	Securities Premium	Retained Earnings	Other Comprehensive Income	Equity attributable to shareholders of the company
Balance as at 1st April, 2021	176.60	384.13	0.02	560.76
Surplus in the statement of profit and loss transferred during the year	-	441.62	-	441.62
Issue of Bonus Shares	(176.60)	(314.77)	-	(491.38)
Remeasurement of defined benefit liability (net of tax)	-	-	2.67	2.67
Balance as at 31st March, 2022	**-**	**510.98**	**2.70**	**513.68**

Particulars	Securities Premium	Retained Earnings	Other Comprehensive Income	Equity attributable to shareholders of the company
Balance as at 1st April, 2022	**-**	**510.98**	**2.70**	**513.68**
Surplus in the statement of profit and loss transferred during the year	-	657.68	-	657.68
Issue of Bonus Shares	-	-	-	-
Remeasurement of defined benefit liability (net of tax)	-	-	3.11	3.11
Balance as at 31st March, 2023	**-**	**1,168.66**	**5.81**	**1,174.47**

Securities Premium
Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

Retained Earnings
The amount that can be distributed by the company as dividends to pay its equity and preference (if any) shareholders.

Other Comprehensive Income
Remeasurement of defined benefit plans comprise of acturial gains and losses.

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(All amounts in million, unless otherwise stated)

Note No.	Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
14	**Borrowings**			
	Secured			
	Term loans (Indian currency)			
	From banks	2,373.59	2,325.60	817.26
	From financial institutions	82.83	78.17	979.50
	Less: Current Maturities[refer note no. 17]	463.26	348.91	178.78
		1,993.16	**2,054.86**	**1,617.98**
	Loan for Vehicles against hypothecation - Banks	12.78	18.96	16.72
	Unsecured			
	From banks	-	-	0.83
	From financial institutions	-	-	1.65
	Total	**2,005.94**	**2,073.82**	**1,637.18**
	For terms and conditions, security and repayments please refer note no 35			
15	**Provisions**			
	Provision for employee benefit	12.99	9.78	0.41
	Total	**12.99**	**9.78**	**0.41**
16	**Deferred Tax Liabilities-Net**			
	Deferred tax liabilities			
	On account of Depreciation	88.54	91.73	78.57
	On account of Others	0.52	1.29	1.62
	Sub Total (A)	**89.05**	**93.01**	**80.19**
	Deferred tax Assets			
	On account of Losses and Tax disallowances	144.79	112.33	3.00
	On account of Others	22.18	19.30	4.76
	MAT credit entitlement	4.87	15.90	33.92
	Sub Total (B)	**171.85**	**147.54**	**41.68**
	Deferred Tax Liabilities-Net (A-B)	**(82.79)**	**(54.53)**	**38.52**
	For movement of deferred Tax, refer Note 16.1			

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Note No. 16.1
Deferred Tax Assets/Deferred Tax Liabilities

As on 31st March, 2021

Particulars	Opening balance	Recognised in Profit or loss	Acquired during the year	Other Comprehensive Income	Closing balance
Deferred tax assets in relation to:					
MAT Credit	17.29	16.63	-	-	33.92
Provision for employee benefits	0.10	0.03	-	(0.01)	0.13
Business loss & Tax disallowance benefit carried forward and others	24.48	(21.61)	-	-	2.87
On IND AS Adjustments	4.62	0.15	-	-	4.76
Deferred Tax Assets Total	**46.49**	**(4.81)**	**-**	**(0.01)**	**41.68**
Deferred tax liabilities on account of					
Due to depreciation	47.41	31.16	-	-	78.57
Others	2.61	(0.99)	-	-	1.62
Deferred Tax Liabilities Total	**50.02**	**30.17**	**-**	**-**	**80.19**
Deferred Tax Assets/(Liability)	**(3.53)**	**(34.98)**	**-**	**(0.01)**	**(38.52)**

As on 31st March, 2022

Particulars	Opening balance	Recognised in Profit or loss	Acquired during the year	Other Comprehensive Income	Closing balance
Deferred tax assets in relation to:					
MAT Credit	33.92	(18.02)	-	-	15.90
Provision for employee benefits	0.13	3.80	-	(1.10)	2.83
Business loss & Tax disallowance benefit carried forward and others	2.87	0.11	109.35	-	112.33
On IND AS Adjustments	4.76	11.71	-	-	16.47
Deferred Tax Assets Total	**41.68**	**(2.39)**	**109.35**	**(1.10)**	**147.54**
Deferred tax liabilities on account of					
Due to depreciation	78.57	7.29	5.87	-	91.73
Others	1.62	(0.34)	-	-	1.29
Deferred Tax Liabilities Total	**80.19**	**6.95**	**5.87**	**-**	**93.01**
Deferred Tax Assets/(Liability)	**(38.52)**	**(9.34)**	**103.48**	**(1.10)**	**54.53**

As on 31st March, 2023

Particulars	Opening balance	Recognised in Profit or loss	Acquired during the year	Other Comprehensive Income	Closing balance
Deferred tax assets in relation to:					
MAT Credit	15.90	(11.03)	-	-	4.87
Provision for employee benefits	2.83	1.62	-	(0.90)	3.55
Business loss & Tax disallowance benefit carried forward and others	112.33	32.46	-	-	144.79
On IND AS Adjustments	16.47	2.16	-	-	18.63
Deferred Tax Assets Total	**147.54**	**25.20**	**-**	**(0.90)**	**171.85**
Deferred tax liabilities on account of					
Due to depreciation	91.73	(3.19)	-	-	88.54
Others	1.29	(0.77)	-	-	0.52
Deferred Tax Liabilities Total	**93.01**	**(3.96)**	**-**	**-**	**89.05**
Deferred Tax Assets/(Liability)	**54.53**	**29.16**	**-**	**(0.90)**	**82.79**

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Notes to Restated Consolidated Financial Information

(All amounts in million, unless otherwise stated)

Note No.	Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
17	**Borrowings***			
	Secured			
	Working Capital from Banks	162.94	100.46	35.49
	Current maturities of Long Term Borrowings			
	From banks	431.75	322.44	113.91
	From financial institutions	31.51	26.47	64.86
	Loan for Vehicles against hypothecation- Banks	5.61	7.05	6.13
	Unsecured			
	From banks	-	-	2.40
	From financial institutions	-	-	1.12
	From Directors	-	51.64	-
		631.82	**508.06**	**223.91**

**For terms and conditions, security and repayments please refer note no 35*

Note No.	Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
18	**Trade payables (refer note no. 33)**			
	(a) Due to Micro and small enterprises	15.08	22.81	-
	(b) Due to others	153.69	181.31	165.33
	Total	**168.78**	**204.12**	**165.33**

Trade Payables Ageing Schedule

As at 31st March, 2023

Particulars	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
a) MSME	15.08	-	-	-	15.08
b) Others	153.69	-	-	-	153.69
c) Disputed dues- MSME	-	-	-	-	-
d) Disputed dues- Others	-	-	-	-	-
Total	**168.78**	**-**	**-**	**-**	**168.78**

As at 31st March, 2022

Particulars	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
a) MSME	22.81	-	-	-	22.81
b) Others	181.31	-	-	-	181.31
c) Disputed dues- MSME	-	-	-	-	-
d) Disputed dues- Others	-	-	-	-	-
Total	**204.12**	**-**	**-**	**-**	**204.12**

As at 31st March, 2021

Particulars	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
a) MSME	-	-	-	-	-
b) Others	165.33	-	-	-	165.33
c) Disputed dues- MSME	-	-	-	-	-
d) Disputed dues- Others	-	-	-	-	-
Total	**165.33**	**-**	**-**	**-**	**165.33**

YATHARTH HOSPITAL & TRAUMA CARE SERVICES LIMITED

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Notes to Restated Consolidated Financial Information
(All amounts in million, unless otherwise stated)

Note No.	Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
19	**Other Financial Liabilities**			
	Liability for land	-	-	11.91
	Interest accrued but not due	1.13	0.73	-
	Expenses Payable	141.27	144.63	95.29
	Total	**142.40**	**145.36**	**107.20**
20	**Other Current Liabilities**			
	Statutory Dues	26.46	25.33	29.98
	Other Liabilities	-	0.56	-
	Advances from customer	4.69	6.39	5.27
	Total	**31.15**	**32.28**	**35.25**
21	**Provisions**			
	Provision for employee benefit	0.59	0.05	0.06
	Provision for taxation - Net of Advance Tax	-	62.06	-
	Total	**0.59**	**62.10**	**0.06**

YATHARTH HOSPITAL & TRAUMA CARE SERVICES LIMITED

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(All amounts in million, unless otherwise stated)

Note No.	Particulars	Year ended 31-March-2023	Year ended 31-March-2022	Year ended 31-March-2021
22	**Revenue from operations**			
	Income from medical and healthcare services*	5,202.93	4,009.37	2,286.74
	Total	**5,202.93**	**4,009.37**	**2,286.74**
	**Refer Note 34*			
23	**Other income**			
	Interest income on bank deposits	1.41	1.02	0.37
	Interest on income tax refund	2.86	5.38	4.15
	Other incomes- Sale of Food & Beverages	21.96	9.34	-
	Rental Income from telecom towers	0.89	0.75	0.63
	Interest income - INDAS	0.01	0.00	-
	Rental Income from Ambulance	0.94	-	-
	Total	**28.07**	**16.49**	**5.15**
24	**Cost of Material Consumed**			
	Medicines consumed			
	Opening balance	41.67	20.67	18.58
	Purchase	444.21	521.20	336.56
	Less: closing stock	(42.23)	(41.67)	(20.67)
	Material Consumed-A	**443.66**	**500.19**	**334.47**
	Consumable stores			
	Opening balance	10.28	13.23	10.02
	Purchase	493.88	310.14	131.93
	Less: closing stock	(18.47)	(10.28)	(13.23)
	Stores Consumed-B	**485.69**	**313.09**	**128.72**
	TOTAL COST OF MATERIAL CONSUMED A+B	**929.35**	**813.28**	**463.18**
25	**Employee benefits expense**			
	Salaries, wages and other benefits	848.72	737.77	434.49
	Director's Remuneration	60.00	55.00	28.80
	Key men insurance	1.34	1.48	1.41
	Staff welfare expenses	9.24	10.43	2.17
	Total	**919.30**	**804.68**	**466.88**
26	**Finance cost**			
	Interest on secured loans	203.80	190.46	175.14
	Interest expense on Lease Liability	2.21	2.98	10.56
	Interest on unsecured loans	-	0.57	1.94
	Interest on others	0.13	13.47	-
	Interest on Others-MSME	0.13	0.18	-
	Interest on Statutory Dues	7.61	7.20	0.79
	Total	**213.87**	**214.86**	**188.44**
27	**Depreciation and amortization expenses**			
	Depreciation on Property, Plant & Equipment and Intangible Assets	254.07	257.93	185.01
	Depreciation on Leased Assets	21.00	20.76	20.58
	Total	**275.07**	**278.68**	**205.60**

YATHARTH HOSPITAL & TRAUMA CARE SERVICES LIMITED

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Note No.	Particulars	Year ended 31-March-2023	Year ended 31-March-2022	Year ended 31-March-2021
28	**Other expenses**			
	Specialist Charges	930.91	510.22	289.98
	Lab Expenses	50.10	37.17	36.14
	Power, Fuel & Utilities	137.11	121.88	93.26
	Advertisement & Marketing	43.99	10.96	4.67
	Vehicle running & maintenance	27.69	25.70	10.32
	Repair & maintenance	179.63	87.50	43.90
	Discount allowed	426.17	260.55	134.19
	Provision for Expected credit loss	14.93	36.60	3.56
	Bank & Finance Charge	13.96	11.61	10.46
	Filling Fees	0.05	8.61	-
	Legal & Professional Charges	12.39	1.95	-
	Canteen & food	43.57	50.77	18.51
	CSR Expenses	6.70	3.00	1.10
	Conveyance & travel	27.57	12.89	2.62
	Director's Sitting Fees	0.93	0.42	-
	Rent	19.39	18.50	9.39
	Printing & stationery	2.51	8.24	5.35
	Office expenses	53.87	49.94	10.74
	Communication Exp	3.85	5.08	3.42
	Insurance expenses	3.45	0.72	1.34
	Auditor's remuneration			
	- For Audit fees	1.12	0.73	0.11
	Other Miscellaneous Expenses	16.75	20.22	7.52
	Total	**2,016.63**	**1,283.29**	**686.56**
29	**Earning per Share**			
	Profit for the period/year attributable to owners of the company	660.79	444.30	181.60
	Shares			
	Weighted Average number of equity shares at the beginning of the period/year	65,516,900	65,516,900	16,379,225
Add	Weighted Average number of equity shares issued during the period/year	-	-	-
	Weighted Average number of equity shares at the end of the period/year	**65,516,900**	**65,516,900**	**16,379,225**
		-	-	-
Add/ (Less)	Bonus shares issued subsequent to period end considered for calculation of Earning per share for relevant periods.	**-**	**-**	**49,137,675**
		65,516,900	**65,516,900**	**65,516,900**
Add/ (Less)	Items having dilutive impact on equity shares	**-**	**-**	**-**
	Weighted Average number of equity shares (without bonus shares) at the end of the year-Diluted EPS	**65,516,900**	**65,516,900**	**16,379,225**
	Earnings Per Share- Rs	**10.09**	**6.78**	**11.09**
	Diluted Earnings Per Share- Rs	**10.09**	**6.78**	**11.09**
	Weighted Average number of equity shares (with bonus shares) at the end of the year-Diluted EPS	**65,516,900**	**65,516,900**	**65,516,900**
	Earnings Per Share- Rs	**10.09**	**6.78**	**2.77**
	Diluted Earnings Per Share- Rs	**10.09**	**6.78**	**2.77**

(All amounts in million, unless otherwise stated)

30 Right of Use Assets

A. Transition to Ind AS 116 "Leases"

A new lease standard i.e., Ind AS 116 has been notified to be effective w.e.f. 1 April 2019 which provide guidelines for the accounting of the lease contracts entered in the capacity of a lessee and a lessor. For the purpose of preparation of Restated Standalone Financial Information, the management has evaluated the impact of change in accounting policies on adoption of Ind AS 116 for the year ended 31 March 2019. Hence in these Restated Standalone Financial Information, Ind AS 116 has been adopted with effect from April 1, 2018 following modified retrospective method (i.e. on 1 April 2018 the company has measured the lease liability at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate and a right-of-use assets are measured at their carrying amount as if Ind AS 116 had been applied since the commencement date, discounted using the lessee's incremental borrowing rate at the date of initial application).

Ind AS 116 supersedes Ind AS 17 Leases including its appendices (Appendix C of Ind AS 17 Determining whether an Arrangement contains a Lease, Appendix A of Ind AS 17 Operating Leases- Incentives and Appendix B of Ind AS 17 Evaluating the Substance of Transactions Involving the Legal Form of a Lease). The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise most leases on the balance sheet.

Following are the changes in the carrying values of right of use assets for the year ended March 31, 2023, 31 March 2022 & 31 March 2021:

The company has elected not to apply the requirements of Ind AS 116 "Leases" to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term except inflation adjustment.

B. Following are the changes in the carrying values of right of use assets

Following are the changes Particulars	**Category of ROU Assets- Medical Equiptments**	**Category of ROU Assets- Office**	**Total**
Gross Block			
Balance as at March 31, 2020	**123.57**	**-**	**123.57**
Additions	-	-	-
Deletion	-	-	-
Balance as at March 31, 2021--A	**123.57**	**-**	**123.57**
Additions	-	1.24	1.24
Deletion	-	-	-
Balance as at March 31, 2022--B	**123.57**	**1.24**	**124.81**
Additions	-	-	-
Deletion	-	-	-
Balance as at March 31, 2023--C	**123.57**	**1.24**	**124.81**
Accumulated Depreciation			
Accmulated Depreciation as at March 31, 2020	**27.35**	**-**	**27.35**
Depreciation charge for the year	20.58	-	20.58
Disposals	-	-	-
Accmulated Depreciation as at March 31, 2021--D	**47.94**	**-**	**47.94**
Depreciation charge for the year	20.58	0.17	20.76
Disposals	-	-	-
Accmulated Depreciation as at March 31, 2022--E	**68.52**	**0.17**	**68.69**
Depreciation charge for the year	20.58	0.41	21.00
Disposals	-	-	-
Accmulated Depreciation as at March 31, 2023 --F	**89.11**	**0.59**	**89.69**
Net Carrying amounts			
As at March 31, 2021 (A-D)	75.63	-	75.63
As at March 31, 2022 (B-E)	55.04	1.07	56.12
As at March 31, 2023 (C-F)	34.46	0.66	35.12

The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the statement of Profit and Loss.

C. The following is the rental expense recorded for short-term leases, variable leases and low value assets

Particulars	**For the year ended March 31, 2023**	**For the year ended 31 March 2022**	**For the year ended 31 March 2021**
Short Term Lease	19.39	18.50	9.39

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D. Following is the movement in lease liabilities for the year ended March 31, 2023

Particulars	Lease liabilities
Balance as at 1 April 2020	**90.46**
Additions	-
Finance cost	3.80
Payment of lease liabilities	21.24
Balance as at 31 March 2021	**73.02**
Non-current lease liabilities	54.76
Current lease liabilities	18.26
Balance as at 1 April 2021	**73.02**
Additions	1.24
Finance cost	3.02
Payment of lease liabilities	21.43
Balance as at 31 March 2022	**55.85**
Non-current lease liabilities	36.74
Current lease liabilities	19.12
	-
Balance as at 1 April 2022	**55.85**
Additions	-
Finance cost	2.21
Payment of lease liabilities	21.70
Balance as at March 31, 2023	**36.36**
Non-current lease liabilities	15.91
Current lease liabilities	20.45

E. The following is the cash outflow on leases during the periods/years:

Particulars	For the year ended March 31, 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Payment of lease liabilities	21.70	21.43	21.24
Short-term lease expense	19.39	18.50	9.39
Total cash outflow on leases	**41.09**	**39.93**	**30.62**

F. The table below provides details regarding the contractual maturities of lease liabilities as at period/year-end on an undiscounted basis:

Particulars	For the year ended March 31, 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Less than 1 year	28.37	28.80	26.75
1 to 5 years	16.69	37.95	80.47
More than 5 years	-	-	-

The company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

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Notes to Restated Consolidated Financial Information
(All amounts in million, unless otherwise stated)

Note 31 (i) : Fair Value Measurement
Categories of financial instruments

Financial assets	**As at March 31, 2023**	**As at March 31, 2022**	**As at March 31, 2021**
Measured at amortised cost			
(i) Trade receivables	1,076.44	855.38	367.65
(ii) Cash and Bank balance	374.32	117.07	50.00
(iii) Other Bank Balances	10.11	3.74	1.52
(iv) Other financial assets-non current	19.56	22.25	15.94
	1,480.45	**998.44**	**435.11**
Measured at Fair value			
Investment other than investment in subsidiaries	-	-	-
Financial liabilities	**As at March 31, 2023**	**As at March 31, 2022**	**As at March 31, 2021**
Measured at amortised cost			
(i) Borrowings	2,637.76	2,581.88	1,861.09
(ii) Other financial liabilities	142.40	145.36	107.20
(iii) Lease Liabilities	36.36	55.85	73.02
(iv) Trade and other payables	168.78	204.12	165.33
Total	**2,985.29**	**2,987.22**	**2,206.65**

(i) Fair Value Hierarchy

Fair value measurements

Particulars	**Fair value as at**		
	As at March 31, 2023	**As at March 31, 2022**	**As at March 31, 2021**
Financial assets	**-**	**-**	**-**
Financial Liabilities	**-**	**-**	**-**

The fair values of current debtors, cash & bank balances, loan to related party, security deposit to goverement deparment, current creditors and current borrowings and other financial liability are assumed to approximate their carrying amounts due to the short-term maturities of these assets and liabilities.

	Carrying value		
Particulars	**As at March 31, 2023**	**As at March 31, 2022**	**As at March 31, 2021**
i) Financial assets - Current			
Trade receivables	1,076.44	855.38	367.65
Cash and cash equivalents	15.45	2.93	4.18
Bank Balances	354.24	113.64	45.82
Other Bank balances	10.11	3.74	1.52
ii) Financial liabilities - Current			
Trade payables	168.78	204.12	165.33
Borrowing	631.82	508.06	223.91
Lease Liabilities	20.45	19.12	18.26
Other financial liabilities	142.40	145.36	107.20

(ii) Valuation techniques used to determine Fair value

The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

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Note 31(ii) : FINANCIAL RISK MANAGEMENT

The Company's principal financial liabilities other than derivatives comprise loans and borrowings trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include Lease assets, loans trade and other receivables and cash and cash equivalents that are derived directly from its operations.

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company is exposed to market risk credit risk and liquidity risk. The company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

The Company's principal financial liabilities comprise borrowings trade and other payables. The main purpose of these financial liabilities is to manage finances for the Company's operations. The Company principal financial asset includes loan trade and other receivables and cash and short-term deposits that arise directly from its operations.

The Company's activities are exposed to market risk, credit risk and liquidity risk.

I. Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: currency rate risk interest rate risk and other price risks such as equity price risk and commodity price risk. Financial instruments affected by market risk include loans and borrowings deposits investments and derivative financial instruments.

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks.

(a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regard to interest income and interest expenses and to manage the interest rate risk treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of the fixed rate and floating rate financial instruments in its total portfolio.

(i) The exposure of group borrowings to interest rate changes at the end of reporting period are as follows (except for lease liabilities)

Particulars	As at March 31, 2023	As at March 31 2022	As at March 31 2021
Variable rate borrowings	2,628.62	2,503.72	868.31
Fixed rate borrowings	12.43	26.52	992.79
Total borrowings	**2,641.06**	**2,530.24**	**1,861.09**

(ii) As at the end of reporting period the company had the following variable rate borrowings and interest rate swap contracts outstanding:

Particulars	As at March 31, 2023			As at March 31 2022		
	Weighted average interest rate	Balance	% of total loans	Weighted average interest rate	Balance	% of total loans
Borrowings	9.57%	2,628.62	99.53%	6.73%	2,503.72	98.95%
% of total loans						
Net exposure to cash flow interest rate risk		**2,628.62**			**2,503.72**	

Particulars	As at March 31 2021		
	Weighted average interest rate	Balance	% of total loans
Borrowings	11.40%	868.31	46.66%
% of total loans			
Net exposure to cash flow interest rate risk		**868.31**	

(iii) Sensitivity

Profit/loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

Particulars	Increase/ Decrease in Basis Points	Impact on Profit before Tax for the FY ending		
		As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
INR	+50	13.14	12.52	4.34
	- 50	(13.14)	(12.52)	(4.34)

(b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company has no foreign currency loans in current year end and previous year . Therefore no sensitivity is provided.

(All amounts in million, unless otherwise stated)

(c) Price Risk

The company exposure to equity securities price risk arises from the investments held by company and classified in the balance sheet at fair value through profit and loss. The company does not have any investments at the current year end and previous year which are held for trading. Therefore no sensitivity is provided.

II. Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral where appropriate as a means of mitigating the risk of financial loss from defaults. The company's credit risk exposure towards its counterparties are continuously monitored . Credit exposure of any party is controlled reviewed and approved by the appointed company official in this regard.

Trade receivables may be analysed as follows:

Age of receivables	As at March 31, 2023	As at March 31 2022	As at March 31 2021
Within the credit period			
1-180 days past due	882.85	680.04	368.53
181-365 days past due	220.04	230.97	19.36
more than 365 days	45.31	1.22	-
Total	**1,148.21**	**912.22**	**387.88**

III. Liquidity Risk

Liquidity risk is defined as the risk that company will not be able to settle or meet its obligation on time or at a reasonable price. The Company's objective is to at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company's management is responsible for liquidity funding as well as settlement management. In addition processes and policies related to such risk are overseen by senior management. Management monitors the company's net liquidity position through rolling forecast on the basis of expected cash flows.

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments:

Particulars	Within 1 year	1-3 years	More than 3 years	Total	Carrying amount
As at March 31, 2023					
Borrowings	631.82	1,084.08	921.86	2,637.76	2,637.76
Trade payables	168.78	-	-	168.78	168.78
Lease Liabilities	20.45	15.91	-	36.36	36.36
Other financial liabilities	142.40	-	-	142.40	142.40
Total	**963.44**	**1,099.99**	**921.86**	**2,985.29**	**2,985.29**

Particulars	Within 1 year	1-3 years	More than 3 years	Total	Carrying amount
As at March 31, 2022					
Borrowings	508.06	1,313.03	760.79	2,581.89	2,581.89
Trade payables	204.12	-	-	204.12	204.12
Lease Liabilities	19.12	36.74	-	55.85	55.86
Other financial liabilities	145.36	-	-	145.36	145.36
Total	**876.66**	**1,349.77**	**760.79**	**2,987.23**	**2,987.24**

Particulars	Within 1 year	1-3 years	More than 3 years	Total	Carrying amount
As at March 31, 2021					
Borrowings	223.91	1,294.77	342.41	1,861.09	1,861.09
Trade payables	165.33	-	-	165.33	165.33
Lease Liabilities	18.26	54.76	-	73.02	73.02
Other financial liabilities	107.20	-	-	107.20	107.20
Total	**514.70**	**1,349.53**	**342.41**	**2,206.65**	**2,206.65**

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Note 31 (iii) Capital Management
(A) Risk Management
The Company manages its capital to ensure that the company will be able to continue as going concerns while maximising the return to stakeholders through the optimization of the debt and equity balance.

The Company's risk management committee reviews the capital structure of the Company on a semi-annual basis. As part of this review, the committee considers the cost of capital and the risks associated with each class of capital. The Company monitors capital on the basis of following gearing ratio, which is net debt divided by total capital plus debt.

(B) Gearing ratio
The gearing ratio at end of the reporting period was as follows.

Partciulars	**As at March 31, 2023**	**As at March 31, 2022**	**As at March 31, 2021**
Debt*	2,674.12	2,637.73	1,934.11
Cash and bank balances (including cash and bank balances in a disposal group held for sale)	374.32	117.07	50.00
Net debt	**2,299.80**	**2,520.66**	**1,884.12**
Total Equity#	1,829.64	1,168.85	806.83
Net Debts and Total equity	**4,129.43**	**3,689.51**	**2,690.95**
Net debt to equity ratio	55.69%	68.32%	70.02%

*Debt is defined as long-term and short-term borrowings including current maturities, books overdraft and lease liabilities.
#Total equity (as shown in balance sheet) includes issued capital and all other equity reserves.

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32 Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, any company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The Board of Directors of the Company has approved the following expenditure on CSR activities.

Particulars	For the year ended 31-March-2023	For the year ended 31-March-2022	For the year ended 31-March-2021
~Gross amount required to be spent during the year as per calculation specified for CSR activities	6.49	1.79	1.10
~Amount approved by the board to be spend during the year	6.49	3.00	1.10
~Amount spend during the period/ year	6.70	3.00	1.10
~Shortfall at the end of period/year	-	-	0.00

~Reasons for Shortfall
>>For the year ended 31st March 2021

The co. is obligated to spend the CSR amount in such way that it achieves its purpose of social upliftment. At times identifying and then judiciously spending money may not be possible in the given time frame. In such cases the required unspent money is spent in the following year.

*For the shortfall pertaining to 31 March, 2021 the company has deposited Rs. 2,000/- to PM Cares fund on 12/02/2022.

~Nature of CSR Activities
Amount during the year ended 31st March, 2023, 31st March, 2022 & 31 March 2021 has been paid to charitable society which works for health care of poor people.

The computation of CSR dues is based on the Profit and Loss, as made out on the basis of the already adopted accounts for the preceding financial years.

33 Disclosure as required under Notification No. G.S.R.(E) dated 4th September, 2015 as updated vide notification dated 22nd January 2019 issued by the Ministry of Corporate Affairs w.r.t MSME (As certified by theManagement):

As per information available with the management, no supplier has declared MSME status. As such, this disclosure is not applicable.

	Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
a)	The principal amount and interest due thereon remaining unpaid to any supplier- MSME.			
	~Principal	15.08	22.81	-
	~Interest	0.13	0.18	-
b)	The amount of interest paid by the buyer in terms of Section16 of the Micro Small and Medium Enterprise Development Act, 2006 (MSMED Act) along with the amounts of payment made to the suppliers beyond the appointed day during each accounting year.	-	-	-
c)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed date during period) but without adding the interest specified under the MSMED Act.	-	-	-
d)	The amount of interest accrued and remaining unpaid.	0.13	0.18	-
e)	The amount of further interest remaining due and payable even in the succeeding period, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act.	-	-	-

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34. Revenue from contracts with customers

Disaggregated revenue information

Set out below is the disaggregation of the Company's revenue from contracts with customers:

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Income from medical and healthcare services			
Revenue from hospital & pharmacy services	5,202.93	4,009.37	2,442.65
Less: Inter Group Revenue	-	-	(155.91)
	5,202.93	**4,009.37**	**2,286.74**

Location of revenue recognition

All the business operations of the company are in India.

Timing of revenue recognition

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Services transferred at a point of time	553.56	515.76	312.26

No single customer represents 10% or more of the Company's total revenue during the periods/years ended March 31, 2023, March, 2022 and 31 March 2021

Reconciliation of revenue recognised with the contracted price is as follows:

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Contracted price	5,544.87	4,363.00	2,650.74
Reduction towards variable consideration components*	-	-	-
Discounts	(341.94)	(353.63)	(364.00)
Revenue recognised	**5,202.93**	**4,009.37**	**2,286.74**

*Variable consideration components include discounts on the contract price.

Contract balances

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Trade receivables*	1,148.21	912.22	367.65
Contract liabilities (advance from patients)#	4.69	6.39	8.15

Movement in contract liabilities during the period/ year:

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Balance at the beginning of the period/year	6.39	8.15	1.23
Less: Revenue recognised from above	(6.39)	(8.15)	(1.23)
Add: Addition during the period/year	4.69	6.39	8.15
Balance at the end of the period/ year	**4.69**	**6.39**	**8.15**

* Trade receivables are non-interest bearing and are generally on terms of 30 days.
# Contract liabilities include advances received from patients for hospital services pending final billing.

Performance obligation

The revenue from OPD services and sale of Pharmaceutical products satisfies ‘at a point in time’ recognition criteria as prescribed by Ind AS 115.

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35. Borrowings
Details of borrowings availed by the company

S. No	Bank/ Financial Institution	Category of Loan	Interest Rate	Secuirty & Collateral provided	Repayment Terms	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
1	LIC Housing Finance Ltd	Term Loan	10.90%	Hypothecation created on hospital land & building situated at Plot No-HO-01, Sector-Omega-1, Greater noida Uttar Pradesh	EMI of Rs. 1,03,50,941 payable for the period upto Oct -2025	-	-	506.96
	Maximum amount O/s during the period/ year					-	(501.21)	(546.01)
	The loan has been taken over by State Bank of India against fresh Term Loan availed from them							
2	LIC Housing Finance Ltd	Term Loan	10.90%	Hypothecation created on hospital land & building situated at Plot No-NH-01, Sector-110 Naiad and NH-32 Sector Omega 1, Greater Naiad Uttar Pradesh	EMI of Rs 71,62,757 payable for the period up to Oct -2025	-	-	361.35
	Maximum amount O/s during the period/ year					-	(357.47)	(387.73)
	The loan has been taken over by State Bank of India against fresh Term Loan availed from them							
3	Kotak Mahindra Bank	Other Loan LAP-DORD	7.50%	Hypothecation created on personal properties of promotoers	EMI of Rs 11,66,667 payable for the period up to December, 2022	-	-	33.12
	Maximum amount O/s during the period/ year					-	(30.06)	(45.04)
	This loan has been closed by making prepayment during the month of March, 2022							
4	Indusind Bank	Other Loan CC-DORD	9.90%	Unsecured Loan	EMI of Rs. 1,38,889 payable for the period up to December, 2022	-	-	2.37
	Maximum amount O/s during the period/ year					-	(2.16)	(3.19)
	This loan has been closed by making prepayment during the month of March, 2022							
5	Indusind Bank	Equipment Loan	9.00%	Hypothecation created on the assets purchased out of the proceeds of the loan.	EMI of Rs. 6,67,195 payable for the period up to March -2024	7.95	14.80	21.30
	Maximum amount O/s during the period/ year					(14.24)	(20.73)	(21.30)
6	Indusind Bank	Equipment Loan	11.00%	Hypothecation created on the assets purchased out of the proceeds of the loan.	EMI of Rs. 4,99,637 payable for the period up to December -2023	3.94	9.27	14.09
	Maximum amount O/s during the period/ year					(8.85)	(13.71)	(16.70)
7	Indusind Bank	Equipment Loan	11.00%	Hypothecation created on the assets purchased out of the proceeds of the loan.	EMI of Rs. 2,51,876 payable for the period up to December-2022	-	1.94	4.62
	Maximum amount O/s during the period/ year					(1.70)	(4.41)	(6.08)
8	Kotak Mahindra Bank	Equipment Loan	10.00%	Hypothecation created on the assets purchased out of the proceeds of the loan.	EMI of Rs. 14,02,580 payable for the period up to September, 2022	-	5.23	20.91
	Maximum amount O/s during the period/ year					(3.86)	(19.66)	(29.56)
9	Kotak Mahindra Bank	Equipment Loan	10.00%	Hypothecation created on the assets purchased out of the proceeds of the loan.	EMI of Rs. 3,87,806 payable for the period up to October, 2021	-	-	2.61
	Maximum amount O/s during the period/ year					-	(2.24)	(5.14)
10	SREI Equipment Finance Limited	Equipment Loan	12.00%	Hypothecation created on the assets purchased out of the proceeds of the loan.	EMI of Rs. 9,37,000 payable for the period up to February -2024	8.12	17.73	27.74
	Maximum amount O/s during the period/ year					(16.96)	(27.08)	(37.20)

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11	SREI Equipment Finance Limited	Equipment Loan	12.00%	Hypothecation created on the assets purchased out of the proceeds of the loan.	EMI of Rs. 15,59,588 payable for the period up to September -2021	-	-	7.77
	Maximum amount O/s during the period/ year					-	(4.71)	(25.94)
12	Punjab National Bank	Vehicle Loan	8.55%	Hypothecation created on the assets purchased out of the proceeds of the loan.	EMI of Rs. 1,03,000 payable for the period up to April, 2026	2.83	4.23	-
	Maximum amount O/s during the period/ year					(4.16)	(5.05)	-
13	Axis Bank Ltd	Vehicle Loan	8.35%	Hypothecation created on the assets purchased out of the proceeds of the loan.	EMI of Rs. 1,83,999 payable for the period up to September, 2025	4.76	6.66	8.24
	Maximum amount O/s during the period/ year					(6.52)	(8.11)	(9.00)
14	Bank of Baroda	Vehicle Loan	7.45%	Hypothecation created on the assets purchased out of the proceeds of the loan.	EMI of Rs. 1,06,776 payable for the period up to February, 2026	3.32	4.23	5.26
	Maximum amount O/s during the period/ year					(4.26)	(5.18)	(5.36)
15	HDFC Bank Limited	Vehicle Loan	8.00%	Hypothecation created on the assets purchased out of the proceeds of the loan.	EMI of Rs. 1,61,000 payable for the period up to October, 2022	(0.00)	1.03	2.78
	Maximum amount O/s during the period/ year					(0.88)	(2.66)	(4.05)
16	HDFC Bank Limited	Vehicle Loan	9.10%	Hypothecation created on the assets purchased out of the proceeds of the loan.	EMI of Rs. 48,307 payable for the period up to October, 2024	0.85	1.33	1.77
	Maximum amount O/s during the period/ year					(1.29)	(1.73)	(2.10)
17	HDFC Bank Limited	Vehicle Loan	8.50%	Hypothecation created on the assets purchased out of the proceeds of the loan.	EMI of Rs. 65,120 payable for the period up to June, 2023	0.19	0.92	1.60
	Maximum amount O/s during the period/ year					(0.87)	(1.54)	(2.17)
18	HDFC Bank Limited	Vehicle Loan	10.00%	Hypothecation created on the assets	EMI of Rs. 31,810	-	-	0.74
	Maximum amount O/s during the period/ year					-	(0.73)	(0.93)
	This loan has been closed by making prepayment during the month of December, 2021							
19	HDFC Bank Limited	Vehicle Loan	10.00%	Hypothecation created on the assets	EMI of Rs. 31,810	-	-	0.74
	Maximum amount O/s during the period/ year					-	(0.73)	(0.93)
	This loan has been closed by making prepayment during the month of December, 2021							
20	HDFC Bank Limited	Vehicle Loan	10.00%	Hypothecation created on the assets purchased out of the proceeds of the loan.	EMI of Rs. 26,485 payable for the period up to June -2023	-	0.36	0.61
	Maximum amount O/s during the period/ year					(0.34)	(0.61)	(0.75)
21	HDFC Bank Limited	Vehicle Loan	9.00%	Hypothecation created on the assets	EMI of Rs. 81,625	-	-	0.57
	Maximum amount O/s during the period/ year					-	(0.51)	(1.24)
	This loan has been closed by making prepayment during the month of November, 2021							

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22	HDFC Bank Limited	Vehicle Loan	8.60%	Hypothecation created on the assets	EMI of Rs. 15,490	-	-	0.26
	Maximum amount O/s during the period/ year					-	(0.25)	(0.40)
	This loan has been closed by making prepayment during the month of December, 2021							
23	HDFC Bank Limited	Vehicle Loan	9.00%	Hypothecation created on the assets	EMI of Rs. 17,020	-	-	0.15
	Maximum amount O/s during the period/ year					-	(0.14)	(0.31)
	This loan has been closed by making prepayment during the month of December, 2021							
24	HDFC Bank Limited	Vehicle Loan	8.60%	Hypothecation created on the assets	EMI of Rs. 17,020	-	-	0.15
	Maximum amount O/s during the period/ year					-	(0.14)	(0.31)
	This loan has been closed by making prepayment during the month of December, 2021							
25	Ratnakar Bank Limited	Business Loan	14.00%	Unsecured Loan	EMI of Rs. 1,36,711	-	-	1.50
	Maximum amount O/s during the period/ year					-	(1.39)	(2.85)
	This loan has been closed by making prepayment during the month of March, 2022							
26	Aditya Birla Finance	Business Loan	12.00%	Unsecured Loan	EMI of Rs. 1,50,960	-	-	1.47
	Maximum amount O/s during the period/ year					-	(1.37)	(2.67)
	This loan has been closed by making prepayment during the month of December, 2021							
27	Tata Capital Financial	Business Loan	13.50%	Unsecured Loan	EMI of Rs. 2,38,885	-	-	1.30
	Maximum amount O/s during the period/ year					-	(1.04)	(3.07)
28	ICICI Bank Limited	Business Loan	11.20%	Unsecured Loan	EMI of Rs. 87,365	-	-	1.73
	Maximum amount O/s during the period/ year					-	(1.66)	(2.47)
	This loan has been closed by making prepayment during the month of March, 2022							
29	Kotak Mahindra Bank	Business Loan	External Bench Mark+ 2.70%	Secured Loan	EMI of Rs. 12,07,018 payable for the period up to January, 2029	70.50	79.15	-
	Maximum amount O/s during the period/ year					(78.39)	(80.00)	-
30	State Bank of India	Overdraft/ Cash	8.50%	Secured Loan		97.79	100.46	-
	Maximum amount O/s during the period/ year					(100.00)	(100.46)	-
31	State Bank of India	Term loan	8.50%	Secured Loan	EMI of Rs. 78,82,887	234.43	310.06	-
	Maximum amount O/s during the period/ year					(303.67)	(329.40)	-
32	State Bank of India	Term loan	8.50%	Secured Loan	EMI of Rs. 1,09,98,265	327.48	433.03	-
	Maximum amount O/s during the period/ year					(424.11)	(460.00)	-
33	State Bank of India	Medical Equipment Loan	8.50%	Secured Loan	Total facility available is of Rs. 7 Crores but till 31st March, 2022 facility utilised for Rs. 4.67 Crores	39.08	46.79	-
	Maximum amount O/s during the period/ year					(50.91)	(46.79)	-
34	State Bank of India	Medical Equipment Loan	9.25%	GECL	Total facility available is of Rs. 7 Crores but till 31st March, 2022 facility utilised for Rs. 4.67 Crores	265.00	-	-
	Maximum amount O/s during the period/ year					(265.00)	-	-
35	Indusind Bank	Equipment Loan	11.00%	Hypothecation created on the assets purchased out of the proceeds of the loan.	EMI of Rs. 2,51,876 payable for the period up to December-2022	66.91	-	-
	Maximum amount O/s during the period/ year					(72.50)	-	-
36	Punjab National Bank	Vehicle Loan	6.85%	Hypothecation created on the assets purchased out of the proceeds of the loan.	EMI of Rs. 9,980 payable for the period up to November, 2028	0.56	0.63	-
	Maximum amount O/s during the period/ year					(0.62)	(0.66)	-

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S. No	Bank/ Financial Institution	Category of Loan	Interest Rate	Secuirty & Collateral provided	Repayment Terms	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
37	Punjab National Bank	Vehicle Loan	6.85%	Hypothecation created on the assets purchased out of the proceeds of the loan.	EMI of Rs. 9,980 payable for the period up to November, 2028	0.56	0.63	-
	Maximum amount O/s during the period/ year					(0.62)	(0.66)	-
38	Punjab National Bank	Vehicle Loan	6.85%	Hypothecation created on the assets purchased out of the proceeds of the loan.	EMI of Rs. 9,980 payable for the period up to November, 2028	0.56	0.63	-
	Maximum amount O/s during the period/ year					(0.62)	(0.66)	-
39	Punjab National Bank	Vehicle Loan	6.85%	Hypothecation created on the assets purchased out of the proceeds of the loan.	EMI of Rs. 9,980 payable for the period up to November, 2028	0.55	0.63	-
	Maximum amount O/s during the period/ year					(0.61)	(0.66)	-
40	Punjab National Bank	Vehicle Loan	6.85%	Hypothecation created on the assets	EMI of Rs. 9,980	0.56	0.62	-
	Maximum amount O/s during the period/ year					(0.62)	(0.65)	-
41	Punjab National Bank	Vehicle Loan	6.85%	Hypothecation created on the assets	EMI of Rs. 32,000	1.83	2.05	-
	Maximum amount O/s during the period/ year					(2.03)	(2.10)	-
42	Punjab National Bank	Vehicle Loan	6.85%	Hypothecation created on the assets	EMI of Rs. 32,000	1.83	2.05	-
	Maximum amount O/s during the period/ year					(2.03)	(2.10)	-
43	Dr. Ajay Kumar Tyagi			Unsecured Loan		-	8.70	-
	Maximum amount O/s during the period/ year					(8.70)	(8.70)	-
44	Dr. Kapil Kumar			Unsecured Loan		-	10.44	-
	Maximum amount O/s during the period/ year					(10.44)	(10.44)	-
45	Yatharth Tyagi			Unsecured Loan		-	32.50	-
	Maximum amount O/s during the period/ year					(32.50)	(32.50)	-
46	The Nainital Bank Ltd	Term Loan	10.65%	Land & Building of the Project and personal properties and guarantees of the promoters	Monthy payments of principals and interest as per the terms agreed with the banks. The entire loan amount to be paid by May, 2028	-	-	473.18
	Maximum amount O/s during the period/ year					-	(477.71)	(515.26)
47	Punjab National Bank	Term Loan	9.80%	Project loan taken for finishing of building and purchase of plant and equipment	Monthy payments of principals and interest as per the terms agreed with the banks. The entire loan amount to be paid by Sep, 2028	233.76	254.74	280.55
	Maximum amount O/s during the period/ year					(252.76)	(280.55)	(281.30)

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S. No	Bank/ Financial Institution	Category of Loan	Interest Rate	Secuirty & Collateral provided	Repayment Terms	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
48	SREI Equipment Finance Limited	Equipment Loan	12.00%	Hypothecation created on the assets purchased out of the proceeds of the loan.	EMI of Rs 4,15,000 payable for the period up to Jan -2023	4.31	8.79	12.69
	Maximum amount O/s during the period/ year					(8.45)	(12.69)	(16.33)
49	Tata Capital Financial Services Ltd	Equipment Loan	6.30%	Hypothecation created on the assets purchased out of the proceeds of the loan.	Amount of Rs 10,41,700/- plus applicable interest payable at monthly rest. The entire loan is to be cleared by the period Jan, 2026	39.58	51.65	65.61
	Maximum amount O/s during the period/ year					(50.59)	(65.61)	(73.91)
50	Punjab National Bank	Term Loan	9.25%	Working Capital Term Loan under Guaranteed Emergency Credit Line (GECL) 2.0	EMI of Rs 47,10,417/- plus applicable interest payable monthly starting from December, 2023 for the period up to Dec - 2027.	226.01	225.95	-
	Maximum amount O/s during the period/ year					(227.40)	(226.10)	-
51	Punjab National Bank	Term Loan	9.80%	Land & Building of the Project and personal properties and guarantees of the promoters. Term loan has been taken over by Punjab National bank from The Nainital Bank in December,2021.	Monthy payments of principals and interest as per the terms agreed with the banks. The entire loan amount to be paid by April,2027	393.45	443.92	-
	Maximum amount O/s during the period/ year					(446.40)	(455.60)	-
52	Punjab National Bank	Term Loan	9.80%	Project loan taken for finishing of	Monthy payments	20.88	-	-
	Maximum amount O/s during the period/ year					(29.63)	-	-
53	Indusind Bank	Equipment Loan	8.25%	Hypothecation created on the assets purchased out of the proceeds of the loan.	Amount of Rs 1,68,260/- plus applicable interest payable at monthly rest. The entire loan is to be cleared by the period Aug, 2026	5.88	-	-
	Maximum amount O/s during the period/ year					(6.86)	-	-
54	Punjab National Bank	Overdraft/ Cash Credit Facility	9.80%	Secured Loan		43.65	-	-
	Maximum amount O/s during the period/ year					(50.00)	-	-
55	Tata Capital Financial Services Ltd	Equipment Loan	10.50%	Hypothecation created on the assets purchased out of the proceeds of the loan.	Amount of Rs 6,58,629/- plus applicable interest payable at monthly rest. The entire loan is to be cleared by the period Nov, 2027	28.67	-	-
	Maximum amount O/s during the period/ year					(41.22)	-	-
56	Tata Capital Financial	Equipment Loan	10.50%	Hypothecation created on the assets	Amount of Rs 49,131/-	2.14	-	-
	Maximum amount O/s during the period/ year					(2.14)	-	-
						-	-	-
57	Punjab National Bank	Term Loan	10.80%	Hypothecation created on hospital land & building situated at Orcha, Jhansi		481.62	504.85	-
	Maximum amount O/s during the period/ year					(508.30)	(504.85)	-
58	Punjab National Bank	Term Loan	10.80%	Hypothecation created on hospital land & building situated at Orcha, Jhansi		21.51	-	-
	Maximum amount O/s during the period/ year					(50.00)	-	-

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36. Related Party Transactions
a) Names of the related parties and description of relationship:

Key managerial personnel (KMP) of Holding Company	**Nature of Relationship**
Yatharth Hospital & Trauma Care Services Limited	
1. Dr. Ajay Kumar Tyagi	Chairman
2. Dr. Kapil Kumar	Managing Director
3. Dr. Neena Tyagi	Director (upto 05.08.2021)
4. Dr. Manju Tyagi	Director (upto 05.08.2021)
5. Mr. Yatharth Tyagi	Director (w.e.f. 15.09.2021)
6. Dr. Sanjeev Upadhyaya	Independent Director (w.e.f. 21.02.2022)
7. Mr. Mukesh Sharma	Independent Director (w.e.f. 21.02.2022)
8. Dr. Ila Patnaik	Independent Director (from 21.02.2022 to 02.08.2022)
9. Mrs Promila Bharadwaj	Independent Director (w.e.f. 22.10.2022)
10. Mr Ritesh Mishra	Company Secretary & Compliance Officer
11. Mr. Amit Kumar Singh	Chief Executive Officer (w.e.f. 15.09.2021)
12. Mr. Pankaj Prabhakar	Chief Financial Officer (w.e.f. 21.02.2022)
13. Mr. Deepak Kumar Tyagi	President- Strategy & Finance (w.e.f 01.02.2022)

Key managerial personnel (KMP) of Subsidiary Company	**Nature of Relationship**
a) AKS Medical & Research Private Limited	
1. Dr. Ajay Kumar Tyagi	Director
2. Dr. Kapil Kumar	Director
3. Dr. Neena Tyagi	Director
4. Dr. Manju Tyagi	Director
5. Dr. Sanjeev Upadhyaya	Independent Director (w.e.f. 07.03.2022)
6. Mr. Deepak Kumar Tyagi	President- Strategy & Finance (from 16.06.2021 to 31.01.2022)
b) Sanskar Medica India Limited	
1. Dr. Ajay Kumar Tyagi	Director
2. Dr. Kapil Kumar	Director
3. Dr. Neena Tyagi	Director
4. Dr. Manju Tyagi	Director
c) Ramraja Multispeciality Hospital & Trauma Centre Private Limited	
1. Dr. Ajay Kumar Tyagi	Director (w.e.f. 28.01.2022)
2. Dr. Kapil Kumar	Director (w.e.f. 28.01.2022)
3. Dr. Pradeep Jain	Director (upto 18.02.2022)
4. Mayank Gupta	Director (upto 18.02.2022)
5. Alka Jain	Director (upto 18.02.2022)
6.Dr. Ila Patnaik	Independent Director (w.e.f 07.03.2022 to 02.08.2022)
7.Mrs Promila Bharadwaj	Independent Director (w.e.f. 12.11.2022)

Relative of key managerial personnel
1. Mr. Sanskar Tyagi
2. Mr. Lal Chand Tyagi
3. Mrs. Shilpi Singh

Enterprise exercising significant influence on the Company
Nil

Enterprises where key managerial personnel along with their relatives exercise significant influence
No such enterprise

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(b) Following is the summary of significant related party transactions during the year:

	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Remuneration to KMPs & Relatives of KMPs			
Dr. Ajay Kumar Tyagi	12.00	12.00	7.20
Dr. Kapil Kumar	12.00	12.00	7.20
Dr. Manju Tyagi	12.00	12.00	7.20
Dr. Neena Tyagi	12.00	12.00	7.20
Mr. Yatharth Tyagi	12.00	7.00	4.80
Mr. Sanskar Tyagi	-	-	0.60
Mr. Ritesh Mishra- Company Secretary	0.78	0.78	0.69
Mr. Amit Kumar Singh	2.38	1.32	-
Mr. Pankaj Prabhakar	2.85	0.48	-
Mrs. Shilpi Singh	1.46	-	-
Mr. Deepak Kumar Tyagi	8.00	6.33	-
Rent paid to KMP			
Dr. Ajay Kumar Tyagi	-	-	0.84
Dr. Kapil Kumar	-	-	0.84
Dr. Manju Tyagi	-	-	0.42
Dr. Neena Tyagi	-	-	0.42
Director sitting fees paid			
Mr. Mukesh Sharma	0.30	0.18	-
Dr. Ila Patnaik	-	0.18	-
Mrs Promila Bharadwaj	0.30	-	-
Dr. Sanjeev Upadhyaya	0.14	-	-
Investment in Equity Shares			
AKS Medical & Research Centre Private Limited	-	-	11.31
Ramraja Multispeciality Hospital & Trauma Centre Private Limited	-	37.71	-
Purchase of Equity shares of (AKS) Dr. Ajay Kumar Tyagi	-	56.64	-
Purchase of Equity shares of (AKS) Dr. Kapil Kumar	-	32.56	-
Loans and Advances- Subsidiary Company			
AKS Medical & Research Private Limited			
Loans and Advances- Received	428.60	633.53	331.85
Loans and Advances- Paid Back	560.79	503.44	331.85
Loans and Advances- Given	-	-	86.58
Loans and Advances- Received Back	-	-	86.58
Sanskar Medica India Limited			
Loans and Advances- Received	-	-	18.70
Loans and Advances- Paid Back	-	-	-
Loans and Advances- Given	0.05	-	-
Loans and Advances- Received Back	-	-	-
Ramraja Multispeciality Hospital & Trauma Centre Private Limited			
Loans and Advances- Given	153.37	268.34	-
Loans and Advances- Received Back	14.54	-	-

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Loans and Advances received from KMP's & Relatives of KMP's			
Dr. Ajay Kumar Tyagi	(8.70)	8.70	-
Dr. Kapil Kumar	(10.44)	10.44	-
Yatharth Tyagi	(32.50)	32.50	-
Mr. Lal Chand Tyagi*	-	-	(0.40)

*Loan was taken in FY 2019-20 and negative figure denotes repayment of the same.

c) The Company has the following amounts due from/ to the related parties:

	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Trade payables			
AKS Medical & Research Centre Private Limited			-
Borrowings (Current)			
AKS Medical & Research Private Limited	-	130.09	-
Sanskar Medica India Limited	56.10	56.10	56.10
Dr. Ajay Kumar Tyagi	-	8.70	-
Dr. Kapil Kumar	-	10.44	-
Yatharth Tyagi	-	32.50	-
Amount Receivable			
Sanskar Medica India Limited	1.11	1.06	1.06
Ramraja Multispeciality Hospital & Trauma Centre Private Limited	407.17	268.34	-
AKS Medical & Research Private Limited	2.09	-	-
Remuneration payable to KMP			
Dr. Ajay Kumar Tyagi	-	0.73	-
Dr. Kapil Kumar	-	1.39	-
Mr. Yatharth Tyagi	-	0.16	-
Mr. Ritesh Mishra- Company Secretary	0.06	0.06	0.08
Mr. Amit Kumar Singh	0.18	-	-
Mr. Pankaj Prabhakar	0.22	0.05	-
Mrs. Shilpi Singh	0.01	-	-
Dr. Neena Tyagi	-	4.22	-
Dr. Manju Tyagi	-	6.59	-
Director sitting fees payable			
Mr. Mukesh Sharma	0.13	0.12	-
Dr. Ila Patnaik	-	0.12	-
Mrs Promila Bharadwaj	0.16	-	-
Dr. Sanjeev Upadhyaya	0.13	-	-

f) All transactions with these related parties are at arm's length basis and resulting outstanding receivables and payables including financial assets and financial liabilities balances are settled in cash. None of the balances are secured. (All the amounts of transactions and balances disclosed in this note are gross and undiscounted.)

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Note 37: Employee benefit plans
The employee benefit schemes are as under:
Defined Retirement Plans
(1) Provident Fund

The benefit of Provident Fund is extended to all such eligible employees, as is defined under the relevant regulations under the applicable the provisions of Provident Fund Act and the Rules and ESIC. Amount debited to Profit and Loss account including Administrative and Employees Deposit Linked Insurance charge and ESIC amounts to Rs 2.03/- during the period (FY- 2021-22 - Rs 0.74/- & 2020-21 – Rs 0.29 /-).

(2) Gratuity
Gratuity - The liability for Gratuity is provided on the basis of Actuarial Valuation made at the end of each financial year. The Actuarial Valuation is made on Projected Unit Credit method as per Ind AS 19.

Reconciliation of opening and closing balances of the present value of the defined benefit obligation:

	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Opening defined benefit obligation	9.83	0.46	0.37
Current service cost	7.09	13.11	0.09
Interest Cost	0.67	0.03	0.02
Actuarial (gain)/loss	(4.01)	(3.77)	(0.02)
Benefits paid	-	-	-
Benefit obligation at the end of the period/year	**13.57**	**9.83**	**0.46**
Provision (Current) Refer Note No.-22	0.59	0.05	0.06
Provision (Non- Current) Refer Note No.-16	12.99	9.78	0.41

Gratuity expense recognised in the statement of profit and loss

	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Current service cost	7.09	13.11	0.09
Interest on defined benefit obligation	0.67	0.03	0.02
Net actuarial (gain)/loss recognised in the period/year	-	-	-
Net gratuity expenses	**7.75**	**13.14**	**0.11**

Re-measurements recognised in other comprehensive income

	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Actuarial (gain)/loss on defined benefit obligation	(4.01)	(3.77)	(0.02)
Return on plan assets excluding interest income	-	-	-
Actuarial (gain)/loss recognised in other comprehensive income	**(4.01)**	**(3.77)**	**(0.02)**

Summary of actuarial assumptions
Financial assumptions at balance sheet date:

	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Discount rate	7.30	6.75	6.48
Salary escalation rate	5.00%	5.00%	7.00%
Attrition rate			
Age 18 to 30	13.00%	13.00%	10.00%
Age 30 to 45	13.00%	13.00%	10.00%
Above 45 Years	13.00%	13.00%	10.00%
Retirement Age	60 Years	60 Years	60 Years

Maturity profile of defined benefit obligation

	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
1st following year	0.59	0.05	0.06
Year 2 to 5	7.15	1.99	0.32
Year 6 to 10	10.37	8.63	0.41
More than 10 years	7.44	-	-

Discount rate: The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.
Salary escalation rate: The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.
Sensitivity analysis: Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant would have affected the defined benefit obligation by the amounts shown below:

	For the year ended 31 March 2023		For the year ended 31 March 2022		For the year ended 31 March 2021	
	Increase	Decrease	Increase	Decrease	Increase	Decrease
Discount rate (100 bps movement)	9.82	11.35	7.50	9.03	0.04	0.04
Salary escalation rate (100 bps movement)	11.24	9.92	9.04	7.48	0.04	0.04

Expected contributions to the plan for the next annual reporting period

	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Expected contributions to the plan for the next annual reporting period	-	-	-

38. Contingent Liabilities

a) Bank & Corporate Guarantees

Particulars	As on 31st March, 2023	As on 31st March, 2022	As on 31st March, 2021
Bank Guarantees (BG)	109.24	90.79	86.29
Margin Money against above BG	23.28	16.19	12.68
Corporate Guarantee (CG)	2885.37	1390.60	865.00
Outstanding against the above CG	2249.20	1154.10	819.34

b) Other contingent liabilities

i. A case has been filed within the jurisdiction of Gautam Budh Nagar, Uttar Pradesh against a director and the doctors of the company for medical negligence. The opponent party has not specified any compensation for the said alleged medical negligence.

ii. First Information Report dt. November 19, 2022 has been filed against the doctors and the management of the Company for medical negligence. The complainant has made a claim of Rs 5.00 million in consumer court along with 9% interest per annum.

Note:- For all the contingent liabilities mentioned hereinabove, the Company believes that it is not liable to pay any amount and has not provided any sum for these liabilities in its books of accounts. The Company is dealing with these cases at appropriate legal forum

c) Claim against the company not acknowledged as debts

i) The company had been served a Show Cause Notice u/s 279(1) of the Income Tax Act, 1961 that the company has defaulted in the payment of TDS as under:*

S. No	Financial Year	Amount of tax deposited after the due date, as per rule 30 of the Income Tax Act, 1961	Interest u/s 201(1A)
1	2012-13	3.27	0.35
2	2013-14	7.12	0.87
3	2014-15	10.62	1.51
4	2016-17	14.39	1.27

* The company had been served a Show Cause Notice u/s 279(1) of the Income Tax Act, 1961 that the company has defaulted in the payment of TDS. The company has already paid the delayed principal amount of TDS and the interest amount thereon. Though the due principal amount of TDS and the interest has been paid, the matter is yet to be closed by the Income Tax Department. **The matter has since been settled with Income Tax Department at no additional cost to the Company This prosecution preceding is dropping u/s 276B.**

ii) The company has been served a notice u/s 17 of The Consumer Protection Act, 1986, wherein the following amounts have been demanded by the counter party.**

Particulars	As on 31st March, 2023	As on 31st March, 2022	As on 31st March, 2021
Cost of Medical Treatment	Nil	2.28 along with interest from 23.02.2018 and pendente lite interest thereto	2.28 along with interest from 23.02.2018 and pendente lite interest thereto
Towards agony and harassment suffered	Nil	5.00	5.00

**Notice u/S 17 of the Consumer Protection Act, 1986 is closed on 13/10/2022.

d) Capital Commitments

iii) The group has been allotted Plot No- NH-31 in Sector Omega-1, Greater Noida by Greater Noida Industrial Development Authority (GNIDA) for a total amount of Rs. 76.27 million on 18th March, 2023. The group has already deposited Rs. 6.41 million by 31st March, 2023. Further the balance was to be paid within 90 days from the date of issue of allotment letter which has already been paid by the group.

iv) The group has capital commitments of Rs 344.45 million (net of advance paid) (previous year Rs 326.60) for purchase of hospital equipment.

v) The group has imported Capital Goods under Export Promotion Capital Goods Scheme [EPCG], where-under the Company is required to fulfil export obligation/deemed exports amounting to Rs 62.36 million [Previous Year ` Nil]. The liability amounting to Rs 62.36 million [Previous Year Nil] on account of custom duty may arise along with interest @15% p.a., in the event of non-fulfilment of export obligation. The group has completed export obligation amounting to Rs NIL upto end of this financial year and submitted the relevant documents with Director General Foreign Trade for seeking fulfilment of export obligation certificate.

39. There is no impairment loss on fixed assets on the basis of review carried out by the management in accordance with IND AS 36.

40. Balances of certain trade receivables, loans & advances, advances received from customers and trade payables are subject to confirmation, if any. The management does not expect any material difference affecting the financial statements on such adjustments.

41. Covid 19 business and government guidelines

During the financial year 2022-23, the group has not treated any patient infected with Covid-19, whereas during the financial year 2021-22 the company had admitted and treated Covid-19 infected patients. There has been government guidelines related to the treatment and the cost of treatment of Covid 19 Patients. The Company has followed all such guidelines.

42. Foreign exchange earning and outgo

a) Foreign exchange earnings & outgo is as follows:

Particulars	31st March, 2023	31st March, 2022	31st March, 2021
Cost of Medical Equipment	41.21	-	10.01
Income in Foreign Exchange	3.21	-	-
Advance for Purchase of Medical Equipments	-	3.00	-

43. Covid 19 and grant for moratorium to pay principal and interest on outstanding loan

During the financial year 2019-2020 and 2020-2021, Covid 19 affected the overall business cycle of the economy. To address to liquidity concern of the businesses, the Reverse Bank of India wide its circulars; DOR.No.BP.BC.47/21.04.048/2019-20 March 27,2020, Circular DOR.No.BP.BC.63/21.04.048 /2019-20 April 17, 2020, DOR. No.BP.BC.71/21.04.048/2019-20 May 23, 2020, allowed the moratorium to pay the due principal and interest on outstanding loans. The Company availed the benefits of given moratorium to the extent of Rs. 121.77 Millions (inclusive of principal and interest). The amount covered under the moratorium shall be paid by extending the overall term of the respective loan account.

44. Income Tax

The major components of income tax expenses are as follows:

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Income Tax Expense			
Current Tax :			
Current Income Tax	246.66	180.09	50.37
Income tax of earlier year	1.61	-	-
MAT credit entitlement/reversed	11.03	18.02	(16.63)
Deferred Tax	(40.19)	(8.68)	51.61
TOTAL	**219.10**	**189.44**	**85.36**

The income tax expense for the year can be reconciled to the accounting profit/(loss)as follows:

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Profit / (Loss) before tax as per Statement of Profit and Loss	876.78	631.06	281.23
Effective Tax Rate	25.17%	29.12%	29.12%
Tax Effect of:			
Income tax using the Company's domestic tax rate	220.69	183.76	81.90
Tax Effect of:			
Timing Difference- Deferred Tax	(40.19)	(8.68)	51.61
Permanent Difference	3.19	(5.67)	(3.46)
Total Income Tax expenses recognized in profit and Loss account	219.10	189.44	85.36
Effective Tax Rate (%)	24.99%	30.02%	30.35%

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45. Ratios as per Schedule III requirement

		2022-23	2021-22	2020-21
Current Ratio				
Numerator	Current Assets	1,762.67	1,094.00	493.21
Denominator	Current Liabilities	995.18	971.05	550.01
Ratio		**1.77**	**1.13**	**0.90**
%Change		**57.21%**	**25.64%**	

Reason for change: F.Y. 2021-22- The reduction in current maturities reduced the current liabilities and thus improving the current ratio.
Reason for change: F.Y. 2022-23- Relative increase in cash & cash equivallent & increase in debtors in tendem with increase in Sale, has led to higher current ratio. During the period Co preferred to payoff its creditors and thus improving the current ratio

		2022-23	2021-22	2020-21
Debt Equity Ratio				
Numerator	Long Term Borrowings + Short Term Borrowings	2,637.76	2,581.88	1,861.09
Denominator	Shareholders Funds	1,829.64	1,168.85	806.83
Ratio		**1.44**	**2.21**	**2.31**
%Change		**-34.73%**	**-4.24%**	

Reason for change : FY 2022-23- Increased profits added to shareholders fund at the same time Co did not increase its much of itsdebt, thus leading to better Debt Equity Ratio.

		2022-23	2021-22	2020-21
Debt Service Coverage Ratio				
Numerator	EBIDTA	1,337.65	1,108.11	670.11
Denominator	Principal repayments of Long term borrowings & Interest	632.94	508.80	223.91
Ratio		**2.11**	**2.18**	**2.99**
%Change		**-2.96%**	**-27.23%**	

Reason for change: FY 2021-22- The EBIDTA has improved over the last year significantly. During FY 2020-21, the debt obligation due to moratorium during COVID period was lower, which got back to normal during the year and thus leading to lower DSCR during the year**.**

		2022-23	2021-22	2020-21
Return on Equity/ Investment Ratio				
Numerator	Net Profit after Taxes	657.68	441.62	195.88
Denominator	Shareholder's Equity	1,829.64	1,168.85	806.83
Ratio		**35.95%**	**37.78%**	**24.28%**
%Change		**-4.86%**	**55.63%**	

Reason for change: FY 2021-22-With better revenue and profitability, the shareholder equity has increased on YoY basis

		2022-23	2021-22	2020-21
Inventory Turnover Ratio				
Numerator	Sales	5,202.93	4,009.37	2,286.74
Denominator	Average Inventory	56.33	42.93	31.24
Ratio		**92.37**	**93.40**	**73.19**
%Change		**-1.10%**	**27.62%**	

Reason for change :- FY 2021-22- With not so much increase in the levels of inventory, better sale has been achieved and thus increasing the utilization of available inventory.

		2022-23	2021-22	2020-21
Trade Receivables Turnover Ratio				
Numerator	Net Credit Sales	5,202.93	4,009.37	2,286.74
Denominator	Avg Accounts Receivable	965.91	611.52	268.34
Ratio		**5.39**	**6.56**	**8.52**
%Change		**-17.84%**	**-23.06%**	

Reason for change :- FY 2021-22- The Debtors are increasing due to increase in sale, especially on accounts with credit customers

		2022-23	2021-22	2020-21
Trade Payables Turnover Ratio				
Numerator	Net Credit Purchases	929.35	813.28	463.18
Denominator	Avg Trade Payables	186.45	184.73	151.34
Ratio		**4.98**	**4.40**	**3.06**
%Change		**13.22%**	**43.85%**	

Reason for change :- FY 2021-22- With better EBIDTA and liquidity, Company is paying its vendors at faster pace.

		2022-23	2021-22	2020-21
Net Capital Turnover Ratio				
Numerator	Net Sales	5,202.93	4,009.37	2,286.74
Denominator	Working Capital (Current Assets- Current Liabilities)	767.49	122.95	(56.80)
Ratio		**6.78**	**32.61**	**(40.26)**
%Change		**-79.21%**	**-180.99%**	

Reason for change:- FY 2021-22 and FY 2022-23- The Current ratio on account of additions in debtors and cash & cash equivallent and at the same time paying creditors with better pending creditor days, has led to better current ratio. This has led to better working capital as compared to sale

		2022-23	2021-22	2020-21
Net Profit Ratio				
Numerator	Net Profit	657.68	441.62	195.88
Denominator	Net Sales	5,202.93	4,009.37	2,286.74
Ratio		**12.64%**	**11.01%**	**8.57%**
%Change		**14.76%**	**28.59%**	

Reason for change :- FY 2021-22-in comparision to Sale, net profit has increased because of comaprative lower depreciation, interest and taxation

		2022-23	2021-22	2020-21
Return on Capital Employed				
Numerator	Earning before Interest and Taxes	1,062.33	815.78	464.52
Denominator	Capital Employed	4,467.39	3,750.73	2,667.92
Ratio		**23.78%**	**21.75%**	**17.41%**
%Change		**9.33%**	**24.92%**	

Reason for change :- FY 2021-22-EBIDTA is incraesing where the capital employed, inclusive of loan and shareholder fund is not increasing in the same tendem. Loans are paid at the committed intervals and the addition to shareholder fund is by way of periodic increase in accumulated profits

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46. Business Combination and Goodwill

The Company has acquired equity shares of ;
(1) AKS Medical & Research Centre Pvt Ltd (AKS) and
(2) Ramraja Multispecialty Hospital & Trauma Centre Pvt. Ltd. (Ramraja)

AKS became 100% subsidiary on September 20th 2016. Later on, though AKS remained subsidairy of the Company, to augment its capital requirements, AKS issued equity shares to Promoters and other entities. Over a period of time to gain better control and avoid any conflict of interest, the Company acquired shares of AKS from the minority shareholders; the Promoters and non Promoter entities. The valutaions of AKS was based on the valuation report of the registered valuer.

	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Number of equity shares acquired/held	4,079,000	4,079,000	595,235
Consideration paid (Rs million)	89.20	89.20	11.31
% of Controling stake	100.00%	100.00%	80.31%
Value of Assets acquired (based on audited financial statements of preceeding year)			
Property Plant & Equipment (incl CWIP)	1,183.05	1,183.05	1,068.52
Current Assets other than cash & bank	107.95	107.95	5.36
Cash & cash equivallent	43.69	43.69	10.90
Total Value of assets acquired	1,334.69	1,334.69	1,084.78
Total Value of Liabilities acquired (based on LY audited financial statements)			
Bank borrowings	768.37	768.37	745.87
Other liabilities	149.28	149.28	29.27
Total Value of libailities assumed	917.66	917.66	775.14
Net Asset Value for the equity shares acquired from the minority shareholders	82.27	82.27	9.78
Amount paid for Goodwill	6.93	6.93	1.53
Total Purchase Consideration paid to minority shareholders	89.20	89.20	11.31
Cumulative amount paid for the Goodwill (A)	**11.05**	**11.05**	**4.12**

Ramraja became 100% subsidiary on February 18th 2022. The valuation of Ramraja was arrived based on the valuation report of the regsitered valuer and the negotiations carried out between the Company and the erstwhile shareholders of the Company

	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Number of equity shares acquired/held	4,010,000	4,010,000	-
Consideration paid (Rs million)	37.71	37.71	-
% of Controling stake	100%	100%	-
Value of Assets acquired			
(based on provision financial statements on the date of acquisition)			
Property Plant & Equipment (incl CWIP & intangibles)	310.05	310.05	-
Current Assets other than cash & bank	0.05	0.05	-
Other assets- including deferred tax	103.84	103.84	-
Cash & cash equivallent	115.30	115.30	-
Total Value of assets acquired	529.24	529.24	-
Total Value of Liabilities acquired (based on LY audited financial statements)			
Bank borrowings (including interest)	500.00	500.00	-
Other liabilities	377.49	377.49	-
Total Value of libailities assumed	877.49	877.49	-
Net Asset Value for the equity shares acquired from the minority shareholders	(348.25)	(348.25)	-
Amount paid for Goodwill	385.96	385.96	-
Total Purchase Consideration paid to minority shareholders	37.71	37.71	-
Cumulative amount paid for the Goodwill (B)	**385.96**	**385.96**	**0.00**
Total value of Goodwill carried as on the date (A+B)	**397.01**	**397.01**	**4.12**

47. Details related to borrowings secured against current assets:

The company has given current assets (trade receivables and inventories) as security for working capital (fund and non fund-based limits) obtained from State Bank Of India & Punjab National Bank. This is applicable for year ended 31st March 2023, 31st March 2022 and 31st March 2021. The Company submitted the required information with the bank and the required reconciliation is presented below:

For the period ending March 31st 2023

Nature of current assets offered as security	Quarter	Amount disclosed as per statement	Amount as per books of accounts	Variance	Remarks
Inventories and trade receivables	Q1 FY 2022-23	1311.45	1300.42	11.03	Minor difference while finalization of accounts.
Inventories and trade receivables	Q2 FY 2022-23	1167.06	1126.70	40.36	Stock of otherwise consumable items were included in the stock submitted to bank
Inventories and trade receivables	Q3 FY 2022-23	1,225.20	1,225.20	-	-
Inventories and trade receivables	Q4 FY 2022-23	1054.95	1208.90	(153.95)	The statement to bank was submitted with data as at March 28th 2023, and therefore the variance.

For the period ending March 31st 2022

Nature of current assets offered as security	Quarter	Amount as per books of accounts	Amount as per books of accounts	Variance	Remarks
Inventories and trade receivables	Q1 FY 2021-22	NA	NA	NA	-
Inventories and trade receivables	Q2 FY 2021-22	NA	NA	NA	-
Inventories and trade receivables	Q3 FY 2021-22	NA	NA	NA	-
Inventories and trade receivables	Q4 FY 2021-22	964.17	964.17	Nil	-

For the period ending March 31st 2021

Nature of current assets offered as security	Quarter	Amount disclosed as per statement	Amount as per books of accounts	Variance	Remarks
Inventories and trade receivables	Q1 FY 2020-21	NA	NA	NA	-
Inventories and trade receivables	Q2 FY 2020-21	NA	NA	NA	-
Inventories and trade receivables	Q3 FY 2020-21	NA	NA	NA	-
Inventories and trade receivables	Q4 FY 2020-21	NA	NA	NA	-

48. Other Statutory information

a) The group does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

b) The group does not have any transactions with companies struck off.

c) The group does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.

d) The group has not traded or invested in Crypto currency or Virtual Currency for the year ended March 31, 2023, March 31, 2022 and March 31, 2021.

e) The group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

i. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group (Ultimate Beneficiaries); or

ii. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

f) The group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the group shall:

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,

g) The group has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

49. The parent company had filed Draft Red Herring Prospectus (DRHP) with SEBI on 31st March, 2022 for the fresh issue of capital amounting to Rs. 6,100 Million and Offer for Sale (OFS) of 6,551,690 equity shares. Based on submissions made in the DRHP and other clarifications provided by the company, SEBI has issued The Observation Letter on 02nd August, 2022, enabling the company to proceed further for the issue of fresh capital and OFS. To the extent provided under relevant SEBI regulations the Company has option to change the quantum of fresh issue of capital and/ or the OFS, as the case may.

50. Name of the parent company has been changed from Yatharth Hospital & Trauma Care Services Private Limited to Yatharth Hospital & Trauma Care Services Limited during the financial year 2021-22

51. The previous year figures have been regrouped /reclassified to confirm with the current year requirements.

52. These Restated Consolidated Financial Information were approved by Board in its Meeting held on 05/07/2023 at Noida.

As per our report of even date attached

For R. Nagpal Associates
Chartered Accountants
Firm Registration No.: 002626N

(Rohit Mehra)
Partner
M. No. : 093910
Place: Noida
Dated : 05/07/2023

For and on behalf of the Board of Directors
Yatharth Hospital & Trauma Care Services Limited

Dr Ajay Kumar Tyagi
Chairman & Whole-Time Director
DIN:01792886

Dr Kapil Kumar
Managing Director
DIN: 01818736

Amit Kumar Singh
Chief Executive Officer
PAN No.- BFZPS6168A

Pankaj Prabhakar
CFO
PAN No.- AGFPP2937

Ritesh Mishra
CS & Compliance Officer
M. No 51166

OTHER FINANCIAL INFORMATION

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

Particulars	As at and for the year ended March 31, 2023	As at and for the year ended March 31, 2022	As at and for the year ended March 31, 2021
Basic EPS (in ₹)	10.09	6.78	2.77
Diluted EPS (in ₹)	10.09	6.78	2.77
Return on net worth (%)	35.95%	37.08%	25.06%
Net asset value per equity share (in ₹)	27.93	17.84	11.06
EBITDA (in ₹ million)	1,337.65	1,108.11	670.11

Notes: *The ratios have been computed as under:*

1. *Basic and diluted EPS: Restated profit for the year attributable to equity shareholders of the Company divided by total weighted average number of equity shares outstanding at the end of the year. Basic and diluted EPS are computed in accordance with Ind AS 33 - Earnings per share.*
2. *Return on net worth %= Restated profit attributable to owners of the Company for the year divided by Equity attributable to owners of the Company at the end of the year.*
3. *Net assets value per share (in ₹): Net asset value per share is calculated by dividing equity attributable to owners of the company by number of equity shares outstanding at the end of the year.*
4. *EBITDA = EBITDA stands for earnings before interest, taxes, depreciation and amortisation which has been arrived at by adding finance expense, depreciation expense, exceptional items and total tax expense and reducing other income to the restated profit for the year.*
5. *Accounting and other ratios derived from Restated Consolidated Financial Information.*

Reconciliation of Net Worth and EBITDA:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Equity Share Capital (A)	655.17	655.17	163.79
Other Equity (B)	1,174.47	513.68	560.76
Equity attributable to the owners of the company (A+B)	**1,829.64**	**1,168.85**	**724.55**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Profit before Tax for the year (A)	876.78	631.06	281.23
Finance Cost (B)	213.87	214.86	188.44
Depreciation and amortisation expense(C)	275.07	278.68	205.60
Less: Other Income (D)	28.07	16.49	5.15
EBITDA (E) = (A)+(B)+(C)-(D)	**1,337.65**	**1,108.11**	**670.11**

In accordance with the SEBI ICDR Regulations,

(i). the audited standalone financial statements of our Company as at and for the Fiscal ended March 31, 2023, March 31, 2022 and March 31, 2021, along with audit reports thereon;

(ii). the audited standalone financial statements of AKS Medical & Research Centre Private Limited for the Fiscals ended March 31, 2023, March 31, 2022 and March 31, 2021, along with audit reports thereon;

(iii). the audited standalone financial statements of Ramraja Multispeciality Hospital & Trauma Centre Private Limited for the Fiscals ended March 31, 2023, March 31, 2022 and March 31, 2021, along with audit reports thereon,

(collectively, the "**Audited Financial Statements**") are available at https://www.yatharthhospitals.com/investors.

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements do not constitute, (i) a part of this Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company, or any of its Subsidiaries, or any entity in which it or its shareholders have significant influence (collectively, the "**Group**") and should not be relied upon or used as a basis for any investment decision. None of the Group or any of its advisors, nor any BRLMs or the Selling Shareholders, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

RELATED PARTY TRANSACTIONS

For further details of the related party transactions, as per the requirements under applicable Indian Accounting Standards, *i.e.*, Ind AS 24 '*Related Party Transactions*' for the Fiscals ended March 31, 2023, March 31, 2022 and March 31, 2021 as reported in the Restated Consolidated Financial Information, see "*Financial Statements – Annexure VI – 36. Related Party Transactions*" on page 298.

CAPITALISATION STATEMENT

The following table sets forth our capitalisation derived from our Restated Consolidated Financial Information as at March 31, 2023, and as adjusted for the Offer. This table should be read in conjunction with "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Financial Statements*" and "*Risk Factors*" on pages 314, 250, and 26, respectively.

Particulars	**Pre-Offer as at March 31, 2023 (in ₹ million, except ratios)**	**As adjusted for the Offer**
Total borrowings:		
Non-current borrowings (including current maturity and interest accrued on borrowings) (A)	2,475.94	[●]
Current borrowings (B)	162.94	[●]
Total borrowings (C)	**2,638.88**	**[●]**
Total equity:		
Equity share capital	655.17	[●]
Other equity	1,174.47	[●]
Total equity (D)	**1,829.64**	**[●]**
Total non – current borrowings / total equity (A/D)	**1.35**	**[●]**
Total borrowings / total equity (C/D)	**1.44**	**[●]**

Notes:

(1). The corresponding post-Offer capitalization data for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building Process and hence the same have not been provided in the above statement;

(2). The above statement does not include lease liability as per Ind AS 116 disclosed under the Restated Consolidated Financial Information; and

(3). Post March 31, 2023, our Company has undertaken a Pre-IPO Placement by way of private placement of 4,000,000 Equity Shares for cash at a price of ₹ 300 per Equity Share aggregating to ₹ 1,200.00 million, in consultation with the BRLMs, pursuant to the resolution of the Board dated July 6, 2023.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF 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 Consolidated Financial Information on page 250. Unless otherwise indicated or the context otherwise requires, the financial information for Fiscals 2021, 2022 and 2023 included herein is derived from the Restated Consolidated Financial Information, included in this Red Herring Prospectus, which have been derived from our audited financial statements and restated in accordance with 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, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. For further information, see "Financial Statements" on page 250.

Our fiscal year ends on March 31 of each year, and references to a particular fiscal year are to the 12 months ended March 31 of that year. All references to a year are to that Fiscal Year, unless otherwise noted.

Unless otherwise indicated or the context otherwise requires, in this section, references to "the Company" or "our Company" are to Yatharth Hospital & Trauma Care Services Limited *on a standalone basis, and references to "the Group", "we", "us", "our", are to* Yatharth Hospital & Trauma Care Services Limited *on a consolidated basis.*

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Assessment of the Healthcare Delivery Market in India" dated July 2023 (the "**CRISIL Report**") prepared and issued by CRISIL Limited, appointed by us pursuant to engagement letter dated June 20, 2023, and exclusively commissioned and paid for by us in connection with the Offer. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year. A copy of the CRISIL Report is available on the website of our Company at https://www.yatharthhospitals.com/investors. For more information, see "Risk Factors – Risks Relating to the Business of our Company – Industry information included in this Red Herring Prospectus has been derived from an industry report commissioned by us, and paid for by us for such a purpose." on page 61. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry and Market Data" on page 23.*

Some of the information contained in this section, including information with respect to our strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section titled "Forward-Looking Statements" beginning on page 24 of this Red Herring Prospectus for a discussion of the risks and uncertainties related to those statements and also the section titled "Risk Factors" and "Our Business" beginning on pages 26 and 179, respectively, of this Red Herring Prospectus for a discussion of certain factors that may affect our business, results of operations and financial condition. The actual results of the Company may differ materially from those expressed in or implied by these forward-looking statements.

OVERVIEW

Our hospitals (i.e., Noida Extension Hospital and Greater Noida) are the eighth and 10th largest private hospital in the National Capital Region of Delhi ("**Delhi NCR**"), respectively, in terms of number of beds in Fiscal 2023 (*Source: CRISIL Report*). As of the date of this Red Herring Prospectus, we operate three super specialty hospitals located in Delhi NCR, i.e., at Noida, Greater Noida and Noida Extension, Uttar Pradesh. Further, we acquired a 305-bedded multi-speciality hospital in Orchha, Madhya Pradesh near Jhansi, Uttar Pradesh ("**Jhansi-Orchha**") which commenced commercial operations from April 10, 2022, and is one of the largest hospital in Jhansi-Orchha-Gwalior region in terms of number of beds (*Source: CRISIL Report*). With this acquisition, our total bed capacity has increased to 1,405 beds as of the date of this Red Herring Prospectus. In addition, our critical care program comprises 394 critical care beds, as of March 31 2023. Further, our Noida Extension hospital with 450 beds is one of the largest hospitals in the Noida Extension, Uttar Pradesh region (*Source: CRISIL Report*). We believe in providing quality care treatment to our patients and our services at our hospitals located in Noida, Greater Noida and Noida Extension, all located in Uttar Pradesh have been rated "5 Star" by Infomerics Analytics and Research Private Limited in 2022.

As of March 31, 2023, we engaged 609 doctors and offer healthcare services across several specialties and super specialties. For better and more focussed patient care, we have carved out the following super specialty as Centres of Excellence ("**COE**"):

- Centre of Medicine
- Centre of Cardiology
- Centre of Neurosciences
- Centre of General Surgery
- Centre of Nephrology & Urology
- Centre of Paediatrics
- Centre of Gastroenterology
- Centre of Pulmonology
- Centre of Gynaecology
- Centre of Orthopaedics & Spine & Rheumatology

Establishing COEs involves equipping these specialties with (i) advanced medical infrastructure; (ii) trained and experienced doctors, nursing, paramedical and other staff; and (iii) resources to provide a better healthcare experience to the patient and attendants. Our COEs represent our top 10 revenue-generating specialties. Our COEs are led by a team of respective domain expert doctors who are ably assisted by other doctors in our pursuit of providing better healthcare services to our patients. Further, while we have started bone marrow and kidney transplant operations at our hospitals located in Noida Extension and Greater Noida, we also intend to introduce new specialties such as radiation therapy to our oncology department at our hospitals located in Noida Extension and Jhansi-Orchha.

We commenced operations in 2008 with a clinic in Noida, Uttar Pradesh and thereafter established our first hospital in Greater Noida, Uttar Pradesh in November 2010. This hospital has since grown to become a super-specialty tertiary care hospital with 400 beds, including 112 critical care beds, nine modular and other operation theatres, as of March 31, 2023. Our second hospital in Noida, Uttar Pradesh commenced operations in 2013 as a 250-bedded super-specialty tertiary care hospital. The Noida hospital has a mix of four modular and other operation theatres as well as 81 critical care beds. Our third hospital located in Noida Extension, Uttar Pradesh is a 450-bedded tertiary care hospital with a mix of 11 modular and other operation theatres. It also has 125 critical care beds, and had commenced operations in May 2019. Further, we acquired a 305-bedded Jhansi-Orchha hospital during the last quarter of Fiscal 2022, which is one of the largest hospital in Jhansi-Orchha-Gwalior region in terms of number of beds (*Source: CRISIL Report*). The Jhansi-Orchha hospital commenced commercial operations from April 10, 2022 and is equipped with 11 modular and other operation theatres and has 76 critical care beds, as of March 31, 2023.

Our hospitals have been built on a foundation of talent, trust, technology, service and infrastructure.

Our current growth has been aided by the geographical advantage of being located in Noida, Greater Noida and Noida Extension, Uttar Pradesh. The Gautam Buddh Nagar district, the area in which three of our existing hospitals are situated, has witnessed strong economic growth in the last few years. (*Source: CRISIL Report*) These areas have developed rapidly in recent years on account of the growing real estate, economic development in these regions and increased purchasing power. Further, employment and capital invested in industries in these regions has been growing at a good rate, indicating potential for growth and economic activity. (*Source: CRISIL Report*) Being located in these regions allows us to serve patients from Uttar Pradesh, Delhi, Haryana, Uttarakhand and other states as well. Our experience in these markets over the years has provided us with an understanding of patients in the region. Due to the growing economy and population in the Delhi NCR region, there is significant and growing need for quality and affordable healthcare services. (*Source: CRISIL Report*) Our acquisition of the Jhansi-Orchha hospital is aimed at further expanding into new geographies and growing our presence in the regional healthcare market.

Our hospitals have been designed to comply with international quality standards. All our hospitals are accredited by the NABH while our hospitals located at Greater Noida and Noida Extension are also accredited by NABL. All of our hospitals offer spacious suites along with modern deluxe and super deluxe rooms, and comfortable patient waiting areas. Our diagnostic areas are designed with the goals of providing patient-friendly, spacious and relaxing environments. We have advanced medical equipment such as Azurion catheterization laboratory, 1.5 Tesla whole-body MRI with optical digital broadband and embedded express coil technology for minimal patient repositioning and advanced non-contrast MR Angiography, 128 slice CT scan, endo bronchial ultrasound, nerve conduction velocity ("**NCV**"), advanced surgical equipment including Thulium Uro laser, flexible scope, advance laparoscope, advance microscopes, Cusa set. The advanced equipments provide for better and more accurate diagnosis, as well as insight into the surgical procedure, which increases surgical success rate. Some of our modular operation theatres are equipped with high efficiency particulate air ("**HEPA**") filters and laminar flow, operating microscopes with image intensifiers. Our in-house diagnostic radiology setup and diagnostic labs are well-equipped centres with comprehensive diagnostic capabilities including, haematology, biochemistry, microbiology, molecular biology and histopathology along with 24x7 in-house pharmacy shops.

We also pay particular attention to the holistic well-being of our patients. For instance, we conduct regular antenatal session for expecting mothers and sessions on heart disease awareness. During the COVID-19 pandemic, we utilised our terrace garden on the rooftop of our Noida Extension hospital and conducted yoga classes to encourage the mental wellness of our COVID-19 patients. We believe in adopting technologies to assist our patient care and introduced 'Mitra Robot', an artificial intelligence humanoid, in our Noida Extension hospital, to interact and engage with patients, conduct video calls with their family members or hold consultation sessions with psychiatrists. We also provide access to healthcare services to public through our service provider using tele-medicine technology.

We are empanelled with several of the third-party health insurance administrators and the non-life insurance companies, many government organisations including Employees' State Insurance Corporation ("**ESIC**"), Central Government Health Scheme ("**CGHS**"), Ex-Servicemen Contributory Health Scheme ("**ECHS**"), as well as public sector undertakings and private enterprises. Our number of operational beds grew at a CAGR of 27.52% from 864 as at March 31, 2021, to 1,405 as at March 31, 2023. As of the date of this Red Herring Prospectus, we have 1,405 beds, including 305 beds at our Jhansi-Orchha hospital.

We are led by a family of doctors, Dr. Ajay Kumar Tyagi and Dr. Kapil Kumar, each of whom have over 17 years of experience in the medical profession. We believe that our success is attributable to our brand equity that we have created in a relatively short period of time, led by our cost effective quality services and the experience of our Promoters as medical professionals themselves and their personal interactions with our patients. Over the years, we have connected with the patients and strived to establish a reputation of providing quality medical services at competitive prices. Our experience has allowed us to command a greater level of patient trust. This strategy has proven to be cost effective and offers better brand recall value and is reflected in the year-on-year growth of our revenue.

Our branding activities include marketing activities and efforts undertaken to improve brand recall such as organizing medical camps, conducting regular community outreach programmes, health talks at different forums, regular programmes on school health education, and continuous medical education ("**CME**") for doctors. We also regularly give back to the community through initiatives such as organising check-up camps for the underprivileged section of society, organising walk-a-thons for health awareness among communities or occupational safety training and health briefings, ergonomics and workplace assessments and injury prevention for employees. We have an active presence on popular social media platforms, where our medical experts discuss key medical developments and issues, promote health and wellness and raise awareness of certain diseases. Our management team and doctors also participate in televised debates on various health matters.

Our gross capital expenditure per operational bed was ₹ 3.91 million, ₹ 3.72 million and ₹ 3.07 million in Fiscal 2021 and 2022 and 2023, respectively. The capital expenditure per bed has decreased with the increase in the number of operational beds over time. Relevant key operational figures for the periods indicated are set forth below:

Particulars	**Fiscal 2021**	**Fiscal 2022**	**Fiscal 2023**(4)
Bed Occupancy Rate(1) (%)	41.63%	49.97%	45.33%
Average Revenue per Occupied Bed ("**ARPOB**")(2) (₹)	21,286.74	23,510.67	26,538.09
Average Length of Stay **("ALOS")**(3) (Days)	5.03	5.20	4.32

Notes:

(1) Bed occupancy rate is calculated by dividing the overall number of actual days occupied by the patients by total operational census bed days available during the period.

(2) Average Revenue per Occupied Bed is calculated as revenue from operations divided by actual bed days occupied during the period

(3) Average Length of Stay is calculated as average number of days spent by admitted inpatients.

(4) Includes Bed Occupancy Rate, Average Revenue per Occupied Bed and Average Length of Stay at our Jhansi Orchha hospital acquired pursuant to the agreement dated February 18, 2022 which became operational in Fiscal 2023 with effect from April 10, 2022.

While we experienced an increase in our ALOS in Fiscal 2021 and 2022 due to COVID-19 patients admitted in our hospitals, our ALOS subsequently decreased in Fiscal 2023 primarily due to reduction in COVID-19 patients.

Key financial and operating metrics of our operations for the periods indicated are set out below:

Particulars	As of and for the year ended March 31,			CAGR (Fiscal 2021 to Fiscal 2023) (%)
	2021	2022	2023[10]	
Total bed capacity[1]	1,100	1,100	1,405	13.02%
- Greater Noida	400	400	400	-
- Noida	250	250	250	-
- Noida Extension	450	450	450	-
- Jhansi Orchha	-	-	305	-
Number of operational beds[2]	864	1,100	1,405	27.52%
Number of operational census beds[3]	707	935	1,185	29.46%
Number of ICU beds	191	318	394	43.63%
Bed Occupancy Rate[4] (%)	41.63%	49.97%	45.33%	4.35%
Average Revenue per Occupied Bed ("**ARPOB**")[5] (₹)	21,286.74	23,510.67	26,538.09	11.66%
Average Length of Stay ("**ALOS**")[6]	5.03	5.20	4.32	(7.30)%
In-patient Volume	21,356	32,793	45,358	45.74%
In-patient Revenue (₹ million)	2,060.13	3,463.59	4,519.00	48.11%
Out-patient Volume	135,755	222,829	329,760	55.86%
Out-patient Revenue (₹ million)	226.60	545.78	683.93	73.73%
Revenue from operations (₹ million)	2,286.74	4,009.37	5,202.93	50.84%
EBITDA (₹ million)	670.11	1,108.11	1,337.65	41.29%
EBITDA Margin	29.30%	27.64%	25.71%	-
ROCE[7] (%)	18.43%	22.93%	26.10%	-
ROE[8] (%)	25.06%	37.78%	35.95%	-
Capital Expenditure Per Operational Bed[9] (₹ million)	3.91	3.72[10]	3.07[10]	-

Notes:

(1) Total bed capacity is as at end of relevant Fiscal or accounting period, as the case may be and denotes the number of beds the civil structure has been planned for.

(2) Number of operational beds includes census and non-census beds are as at end of relevant Fiscal or accounting period, as the case may be.

(3) Number of operational census beds refers to such operational beds which are available for admitting in-patients and accordingly, as considered for computing the operational revenue and includes all critical care beds. Non-census beds are considered as beds which are used for a variety purposes other than admitting in-patients.

(4) Bed occupancy rate is calculated by dividing the overall number of actual days occupied by the patients by total operational census bed days available during the period.

(5) Average Revenue per Occupied Bed is calculated as revenue from operations divided by actual bed days occupied during the period.

(6) Average Length of Stay is calculated as average number of days spent by admitted inpatients.

*(7) RoCE is calculated as earnings before interest and taxation ("**EBIT**")/ Capital employed (Net of cash and bank balances) at the end of the year/ period. EBIT is calculated as EBITDA net of depreciation and amortisation, Capital employed is calculated as the sum of Equity attributable to owners of the Company and Net Borrowings (Net Borrowings is calculated as total borrowing (including current and non-current borrowing) less cash and cash equivalents and other bank balances and deposits at the end of the relevant Fiscal or accounting period).*

(8) ROE is calculated as Net Profit after taxes attributable to owners of the Company as restated/ Equity attributable to owners of the Company at the end of the relevant Fiscal or accounting period.

(9) Capital Expenditure per Operational Bed is calculated as gross block and leasehold equipments per restated financials divided by operational bed at the end of the relevant Fiscal or accounting period.

(10) Includes impact of our Jhansi Orchha hospital which acquired pursuant to the agreement dated February 18, 2022 and became operational in Fiscal 2023 with effect from April 10, 2022.

Key financial and operating metrics of each of our hospitals for the periods indicated are set out below:

Hospital	Commencement Year
Greater Noida	2010
Noida	2013
Noida Extension	2019
Jhansi-Orchha	2022

Particulars	Fiscal 2021				Fiscal 2022				Fiscal 2023			
	Noida	Greater Noida	Noida Extension	Jhansi-Orchha(7)	Noida	Greater Noida	Noida Extension	Jhansi-Orchha(7)	Noida	Greater Noida	Noida Extension	Jhansi-Orchha(7)
Total bed capacity [(1)]	250	400	450	-	250	400	450	305#	250	400	450	305
Number of operational beds [(2)]	214	321	329	-	250	400	450	305#	250	400	450	305
Number of census beds [(3)]	179	259	269	-	215	330	390	250#	215	330	390	250
Number of ICU Beds	50	83	58	-	81	112	125	76#	81	112	125	76
Bed occupancy rate (%)[(4)]	48.61%	39.41%	39.11%	-	72.31%	59.84%	29.31%	-	87.92%	62.37%	31.27%	8.36%
ARPOB (₹) [(5)]	21,436.30	21,753.98	20,710.07	-	22,617.39	23,621.49	24,534.31	-	24,949.12	26,538.67	30,474.90	17,691.69
ALOS [(6)]	4.06	4.00	9.11	-	6.09	4.80	4.93	-	5.77	4.35	3.14	3.79
In-patient Volume	7,816	9,322	4,218	-	9,316	15,020	8,457	-	11,957	17,255	14,186	1,960
In-patient Revenue (₹ Million)	598.24	694.76	767.13	-	1130.89	1457.88	874.82	-	1558.94	1728.70	1126.76	104.60
Out-patient Volume	44,671	82,520	8,564	-	56,799	1,16,300	49,730	-	72,906	1,37,937	1,02,278	16,639
Out-patient Revenue (₹ Million)	82.62	115.75	28.24	-	152.54	244.59	148.65	-	162.40	265.10	229.74	26.69
Revenue from operations (₹ Million)	680.86	810.51	795.37	-	1283.42	1702.47	1023.47	-	1721.34	1993.80	1356.50	131.29

Notes:

(1) Total bed capacity is as at end of relevant Fiscal or accounting period, as the case may be and denotes the number of beds the civil structure has been planned for.

(2) Number of operational beds includes census and non-census beds are as at end of relevant Fiscal or accounting period, as the case may be.

(3) Number of census beds refers to such operational beds which are available for admitting in-patients and accordingly, as considered for computing the operational revenue and includes all critical care beds. Non-census beds are considered as beds which are used for a variety purposes other than admitting in-patients.

(4) Bed occupancy rate is calculated by dividing the overall number of actual days occupied by the patients by total census bed days available during the period.

(5) Average Revenue per Occupied Bed is calculated as revenue from operations divided by actual bed days occupied during the period.

(6) Average Length of Stay is calculated as average number of days spent by admitted inpatients during the period.

(7) Jhansi Orchha hospital, acquired pursuant to the agreement dated February 18, 2022 became operational in Fiscal 2023 with effect from April 10, 2022.

 # These beds were ready for use, however, were not used for any operations as the Jhansi Orchha hospital became operational in Fiscal 2023 with effect from April 10, 2022.

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SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Our business, financial condition and results of operations are affected by a number of factors, many of which are beyond our control, including those set out below:

Patient volume, utilization and mix of healthcare services

Our revenue from operations is dependent on the number of patients who undergo diagnosis and/or treatment at our hospitals. The number of patients registering for diagnosis and/or treatment at our hospitals depends on our reputation, locations of our hospitals, local communities, ease of transportation to our hospitals, competition from other healthcare facilities as well as seasonal illness cycles.

Our results of operations are also dependent on the rate of utilization of the healthcare services provided to our patients, including the number of outpatient consultations, emergency services, surgeries and hospitalizations, as well as other services including pharmaceutical, diagnostic imaging and clinical laboratory services. Our hospital occupancy rates and revenue generated from occupied beds are also driven by other factors that impact utilization such as the quality of care provided by us, the number, quality and specialties of our doctors, breadth of services, reputation of our doctors, doctor retention and attrition, negotiations or terminations of corporate contracts/ empanelment, level of technology and improved protocols such as advances in medical technology and pharmacology, and convenience for patients and doctors. In addition, utilization is impacted by an increase in local population, connectivity with other cities and towns, and local socio-economic conditions.

Average Length of Stay ("**ALOS**") is measured by dividing the total number of days stayed by all inpatients during the relevant period by the number of discharges in such period. A shorter stay generally involves lower cost per discharge. The ALOS of patients in our hospitals are dependent on criticality of the disease and time to be taken for the suggested treatment. It also depends upon our operating efficiency, efficiency of clinical practices and technology use and most importantly the patients opt to continue to stay with us. We believe that our occupancy rates are result of quality services we provide by engaging high-quality doctors, service attitude of our nursing, para-medic and other staff and thus providing high quality patient care at affordable prices, our adaption of new medical technologies and availability of state-of-the-art medical equipment help us in patient diagnosis and treatment. The following are certain key measures relating to occupancy of our hospitals:

Average Revenue per Occupied Bed ("**ARPOB**") is an indication of a hospital's performance on a year-on-year basis. It can be derived by dividing the operational revenue by the overall count of occupied Bed Days.

Our overall operational and financial performance is summarized below:

Particulars	**Fiscal**			**CAGR (Fiscal 2021 to 2023)**
	2021	**2022**	**2023[(4)]**	
– In-patient Volume	21,356	32,793	45,358	45.74%
– In-patient Revenue (₹ million)	2,060.13	3,463.59	4,519.00	48.11%
– Out-patient Volume	135,755	222,829	329,760	55.86%
– Out-patient Revenue (₹ million)	226.60	545.78	683.93	73.73%
Revenue from operations (₹ million)	**2,286.74**	**4,009.37**	**5,202.93**	**50.84%**
Bed Occupancy Rate[(1)] (%)	41.63%	49.97%	45.33%	4.35%
Average Revenue per Occupied Bed ("**ARPOB**")[(2)] (₹)	21,286.74	23,510.67	25,538.09	11.66%
Average Length of Stay ("**ALOS**")[(3)]	5.03	5.20	4.32	(7.30)%

Note:

1. *Bed occupancy rate is calculated by dividing the overall number of actual days occupied by the patients by total operational census bed days available during the period.*
2. *Average Revenue per Occupied Bed is calculated as revenue from operations divided by actual bed days occupied during the period.*
3. *Average Length of Stay (ALOS) is calculated as average number of days spent by admitted inpatients.*
4. *Includes impact of our Jhansi Orchha hospital which acquired pursuant to the agreement dated February 18, 2022 and became operational in Fiscal 2023 with effect from April 10, 2022.*

While we experienced an increase in our ALOS in Fiscal 2021 and 2022 due to COVID-19 patients admitted in our hospitals, our ALOS subsequently decreased in Fiscal 2023 primarily due to reduction in COVID-19 patients.

The mix of healthcare services provided also impacts our revenue, as procedures such as complex surgeries generate higher revenue. In addition, international, cash walk-ins and private and public insured patients who have procured insurance coverage from third-party insurance providers tend to provide higher ARPOB for similar procedures compared to central, state government and local body patients, due to tariff differences.

We provide treatment for 30 specializations. Our super-specialty offerings also results in minimal concentration risk due to diversified revenue portfolio. Our revenue from the major specialties, especially the top ten revenue generating specialties is shown in the table below:

Particulars	Fiscal					
	2021		2022		2023	
	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)
Medicine	1,286.76	56.27%	2,008.19	50.08%	1,636.73	31.46%
– COVID-19	739.58	32.34%	851.20	21.23%	0.00	0.00%
– Non-COVID-19	547.19	23.93%	1,157.00	28.85%	1,636.73	31.46%
Orthopedics & spine & rheumatology	108.47	4.74%	231.66	5.78%	295.18	5.67%
Nephrology & urology	143.44	6.27%	252.03	6.29%	472.75	9.09%
Neurosciences	185.60	8.12%	310.75	7.75%	508.74	9.78%
General surgery	148.91	6.51%	260.59	6.50%	442.19	8.50%
Cardiology	163.30	7.14%	266.74	6.65%	508.86	9.78%
Pediatrics	61.01	2.67%	147.96	3.69%	264.93	5.09%
Gynecology	71.51	3.13%	127.78	3.19%	230.35	4.43%
Gastroenterology	29.50	1.29%	83.34	2.08%	157.82	3.03%
Pulmonology	25.34	1.11%	113.43	2.83%	241.72	4.65%
Others*	62.89	2.75%	206.90	5.16%	443.66	8.53%
Total	**2,286.74**	**100.00%**	**4,009.37**	**100.00%**	**5,202.93**	**100.00%**

** Others comprises all other specialties.*

We acknowledge that COVID-19 contributed 33.17% and 22.19% to our total revenue during Fiscal 2021 and 2022. However in spite of an increased contribution from COVID-19 in Fiscal 2021 and 2022, our non-COVID-19 revenue increased from ₹ 1,528.23 million in Fiscal 2021 to ₹ 3,119.84 million in Fiscal 2022 which further increased to ₹ 5,202.93 million in the Fiscal 2023. This translates into the overall CAGR revenue growth of 50.84% during the Fiscal 2021 and 2023 whereas the non-COVID -19 revenue CAGR growth during the same period had been 84.51%.

During Fiscal 2021 and 2022, the Government had imposed travel and other restrictions, and when patients had preferred to avoid elective treatment and surgeries. This impacted our revenue growth, especially the revenue coming from high end healthcare specialties which amongst others include Neurology, Nephrology, Orthopaedics, General Surgeries. However due to direct involvement and guidance of our promoters and the commitment and dedication shown by our doctors, nurses, para-medics and other staff.

We are generally not highly dependent on any of our specialties. COVID-19 brought many restrictions by Government and patients generally avoided non-essential surgeries and treatment. However, all of our 10 key specialities increased on a CAGR basis during the period Fiscal 2021 to the Fiscal 2023. We have been growing on a year-on-year basis, and our non-COVID specializations such as gastroenterology, cardiology, and neurosciences are increasing. This is one of the key reason that though the non-COVID revenue contribution from general medicine increased from ₹ 1,286.76 million in the Fiscal 2021 to ₹ 1,636.73 million in the Fiscal 2023 at CAGR of 12.78%, however, its contribution in the overall revenue from operations has come down from 56.27% to 31.46% between Fiscal 2021 to Fiscal 2023.

Expansion and performance of our hospital network

Our ability to expand the capacity of our existing hospitals and our network of hospitals directly impacts our results of operations and financial condition. We have also been cognizant that though increasing the total capacity may put a strain on financial resources but this could be counterproductive in the short turn. Thus, we gradually increased our operational capacity to 864, 1,100 and 1,405 beds as of March 31, 2021, 2022 and 2023, respectively. This gradual opening of capacity has helped us to keep the expenses at the optimum level and achieve better bed capacity ratio over the period of time.

We started our journey with our establishment in 2008 and (i) established a hospital in Greater Noida in 2010; (ii) established a 250 bed hospital in Noida; (iii) expanding the Greater Noida hospital to 400 bed; and (iv) 450 bed hospital at our Noida Extension hospital in 2019. Expanding the network of hospitals directly impacts our results of operations and financial condition. Historically, we establish the operations of the expanded hospital, ensure the hospital's self-sufficiency in terms of facilities and infrastructure, and ensure its self-reliance in terms of financial performance. We have historically grown our business by expanding our hospital network as well as expanding services at our existing hospitals. As part of our growth strategy, pursuant to a share purchase agreement dated February 18, 2022, we acquired a 305 bed super-speciality hospital in Orchha, Madhya Pradesh near Jhansi, Uttar Pradesh (the "**Jhansi-Orchha hospital**"). This hospital is equipped with 11 modular and other operation theatres and 76 critical care beds. The Jhansi-Orchha hospital commenced commercial operations in Fiscal 2023 with effect from April 10, 2022. We expect our Jhansi-Orchha hospital as well as any other new hospitals in the future to continue to be key drivers for our growth.

Our three hospitals in Delhi-NCR are in close vicinity and we have plans to develop Greater Noida hospital to be the Centre of Excellence ("**COE**") for organ transplant and medical tourism. Our Noida Extension hospital is planned to be developed as COE for Oncology where advance cancer treatment shall be provided. We are concentrating on uplifting the standard of services we provide. This strategy of developing standalone COEs in the respective hospital is expected to keep the infrastructure cost low and yet cater to the entire Delhi NCR and other adjoining markets. This strategy is also expected to attract better talent of doctors and utilize the resources and bed capacity in an organized manner. Going forward, our Jhansi-Orchha hospital shall also provide services for all the specialties, we are into. In addition, we intend to position and work towards the Jhansi-Orchha hospital in becoming a COE for oncology as well as introduce radiation therapy to provide complete oncology solution.

Further, we also intend to expand the size and scope of our existing hospital and to that extent have been allotted 1,885.15 square meters of land adjacent to our Greater Noida hospital with the intention to expand the bed capacity. Further, we have emerged as the highest bidder to lease 3,660.00 square meters of land adjacent to our Noida Extension hospital with the intention to expand the bed capacity. However, the process to enter into definite agreements with the authorities is currently in process and no such agreements have been entered as on the date of this Red Herring Prospectus. See also "*Risk Factors — Internal Risks — Our registered office and three out of four of our hospitals are located on leased premises. Any termination, inability to renew or inability to terminate our lease agreements, or breach of our lease agreements by the counterparty, for our offices or hospitals may lead to disruptions in our operations and affect our business operations.*" on page 57.

Each additional hospital that we develop or acquire or the facilities we provide at each of the hospital, increases the number of patient cases treated in our network of hospitals and contributes to our continued revenue growth. However, developing or acquiring new hospitals requires time, capital expenditure and increase in operational costs before such new hospitals can become profitable. In addition, integration of new hospitals into our existing hospital network also involves time and resources.

The expansion projects we undertake require substantial funding, including costs of constructing the hospital buildings (in the case of new hospital projects), acquiring and upgrading equipment and financing hospital operations. In addition to the costs relating to the development or acquisition of the facility, we typically take a number of steps, such as increasing our marketing efforts at the initial stages, when we add a hospital to our network. These efforts often result in additional costs relating to the offered services, facilities and medical staff. Most of the infrastructure of a new hospital must be put in place when the facility commences operations and a lot of operating expenses, including medical consultancy charges and other expenses are required to be incurred regardless of patient intake at the beginning of commencement of operation. A new hospital, due to the relatively long gestation period before a hospital matures (particularly with respect to occupancy rates), may operate at a loss for a period of 12 to 24 months before patient volumes reach targeted levels and thereby achieve profitability. Consequently, the financial performance of our newly added Jhansi-Orchha hospital may adversely affect our overall operating margins in the short run.

Medical consumables, drugs and implants

Cost of material consumed, including medicines, implants and other consumable items represents a significant expense, and directly impacts our results of operations. Our cost of materials consumed was ₹ 463.18 million, ₹ 813.28 million and ₹ 929.35 million for the Fiscal 2021, 2022 and 2023, respectively which accounted for 20.21%, 20.20% and 17.77% of our total income for Fiscal 2021, 2022 and 2023 respectively.

The supply chain management at our hospitals remains a strategic and proactive function that needs a continuous improvement throughout each stage starting from the recognition of need to end with its fulfilment, by achieving quality, quantity, source and price to increase efficiency and patient satisfaction.

We source medicine, consumables, equipment and machines from third party suppliers under various arrangements. Any failure to procure reagents or drugs on a timely basis, or at all, from such third parties and on commercially suitable terms could affect our ability to provide our services.

Our suppliers are selected based on factors such as consumer demand, quality, price, profitability, cost effectiveness, supplier history, service levels and delivery capability, which our supply chain management team reviews on a regular basis and accords approval for such purchase in consultation with relevant medical specialities. The purchase of supplies is likewise monitored and conducted by our supply chain management team who in turn is responsible for establishing a strategic and unified plan for procurement and distribution to our facilities on a centralized basis and also empowering each hospital for emergency local purchases. We attach due importance to supply management process and it is directly monitored by the assigned KMPs on daily basis. This real-time monitoring helps in ensuring the availability of required objects, cost effectiveness and maintaining optimum level of inventory and thus keeping the obsolescence losses low.

The costs of materials consumed vary significantly depending on the nature of medical needs of patients and services provided by us, and we cannot assure you that the levels of our costs of materials consumed will decrease in the future. Furthermore, if we experience an increase in costs, or if we are not able to grow our revenue in line with our costs of materials consumed, our profitability would be severely impacted. We try to reduce our costs of consumption through our efforts in centralizing the procurement function, which allows us to maximize the utilization of drugs and lower the overall cost of consumption, and by implementing measures to improve our operating efficiencies. We expect that while prices for drugs and consumables will increase in the future, improved economies of scale and greater bargaining power that comes with a larger network of hospitals may offset the cost of drugs, as a percentage of our total expenses.

Specialist charges and employee benefits expense

Our specialist charges, including the fee for visiting doctors, consultant fee and our expenses towards employee benefits relating to our medical and non-medical staff constitutes a significant portion of our total expenses, and were ₹ 756.85 million, ₹ 1,314.90 million and ₹ 1,850.21 million for Fiscal 2021, 2022 and 2023 respectively, accounting 33.02%, 32.66% and 35.37% of our total income for Fiscal 2021, 2022 and 2023, respectively.

Our growth is greatly attributable to the contribution made by doctors and medical and non-medical staff. Our ability to attract and retain medical professionals is critical to our success and we expect professional fees paid to our doctors to increase as our patient volumes and revenue from operations increase. The healthcare industry is relatively labour intensive and wages and other operating expenses have shown an upward trend. See also "*Risk Factors — Internal Risks —We are highly dependent on doctors, nurses and other healthcare professionals and our business and financial performance will be impacted significantly if we are unable to attract, retain or train such professionals.*" on page 37. In addition, while we have hired adequate staff, we intend to continue hiring quality staff to ensure that we are able to provide the expected level of care, even though, as discussed above, patient volumes and occupancy rates may be lower at such hospital in initial periods. This is further expected to increase our medical and non-medical employee costs and expenses, and our specialist charges and employee benefits expense will likely represent a higher percentage of our revenue from operations in respect of the Jhansi-Orchha hospital before it reaches maturity. We try to offset the effects of increasing operating costs by measures such as expanding our range of services, continuing to focus on high end care, rationalizing manpower and implementing other cost control policies.

COVID-19 pandemic and related travel restrictions

Beginning in March 2020, we experienced a substantial reduction in the number of elective surgeries, physician visits and emergency volumes at our hospitals and healthcare facilities. This was due to restrictions on elective procedures, quarantines, stay-at-home and shelter-in-place orders, the promotion of social distancing, travel related restrictions including curbs on international travel as well as general concerns related to the risk of contracting COVID-19 from interacting with the healthcare system.

COVID-19 had a derailing effect on the global economy. Effects of a weaker economy, increased exposure to the risks of COVID-19 at hospitals, the imposition of restrictions and other precautionary measures taken by the Government of India, authorities and hospitals to manage the spread of COVID-19 and other unexpected difficulties arising out COVID-19 pandemic resulted in, among other things; lower patient volumes; deferred surgeries; and decline in elective surgeries. (*Source: CRISIL Report*) We adapted to the situation and converted our Noida Extension hospital to an exclusive COVID-19 hospital from June 2020 and it continued to remain as an exclusive COVID-19 hospital till June 2021. During the second wave of COVID-19, in the first quarter of Fiscal 2022, we partially converted our Noida and Greater Noida hospitals into COVID-19 hospitals.

We did not experience any decline in our financial performance in Fiscal 2021, 2022 and 2023 on account of COVID-19; our total IPD volume increased from 21,356 in Fiscal 2021 to 32,793 in Fiscal 2022 which further increased to 45,358 in Fiscal 2023 and our total revenue from operations increased from ₹ 2,286.74 million in Fiscal 2021 to ₹ 4,009.37 million in Fiscal 2022 which further increased to ₹ 5,202.93 million in Fiscal 2023 at a CAGR of 50.84%. Our total non-COVID-19 IPD patient volume count increased from 17,398 in Fiscal 2021 to 28,854 in Fiscal 2022 which further increased to 45,358 in Fiscal 2023. During the same period, our non-COVID-19 revenue increased from ₹ 1,528.23 million in Fiscal 2021 to ₹ 3,119.84 million in Fiscal 2022 which further increased to ₹ 5,202.93 million in Fiscal 2023.

Our COVID-19 revenue was ₹ 758.51 million, ₹ 889.53 million and ₹ nil constituting 33.17%, 22.19% and nil% of our revenue from operations in Fiscal 2021, 2022 and 2023, respectively. However, we were able to mitigate the financial impact and register growth in terms of volume and revenue by taking timely measures such as exclusively dedicating our Noida Extension hospital and partially converting our Noida and Greater Noida hospitals to COVID-19 patients.

Our non-COVID-19 revenue, in spite of the impact of COVID-19 related restrictions, grew from ₹ 1,528.23 million in Fiscal 2021 to ₹ 5,202.93 million in Fiscal 2023 at a CAGR of 84.51% between Fiscal 2021 to 2023.

We continue to be vigilant in terms of enforcing COVID-19 preventive measures, such as enforcing mandatory masking, hand washing and social distancing, as well as ensuring appropriate testing and infection control and containment practices. We are constantly updating our protocols to ensure compliance with the infection control measures. In response to the crisis, we have also created isolation facilities, established operating procedures on admission, management as well as strengthened our operating procedures on infection prevention and control, and healthcare worker safety.

We had provided medical services to the patient in the tough time of COVID which generated an amount of goodwill, resulting into growth in non-COVID business, even during and after the COVID-19 lockdowns. However, the behaviour of different mutations of COVID-19, its impact on overall economy, any other restriction, like the ones government has imposed in the past or its impact on the supply management and availability of doctors and staff members cannot be ascertained and we are susceptible to such risk.

Government regulations and policies applicable to the healthcare sector

Since we operate in a highly regulated industry and we are subject to extensive regulations, our results of operations and continued growth depend on government policies and regulations. Furthermore, any cap on treatment costs in private hospitals imposed by the government, concessional or free medical treatment required to be provided by our facilities impacts our revenue from operations, which is dependent on the fees we are able to charge for the services we provided and the volume of services rendered. Regulations related to price control on specified services and procedures will affect the operational mix and volume of services that we provide, which will further impact our revenue and results of operations.

See "*Risk Factors – Risks Relating to the Business of our Company – We operate in a highly regulated industry, and compliance with applicable safety, health, environmental and other governmental regulations and any violations of existing regulations may adversely affect our business, financial condition, results of operations* *and cash flows*" on page 50.

PRESENTATION OF FINANCIAL INFORMATION

Our Restated Consolidated Financial Information have been compiled from our audited consolidated financial statements as at and for the years ended March 31, 2021 and 2022, 2023, prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other relevant provisions of the Companies Act, 2013.

SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation of Restated Consolidated Financial Information

Statement of Compliance

The consolidated restated financial information of the Group comprise of the restated consolidated statement of Assets and Liabilities as at March 31, 2021, March 31, 2022 and March 31, 2023, the restated consolidated statement of profit and loss (including other comprehensive income), restated consolidated statement of changes in equity and the restated consolidated statement of cash flows for the year ended March 31, 2021, March 31, 2022 and March 31, 2023 and the summary of significant accounting policies and explanatory notes (collectively, the '**Restated Consolidated Financial Information**').

These Restated Consolidated Financial Information of the Group comprise of the restated consolidated statement of Assets and Liabilities as at March 31, 2021, March 31, 2022 and March 31, 2023, the restated consolidated statement of profit and loss (including other comprehensive income), restated consolidated statement of changes in equity and the restated consolidated statement of cash flows for the year ended March 31, 2021, March 31, 2022 and March 31, 2023 and the summary of significant accounting policies and explanatory notes have been prepared by the management for the purpose of preparation of the restated financial information as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended issued by the SEBI for the purpose of inclusion in this Red Herring Prospectus prepared by our Company in connection with the Offer in terms of the requirements of:

(i) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act");

(ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended; and

(iii) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note").

The restated consolidated financial information has been compiled by the management of our Company from:

(i) Audited Consolidated Ind AS financial statements of the Group as at and for the year ended March 31, 2023 prepared in accordance with Indian Accounting Standard ("**Ind AS**"), specified under section 133 of the Act and other accounting principles generally accepted in India;

(ii) Audited Consolidated Ind AS financial statements of the Group as at and for the year ended March 31, 2022 prepared in accordance with Ind AS, specified under section 133 of the Act and other accounting principles generally accepted in India; and

(iii) Audited special purpose Consolidated Ind AS financial statements of the Group as at and for the year ended March 31, 2021 prepared in accordance with Indian Accounting Standard (Ind AS), specified under section 133 of the Act and other accounting principles generally accepted in India (the "Special Purpose Consolidated Ind AS Financial Statements").

The restated financial Information is presented in Indian Rupees (₹) millions, except where otherwise indicated.

Basis of measurement

The Restated Consolidated Financial Information have been prepared on accrual basis and under historical cost convention, except for certain financial assets and liabilities which are measured at fair value.

The functional and presentation currency of the Company is Indian Rupee (“INR”) which is the currency of the primary economic environment in which the Company operates.

All amounts disclosed in the Restated Consolidated Financial Information and notes have been rounded off to the nearest “million” with two decimals, unless otherwise stated. Transactions and balances with values below the rounding off norm adopted by the group have been reflected as “0” in the relevant notes to Restated financial statements.

Basis of consolidation

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, the income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit and loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group’s accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Restated Consolidated Financial Information includes the financial information of our Company and our subsidiaries as set out below:

Name of Company	Country of Incorporation	Ownership Interest (in %) (Direct)		
		March 31, 2023	March 31, 2022	March 31, 2021
AKS Medical & Research Centre Pvt. Ltd.	India	100%	100%	80.31%
Sanskar Medica India Limited	India	100%	100%	100%
Ramraja Multispecialty Hospital & Trauma Care Centre Private Limited	India	100%	100%	Nil

Use of estimates

The preparation of Restated Consolidated Financial Information in conformity with Ind AS requires the Management to make estimates and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenditure for the year/period and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying Restated Financial statements are based upon the Management’s evaluation of the relevant facts and circumstances as at the date of the Restated Consolidated Financial Information. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on a year basis. Revisions to accounting estimates, if any, are recognized in the year/period in which the estimates are revised and in any future years affected.

Summary of Significant accounting policies

Revenue Recognition

The Company’s revenue from medical and healthcare services comprises of income from hospital services and sale of pharmacy items. Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services.

Income from hospital services comprises of fees charged for inpatient and outpatient hospital services. The performance obligations for this stream of revenue include accommodation, surgery, medical/clinical professional services, food and beverages, investigations and supply of pharmaceutical and related products. Revenue is measured based on the transaction price, which is the fixed consideration adjusted for components of variable consideration which constitutes discounts, estimated disallowances and any other rights and obligations as specified in the contract with the customer. Revenue also excludes taxes collected (if any) from customers and deposited back to the respective statutory authorities.

Revenue is recognised at the point in time for the outpatient hospital services, when the related services are rendered at the transaction price. With respect to the inpatients hospital services, the revenue is recognized at the transaction price on such patients where the hospital services are rendered completely. Revenue from sale of pharmacy and food and beverages (other than hospital services), where the performance obligation is satisfied at a point in time, is recognised when the control of goods is transferred to the customer.

We apply the most likely amount method or the expected value method to estimate the variable consideration in the contract. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The most likely amount is used for those contracts with a single volume threshold, while the expected value method is used for those with more than one volume threshold. We then applies the requirements on constraining estimates in order to determine the amount of variable consideration that can be included in the transaction price and recognised as revenue. Contract assets represents value to the extent of medical and healthcare services rendered to the patients who are undergoing treatment/ observation on the balance sheet date and is not billed as at the balance sheet date.

Other Income

Interest on deposits, loans and debt instruments are measured at amortized cost. interest income is recorded using the Effective Interest Rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. Other Income includes rental income, being recognized on due basis and sale at cafe and canteen to employee and others; which is recognized at a point of sale.

Property, Plant and Equipment

Property, Plant and Equipment (PPE) are stated at original cost of acquisition including incidental expenses and all the borrowing costs, which are directly attributable to the acquisition of assets and installation of the concerned assets. PPE are shown net of accumulated depreciation.

Capital work in progress is stated at cost, net of accumulated impairment loss, if any. Depreciation has been charged as per new rules as provided by the Companies Act, 2013. For PPE acquired during the year, depreciation is provided on pro rata basis from the date the assets were put to use. The carrying amount of a property, plant and equipment is de-recognised when no future economic benefits are expected from its use or on disposal. Assets taken on long term lease are amortized over the balance period of lease.

Depreciation on property, plant and equipment is provided on written down value method based on estimated useful life of assets as prescribed in part C of schedule II to the Companies Act, 2013.

Assets	Useful Life
Building	60 Years
Plant and Machinery	5-15 years
Furniture and Fittings	8 years
Air-conditioners	10 years
Electric installations	10 years
Office Equipments	5 years
Vehicles	8 years
Computers	3 years

The property, plant and equipment acquired under finance leases, if any, is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the Company will obtain ownership at the end of the lease term. Freehold land is not depreciated. Lease hold land is depreciated over the balance period of lease, once the building or any other asset erected over such period of land is put to use. Based on the planned usage of certain specific assets and technical assessment, the management has estimated the useful lives of Property, plant and equipment as below:

- Individual asset not exceeding Rs. 5,000 have been fully depreciated in the year of purchase.
- Leasehold improvements are amortised over the period of the lease or estimated useful life, whichever is shorter.

The residual values, useful lives, and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Taxes on Income

Tax Expenses:
Income Tax expense comprises of current tax and deferred tax charge or credit. Provision for current tax is made with reference to taxable income computed for the financial year for which the financial statements are prepared by applying the tax rates as applicable.

Current Tax - Current Income tax relating to items recognized outside the profit and loss is recognized outside the profit and loss (either in other comprehensive income or in other component of equity)

MAT- Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The company recognizes MAT credit available as an asset only to the extent there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT Credit is allowed to be carried forward. In the year in which the Company recognizes MAT Credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternate Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the statement of Profit and Loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the sufficient period.

Deferred Tax:-Deferred tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purpose at reporting date i.e. timing difference between taxable income and accounting income. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed as at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will not be available against which deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets are recognized for the unused tax credit to the extent that it is probable that taxable profits will be available against which the losses will be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Leases

Right to Use Assets

The Company recognizes a right-of-use asset, on a lease by-lease basis, to measure that right-of-use asset an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet immediately before the date of initial application.

The cost of right-of-use assets includes the amount of lease liabilities recognised. Initial direct costs incurred and lease payments made at or before the commencement date less any lease incentives received, the recognized right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment test.

Lease Liabilities

The Company recognise a lease liability at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on a lease by lease basis. In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

Short-term Leases and leases of low-value assets

The company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered of low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Inventory

Inventories are stated at lower of cost or net realisable value. Cost of Inventories comprises of cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Closing stock cost is determined on FIFO basis.

Employee Benefits

The undiscounted amount of short-term employee benefits i.e. wages and salaries, bonus, incentive and annual leave etc. expected to be paid in exchange for the service rendered by employees are recognized as an expense except in so far as employment costs maybe included within the cost of an asset during the period when the employee renders the services. Retirement benefit in the form of provident fund and pension contribution is a defined contribution scheme and is recognized as an expense except in so far as employment costs may be included within the cost of an asset. Gratuity is a defined benefit obligation. The liability is provided for on the basis of actuarial valuation made at the end of each financial year. The actuarial valuation is done as per Projected Unit Credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to profit or loss through OCI in the period in which they occur. Re measurements are not reclassified to profit or loss in subsequent periods.

Foreign Exchange Transactions

These financial statements are presented in Indian Rupees (INR), which is the Company's functional currency. Transactions in foreign currency are recorded on initial recognition at the spot rate prevailing at the time of the transaction. At the end of each reporting period:

- Monetary items (Assets and Liabilities) denominated in foreign currencies are retranslated at the rates prevailing at that date.

- Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined.

- Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated Exchange differences on monetary items are recognized in profit or loss in the period in which they arise.

Fair Value Measurement

The Company measures financial instruments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or

- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and the risks of the asset or liability and the level of the fair value hierarchy as explained above.

Financial Instrument

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Recognition

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument

Measurement

Financial assets

A financial asset is measured at

- amortised cost or
- fair value either through other compressive income or through profit or loss

Financial liability

A financial liabilities is measured at amortised cost using the effective interest method or fair value through profit or loss.

Initial recognition and measurement:-

All financial assets and liabilities are recognized at fair value at initial recognition, plus or minus, any transaction cost that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss.

Subsequent measurement

Financial assets as subsequent measured at amortised cost or fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL) as the case may be.

Financial liabilities as subsequent measured at amortised cost or fair value through profit or loss.

Financial Assets

Trade Receivables

Trade receivables are the contractual right to receive cash or other financial assets and recognized initially at fair value. Subsequently measured at amortised cost (Initial fair value less expected credit loss). Expected credit loss is the difference between all contractual cash flows that are due to the company and all that the company expects to receive (i.e. all cash shortfall), discounted at the effective interest rate.

Equity investments - Investment in Subsidiary, associates & Joint venture

Investment in Subsidiary, associates & Joint venture is carried at cost as per Ind AS27. All other equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by- instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at Fair value to other comprehensive income (FVTOCI), then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Cash and cash Equivalents:-

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

Impairment of Financial Assets:-

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase incredit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

Financial liabilities

Trade payables

Trade payables represent liabilities for goods and services provided to the Company prior to the end of financial year and which are unpaid. Trade payables are presented as current liabilities unless payment is not due within 12 months after the reporting period or not paid/payable within operating cycle. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the company does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of company after deducting all of its liabilities. Equity instruments are recognised at the proceeds received, net of direct issue costs.

Derecognition of financial instrument

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously

Financial guarantee

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined asper impairment requirements of IND AS 109 and the amount recognised less cumulative amortization.

Operating cycle:-

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

Earning Per Share

The Earning per share is computed in accordance with the IND AS 33. Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

Provisions, Contingent Liabilities and Contingent Assets

I. 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. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements. Contingent liabilities, if material, are disclosed by way of notes and contingent assets, if any, is disclosed in the notes to financial statements. Contingent liabilities, which according to the management are not expected to materialize are not recognized in the financial statements are disclosed in the notes to the accounts. Contingent assets are neither recognized nor disclosed in financial statements.

II. A provision is recognized, when Company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made for the amount of obligation. The expense relating to the provision is presented in the profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pretax rate that reflects, when appropriate, the risks.

Segment Reporting

The company is mainly into the business of rendering hospital services. Other services like sale of medicine etc are ancillary to the main services and thus the only business segment, in terms of IND AS 108 and therefore no separate reporting under 'Segment Reporting' is required.

Cash flows

Cash flows are reported using the indirect method, where by profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The Cash flows from operating, investing and financing activities of the company are segregated.

Impairment of 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 asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to Other Comprehensive Income (OCI). For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus. For assets other than goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment as at each Balance Sheet date and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods. Intangible assets with indefinite useful lives are tested for impairment annually as at each Balance sheet date at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or Loss.

Current and non-current assets and liabilities

All financials assets and liabilities maturing with-in the time period of operating cycle which at present is 1 year are considered current assets or liabilities. All assets and liabilities, not being current are considered noncurrent assets or liabilities.

Expenditure during construction period:-

Assets in the course of construction are capitalized in the assets and treated as capital work in progress and upon commissioning of project the assets are capitalised and transferred to appropriate category of PPE. At the point when an asset is operating at management's intended use, the cost of construction is transferred to appropriate category of PPE.

NON-GAAP MEASURES

Earnings before Interest, Taxes, Depreciation and Amortization Expenses ("EBITDA")/ EBITDA Margin

EBITDA presented in this Red Herring Prospectus is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, EBITDA is not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, EBITDA is not a standardised term, hence a direct comparison of EBITDA between companies may not be possible. Other companies may calculate EBITDA differently from us, limiting its usefulness as a comparative measure. Although EBITDA is not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it is useful to an investor in evaluating us because it is a widely used measure to evaluate a company's operating performance.

Reconciliation of EBITDA and EBITDA Margin to profit before share of gain in Profit after Tax

The table below reconciles restated profit for the year to EBITDA. EBITDA is calculated as profit/loss for the year/ period, plus finance costs, depreciation and amortization expenses, less other income, while EBITDA Margin is the percentage of EBITDA divided by revenue from operations.

(₹ million)

Particulars	Fiscal		
	2021	2022	2023
Restated Profit before exceptional items and tax	281.23	631.06	876.78
Add: Finance Cost	188.44	214.86	213.87
Add: Depreciation and Amortization expense	205.60	278.68	275.07
Less: Other Income	5.15	16.49	28.07
Earnings before interest, taxes, depreciation and amortization expenses (EBITDA) (A)	**670.11**	**1,108.11**	**1,337.65**
Revenue from Operations (B)	2,286.74	4,009.37	5,202.93
EBITDA Margin (EBITDA as a percentage of revenue from operations) (A/B)	**29.30%**	**27.64%**	**25.71%**

PRINCIPAL COMPONENTS OF INCOME AND EXPENDITURE

Total income

Our total income comprises (i) revenue from operations; and (ii) other income.

Revenue from Operations

Revenue from operations primarily comprises revenue from contracts with customers for provision of hospital services. The revenue is recognized as per the governing Ind AS accounting standard (Ind AS 115), being in force. The revenue is recognized when all the specified criterions, as provided in the accounting standards are met and there is a reasonable surety that the revenue, so being recognized shall be collected.

Other Income

Other income primarily consists of interest income on bank deposit, interest on income tax refunds, other incomes – sales of foods and beverages, rental income from telecom owners, interest income under IndAS and rental income from ambulance.

Expenses

Our expenses comprise (i) cost of materials consumed; (ii) employee benefits expenses; (iii) finance cost; (iv) depreciation and amortization expense and (v) other expenses.

Costs of Materials Consumed

Cost of materials consumed comprise pharmacy, medical and laboratory consumables related to in-patient services, general stores, and pharmacy and medical consumables related to sale of pharmacy products to out-patient and other items necessary for the provision of healthcare services during the period, as adjusted for existing inventories.

Employee Benefits Expense

Employee benefits expense primarily comprises salaries, wages and other benefits, director's renumeration, keymen insurance and staff welfare expenses.

Finance Costs

Finance costs include interest on secured loans, interest expense on lease liability, interest on unsecured loans, interest on others, interest on others – MSME and interest on statutory dues.

Depreciation and Amortization Expense

Depreciation and amortization expense consists of depreciation on property, plant and intangible assets and depreciation on leased assets.

Other Expenses

Other expenses primarily consist of specialist charges, the doctors who are not on the payrolls, laboratory expenses incurred towards the diagnostic test which are not conducted in-house, power and fuel, lease rent, repairs and maintenance, legal and professional fees, research and development expense, rates and taxes, pantry expenses, facility management expenses. advertisement and marketing expenses, conveyance and travel expenses, communication expenses, insurance expenses and discount and expected loss of credit among others.

RESULTS OF OPERATIONS

The following table sets forth certain information with respect to our results of operations on a consolidated basis for Fiscal 2021, 2022 and 2023:

Particulars	Fiscal					
	2021		2022		2023	
	(₹ million)	Percentage of total income (%)	(₹ million)	Percentage of total income (%)	(₹ million)	Percentage of total income (%)
Revenue from operations	2,286.74	99.78%	4,009.37	99.59%	5,202.93	99.46%
Other income	5.15	0.22%	16.49	0.41%	28.07	0.54%
Total Income	**2,291.89**	**100.00%**	**4,025.86**	**100.00%**	**5,231.00**	**100.00%**
Costs of Material Consumed	463.18	20.21%	813.28	20.20%	929.35	17.77%
Employee benefits expense	466.88	20.37%	804.68	19.99%	919.30	17.57%
Finance cost	188.44	8.22%	214.86	5.34%	213.87	4.09%
Depreciation and amortization expenses	205.60	8.97%	278.68	6.92%	275.07	5.26%
Other expenses	686.56	29.96%	1,283.29	31.88%	2,016.63	38.55%
Total expenses	**2,010.66**	**87.73%**	**3,394.80**	**84.32%**	**4,354.22**	**83.24%**
Profit / (Loss) before tax	**281.23**	**12.27%**	**631.06**	**15.68%**	**876.78**	**16.76%**
Tax expense						
Current tax	50.37	2.20%	180.09	4.47%	246.66	4.72%
Income tax of earlier years	-	-	-	-	1.61	0.03%
MAT credit availed / reversed	(16.63)	(0.73)%	18.02	0.45%	11.03	0.21%
Deferred tax (net)	51.61	2.25%	(8.68)	(0.22)%	(40.19)	(0.77)%
Total tax expenses	**85.36**	**3.72%**	**189.44**	**4.71%**	**219.10**	**4.19%**
Profit / (Loss) after tax for the year	**195.88**	**8.55%**	**441.62**	**10.97%**	**657.68**	**12.57%**
(a)(i) Items that will not be reclassified to profit or loss	-	-	-	-	-	-
(a)(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-	-

Particulars	Fiscal					
	2021		2022		2023	
	(₹ million)	Percentage of total income (%)	(₹ million)	Percentage of total income (%)	(₹ million)	Percentage of total income (%)
(b)(i) Items that will be reclassified to profit or loss	0.02	0.00%	3.77	0.09%	4.01	0.08%
(b)(ii) Income tax relating to items that will be reclassified to profit or loss	(0.01)	0.00%	(1.10)	(0.03)%	(0.90)	(0.02)%
Other comprehensive income for the Year	**0.02**	**0.00%**	**2.67**	**0.07%**	**3.11**	**0.06%**
Total comprehensive income for the Year	**195.90**	**8.55%**	**444.30**	**11.04%**	**660.79**	**12.63%**

FISCAL 2023 COMPARED TO FISCAL 2022

Key Developments

- Our total bed capacity increased to 1,405 in Fiscal 2023 pursuant to acquisition of 305-bedded multi-speciality hospital in Orchha, Madhya Pradesh near Jhansi, Uttar Pradesh ("**Jhansi-Orchha**") which commenced commercial operations from April 10, 2022.
- Since, Fiscal 2021, and 2022, for the first time we did not experience any revenue in Fiscal 2023 due to COVID-19.
- We started bone marrow and kidney transplant operations at our hospitals located at Noida Extension and Greater Noida.

Total Income

Total income increased by 29.94% from ₹ 4,025.86 million in Fiscal 2022 to ₹ 5,231.00 million in Fiscal 2023. Our total income mainly consists of revenue from operations, interest income on refund from Income Tax department is a one-time kind of income, the rental income, though consistent but not significant in relation to the total income and non-operating income from the sale of Food and Beverage items.

Revenue from Operations

Out of the four operational hospitals in Fiscal 2023, three operational hospitals in Delhi NCR registered growth in revenue from operations while the Jhansi-Orchha started its operations in the Fiscal 2023 and have experienced growth since commencing operations with effect from April 10, 2022.

Revenue from operations increased by 29.77% from ₹ 4,009.37 million in Fiscal 2022 to ₹ 5,202.93 million in Fiscal 2023. Since, Fiscal 2021, and 2022, for the first time we did not experience any revenue in Fiscal 2023 due to COVID-19. In Fiscal 2022 we generated ₹ 889.53 million COVID-19 revenue which was ₹ nil in Fiscal 2023 as mentioned above. Further, our non-COVID-19 revenue increased by 66.77% to ₹ 5,202.93 million in Fiscal 2023 from ₹ 3,119.84 million. In addition, all of our key specialties had positive CAGR growth in Fiscal 2023.

Other Income

Other income increased by 70.22% from ₹ 16.49 million in Fiscal 2022 to ₹ 28.07 million in Fiscal 2023, primarily on account of other non incomes – sale of foods and beverages. Further, we also generated ₹ 0.94 million on rental income from ambulance for the first time in Fiscal 2023.

Expenses

Total expenses increased by 28.26% from ₹ 3,394.80 million in Fiscal 2022 to ₹ 4,354.22 million in Fiscal 2023. The expenses are increasing in tandem with the increase in revenue. Our expense on (i) cost of material consumed and (ii) employee benefit expenses; had been higher during this period primarily due to increase in the business operations of our Company. Despite our increase in total expenses, total expenses as a percentage of the total income were 83.24% in Fiscal 2023 compared to 84.32% in Fiscal 2022.

Cost of Material Consumed

Cost of materials consumed increased by 14.27% from ₹ 813.28 million in Fiscal 2022 to ₹ 929.35 million in Fiscal 2023. Medicines consumed decreased by 11.30% from ₹ 500.19 million in Fiscal 2022 to ₹ 443.66 million in Fiscal 2023, while cost of stores consumed increased by 55.13% from ₹ 313.09 million in Fiscal 2022 to ₹ 485.69 million in Fiscal 2022. The increase in the expenditure on cost of material consumed was due to enhanced business activities.

Employee Benefits Expenses

Employee benefit expenses increased by 14.24% from ₹ 804.68 million in Fiscal 2022 to ₹ 919.30 million in Fiscal 2023 primarily on account of increased number of staff. As of March 31, 2022, we had 2,087 people on our payroll, which increased to 2,723 as of March 31, 2023. The increase in number of employees was necessary due to enhanced business acivities of our Company and additional employees required to commence the operations of the Jhansi Orchha hospital. Salary and other benefits including director renumeration increased by 14.63% from ₹ 792.77 million in Fiscal 2022 to ₹ 908.72 million in Fiscal 2023, while staff welfare and key man insurance expenses decreased by 11.17% from ₹ 11.91 million in Fiscal 2022 to ₹ 10.58 million in Fiscal 2023.

Finance Cost

Finance costs decreased marginally by 0.46% from ₹ 214.86 million in Fiscal 2022 to ₹ 213.87 million in Fiscal 2023. Interest on secured loans increased from ₹ 190.46 million in Fiscal 2022 to ₹ 203.80 million in Fiscal 2023. This was primarily attributable to (a) general increase in interest rates due to prevailing market condition; and (b) taking more loan to fund our capital expenditure requirements. Interest on others – land decreased from ₹ 13.47 million in Fiscal 2022 to ₹ 0.13 million in Fiscal 2023 while interest on leased assets decreased from ₹ 2.98 million in Fiscal 2022 to ₹ 2.21 million in Fiscal 2023, and interest on unsecured decreased from ₹ 0.57 million in Fiscal 2022 to ₹ nil in Fiscal 2023. The interest on statutory dues and balance due to MSME increased marginally from ₹ 7.20 million in Fiscal 2022 to ₹ 7.61 million in Fiscal 2023.

Depreciation and Amortization Expense

Depreciation and amortization expense marginally decreased by 1.30% to ₹ 275.07 million in Fiscal 2023 from ₹ 278.68 million in Fiscal 2022.

Other Expenses

Other expenses increased by 57.15% from ₹ 1,283.29 million in Fiscal 2022 to ₹ 2,016.63 million in Fiscal 2023. The increase in other expense is primarily due to an increase in expenses during the Fiscal 2022 to 2023 in (i) specialist charges from ₹ 510.22 million in Fiscal 2022 to ₹ 930.91 million in Fiscal 2023 due to increase in specialists, not on our payroll; from 201 in the Fiscal 2022 to 416 in the Fiscal 2023. The increase in the number of specialists not on our payroll was due to the increase in the operations of our Company; (ii) lab expenses from ₹ 37.17 million in Fiscal 2022 to ₹ 50.10 million in Fiscal 2023; (iii) power and fuel from ₹ 121.88 million in Fiscal 2022 to ₹ 137.11 million in Fiscal 2023; and (iv) discount and expected credit loss from ₹ 297.16 million in Fiscal 2022 to ₹ 441.10 million in Fiscal 2023. Other expenses as a percentage of total income increased from 31.88% in Fiscal 2022 to 38.55% million in Fiscal 2023. The increase in other expenses was due to enhanced business activity and as per our overall business plan.

Profit Before Tax

Profit before tax was ₹ 876.78 million in Fiscal 2023, compared to a profit of ₹ 631.06 million in Fiscal 2022.

Tax Expenses

While we had total tax expense of ₹ 189.44 million in Fiscal 2022, our total tax expense was ₹ 219.10 million in Fiscal 2023. Current tax expense increased by 36.96% from ₹ 180.09 million in Fiscal 2022 to ₹ 246.66 million in Fiscal 2023. While deferred tax (net) was ₹ (8.68) million in Fiscal 2022, it was ₹ (40.19) million in Fiscal

2023. MAT credit was ₹ 11.03 million in Fiscal 2023 compared to ₹ 18.02 million in Fiscal 2022. There had been expense of ₹ 1.61 million in the Fiscal 2023 for the tax liabilities of the earlier years.

Profit for the Year

We recorded a profit after tax for the year of ₹ 657.68 million in Fiscal 2023 compared to a profit after tax for the year of ₹ 441.62 million in Fiscal 2022.

Total Comprehensive Income for the Year (comprising Profit / (Loss) and other Comprehensive Income for the Year)

Total comprehensive income for the year was ₹ 660.78 million in Fiscal 2023 compared to ₹ 444.30 million in Fiscal 2022.

Earnings before Interest, Taxes, Depreciation and Amortization (EBITDA)

EBITDA was ₹ 1,337.65 million in Fiscal 2023 compared to ₹ 1,108.11 million in Fiscal 2022, while EBITDA margin (EBITDA as a percentage of our revenue from operations) was 25.71% in Fiscal 2023 compared to 27.64% in Fiscal 2022.

FISCAL 2022 COMPARED TO FISCAL 2021

Key Developments

- We acquired a 305-bedded multi-speciality hospital in Orchha, Madhya Pradesh near Jhansi, Uttar Pradesh on February 18, 2022.
- Our Noida and Greater Noida hospitals were partially converted as COVID-19 hospitals, our Noida Extension hospital remained an exclusive COVID-19 hospital till June 30, 2021.
- All our hospitals became non-COVID-19 hospital from July 1, 2021.

Total Income

Total income increased by 75.66% from ₹ 2,291.89 million in Fiscal 2021 to ₹ 4,025.86 million in Fiscal 2022. Our total income mainly consists of revenue from operations, interest income on refund from Income Tax department is a one-time kind of income, the rental income, though consistent but not significant in relation to the total income and non-operating income from canteen sales.

Revenue from Operations

All of our three operational hospitals that were operational in Fiscal 2021 and 2022 registered growth in revenue from operations over the last three fiscals.

Revenue from operations increased by 75.33% from ₹ 2,286.74 million in Fiscal 2021 to ₹ 4,009.37 million in Fiscal 2022. Our growth from Fiscal 2021 to Fiscal 2022 is not limited to COVID-19 revenue. All of our key specialties had positive CAGR growth in Fiscal 2022.

Other Income

Other income increased by 219.91% from ₹ 5.15 million in Fiscal 2021 to ₹ 16.49 million in Fiscal 2022, primarily on account of other incomes – sale of food and beverages.

Expenses

Total expenses increased by 68.84% from ₹ 2,010.66 million in Fiscal 2021 to ₹ 3,394.80 million in Fiscal 2022. The expenses are increasing in tandem with the increase in revenue. Our expense on (i) cost of material consumed and (ii) employee benefit expenses; had been higher during this period primarily due to increased in the business operations of our Company. Despite our increase in total expenses, total expenses as a percentage of the total income were 84.32% in Fiscal 2022 compared to 87.73% in Fiscal 2021.

Cost of Material Consumed

Cost of materials consumed increased by 75.59% from ₹ 463.18 million in Fiscal 2021 to ₹ 813.28 million in Fiscal 2022. Medicines consumed increased by 49.55% from ₹ 334.47 million in Fiscal 2021 to ₹ 500.19 million in Fiscal 2022, while cost of stores consumed increased by 143.23% from ₹ 128.72 million in Fiscal 2021 to ₹ 313.09 million in Fiscal 2022. The increase in the expenditure on cost of material consumed was due to enhanced business activities.

Employee Benefits Expenses

Employee benefit expenses increased by 72.35% from ₹ 466.88 million in Fiscal 2021 to ₹ 804.68 million in Fiscal 2022 primarily on account of increased number of staff. As of March 31, 2021, we had 1,759 people on our payroll, which increased to 2,087 as of March 31, 2022. The increase in number of employees was necessary due to enhanced business acivities of the Company and additional employees required to commence the operations of the Jhansi Orchha hospital. Salary and other benefits including director renumeration increased by 71.12% from ₹ 463.29 million in Fiscal 2021 to ₹ 792.77 million in Fiscal 2022, while staff welfare and key man insurance expenses increased by 232.68% from ₹ 3.58 million in Fiscal 2021 to ₹ 11.91 million in Fiscal 2022.

We increased our employee count from 1,759 as at March 31, 2021 to 2,092 as at March 31, 2022.

Finance Cost

Finance costs increased by 14.02% from ₹ 188.44 million in Fiscal 2021 to ₹ 214.86 million in Fiscal 2022. Interest on secured loans increased marginally from ₹ 175.14 million in Fiscal 2021 to ₹ 190.46 million in Fiscal 2022. This was primarily attributable to the fact that we had been able to utilize its resources better and by ensuring payments on time and favourable interest rates the cost of interest had marginally increased, inspite of an increase in the total indebtedness of our Company from ₹ 1,861.09 million Fiscal 2021 to ₹ 2,581.88 million in Fiscal 2022. Interest on others increased from ₹ nil in Fiscal 2021 to ₹ 13.47 million in Fiscal 2022 on account of payment of interest on delayed payment of lease charges to Noida Authority. Interest expense on lease liability decreased from ₹ 10.56 million in Fiscal 2021 to ₹ 2.98 million in Fiscal 2022, while interest on unsecured loans decreased from ₹ 1.94 million in Fiscal 2021 to ₹ 0.57 million in Fiscal 2022.

Depreciation and Amortization Expense

Depreciation and amortization expense increased by 35.54% from ₹ 205.60 million in Fiscal 2021 to ₹ 278.68 million in Fiscal 2022.

Other Expenses

Other expenses increased by 86.92% from ₹ 686.56 million in Fiscal 2021 to ₹ 1,283.29 million in Fiscal 2022. The increase in other expense is primarily due to an increase in expenses during the Fiscal 2021 to 2022 in (i) specialist charges from ₹ 289.98 million in Fiscal 2021 to ₹ 510.22 million in Fiscal 2022 due to increase in specialists, not on our payroll; from 133 in the Fiscal 2021 to 201 in the Fiscal 2022. The increase in the number of specialists not on our payroll was due to the increase in the revenue of our Company; (ii) lab expenses from ₹ 36.14 million in Fiscal 2021 to ₹ 37.17 million in Fiscal 2022; (iii) power and fuel from ₹ 93.26 million in Fiscal 2021 to ₹ 121.88 million in Fiscal 2022 and (iv) discount and expected credit loss from ₹ 137.74 million in Fiscal 2021 to ₹ 297.16 million in Fiscal 2022. Other expenses as a percentage of total income increased from 29.96% in Fiscal 2021 to 31.88% million in Fiscal 2022. The increase in other expenses was due to enhanced business activity and is per our overall business plan.

Profit Before Tax

Profit before tax was ₹ 631.06 million in Fiscal 2022, compared to a profit of ₹ 281.23 million in Fiscal 2021.

Tax Expenses

While we had total tax expense of ₹ 85.36 million in Fiscal 2021, our total tax expense was ₹ 189.44 million in Fiscal 2022. Current tax expense increased by 257.53% from ₹ 50.37 million in Fiscal 2021 to ₹ 180.09 million in Fiscal 2022. While deferred tax (net) was ₹ 51.61 million in Fiscal 2021, it was ₹ (8.68) million in Fiscal 2022. MAT credit was ₹ 18.02 million compared to ₹ (16.63) million in Fiscal 2021.

Profit for the Year

We recorded a profit after tax for the year of ₹ 441.62 million in Fiscal 2022 compared to a profit after tax for the year of ₹ 195.88 million in Fiscal 2021.

Total Comprehensive Income for the Year (comprising Profit / (Loss) and other Comprehensive Income for the Year)

Total comprehensive income for the year was ₹ 444.30 million in Fiscal 2022 compared to ₹ 195.90 million in Fiscal 2021.

Earnings before Interest, Taxes, Depreciation and Amortization (EBITDA)

EBITDA was ₹ 1,108.11 million in Fiscal 2022 compared to ₹ 670.11 million in Fiscal 2021, while EBITDA margin (EBITDA as a percentage of our revenue from operations) was 27.64% in Fiscal 2022 compared to 29.30% in Fiscal 2021.

LIQUIDITY AND CAPITAL RESOURCES

We have historically financed the expansion of our business and operations primarily through debt financing, owned funds and funds generated from our operations. From time to time, we may obtain loan facilities to finance our short term working capital requirements. Further, we believe that after taking into account the expected cash to be generated from our business and operations, the Net Proceeds from the Fresh Issue and the proceeds from our existing bank loans, we will have sufficient capital to meet our anticipated capital requirements for our working capital and capital expenditure requirements for the 12 months following the date of this Red Herring Prospectus.

For Fiscal 2023, 2022and 2021 we had cash and cash equivalents (comprising of cash on hand and balances with banks) of ₹ 374.32 million, ₹ 117.07 million and ₹ 50.00 million, respectively as per our Restated Consolidated Financial Information.

CASH FLOWS

The following table sets forth certain information relating to our cash flows in the periods indicated:

Particulars	**Fiscal**		
	2021	**2022**	**2023**
	(₹ million)		
Net cash flow from operating activities	436.73	599.35	637.84
Net cash flows used in investing activities	(212.38)	(521.75)	(203.10)
Net cash flows (used in)/from financing activities	(190.50)	(11.24)	(177.48)
Cash and cash equivalents at the end of the period / year	**50.00**	**117.07**	**374.32**

Operating Activities

Fiscal 2023

In Fiscal 2023, net cash from operations was ₹ 637.84 million. Net profit before tax was ₹ 876.78 million in Fiscal 2023. Adjustments primarily consisted of depreciation and amortisation expense of ₹ 275.07 million; and finance costs of ₹ 213.87 million. This was partially offset by interest income of ₹ 1.41 million.

Operating profit before working capital changes was ₹ 1,364.30 million in Fiscal 2023. The main working capital adjustments in Fiscal 2023, included an increase in trade receivables of ₹ 221.06 million; increase in inventories of ₹ 8.74 million. There had been additional cash payout on account of financial assets and other current and non-current assets of ₹ 91.01 million and financial liabilities & other current and non-current liabilities ₹ 39.43 million. This was partially offset by an increase in current & non-current provisions of ₹ 7.75 million. Cash generated from operations in Fiscal 2023 amounted to ₹ 1,011.81 million. Tax paid amounted to ₹ 373.98 million.

Fiscal 2022

In Fiscal 2022, net cash from operations was ₹ 599.35 million. Net profit before tax was ₹ 631.06 million in Fiscal 2022. Adjustments primarily consisted of depreciation and amortisation expense of ₹ 278.68 million; and finance costs of ₹ 214.86 million. This was partially offset by interest income of ₹ 1.02 million.

Operating profit before working capital changes was ₹ 1,123.58 million in Fiscal 2022. The main working capital adjustments in Fiscal 2022, included an increase in trade receivables of ₹ 487.73 million; increase in inventories of ₹ 18.06 million. This was partially offset by a decrease in financial assets of ₹ 25.26 million; and increase in financial liabilities of ₹ 73.36 million. Cash generated from operations in Fiscal 2022 amounted to ₹ 729.56 million. Tax paid amounted to ₹ 130.21 million.

Fiscal 2021

In Fiscal 2021, net cash from operations was ₹ 436.73 million. Net profit before tax was ₹ 281.23 million in Fiscal 2021. Adjustments primarily consisted of depreciation and amortisation expense of ₹ 205.60 million; and finance costs of ₹ 188.44 million. This was partially offset by interest income of ₹ 0.37 million.

Operating profit before working capital changes was ₹ 674.89 million in Fiscal 2021. The main working capital adjustments in Fiscal 2021, included an increase in trade receivables of ₹ 198.62 million; increase in inventories of ₹ 5.31 million; an increase in financial assets and other current and non-current assets of ₹ 8.45 million; and decrease in short term and long term liabilities of ₹ 3.42 million. This was partially set off by increase in short term and long provision of ₹ 0.11 million. Cash generated from operations in Fiscal 2021 amounted to ₹ 459.21 million. Tax paid amounted to ₹ 22.48 million.

Investing Activities

Fiscal 2023

Net cash flow used in investing activities was ₹ 203.10 million in Fiscal 2023, primarily on account of purchase of property, plant and equipment including capital work in progress and capital advances and capital creditors of ₹ 198.14 million.

Fiscal 2022

Net cash flow used in investing activities was ₹ 521.75 million in Fiscal 2022, primarily on account of purchase of property, plant and equipment including capital work in progress and capital advances and capital creditors of ₹ 131.34 million; acquisition of fixed assets-net of liabilities on account of business combination of ₹ 262.30 million and purchase consideration paid to minority shareholders/erstwhile shareholders of acquired company of ₹ 126.91 million.

Fiscal 2021

Net cash flow used in investing activities was ₹ 212.38 million in Fiscal 2021, primarily on account of purchase of property, plant and equipment including capital work in progress and capital advances and capital creditors of ₹ 201.35 million, and investment in subsidiary of ₹ 11.31 million, and investment in bank deposits having original maturity of more than three months of ₹ 0.10 million which was marginally offset by interest income of ₹ 0.37 million.

Financing Activities

Fiscal 2023

Net cash used in financing activities was ₹ 177.48 million in Fiscal 2023, primarily on account of interest and financial charges paid of ₹ 213.87 million. This was offset by proceeds from long term borrowings and short term borrowings and lease liabilities - net of repayments of ₹ 36.39 million.

Fiscal 2022

Net cash used in financing activities was ₹ 11.24 million in Fiscal 2022, primarily on account of interest and financial charges paid of ₹ 214.86 million. This was offset by proceeds from long term borrowings and short term borrowings and lease liabilities - net of repayments of ₹ 203.62 million.

Fiscal 2021

Net cash used in financing activities was ₹ 190.50 million in Fiscal 2021, primarily on account of interest and financial charges paid of ₹ 188.44 million, and net movement of long term borrowings and short term borrowings of ₹ 2.07 million.

INDEBTEDNESS

As of March 31, 2023, we had total borrowings (consisting of non-current borrowings and current borrowings) of ₹ 2,637.76 million. Our total debt/ equity ratio was 1.44 as of March 31, 2023. Some of our financing agreements include various conditions and covenants that require us to obtain lender consents prior to carrying out certain activities and entering into certain transactions. We cannot assure you that we will be able to obtain these consents and any failure to obtain these consents could adversely affect our business, results of operation, financial condition and cash flows. For further details, see *"Risk Factors – We rely on financing from banks or financial institutions to carry on our business operations, and inability to obtain additional financing on terms favourable to us or at all could have an adverse impact on our financial condition. If we are unable to raise additional capital, our business and future financial performance could be adversely affected. A downgrade in credit rating could also adversely impact interest costs or access to future borrowings. Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, results of operations and cash flows."* on page 35. For further information on our agreements governing our outstanding indebtedness, see "*Financial Indebtedness*" on page 348.

The following table sets forth certain information relating to our outstanding indebtedness as of March 31, 2023, and our repayment obligations in the periods indicated:

Particulars	**As of March 31, 2023**				
	Payment due by period				
	(₹ million)				
	Total	**Not later than 1 year**	**1-3 years**	**3 -5 years**	**More than 5 years**
Non-Current Borrowings					
Term loan from bank	2,005.94	-	1,084.08	921.86	-
Term loan from others	-	-	-	-	-
Total Non-Current borrowings	**2,005.94**	**-**	**1,084.08**	**921.86**	**-**
Current Borrowings					
Cash Credit facility	162.95	162.95	-	-	-
Bank overdraft	-	-	-	-	-
Current maturities of long-term borrowings	468.87	468.87	-	-	-
Working capital demand loan	-	-	-	-	-
Total Current Borrowings	**631.82**	**631.82**	**-**	**-**	**-**
Total Borrowings	**2,637.76**	**631.82**	**1,084.08**	**921.86**	**-**

CONTINGENT LIABILITIES AND OFF-BALANCE SHEET ARRANGEMENTS

Our contingent liabilities that have not been accounted for in our financial statements, were as follows:

S. No.	**Details**	**As at March 31, 2023 (₹ million)**
1.	Bank Guarantees	109.24
	Margin money against above	23.28
2.	Corporate Guarantees	2,885.37
	Outstanding against the same	2,249.20
	Total	**2,358.44**

For the other contingent liabilities mentioned below, our Company has not provided any sum for these liabilities in its books of accounts:

(i) A case has been filed within the jurisdiction of Gautam Budh Nagar, Uttar Pradesh against a director and the doctors of our Company for medical negligence. The opponent party has not specified any compensation for the said alleged medical negligence.

(ii) First Information Report dated November 19, 2022 has been filed against the doctors and the management of the Company for medical negligence. The complainant has made a claim of Rs 5.00 million in consumer court along with 9% interest per annum.

For further information on our contingent liabilities, see "*Financial Statements*" on page 250. Except as disclosed in the Restated Consolidated Financial Information or elsewhere in this Red Herring Prospectus, there are no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that we believe are material to investors.

CONTRACTUAL OBLIGATIONS AND COMMITMENTS

We do not have any long-term commitments or material non-cancellable contractual commitments/contracts, including derivative contracts for which there were any material foreseeable losses.

The following table sets forth certain information relating to our future commitments:

Particulars	As of March 31, 2023				
	Payment due by period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
	(₹ million)				
Long term borrowings including current portion	2,637.76	631.82	1,084.08	921.86	-
Lease liabilities	36.36	20.45	15.91	-	-
Trade Payables	168.78	168.78	-	-	-
Security deposits payable	-	-	-	-	-
Short term borrowings	-	-	-	-	-
Capital creditors	-	-	-	-	-
Others	142.40	142.40	-	-	-
Total	**2,985.29**	**963.44**	**1,099.99**	**921.86**	-

For further information on our capital and other commitments, see "*Financial Statements*" on page 250.

CAPITAL EXPENDITURES

In Fiscal 2021, 2022 and 2023, our gross capital expenditure towards additions to fixed assets (property, plant and equipment's and intangible assets) were ₹ 817.43 million, ₹ 715.68 million (including ₹ 618.29 million from business combination) and ₹ 229.28 million. The following table sets forth our gross fixed assets for the periods indicated:

Particulars	Fiscal 2021	Fiscal 2022	Fiscal 2023
	(₹ million)		
Property, plant and equipment	3,250.76	3,965.32	4,194.60
Capital Work in Progress	-	-	-
Total	**3,250.76**	**3,965.32**	**4,194.60**

For further information, see "*Financial Statements*" on page 250.

RELATED PARTY TRANSACTIONS

We enter into various transactions with related parties in the ordinary course of business. These transactions principally include sale of goods and services subsidiaries, rent paid to KMPs, sale of property, plant and equipment assets to KMPs, loan taken from related parties and loan repaid related parties, employee advance to related parties, employee advance received back from related parties, remuneration paid to KMPs and guarantees given to lenders against borrowings.

In Fiscal 2021, 2022 and 2023 the aggregate amount of such related party transactions was ₹ 474.94 million, ₹ 1,017.78 million and ₹ 842.06 million, respectively. The percentage of the aggregate value of such related party transactions to our revenue from operations in Fiscal 2021, 2022 and 2023 was 20.77%, 25.39% and 16.18%, respectively.

For further information relating to our related party transactions, see "*Financial Statements – Annexure VI – 36. Related Party Transactions*" on page 298.

AUDITOR'S OBSERVATIONS

Our Statutory Auditors have not included any reservations, qualifications and adverse remarks, emphasis of matter, and adverse or negative observations in their examination report.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company is exposed to market risk credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Company's activities are exposed to market risk, credit risk and liquidity risk.

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: currency rate risk interest rate risk and other price risks such as equity price risk and commodity price risk. Financial instruments affected by market risk include loans and borrowings deposits investments and derivative financial instruments.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regard to interest income and interest expenses and to manage the interest rate risk treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of the fixed rate and floating rate financial instruments in its total portfolio.

Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company has no foreign currency loans in current year end and previous year. Therefore no sensitivity is provided.

Price Risk

The company exposure to equity securities price risk arises from the investments held by company and classified in the balance sheet at fair value through profit and loss. The company does not have any investments at the current year end and previous year which are held for trading. Therefore no sensitivity is provided.

Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral where appropriate as a means of mitigating the risk of financial loss from defaults.

The company's credit risk exposure towards its counterparties are continuously monitored. Credit exposure of any party is controlled reviewed and approved by the appointed company official in this regard.

Liquidity Risk

Liquidity risk is defined as the risk that company will not be able to settle or meet its obligation on time or at a reasonable price. The Company's objective is to at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company's management is responsible for liquidity funding as well as settlement management. In addition processes and policies related to such risk are overseen by senior management. Our management monitors the company's net liquidity position through rolling forecast on the basis of expected cash flows.

CHANGES IN ACCOUNTING POLICIES

Other than as required for the preparation of our Restated Consolidated Financial Information, there have been no changes in our accounting policies during Fiscal 2021, 2022 and 2023.

UNUSUAL OR INFREQUENT EVENTS OR TRANSACTIONS

Except as described in this Red Herring Prospectus, to our knowledge, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

SIGNIFICANT ECONOMIC CHANGES THAT MATERIALLY AFFECT OR ARE LIKELY TO AFFECT INCOME FROM CONTINUING OPERATIONS

Our business has been subject, and we expect it to continue to be subject, to significant economic changes that materially affect or are likely to affect income from continuing operations identified above under "*– Significant Factors Affecting our Results of Operations and Financial Condition*" and the section titled "*Our Business*" on pages 320 and 179, respectively.

KNOWN TRENDS OR UNCERTAINTIES

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above under "*– Significant Factors Affecting our Results of Operations and Financial Condition*" and the uncertainties described in "*Risk Factors*" on pages 320 and 26, respectively. To our knowledge, except as discussed in this Red Herring Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

FUTURE RELATIONSHIP BETWEEN COST AND INCOME

Other than as described in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 26, 179 and 314, respectively, to our knowledge there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

NEW PRODUCTS OR BUSINESS SEGMENTS

Except as set out in this Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new business segments.

COMPETITIVE CONDITIONS

We operate in a competitive environment. See "*Our Business*", "*Industry Overview*" and "*Risk Factors*" on pages 179, 136 and 26, respectively, for further details on competitive conditions that we face across our various business segments.

EXTENT TO WHICH MATERIAL INCREASES IN NET SALES OR REVENUE ARE DUE TO INCREASED SALES VOLUME, INTRODUCTION OF NEW PRODUCTS OR SERVICES OR INCREASED SALES PRICES

Changes in revenue in the last three Fiscals are as described in "*– Fiscal 2023 compared to Fiscal 2022*", and "*– Fiscal 2022 compared to Fiscal 2021*" above on pages 337 and 339, respectively.

SIGNIFICANT DEPENDENCE ON SINGLE OR FEW SUPPLIERS OR CUSTOMERS

Given the nature of our business operations, we do not believe our business is dependent on any single or a few suppliers or customers.

SEASONALITY OF BUSINESS

Our business is not subject to seasonal variations.

SEGMENT REPORTING

Our company is mainly into the business of rendering hospital services. Other services like sale of medicine etc are ancillary to the main services and thus the only business segment, in terms of Ind AS 108 and therefore no separate reporting under 'Segment Reporting' is required.

SIGNIFICANT DEVELOPMENTS AFTER MARCH 31, 2023 THAT MAY AFFECT OUR FUTURE RESULTS OF OPERATIONS

We emerged as the highest bidder to lease 3,660.00 square meters of land adjacent to our Noida Extension hospital with the intention to expand the bed capacity. However, the process to enter into definite agreements with the authorities is currently in process and no such agreements have been entered as on the date of this Red Herring Prospectus.to incur substantial capital expenditure to expand our Noida Extension hospital.

Except as disclosed above and elsewhere in this Red Herring Prospectus, to our knowledge no circumstances have arisen since March 31, 2023, that could materially and adversely affect or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

FINANCIAL INDEBTEDNESS

Our Company and Subsidiaries have availed credit facilities in their ordinary course of business for purposes such as, *inter alia*, meeting their working capital requirements and general corporate purposes.

Our Company has obtained the necessary consents required under the relevant financing documentation for undertaking activities in relation to the Offer, including effecting a change in our capital structure, change in our shareholding pattern, change in our constitutional documents including amending the memorandum of association and articles of association of our Company and change in the management or composition of our Board, as applicable, as on the date of this Red Herring Prospectus.

For further details regarding the borrowing powers of our Board, see "*Our Management – Borrowing Powers of Board*" on page 233.

Set forth below is a brief summary of our borrowings as on June 30, 2023:

Category of borrowing	Sanctioned amount as on June 30, 2023 (in ₹ million)	Outstanding amount as on June 30, 2023 (in ₹ million)[#]
Borrowings of our Company		
Secured		
Working capital facilities	100.00	85.51
Fund based	1,413.79	997.37
Non-fund based	20.00	8.00
Unsecured		
Working Capital facilities	-	-
Fund based	-	-
Non-fund based	-	-
Total (A)	**1,533.79**	**1,090.88**
Borrowings of our Subsidiaries		
Secured		
Working capital facilities	100.00	78.40
Fund based	1,765.69	1,397.66
Non-fund based	20.00	5.20
Unsecured		
Working capital facilities	-	-
Fund based	-	-
Non-fund based	-	-
Total (B)	**1,885.69**	**1,481.26**
Total (C = A+B)	**3,419.48**	**2,572.14**

[#] *As certified by R. Nagpal Associates, Chartered Accountants, by way of certificate dated July 11, 2023.*

Principal terms of the borrowings availed by us:

The details provided below are indicative and there may be additional terms, conditions and requirements under the various borrowing arrangements entered into by our Company and Subsidiaries.

1. ***Interest/ Commission:*** The interest rate for our cash credit / working capital facilities is typically the base rate of a specified lender plus a specified spread per annum. The spread varies amongst different facilities and typically ranges from 6.55% to 12.60% in case of our Company and its Subsidiaries.

2. ***Tenor:*** The tenor of our working capital facilities and term loan typically ranges from 12 months to 10 years in case of our Company and its Subsidiaries. Some of these facilities are typically repayable on demand.

3. ***Security:*** The facilities are typically secured by creation of a charge on the movable and immovable assets of our Company and its Subsidiaries. Bank facilities availed by our Company and its Subsidiaries are secured by corporate guarantees of our Company, and personal guarantees of Ajay Kumar Tyagi, Kapil Kumar, Neena Tyagi, Manju Tyagi, Yatharth Tyagi and Prem Narayan Tyagi.

4. ***Penal Interest:*** The penal interest applicable typically ranges between nil to 4% over the applicable interest rate.

5. ***Restrictive covenants*:**

   As per the terms of our facility agreements, certain corporate actions for which our Company or its Subsidiaries, as applicable, require prior written consent of the lenders, include:

   (a). approaching capital market for mobilizing additional resources;

   (b). repayment of monies brought in by the promoters/ directors/ principal shareholders or prepayment of principal amount;

   (c). reorganization, reconstruction, amalgamation, takeover, substantial change of ownership in shareholding or any other scheme of compromise or arrangement affecting its present constitution or any substantial alteration to the nature of its business;

   (d). effecting changes in the Company's capital structure;

   (e). transfer of controlling interest or any material/ drastic change in the management setup/ board composition/ senior management including resignation of promoter directors (includes any key managerial personnel);

   (f). any material change in the shareholding pattern of the Company which has an effect of possible change in the management control of our Company;

   (g). amending the constitutional documents of the Company including amending memorandum of association and articles of association of our Company;

   (h). any new project or scheme of expansion or acquisition of fixed assets resulting in breach of financial covenants; and

   (i). effecting changes to remuneration/ commission/ scale of sitting fees of directors;

6. ***Events of default:*** Borrowing arrangements entered into by our Company contain standard events of default, including, amongst others:

   (a). Payment default;

   (b). Breach of any representation, warranty, covenants or conditions;

   (c). Cross default;

   (d). Failure to furnish information/documents;

   (e). Bankruptcy, insolvency, dissolution;

   (f). Cessation of business;

   (g). Expropriation or seizure of business or assets;

(h). Misleading information and representations;

(i). Declaration of moratorium or standstill;

(j). Any pending litigation, arbitration, investigative or administrative proceeding and any criminal litigation; and

(k). Any other occurrence or existence of one or more events, conditions or circumstances (including any change in law), which in opinion of bank, could have a material adverse effect.

This is an indicative list and there may be additional restrictive covenants under arrangements entered into by us.

For further details of financial and other covenants required to be complied with in relation to our borrowings, see "*Risk Factors - We rely on financing from banks or financial institutions to carry on our business operations, and inability to obtain additional financing on terms favourable to us or at all could have an adverse impact on our financial condition. If we are unable to raise additional capital, our business and future financial performance could be adversely affected. A downgrade in credit rating could also adversely impact interest costs or access to future borrowings. Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, results of operations and cash flows.*" on page 35.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated below there are no outstanding (i) criminal proceedings; (ii) actions taken by statutory or regulatory authorities; (iii) claims relating to direct or indirect taxes, in a consolidated manner; and (iv) other material litigation as per the Materiality Policy (as disclosed herein below), in each case involving our Company, Subsidiaries, Promoters or Directors (collectively, "**Relevant Parties**"). Further, (i) there are no disciplinary actions including penalties imposed by SEBI or Stock Exchanges against our Promoters in the last five Fiscals including any outstanding action; and (ii) as on the date of this Red Herring Prospectus, our Company does not have any Group Company.*

For the purposes of (iv) above, in terms of the Materiality Policy, any outstanding litigation or arbitration proceedings involving the Relevant Parties shall be considered "material" for the purposes of disclosure in this Red Herring Prospectus:

(a). if the aggregate monetary claim made by or against any of the Relevant Parties (individually or in aggregate), in any such pending litigation/ arbitration proceedings is equal to or in excess of 2% of the consolidated profit after tax of our Company for the Fiscal 2023 as per Restated Consolidated Financial Information (being ₹ 13.15 million); or

(b). any such litigation wherein a monetary liability is not quantifiable or which does not fulfil the threshold as specified in (a) above, but the outcome of which could, nonetheless, have a material adverse effect on the business, operations, performance, prospects, financial position or reputation of our Company.

For the purposes of the above, pre-litigation notices received by the Relevant Parties from third parties (excluding those notices issued by statutory, regulatory or tax authorities or notices threatening criminal action) have not and shall not, unless otherwise decided by our Board, be considered material until such time that the Relevant Party is impleaded as a defendant in proceedings before any judicial or arbitral forum.

Further, in accordance with the Materiality Policy, our Company has considered such creditors 'material' to whom the amount due is equal to or in excess of 5% of the trade payables of our Company as per the Restated Consolidated Financial Information (i.e., as of March 31, 2023). The consolidated trade payables of our Company as on March 31, 2023 was ₹ 168.78 million. Accordingly, a creditor has been considered 'material' if the amount due to such creditor is equal to or exceeds ₹ 8.44 million as on March 31, 2023.

Unless stated to the contrary, the information provided below is as of the date of this Red Herring Prospectus. All terms defined in a particular litigation disclosure below are for that particular litigation only.

I. LITIGATION INVOLVING OUR COMPANY

A. Outstanding criminal proceedings

Outstanding criminal proceedings against our Company

1. A first information report (bearing no. 0791 of 2022) dated December 20, 2022 has been filed by Satendra Kumar Yadav ("**Complainant**") against the Company and others ("**Respondents**") under sections 270 and 304-A of the Indian Penal Code, 1860 for medical negligence. The daughter of the Complainant, Ateeksha Yadav, was admitted to our Greater Noida Hospital due to nose injury. The doctors advised for a surgery, however, post the surgery the vitals of the deceased stopped functioning thereby resulting in her death. The matter is currently pending.

2. A first information report bearing no. 0496 of 2022 dated November 19, 2022 has been filed by Pradeep Kumar Sharma against our Company, followed by a petition under section 156(3) of the Code of Criminal Procedure, 1973 before the Additional Civil Judge (Junior Division – II), Gautambuddhnagar. For details see "- *Litigations involving our Company – C. Outstanding material civil proceedings – 1*" on page 352.

B. Outstanding actions by statutory or regulatory authorities

Nil

C. Outstanding material civil proceedings

Outstanding material civil litigation against our Company

1. A first information report (bearing no. 0496 of 2022) dated November 19, 2022 was filed by Pradeep Kumar Sharma ("**Complainant**") against our Company and certain of our doctors ("**Respondents**") for medical negligence under section 304-A of the Indian Penal Code, 1860. This was followed by a petition (bearing no. 87 of 2022) before the Additional Civil Judge (Junior Division – II), Gautambuddhnagar under section 156(3) of the Code of Criminal Procedure, 1973 against the Respondents including Ajay Kumar Tyagi, Kapil Kumar and Yatharth Tyagi pursuant to which, *vide* an order dated November 22, 2022 passed by the Additional Civil Judge (Junior Division – II), Gautambuddhnagar, the court ordered the Station House Officer Phase-02 to register charges under the relevant sections and investigate the matter as per applicable rules and accordingly, inform the court about the action taken. Subsequently, a complaint was filed (bearing no. 91 of 2023) dated March 15, 2023 by the Complainant before the District Consumer Disputes Redressal Commission, Ghaziabad under section 17 of the Consumer Protection Act, 1986. It has been alleged that the doctors and the management of our Company were negligent in treating the deceased Deepanshu Sharma, son of the Complainant, resulting in his death. He was admitted to our Noida Hospital on account of Covid-19 infection, however it is alleged that the doctors and the management of our Company failed to timely administer Remdesivir injection and other Covid-19 related medications to the deceased, as prescribed by the Government of India. The Complainant has claimed a compensation of ₹ 5.00 million plus 9% interest for untimely demise of the deceased, wrongly charged medical expenses and mental pain. The matter is currently pending.

II. LITIGATION INVOLVING OUR SUBSIDIARIES

A. Outstanding criminal proceedings

Outstanding criminal proceedings against AKS Medical & Research Centre Private Limited

1. A complaint (bearing no. 7254 / 2021) under the section 138 of the Negotiable Instruments Act, 1881 has been filed by Impex Healthcare Private Limited ("**Petitioner**") against AKS and others ("**Respondents**") before the Chief Metropolitan Magistrate, Patiala House Court, New Delhi for recovery of amounts due to Petitioner for which cheque issued in favour of Petitioner by the AKS was dishonoured. The amount involved is ₹ 0.74 million. The matter is currently pending.

B. Outstanding actions by statutory or regulatory authorities

Nil

C. Outstanding material civil proceedings

Nil

III. LITIGATION INVOLVING OUR PROMOTERS

A. Outstanding criminal proceedings

Outstanding criminal proceedings against Ajay Kumar Tyagi and Kapil Kumar

1. A first information report bearing no. 0496 of 2022 dated November 19, 2022 has been filed by Pradeep Kumar Sharma against our Promoters, Ajay Kumar Tyagi and Kapil Kumar, followed by a petition under section 156(3) of the Code of Criminal Procedure, 1973 before the Additional Civil Judge (Junior Division – II), Gautambuddhnagar. For details see "- *Litigations involving our Company – C. Outstanding material civil proceedings – 1*" on page 352.

2. A complaint (bearing no. 7254 / 2021) has been filed by Impex Healthcare Private Limited against our Promoters, Ajay Kumar Tyagi and Kapil Kumar, before the Chief Metropolitan Magistrate, Patiala House Court, New Delhi. For details see "- *Litigations involving our Subsidiaries – A. Outstanding criminal proceedings – 1*" on page 352.

B. Outstanding actions by statutory or regulatory authorities

Nil

C. Outstanding material civil proceedings

Nil

D. Disciplinary action including penalty imposed by SEBI or stock exchanges against our Promoters in the last five Fiscals including outstanding action

Nil

IV. LITIGATION INVOLVING OUR DIRECTORS (OTHER THAN OUR PROMOTERS)

A. Outstanding criminal proceedings

Outstanding criminal proceedings against Yatharth Tyagi

A first information report bearing no. 0496 of 2022 dated November 19, 2022 has been filed by Pradeep Kumar Sharma against one of our Directors, Yatharth Tyagi, followed by a petition under section 156(3) of the Code of Criminal Procedure, 1973 before the Additional Civil Judge (Junior Division – II), Gautambuddhnagar. For details see "- *Litigations involving our Company – C. Outstanding material civil proceedings – 1*" on page 352.

B. Outstanding actions by statutory or regulatory authorities

Nil

C. Outstanding material civil proceedings

Nil

V. TAX PROCEEDINGS

Nature of cases	Number of cases	Amount involved (in ₹ million, to the extent quantifiable)
Company		
Direct Tax	-	-
Indirect Tax	-	-
Total	-	-
Subsidiaries		
Direct Tax	-	-
Indirect Tax	-	-
Promoters		
Direct Tax	-	-
Indirect Tax	-	-
Directors (other than our Promoters)		
Direct Tax	-	-
Indirect Tax	-	-

OUTSTANDING DUES TO CREDITORS

As per the Materiality Policy, creditors to whom an amount equal to or exceeding ₹ 8.44 million (which is 5% of the trade payables of our Company as of March 31, 2023) were considered 'material' creditors.

Based on the above, there are no material creditors of our Company as at March 31, 2023. Based on this criterion, details of outstanding dues (trade payables) owed to micro, small and medium enterprises (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, as at March 31, 2023 by our Company, are set out below:

Type of creditors	Number of creditors	Amount involved (in ₹ million)
Micro, small and medium enterprises*	17	15.08
Material creditors	Nil	-
Other creditors	764	153.69
Total	**781**	**168.77**

* *As defined under the Micro, Small and Medium Enterprises Development Act, 2006, as amended.*

The details pertaining to net outstanding dues towards our material creditors as at March 31, 2023 (along with the names and amounts involved for each such material creditor) are available on the website of our Company at https://www.yatharthhospitals.com/investors.

MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET DATE

Other than as stated in "*Management's Discussion and Analysis of Financial Condition and Results of Operations - Significant Developments after March 31, 2023 that may affect our future results of operations*" on page 347, there have not arisen, since the date of the last financial information disclosed in this Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

Our business requires various approvals, licenses, consents, registrations, and permits issued by relevant regulatory authorities under various rules and regulations. Set out below is an indicative list of all material approvals, licenses, consents, registrations, and permits obtained by our Company and our Material Subsidiaries, which are necessary for undertaking our business. In view of such approvals, our Company can undertake the Offer and its current business activities. Additionally, unless otherwise stated, these approvals or licenses are valid as of the date of this Red Herring Prospectus, and in case of licenses and approvals which have expired, we have either made an application for renewal, or are in the process of making an application for renewal. Certain material approvals, licenses, consents, registrations, and permits may expire periodically in the ordinary course and applications for renewal of such expired material approvals, licenses, consents, registrations, and permits are submitted in accordance with applicable requirements and procedures.

For details of risk associated with not obtaining or delay in obtaining the requisite approvals, see "Risk Factors – Failure to obtain or renew approvals, licenses, registrations and permits to operate our business in a timely manner, or at all, may adversely affect our business, financial condition, results of operations and cash flows." on page 34. For further details in connection with the regulatory and legal framework within which we operate, see "Key Regulations and Policies" beginning on page 206.

I. MATERIAL APPROVALS IN RELATION TO THE OFFER

For the approvals and authorisations obtained by our Company in relation to the Offer, see "*Other Regulatory and Statutory Disclosures – Authority for the Offer*" on page 362.

II. INCORPORATION DETAILS OF OUR COMPANY AND MATERIAL SUBSIDIARIES

1. Certificate of incorporation dated February 28, 2008 issued by the RoC to our Company, in the name of 'Yatharth Hospital & Trauma Care Services Private Limited'.

2. Fresh certificate of incorporation dated November 18, 2021 issued by the RoC to our Company, consequent upon change of name to 'Yatharth Hospital & Trauma Care Services Limited', pursuant to conversion of our Company to a public limited company.

3. For incorporation details of our Material Subsidiaries, see "*Our Subsidiaries*" on page 224.

III. MATERIAL APPROVALS IN RELATION TO OUR COMPANY AND ITS SUBSIDIARIES

Our Company has received the following material approvals, licenses, consents, registrations, and permits pertaining to our business:

A. Tax related approvals

Set forth below are the details of material tax related approvals obtained by our Company and its Material Subsidiaries:

S. No.	Particulars	Company	AKS	Ramraja
1.	Permanent Account Number issued by the Income Tax Department, Government of India	AAACY3398L	AAHCA5075H	AAGCR0247R
2.	Tax Deduction Account Number issued by the Income Tax Department, Government of India	DELY00940C	DELA40610D	AGRR12164F
3.	Goods and services tax identification number	09AAACY3398L1ZM	09AAHCA5075H1ZI	23AAGCR0247R2Z2
4.	Import export code number issued by Director General of Foreign Trade, Government of India	0512090742	AAHCA5075H	0616904932

B. Labour approvals

1. Certificates of registration issued by the Employees' Provident Fund Organisation, India under the Employees Provident Fund and Miscellaneous Provisions Act, 1952 to our Company and its Material Subsidiaries.

2. Certificates of registration issued by the Employees State Insurance Corporation, India under the Employees' State Insurance Act, 1948 to our Company and AKS.

IV. SPECIFIC BUSINESS AND OTHER APPROVALS FOR OUR COMPANY AND OUR MATERIAL SUBSIDIARIES

As mentioned hereinabove, we require various approvals, licenses, registrations and permits to carry on our operations in India. Some of these may expire in ordinary course of business and applications for renewal of such approvals are submitted in accordance with applicable procedures and requirements. An indicative list of the material approvals that are obtained by our Company and our Material Subsidiaries for conducting their operations is provided below:

A. Business related approvals

Our Company – Noida Hospital:

1. Certificate of medical establishment dated June 1, 2023 under the Clinical Establishments (Registration and Regulation) Act, 2010, valid up to May 31, 2024.

2. Registration, license or approval, as applicable, issued by the Atomic Energy Regulatory Board under the Atomic Energy Act, 1962 read in conjunction with the Atomic Energy (Radiation Protection) Rules, 2004, *inter alia*, for:

   (i). operation of medical diagnostic X-Ray equipment (Radiography-Fixed) dated March 13, 2020, valid up to March 13, 2025;
   (ii). operation of medical diagnostic X-Ray equipment (C-Arm) dated February 18, 2021, valid up to February 18, 2026;
   (iii). operation of medical diagnostic X-Ray equipment (Computed Tomography) dated March 2, 2021, valid up to March 2, 2026;
   (iv). operation of medical diagnostic X-Ray equipment (Dental-Intra Oral) dated February 11, 2021, valid up to February 11, 2031;
   (v). operation of medical diagnostic X-Ray equipment (Mammography) dated February 18, 2021, valid up to February 18, 2026;
   (vi). operation of medical diagnostic X-Ray equipment (Ortho Pantomography (OPG)) dated January 28, 2021, valid up to January 28, 2031;
   (vii). operation of medical diagnostic X-Ray equipment (Radiography-Mobile) dated March 13, 2020, valid up to March 13, 2025;
   (viii). operation of medical diagnostic X-Ray equipment (Radiography-Fixed) dated January 29, 2021, valid up to January 29, 2026; and
   (ix). radiological safety officer dated July 27, 2022, valid up to July 27, 2025.

3. Licenses under the Drugs and Cosmetics Act, 1940 ("**D&C Act**"), *inter alia*, to:

   (i). sell, stock or exhibit or offer for sale, or distribute by retail drugs specified in schedules C and C(1) excluding those specified in schedule X and other than those specified in schedules C, C(1) and X of D&C Act, each dated August 29, 2020;
   (ii). sell, stock or exhibit or offer for sale, or distribute by wholesale drugs specified in schedules C, C(1) excluding those specified in schedule X of D&C Act, dated August 29, 2020;
   (iii). sell, stock or exhibit or offer for sale, or distribute by wholesale drugs other than those specified in schedule C, C(1) and X of D&C Act, dated August 29, 2020; and
   (iv). operate a blood bank for processing of whole human blood and/or for preparation for sale or distribution of its components, valid from February 26, 2019 to February 25, 2024.

4. Licenses for purchase, possession and sale of manufactured drugs other than prepared opium by licenced chemists dated April 6, 2023 under the Narcotic Drugs and Psychotropic Substances Act, 1985, valid up to March 31, 2024.

5. Registration under the Food Safety and Standards Act, 2006 for pharmacy dated April 13, 2023, valid up to April 12, 2028.

6. Registration under the Food Safety and Standards Act, 2006 for canteen dated April 3, 2021, valid up to April 2, 2026.

7. Certificate of approval for termination of certain pregnancies dated October 5, 2015, under the Medical Termination of Pregnancy Act, 1971.

8. Approval for oxygen tank dated February 2, 2022 under the Explosives Act, 1884, valid up to September 30, 2026.

Our Company – Greater Noida Hospital:

1. Registration, license or approval, as applicable, issued by the Atomic Energy Regulatory Board under the Atomic Energy Act, 1962 read in conjunction with the Atomic Energy (Radiation Protection) Rules, 2004, *inter alia*, for:

   (i). operation of medical diagnostic X-Ray equipment (Dental-Intra Oral) dated September 4, 2019, valid up to June 13, 2024;
   (ii). operation of medical diagnostic X-Ray equipment (Mammography) dated August 24, 2019, valid up to August 24, 2024;
   (iii). operation of medical diagnostic X-Ray equipment (Ortho Pantomography (OPG)) dated August 24, 2019, valid up to August 24, 2024;
   (iv). operation of medical diagnostic X-Ray equipment (C-Arm) dated September 4, 2019 and August 24, 2019, valid up to June 12, 2024 and August 24, 2024, respectively;
   (v). operation of medical diagnostic X-Ray equipment (Computed Tomography) dated July 3, 2023, valid up to July 6, 2028;
   (vi). operation of medical diagnostic X-Ray equipment (Radiography-Fixed) dated August 24, 2019, valid up to August 24, 2024;
   (vii). operation of medical diagnostic X-Ray equipment (Radiography-Mobile) dated August 24, 2019, valid up to August 24, 2024;
   (viii). operation of medical diagnostic X-Ray equipment (Interventional Radiology) dated December 27, 2018, valid up to December 27, 2023; and
   (ix). radiological safety officer dated December 21, 2021, valid up to December 21, 2024.

2. Licenses under the Drugs and Cosmetics Act, 1940 ("**D&C Act**"), *inter alia*, to:

   (i). sell, stock or exhibit or offer for sale, or distribute by retail drugs other than those specified in schedules C, C (1) and X of the D&C Act dated February 1, 2019;
   (ii). sell, stock or exhibit or offer for sale, or distribute by retail drugs specified in schedules C and C (1), excluding those specified in Schedule X of the D&C Act dated February 1, 2019; and
   (iii). operate a blood bank for collection storage and processing of whole human blood and/or its components for sale or distribution dated December 4, 2019, valid up to December 3, 2024.

3. License for purchase, possession and sale of manufactured drugs other than prepared opium by licenced chemists dated April 6, 2023 under the Narcotic Drugs and Psychotropic Substances Act, 1985, valid up to March 31, 2024.

4. Certificates of registration dated September 23, 2021 and March 24, 2022 for carrying out genetic counselling/pre-natal diagnostic procedures/ pre-natal diagnostic tests/ultrasonography under the Pre-conception and Pre-natal Diagnostic Techniques (Prohibition of Sex Selection) Act, 1994, valid up to June 30, 2026 and March 23, 2027 respectively.

5. Certificate of approval for termination of certain pregnancies dated October 5, 2015, under the Medical Termination of Pregnancy Act, 1971.

6. Certificate of registration for pharmacy dated October 21, 2022 under the Food Safety and Standards Act, 2006, valid up to October 20, 2023.

7. Certificate of registration for club/ canteen dated February 22, 2022 under the Food Safety and Standards Act, 2006, valid up to February 21, 2027.

8. Certificate of registration for performing organ / tissue retrieval / transplantation / banking (kidney transplant) under the Transplantation of Human Organs and Tissues Act, 1994 dated November 22, 2022, valid up to November 21, 2023.

9. License to store compressed gas in pressure vessel dated August 29, 2019 under the Explosives Act, 1884, valid up to September 30, 2026.

AKS Medical & Research Centre Private Limited – Noida Extension Hospital:

1. Certificate of medical establishment dated June 1, 2023 under the Clinical Establishments (Registration and Regulation) Act, 2010, valid up to May 31, 2024.

2. Registration, license or approval, as applicable, issued by the Atomic Energy Regulatory Board under the Atomic Energy Act, 1962 read in conjunction with the Atomic Energy (Radiation Protection) Rules, 2004, inter alia, for:

    (i). operation of medical diagnostic X-Ray equipment (Radiography-Fixed) dated January 12, 2021, valid up to January 12, 2026;
    (ii). operation of medical diagnostic X-Ray equipment (Radiography-Mobile) dated December 5, 2019 and January 12, 2021, valid up to December 5, 2024 and January 12, 2026, respectively;
    (iii). operation of medical diagnostic X-Ray equipment (Dental-Intra Oral) dated November 25, 2019, valid up to November 25, 2029;
    (iv). operation of medical diagnostic X-Ray equipment (Computed Tomography) dated November 5, 2020, valid up to November 5, 2025;
    (v). operation of medical diagnostic X-Ray equipment (C-Arm) dated January 12, 2021, valid up to January 12, 2026;
    (vi). operation of medical diagnostic of X-Ray equipment (Mammography) dated July 27, 2021, valid up to July 27, 2026;
    (vii). operation of medical diagnostic X-Ray equipment (Ortho Pantomography (OPG)) dated July 21, 2021, valid up to July 21, 2031; and
    (viii). radiological safety officer dated November 22, 2021, valid up to November 22, 2024.

3. Licenses under the Drugs and Cosmetics Act, 1940 ("**D&C Act**"), *inter alia*, to:

    (i). operate a blood bank for collection, storage and processing of whole human blood and/or its components for sale or distribution dated December 7, 2020, valid up to December 6, 2025;
    (ii). sell, stock or exhibit or offer for sale, or distribute by wholesale drugs, other than those specified in schedules C, C(1) and X of D&C Act dated October 14, 2019;
    (iii). sell, stock or exhibit or offer for sale, or distribute by wholesale drugs, specified in schedules C, C(1) and excluding in schedule X of the D&C Act, dated October 14, 2019;
    (iv). sell, stock or exhibit or offer for sale, or distribute by retail drugs other than those specified in C, C(1) and X of D&C Act, dated October 14, 2019;
    (v). sell, stock or exhibit or offer for sale, or distribute by retail drugs specified in schedule X of the D&C Act, dated January 13, 2021; and
    (vi). sell, stock or exhibit or offer for sale, or distribute by retail drugs specified in schedules C and C(1) excluding those specified in schedule X of D&C Act, dated October 14, 2019.

4. License for purchase, possession and sale of manufactured drugs other than prepared opium by licensed chemists dated April 6, 2023 under the Narcotic Drugs and Psychotropic Substances Act, 1985, valid up to March 31, 2024.

5. Certificate of registration for carrying out genetic counselling pre-natal diagnostic procedures/ prenatal diagnostic test dated September 11, 2019 under the Pre-conception and Pre-natal Diagnostic Techniques (Prohibition of Sex Selection) Act, 1994, valid up to September 10, 2024.

6. Approval for termination of certain pregnancies dated November 29, 2019 under the Medical Termination of Pregnancy Act, 1971.

7. Certificate of registration for performing organ/ tissue retrieval/ transplantation/ banking for kidney transplant under the Transplantation of Human Organs and Tissues Act, 1994, dated March 24, 2022 valid up to March 23, 2024.

8. Certificate of registration for performing organ/ tissue transplantation/ retrieval and/ or tissue banking for liver transplant under the Transplantation of Human Organs and Tissues Act, 1994, dated July 5, 2022 with effect from July 22, 2023 valid up to July 21, 2027.

9. License for storage of liquified medical oxygen dated March 28, 2022 under the Explosives Act, 1884, valid up to September 30, 2024.

10. Approval for oxygen tank dated March 28, 2022 under the Explosives Act, 1884 and the Petroleum Act, 1934, valid up to September 30, 2024.

11. Registrations to commence or carry on food businesses activities under the Food Safety and Standards Act, 2006 for pharmacy dated April 12, 2023 and November 30, 2022, valid up to April 11, 2024 and November 29, 2023 respectively.

12. Registrations under the Food Safety and Standards Act, 2006 for club/ canteen dated July 26, 2021, January 11, 2023 and January 4, 2023, valid up to July 25, 2026, January 10, 2024 and January 3, 2024 respectively.

13. Registration certificate of Shop or Commercial Establishment issued by the Labour Department, Uttar Pradesh, valid from May 26, 2019 to March 31, 2024.

14. Udyam registration certificate dated July 10, 2020 issued by the Ministry of Micro, Small and Medium Enterprises, Government of India.

Ramraja Multispeciality Hospital & Trauma Centre Private Limited – Jhansi-Orchha Hospital:

1. Licenses to carry on Nursing Home 1 under the Allopathy system of medicine both dated March 13, 2022 under the Madhya Pradesh Upcharyagriha Tatha Rujopchar Sambandhi Sthapanaye (Registration Tatha Anugyapan) Adhiniyam, 1973, valid up to March 31, 2024.

2. Licenses under the Drugs and Cosmetics Act, 1940 ("**D&C Act**"), *inter alia*, to:
   (i). sell, stock or exhibit or offer for sale, or distribute by retail drugs other than those specified in schedule C, C(1) and X of the D&C Act, dated April 9, 2022, valid up to April 8, 2027;
   (ii). sell, stock or exhibit or offer for sale, or distribute by retail drugs, specified in schedule C, C(1) excluding those specified in schedule X of the D&C Act dated April 9, 2022, valid up to April 8, 2027; and
   (iii). sell, stock or exhibit for sale, or distribute by retail drugs, specified in schedule X of the D&C Act dated April 9, 2022, valid up to April 8, 2027.

3. Registration, license or approval, as applicable, issued by the Atomic Energy Regulatory Board under the Atomic Energy Act, 1962 read in conjunction with the Atomic Energy (Radiation Protection) Rules, 2004, inter alia, for:

   (i). operation of medical diagnostic X-Ray equipment (Computed Tomography) dated September 21, 2022, valid up to June 2, 2027;
   (ii). operation of medical diagnostic X-Ray equipment (Interventional Radiology) dated December 19, 2022, valid up to December 19, 2027;
   (iii). operation of medical diagnostic X-Ray equipment (C-Arm) dated November 18, 2022, valid up to November 14, 2027;
   (iv). operation of medical diagnostic X-Ray equipment (Radiography -Fixed) each dated November 18, 2022, valid up to November 14, 2027;
   (v). operation of medical diagnostic X-Ray equipment (Radiography -Mobile) dated November 18, 2022 and May 24, 2023, valid up to November 10, 2027 and May 24, 2028, respectively;
   (vi). operation of medical diagnostic X-Ray equipment (Ortho Pantomography (OPG)) dated May 24, 2023, valid up to May 24, 2033; and
   (vii). radiological safety officer dated September 14, 2022, valid up to September 14, 2025.

4. Certificate of registration for pre-conception and pre-natal diagnostic techniques dated April 23, 2022 under the Pre-conception and Pre-Natal Diagnostic Techniques (Prohibition of Sex Selection) Act, 1994, valid up to April 22, 2027.

5. Certificate of recognition to possess, dispense and sell essential narcotic drugs dated August 26, 2022 under the Narcotic Drugs and Psychotropic Substances Act, 1985, valid up to August 25, 2025.

6. Certificate of approval for termination of certain pregnancies dated May 28, 2022 under the Medical Termination of Pregnancy Act, 1971.

7. Registration certificate to commence or carry-on food businesses activities under the Food Safety and Standards Act, 2006 for pharmacy dated April 29, 2022, valid up to April 28, 2027.

8. Registration under the Food Safety and Standards Act, 2006 for club/ canteen dated November 23, 2022, valid up to November 22, 2027.

9. Udyam registration certificate dated February 17, 2022 issued by the Ministry of Micro, Small and Medium Enterprises, Government of India.

B. **Building related approvals**

Approvals and licenses under applicable legislations, including, *inter alia*, certificate of completion, occupancy certificate, functional certificate, lift operating certificates, fire and life safety certificate, electricity connection approval, electrical safety approval and height clearance.

C. **Environmental Approvals**

Authorization under the Water (Prevention and Control of Pollution) Act, 1974, the Air (Prevention and Control of Pollution) Act, 1981, the Biomedical Waste Management Rules, 2016, including consent orders by the U.P. Pollution Control Board, Greater Noida and Noida, consents for emissions/continuation of emission and consent for discharge/continuation of discharge.

V. MATERIAL APPROVALS APPLIED FOR BY OUR COMPANY AND OUR MATERIAL SUBSIDIARIES BUT NOT RECEIVED, OR REQUIRED BY COMPANY AND OUR MATERIAL SUBSIDIARIES BUT NOT APPLIED FOR

S. No.	Name of hospital	Nature of approval
Approvals applied for but not received		
1.	Noida	Application dated March 22, 2022 for the Hazardous and Other Waste (Management and Transboundary Movement) Rules, 2016, for grant/ renewal of authorisation for generation, collection, storage, transport, reception, recycling, reuse, recovery, pre-processing, co-processing, utilisation, treatment, disposal of hazardous and other waste
2.	Noida	Application dated March 14, 2023 for carrying out genetic counselling prenatal diagnostic procedures / pre-natal diagnostic tests under the Pre-conception and Pre-natal Diagnostic Techniques (Prohibition of Sex Selection) Act, 1994
3.	Greater Noida	Application for medical establishment under the Clinical Establishments (Registration and Regulation) Act, 2010
4.	Greater Noida	Application dated December 1, 2022 for no objection certificate under the Uttar Pradesh Fire Prevention and Fire Safety Act, 2005
5.	Greater Noida	Application dated November 12, 2021 for occupancy certificate of block B before the Greater Noida Industrial Development Authority
6.	Ramraja	Application dated March 2, 2022 for approval for HT / high tension industrial low tension service connection
7.	Ramraja	Application to operate a blood bank for collection, storage and processing of whole human blood and/or for preparation for sale or distribution of its components under the Drugs and Cosmetics Act, 1940 dated May 30, 2023
Approvals required and to be applied for		
As on the date of this Red Herring Prospectus, there are no material approvals which are to be applied for by our Company or Material Subsidiaries.		

VI. INTELLECTUAL PROPERTY REGISTRATIONS

As on date of this Red Herring Prospectus, our Company has registered four trademarks in respect of '*Yatharth Wellness Hospital*', '*Yatharth Hospital*', '*Yatharth Wellness Hospital & Trauma Centre*' and '*Yatharth Super Speciality Hospital*' including our corporate logo under Class 44 with the Registrar of Trademarks under the Trade Marks Act, 1999, which are currently valid. Further, our Company has made two applications for registration of trademarks under Class 44 in respect of *'Yatharth Group of Hospitals*' and '*Yatharth Wellness Super Speciality Hospital & Heart Centre*' which are currently marked for objection.

AKS, our Subsidiary, has made an application for registration of trademark under Class 44 in respect of '*AKS Medical & Research Centre*' which is currently marked for objection.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Corporate Approvals

Our Board has approved the Offer pursuant to the resolution passed at its meeting held on February 21, 2022 and the Fresh Issue has been authorized by a special resolution of our Shareholders dated February 21, 2022. Further, our Board has taken on record the consent for the Offer for Sale by the Selling Shareholders pursuant to its resolution dated March 25, 2022.

Our Board has pursuant to the resolution passed at its meeting held on March 30, 2022 approved the Draft Red Herring Prospectus for filing with SEBI and the Stock Exchanges. Our Board has pursuant to the resolution passed at its meeting held on July 18, 2023 approved this Red Herring Prospectus for filing with the RoC.

Approvals from the Selling Shareholders

Each of the Selling Shareholders have, severally and not jointly, confirmed and authorised the transfer of their respective proportion of the Offered Shares pursuant to the Offer for Sale, as set out below:

S. No.	Name of the Selling Shareholder	Equity Shares offered in the Offer for Sale (in ₹ million)	Date of consent letter
1.	Vimla Tyagi	Up to 3,743,000 Equity Shares aggregating up to ₹ [●] million	March 25, 2022
2.	Prem Narayan Tyagi	Up to 2,021,200 Equity Shares aggregating up to ₹ [●] million	March 25, 2022
3.	Neena Tyagi	Up to 787,490 Equity Shares aggregating up to ₹ [●] million	March 25, 2022
Total		Up to 6,551,690 Equity Shares aggregating up to ₹ [●] million	

In-principle Listing Approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of our Equity Shares pursuant to its letter dated May 6, 2022 and May 12, 2022, respectively.

Prohibition by SEBI, the RBI or Governmental Authorities

None of our Company, our Subsidiaries, our Promoters, the members of Promoter Group, our Directors or persons in control of our Company or each of the Selling Shareholders are prohibited or debarred from accessing or operating in the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority or court.

Neither our Promoters nor our Directors are promoters or directors of any companies which are debarred from accessing the capital markets by SEBI.

There are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares, as on the date of this Red Herring Prospectus.

Our Promoters or Directors have not been declared as Fugitive Economic Offenders.

Neither our Company nor our Directors or Promoters have been declared as a 'wilful defaulter' or a 'fraudulent borrower', as defined under the SEBI ICDR Regulations.

Directors associated with the Securities Market

None of our directors are associated with entities associated with securities market in any manner. No action has been initiated by SEBI against any of our directors in the five years preceding the date of this Red Herring Prospectus.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoters, the members of Promoter Group and each of the Selling Shareholders, severally and not jointly, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable, as on the date of this Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with the eligibility criteria provided in Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- our Company has net tangible assets of at least ₹ 30 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each), of which not more than 50% are held as monetary assets;

- our Company has an average operating profit of at least ₹ 150 million, calculated on a restated and consolidated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years;

- our Company has a Net Worth of at least ₹ 10 million in each of the three preceding full years (of 12 months each), calculated on a restated and consolidated basis; and

- our Company has not changed its name in the last one year, other than the deletion of the word "Private" from the name of our Company pursuant to conversion to a public limited company. The Company has not undertaken any new activity pursuant to such change in name.

Set forth below are our Company's Operating Profit, Net Tangible Assets, Monetary Assets, Monetary Assets as a Percentage of our Net Tangible Assets and Net Worth, derived from our Restated Consolidated Financial Information included in this Red Herring Prospectus.

(*in ₹ million, unless otherwise stated*)

Particulars	**Financial year ended as on**		
	March 31, 2023	**March 31, 2022**	**March 31, 2021**
Net Tangible Assets[(1)], as restated and consolidated (A)	1,349.83	717.24	841.23
Operating Profit[(2)], as restated and consolidated (B)	1,062.58	829.43	464.52
Net Worth[(3)], as restated and consolidated (C)	1,829.64	1,168.85	724.55
Monetary Assets[(4)], as restated and consolidated (D)	395.51	133.15	65.22
Monetary Assets, as restated and consolidated as a % of Net Tangible Assets[(5)], as restated and consolidated (E)=(D)/(A) (in %)	29.30%	18.56%	7.75%

Notes:

1. *'Net tangible assets' means the sum of all net assets of the Company, excluding intangible assets as defined in Indian Accounting Standard (Ind AS) 38, goodwill and deferred tax assets as defined in Ind AS 12 and excluding the impact of deferred tax liabilities as defined in Ind AS 12 issued by Institute of Chartered Accountants of India.*
2. *'Operating Profit' has been calculated as profit before tax add finance cost and less other income.*
3. *'Net worth' means Equity share capital and other equity.*
4. *'Monetary assets' is the aggregate of cash on hand and balance with banks (including other bank balances and interest accrued thereon) and bank deposits.*
5. *'Monetary Assets as restated as a percentage of the Net Tangible Assets' means Monetary Assets as restated divided by Net Tangible Assets, as restated, expressed as a percentage.*

Our Company has operating profits in each of the Fiscals 2023, 2022 and 2021 in terms of our Restated Consolidated Financial Information. Our average operating profit for Fiscals 2023, 2022 and 2021 is ₹ 785.51 million.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Offer shall be not less than 1,000, failing which, the entire application money will be refunded forthwith.

Our Company is in compliance with the conditions specified in Regulation 5 of the SEBI ICDR Regulations.

Each of the Selling Shareholders has, severally and not jointly, confirmed its compliance with Regulation 8 of the SEBI ICDR Regulations.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, BEING INTENSIVE FISCAL SERVICES PRIVATE LIMITED, AMBIT PRIVATE LIMITED AND IIFL SECURITIES LIMITED ("BRLMs"), HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI ICDR REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BRLMs ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLMs, INTENSIVE FISCAL SERVICES PRIVATE LIMITED, AMBIT PRIVATE LIMITED AND IIFL SECURITIES LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED MARCH 30, 2022 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BRLMs, ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS AND THIS RED HERRING PROSPECTUS.

Disclaimer from our Company, our Directors, the Selling Shareholders and the BRLMs

Our Company, our Directors, the Selling Shareholders and the BRLMs accept no responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk. It is clarified that neither the Selling Shareholders, nor their respective directors, affiliates, associates and officers, accept and/or undertake any responsibility for any statements made or undertakings provided other than those specifically made or undertaken by such Selling Shareholders in relation to themselves and/or the Equity Shares offered by them through the Offer for Sale.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement.

All information, to the extent required in relation to the Offer, shall be made available by our Company and the BRLMs to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding centres or elsewhere.

Investors who Bid in the Offer will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders, Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates, in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, our Subsidiaries, our Group Companies, the Selling Shareholders and their respective affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, our Subsidiaries, our Group Company, the Selling Shareholders and their respective affiliates or associates or third parties, for which they have received, and may in the future receive, compensation. As used herein, the term 'affiliate' means any person or entity that controls or is controlled by or is under common control with another person or entity.

Disclaimer in respect of Jurisdiction

This Offer is being made in India to persons resident in India, including Indian nationals resident in India who are competent to contract under Indian Contract Act, 1872, as amended, Hindu Undivided Families ("**HUFs**"), companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in equity shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from the RBI), NBFC-SI or trusts under the applicable trust laws, and who are authorised under their respective constitutions to hold and invest in equity shares, public financial institutions as specified under Section 2(72) of the Companies Act 2013, venture capital funds, permitted insurance companies and pension funds and, to permitted non-residents including Eligible NRIs, Alternative Investment Funds ("**AIFs**"), Foreign Portfolio Investors registered with SEBI ("**FPIs**") and QIBs. This Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in New Delhi only.

Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to this Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises this Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India.

No action has been, or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this 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 this Red Herring Prospectus, nor any offer or sale hereunder, shall, under any circumstances, create any implication that there has been no change in our affairs or in the affairs of the Selling Shareholders from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares offered in the Offer 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 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 in the United States. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in compliance with Regulation S and the applicable laws of the jurisdiction where those offers and sales are made.

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.

Bidders are advised to ensure that any Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.

Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or 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 U.S. Securities Act.

Disclaimer Clause of BSE

As required, a copy of the Draft Red Herring Prospectus was submitted to BSE. The disclaimer clause as intimated by BSE to us is set forth below:

"*BSE Limited ("the Exchange") has given vide its letter dated May 06, 2022, permission to this Company to use the Exchange's name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner: -*

a) warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or

b) warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or

c) take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever."

Disclaimer Clause of NSE

As required, a copy of the Draft Red Herring Prospectus was submitted to NSE. The disclaimer clause as intimated by NSE to us is set forth below:

"*As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/1625 dated May 12, 2022, permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.*

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever."

Listing

The Equity Shares issued through this Red Herring Prospectus are proposed to be listed on BSE and NSE. Applications will be made to the Stock Exchanges for obtaining permission to deal in and for an official quotation of the Equity Shares being issued and sold in the Offer. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Offer.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of this Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within six Working Days of the Bid/ Offer Closing Date or such other period as may be prescribed by SEBI. If our Company does not allot Equity Shares pursuant to the Offer within six Working Days from the Bid/ Offer Closing Date or within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period. For avoidance of doubt, no liability to make any payment of interest or expenses shall accrue to any Selling

Shareholder unless the delay in making any of the payments/refund hereunder or the delay in obtaining listing or trading approvals or any other approvals in relation to the Offer is caused solely by, and is directly attributable to, an act or omission of such Selling Shareholder and to the extent of its portion of the Offered Shares.

Consents

Consents in writing of: (a) the Selling Shareholders, our Directors, the Chief Financial Officer, Company Secretary and the Compliance Officer, the legal counsel to the Company as to Indian Law, the legal counsels to the BRLMs as to Indian law and international law, the bankers to our Company, lenders of the Company the BRLMs, Registrar to the Offer and the Syndicate Member; and (b) Bankers to the Offer/ the Escrow Collection Bank, the Public Offer Account Bank, the Refund Bank, the Sponsor Banks and the Monitoring Agency, to act in their respective capacities, have been obtained. Further, such consents have not been withdrawn as of the date of this Red Herring Prospectus.

Experts

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

Our Company has received written consent dated July 11, 2023 from our Statutory Auditors, to include their name as required under Section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of (i) their examination report dated July 5, 2023 on our Restated Consolidated Financial Information; and (ii) their report dated July 11, 2023 on the statement of special tax benefits included in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated July 9, 2023, from Ibranullah Ansari, Independent Chartered Engineer, to include their name as required under Section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as the chartered engineer in respect of certification of information relating of infrastructure and equipment at our hospitals, as included in this Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Performance *vis-à-vis* Objects – Public or Rights Issues during the Last Five Years

There have been no public issues, including any rights issues (as defined under the SEBI ICDR Regulations) to the public undertaken by our Company during the five years preceding the date of this Red Herring Prospectus.

Commission or Brokerage on Previous Issues in the Last Five Years

Since this is the initial public offering of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure public subscription for any of our Equity Shares in the five years preceding the date of this Red Herring Prospectus.

Capital Issues in the Preceding Three Years

Except as disclosed in "*Capital Structure - History of Equity Share capital*" on page 91, our Company has not made any capital issues during the three years preceding the date of this Red Herring Prospectus.

As on the date of this Red Herring Prospectus, our Company does not have any listed Group Company, Subsidiaries or associate companies.

Public/ rights issue of the listed Subsidiaries/Promoters of our Company

Our Subsidiaries are not listed on any stock exchange. Our Promoters are not corporate promoters.

Price information of past issues handled by the BRLMs

1) Intensive Fiscal Services Private Limited

1. Price information of past issues handled by Intensive Fiscal Services Private Limited

Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Intensive

S. No.	Issue name	Issue size (in ₹ million)	Offer Price (in ₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/ % change in closing benchmark]- 180th calendar days from listing
1.	Bikaji Foods International Limited*	8,808.45	300	November 16, 2022	321.15	+28.65%[-0.29%]	+26.95%[-2.50%]	+24.23%[+0.08%]
2.	Ami Organics Limited	5,696.36	610	September 14, 2021	902.00	+116.86% [+4.27%]	+63.94% [+0.93%]	+47.34% [-4.63%]

** A discount of ₹ 15 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.*

Notes:
a. Issue Size derived from Prospectus/final post issue reports, as available.
b. The S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the Issuer at the time of the issue.
c. Price on BSE is considered for all of the above calculations as per the Designated Stock Exchange disclosed by the Issuer at the time of the issue.
d. In case 30th/90th/180th day is not a trading day, closing price on of the previous trading day has been considered.
e. Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available

2. Summary statement of price information of past issues handled by Intensive Fiscal Services Private Limited

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ in million)	No. of IPOs trading at discount as on 30th calendar day from listing date			No. of IPOs trading at premium as on 30th calendar day from listing date			No. of IPOs trading at discount as on 180th calendar day from listing date			No. of IPOs trading at premium as on 180th 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%
2023-24*	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2022-23	1	8,808.45	-	-	-	-	1	-	-	-	-	-	-	1
2021-22	1	5,696.36	-	-	-	1	-	-	-	-	-	-	1	-

**The information is as on the date of the document*
The information for each of the financial years is based on issues listed during such financial year.

2) Ambit Private Limited

1. Price information of past issues handled by Ambit Private Limited

Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Ambit Private Limited

S.No	Issue Name	Issue Size (in INR Mn)	Issue price (INR)	Designated Stock Exchange as disclosed in the red herring prospectus filed	Listing Date	Opening price on listing date (INR)	% 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	Senco Gold Limited	4,050.00	317.00	NSE	July 14, 2023	430.00	N.A	N.A	N.A
2	Metro Brands Limited	13,675.05	500.00	BSE	December 22, 2021	436.00	+21.77%, [+4.45%]	+14.57%, [+0.64%]	+7.93%, [-9.78%]
3	Star Health and Allied Insurance Company Limited	60,186.84	900.00	NSE	December 10, 2021	845.00	-14.78%, [+1.72%]	-29.79%, [-6.66%]	-22.21%, [-6.25%]
4	Ami Organics Limited	5,696.36	610.00	BSE	September 14, 2021	902.00	+116.86%, [+4.27%]	+63.94%, [+0.93%]	+47.34%, [-4.63%]
5	Chemplast Sanmar Limited	38,500.00	541.00	NSE	August 24, 2021	550.00	+2.06%, [+5.55%]	+12.68%, [+6.86%]	-3.30%, [+3.92%]

Source: www.nseindia.com and www.bseindia.com

Notes:

a. *Issue Size derived from Prospectus/final post issue reports, as available.*
b. *The CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable*
c. *Price on NSE or BSE is considered for all of the above calculations as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.*
d. *In case 30th/90th/180th day is not a trading day, closing price of the previous trading day has been considered.*
e. *Since 30/90/180 calendar days from listing date has not elapsed for the above issue, data for same is not available.*

2. Summary statement of price information of past issues handled by Ambit Private Limited

FY	Total no. of issues	Total amount of funds raised (INR Mn)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25 - 50%	Less than 25%	Over 50%	Between 25 - 50%	Less than 25%	Over 50%	Between 25 - 50%	Less than 25%	Over 50%	Between 25 - 50%	Less than 25%
2023-24*	1	4,050	-	-	-	-	-	-	-	-	-	-	-	-

2022-23	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2021-22	4	118,058.25	-	-	1	1	-	2	-	-	2	-	1	1

Source: www.nseindia.com and www.bseindia.com

** The information is as on the date of the document*
Note: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

3) IIFL Securities Limited

1. Price information of past issues handled by IIFL Securities Limited

Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by IIFL Securities Limited

Sr. No.	Issue Name	Issue Size (in Rs. Mn)	Issue Price (Rs.)	Designated Stock Exchange as disclosed in the Red Herring Prospectus filed	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	Bikaji Foods International Limited	8,808.45	300.00[(1)]	NSE	November 16, 2022	322.80	+28.65%,[-0.29%]	+26.95%,[-2.50%]	+24.17%,[+0.08%]
2	Archean Chemical Industries Limited	14,623.05	407.00	NSE	November 21, 2022	450.00	+25.42%,[+1.24%]	+56.87%,[-1.19%]	+32.68%,[+0.24%]
3	Kaynes Technology India Limited	8,578.20	587.00	NSE	November 22, 2022	778.00	+19.79%,[-0.25%]	+48.24%,[-1.64%]	+102.18%,[-0.22%]
4	Sula Vineyards Limited	9,603.49	357.00	NSE	December 22, 2022	361.00	+18.59%,[-0.55%]	-4.87%,[-5.63%]	+27.87%,[+3.46%]
5	KFin Technologies Limited	15,000.00	366.00	NSE	December 29, 2022	367.00	-13.55%,[-3.22%]	-24.56%,[-6.81%]	-4.48%,[+2.75%]
6	Radiant Cash Management Services Limited	2,566.41	94.00[(2)]	NSE	January 4, 2023	103.00	+2.55%,[-2.40%]	+2.23%,[-3.57%]	-1.28%,[+6.35%]
7	Avalon Technologies Limited	8,650.00	436.00	NSE	April 18, 2023	436.00	-10.09%,[+2.95%]	+59.45%,[+10.78%]	N.A.
8	Mankind Pharma Limited	43,263.55	1080.00	NSE	May 9, 2023	1,300.00	+37.61%,[+2.52%]	N.A.	N.A.
9	ideaForge Technology Limited	5,672.45	672.00[(3)]	NSE	July 7, 2023	1,300.00	N.A.	N.A.	N.A.
10	Senco Gold Limited	4050.00	317.00	NSE	July 14, 2023	430.00	N.A.	N.A.	N.A.

Source: www.nseindia.com; www.bseindia.com, as applicable

1. *A discount of Rs. 15 per equity share was offered to eligible employees bidding in the employee reservation portion.*
2. *Issue price for anchor investors was Rs. 99 per equity share.*
3. *A discount of Rs. 32 per equity share was offered to eligible employees bidding in the employee reservation portion.*

Note: Benchmark Index taken as NIFTY 50 or S&P BSE SENSEX, as applicable. Price of the designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered for all of the above calculations. The 30th, 90th and 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th /90th / 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered. % change taken against the Issue Price in case of the Issuer. NA means Not Applicable. The above past price information is only restricted to past 10 initial public offers.

2. Summary statement of price information of past issues handled by IIFL Securities Limited

Financial Year	Total No. of IPO's	Total Funds Raised (in Rs. Mn)	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar days from listing			No. of IPOs trading at premium – 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2021-22	17	3,58,549.95	-	-	5	-	4	8	-	6	4	3	1	3
2022-23	12	106,650.92	-	-	4	-	4	4	-	-	3	1	4	4
2023-24	4	61,636.00	-	1	1	-	-	-	-	-	-	-	-	-

Source: www.nseindia.com; www.bseindia.com, as applicable
Note: Data for number of IPOs trading at premium/discount taken at closing price of the designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered on the respective date. In case any of the days falls on a non-trading day, the closing price on the previous trading day has been considered.
NA means Not Applicable.

Website for track record of the Book Running Lead Managers

For details regarding the track record of the BRLMs, as specified in the SEBI circular dated January 10, 2012, bearing reference number CIR/MIRSD/1/2012, please see the websites of the BRLMs, as provided in the table below:

S. No.	Name of the BRLM	Website
1.	Intensive Fiscal Services Private Limited	www.intensivefiscal.com
2.	Ambit Private Limited	www.ambit.co
3.	IIFL Securities Limited	www.iiflcap.com

Stock Market Data of Equity Shares

This being an initial public issue of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Red Herring Prospectus and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

SEBI, by way of its circular dated March 16, 2021 ("**March 2021 Circular**"), has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism *inter alia* in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non allotment within prescribed timelines and procedures. According to the March 2021 Circular, for initial public offerings opening for subscription on or after May 1, 2021, SEBI has prescribed certain mechanisms to ensure proper management of investor issues arising out of the UPI Mechanism, including (i) identification of a nodal officer by SCSBs for the UPI Mechanism; (ii) delivery of SMS alerts by SCSBs for blocking and unblocking of UPI Mandate Requests; (iii) hosting of a web portal by the Sponsor Banks containing statistical details of mandate blocks/unblocks; (iv) limiting the facility of reinitiating UPI Bids to Syndicate Member to once per Bid; and (v) mandating SCSBs to ensure that the unblock process for non-allotted/partially allotted applications is completed by the closing hours of one Working Day subsequent to the finalisation of the Basis of Allotment.

Separately, pursuant to the March 2021 Circular, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹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 on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount; and	From the date on which multiple amounts were blocked till the date of actual unblock
	2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted/ partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the post-Offer BRLM shall be liable to compensate the investor ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

Our Company and the BRLMs accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under the applicable provisions of SEBI ICDR Regulations. In terms of the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, 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, in terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20,2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a minimum period of eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, in order to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

Bidder can contact the Company Secretary and the Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc.

All grievances, other than of Anchor Investors may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving full details such as name of the sole or First Bidder, ASBA Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders), date of ASBA Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer.

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

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. Our Company, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. Investors can contact our Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non- receipt of refund intimations and non-receipt of funds by electronic mode.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018 and UPI Circulars, 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, in terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20,2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Our Company, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulations.

Disposal of Investor Grievances by our Company

Our Company has not received any investor grievances during the three years preceding the date of this Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of this Red Herring Prospectus.

We estimate that the average time required by our Company and/ or the Registrar to the Offer for the redressal of routine investor grievances 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 appointed Ritesh Mishra as the Company Secretary and the Compliance Officer and may be contacted in case of any pre-Offer or post-Offer related problems, at the address set forth hereunder.

Ritesh Mishra
HO-01, Sector-1
Greater Noida West
Uttar Pradesh 201 306
India
Tel: +91 120 681 1236
E-mail: cs@yatharthhospitals.com

Our Company has obtained authentication on the SCORES in terms of the SEBI circular bearing number CIR/OIAE/1/2013 dated April 17, 2013 read with SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021 and shall comply with SEBI circular bearing number CIR/OIAE/1/2014 dated December 18, 2014 in relation to redressal of investor grievances through SCORES.

Further, our Board has constituted a Stakeholders' Relationship Committee, which is responsible for redressal of grievances of the security holders of our Company. For more information, see "*Our Management - Committees of the Board*" on page 233.

Other confirmations

Any person connected with the Offer shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, to any person for making a Bid in the Offer, except for fees or commission for services rendered in relation to the Offer.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

Our Company has not sought for any exemptions from complying with any provisions of securities laws.

SECTION VII – OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, offered and Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, the MoA, AoA, Listing Regulations, the terms of this Red Herring Prospectus, the Prospectus, the abridged prospectus, Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer.

Ranking of Equity Shares

The Equity Shares being offered pursuant to the Offer shall be subject to the provisions of the Companies Act, the Memorandum of Association and Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares including in respect of voting and the right to receive dividend. In addition, the Allottees upon Allotment of Equity Shares under the Offer, will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. For details, see "*Description of Equity Shares and Terms of Articles of Association*" on page 406.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Memorandum and Articles of Association and provisions of the Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For details, in relation to dividends, see "*Dividend Policy*" and "*Description of Equity Shares and Terms of Articles of Association*" beginning on pages 249 and 406, respectively.

Face Value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹ 10 and the Offer Price at the lower end of the Price Band is ₹ [●] per Equity Share and at the higher end of the Price Band is ₹ [●] per Equity Share. The Anchor Investor Offer Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot size for the Offer will be decided by our Company and the Selling Shareholders, in consultation with the BRLMs, and advertised in all editions of Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national daily newspaper (Hindi also being the regional language of Delhi, where our Registered Office is located), each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges. The Offer Price will be determined by our Company and the Selling Shareholders in consultation with the BRLMs, after the Bid/Offer Closing Date, on the basis of assessment of market demand for Equity Shares offered by way of the Book Building Process.

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

The Offer

The Offer comprises a Fresh Issue and an Offer for Sale by the Selling Shareholders.

Expenses for the Offer shall be shared amongst our Company and the Selling Shareholders in the manner specified in "*Objects of the Offer - Offer Expenses*" on page 123.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our equity Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the Listing Regulations and the Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "*Description of Equity Shares and Terms of Articles of Association*" on page 406.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Allotment only in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013 the Equity Shares shall be Allotted only in dematerialised form. Hence, the Equity Shares offered through this Red Herring Prospectus can be applied for in the dematerialised form only. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges.

In this context, our Company has entered into the following agreements with the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated November 24, 2021, amongst our Company, NSDL and the Registrar to the Offer.
- Tripartite agreement dated November 3, 2021, amongst our Company, CDSL and the Registrar to the Offer.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in this Offer will be in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares.

Joint Holders

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

(a). to register himself or herself as the holder of the Equity Shares; or
(b). to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant.

Bid/Offer Programme

BID/OFFER OPENS ON(1)	July 26, 2023
BID/OFFER CLOSES ON(2)	July 28, 2023

(1) *Our Company and the Selling Shareholders in consultation with the BRLMs, 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, i.e., July 25, 2023.*

(2)*UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.*

An indicative timetable in respect of the Offer is set out below:

Event	**Indicative Date**
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about August 2, 2023
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about August 3, 2023
Credit of Equity Shares to demat accounts of Allottees	On or about August 4, 2023
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about August 7, 2023

* *In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date for cancelled/ withdrawn/ deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs shall, in its 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, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.*

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company, our Selling Shareholders or the BRLMs.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within six Working Days of the Bid/Offer Closing Date, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company and the Selling Shareholders in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Selling Shareholders confirms that it

shall extend such reasonable support and co-operation required by our Company and the BRLMs for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within six Working Days from the Bid/Offer Closing Date or such other period as may be prescribed by SEBI.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within six 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.

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the offer procedure is subject to change basis any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("**IST**"))
Bid/Offer Closing Date*	
Submission and Revision in Bids	Only between 10.00 a.m. and 3.00 p.m. IST

**UPI mandate end time and date shall be 5:00 pm on Bid/Offer Closing Date.*

On the Bid/ Offer 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 Exchanges, in case of Bids by RIBs.

On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by RIBs, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSBs on daily basis from the Bid/ Offer Opening Date till the Bid/Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLMs and the Registrar to the Offer on a daily basis.

For the avoidance of doubt, it is clarified that Bids not uploaded on the electronic bidding system or in respect of which 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, will be rejected.

To avoid duplication, the facility of re-initiation provided to Syndicate Member shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under this Offer. Bids will be accepted only during Working Days. 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 the SCSBs would be rejected. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101-6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

Our Company and the Selling Shareholders in consultation with the BRLMs reserves the right to revise the Price Band during the Bid/Offer Period. The revision in the Price Band shall not exceed 20% on either side, *i.e*. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly, provided that the Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price.

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

In case of discrepancy in data entered in the electronic book *vis-à-vis* data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Minimum Subscription

If our Company does not receive (i) the minimum subscription of 90% of the Fresh Issue on the Bid/Offer Closing Date, and (ii) the minimum subscription in the Offer as specified under the terms of Rule 19(2)(b) of the SCRR, as applicable, on the date of closure of the Offer or withdrawal of applications; or after technical rejections; or if the listing or trading permission are not obtained from the Stock Exchanges for the Equity Shares so offered under the Offer document, our Company, shall forthwith refund the entire subscription amount received. If there is a delay beyond four days from the closure of the Offer, our Company and Selling Shareholders, to the extent applicable, shall pay interest at the rate of 15% per annum or such other amount prescribed under applicable law, including the SEBI circular bearing no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021. Each Selling Shareholder shall be, severally and not jointly, liable to refund money raised in the Offer, only to the extent of its respective Offered Shares, together with any interest on such amount as per applicable laws. No liability to make any payment of interest shall accrue to the Selling Shareholders unless any delay in making any of the payments hereunder or any delay in obtaining listing or trading approvals in relation to the Offer is solely attributable to the relevant Selling Shareholder. All refunds made, interest borne, and expenses incurred (with regard to payment of refunds) by the Company on behalf of any of the Selling Shareholders will be adjusted or reimbursed by such Selling Shareholder to our Company as agreed among our Company and the Selling Shareholders in writing, in accordance with applicable laws.

The requirement for minimum subscription is not applicable for the Offer for Sale. In the event of under subscription in the Offer, the Equity Shares will be Allotted first towards the Fresh Issue and thereafter towards the sale of the Offered Shares being offered by the Selling Shareholders in the Offer for Sale.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company and the Selling Shareholders in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.

Arrangements for Disposal of Odd Lots

There are no arrangements for disposal of odd lots since our Equity Shares will be traded in dematerialised form only and market lot for our Equity Shares will be one Equity Share.

New Financial Instruments

The Offer is an issue of Equity Shares, and no new financial instruments are issued by our Company through this Offer.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-Offer capital of our Company, lock-in of the Promoters' minimum contribution under the SEBI ICDR Regulations and the Anchor Investor lock-in as provided in "*Capital Structure*" on page 91 and except as provided under the Articles of Association, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on transmission of any shares of our Company and on their consolidation or splitting, except as provided in the Articles of Association. For details, see "*Description of Equity Shares and Terms of Articles of Association"* beginning on page 406.

Allotment only in Dematerialized Form

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Offer shall be Allotted only in dematerialised form. Further, as per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges.

Withdrawal of the Offer

Our Company and the Selling Shareholders reserves the right not to proceed with the Fresh Issue and each of the Selling Shareholders, severally and not jointly, reserve the right not to proceed with the Offer for Sale, in whole or in part thereof, to the extent of their respective portion of Offered Shares, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would be required to issue a public notice, as applicable, in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Banks, to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared, and the Stock Exchanges will also be informed promptly.

If our Company and/or the Selling Shareholders withdraws the Offer at any stage and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI.

Notwithstanding the foregoing, this Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the filing of the Prospectus with the RoC. 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.

OFFER STRUCTURE

The Offer of up to [●] 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 up to ₹ [●] million, comprising a Fresh Issue of up to [●] Equity Shares aggregating up to ₹ 4,900.00 million by our Company and an Offer for Sale of up to 6,551,690 Equity Shares aggregating up to ₹ [●] million by the Selling Shareholders. The Offer shall constitute [●]% of the post-Offer paid-up Equity Share capital of our Company.

Our Company has undertaken a Pre-IPO Placement by way of private placement of 4,000,000 Equity Shares for cash at a price of ₹ 300 per Equity Share aggregating to ₹ 1,200.00 million, in consultation with the BRLMs, pursuant to the resolution of the Board dated July 6, 2023. The size of the Fresh Issue of up to ₹ 6,100.00 million has been reduced by ₹ 1,200.00 million pursuant to the Pre-IPO Placement, and accordingly, the Fresh Issue size is up to ₹ 4,900.00 million.

The face value of the Equity Shares is ₹ 10 each. The Offer is being made through the Book Building Process.

Particulars	**QIBs(1)**	**Non-Institutional Bidders**	**Retail Individual Bidders**
Number of Equity Shares available for Allotment/ allocation*(2)	Not more than [●] Equity Shares	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Retail Individual Bidders	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer size available for Allotment/ allocation	Not more than 50% of the Offer shall be available for allocation to QIBs. However, up to 5% of the QIB Portion (excluding the Anchor Investor Portion) shall 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 balance QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs	Not less than 15% of the Offer or the Offer less allocation to QIBs and Retail Individual Bidders will be available for allocation One-third of the Non-Institutional Portion will be available for allocation to Non-Institutional Bidders with a Bid size more than ₹ 200,000 to ₹ 1,000,000 and two-thirds of the Non-Institutional Portion will be available for allocation to Non-Institutional Bidders with a Bid size of more than ₹ 1,000,000. Provided that the unsubscribed portion in either of the aforementioned sub-categories, may be allocated to applicants in the other sub-category of Non-Institutional Bidders	Not less than 35% of the Offer or Offer less allocation to QIBs and Non-Institutional Bidders will be available for allocation
Basis of Allotment/ allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) [●] 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	Allotment to each of the Non-Institutional Bidder shall not be less than the Minimum NIB Application Size, subject to availability in the Non-Institutional Portion, and the remainder, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in the SEBI ICDR Regulations	Allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details see, "*Offer Procedure*" on page 384

Particulars	QIBs[1]	Non-Institutional Bidders	Retail Individual Bidders
	basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price		
Minimum Bid	Such number of Equity Shares and in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹200,000	Such number of Equity Shares and in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹200,000	[●] Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Offer, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Offer (excluding the QIB Portion), subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹200,000
Mode of Allotment	Compulsorily in dematerialized form		
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Allotment Lot	A minimum of [●] Equity Shares and thereafter in multiples of one Equity Share. For Non-Institutional Bidder allotment shall not be less than the Minimum NIB Application Size		
Trading Lot	One Equity Share		
Who can apply[3][4][5]	Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, mutual funds registered with SEBI, FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹250 million, pension fund with minimum corpus of ₹250 million National Investment Fund set up by the Government, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs.	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, trusts and FPIs who are individuals, corporate bodies and family offices which are re-categorised as Category II FPIs and registered with SEBI	Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta)
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[6] **In case of all other Bidders**: Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Banks through the UPI Mechanism (for UPI Bidders) that is specified in the ASBA Form at the time of submission of the ASBA Form		
Mode of Bidding^	Only through the ASBA process (excluding UPI Mechanism) only (except for Anchor Investors).	Only through the ASBA process (including the UPI Mechanism for a Bid size of up to ₹ 500,000)	Only through the ASBA process (including the UPI Mechanism)

* *Assuming full subscription in the Offer.*

^ *SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in Public Issues shall be processed only after the application monies are blocked in the bank accounts of the investors. Accordingly, Stock*

Exchanges shall, for all categories of investors viz. QIBs, Non-Institutional Bidder and RIBs and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

(1) Our Company and the Selling Shareholders may, in consultation with the BRLMs, 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 of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion.

(2) Subject to valid Bids being received at or above the Offer Price. This is an Offer in terms of Rule 19(2)(b) of the SCRR in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer will be available for allocation to QIBs on a proportionate basis, provided that the Anchor Investor Portion may be allocated on a discretionary basis. Further, not less than 15% of the Offer will be available for allocation to Non-Institutional Investors subject to valid Bids being received at or above the Offer Price, of which one-third of the Non-Institutional Portion will be available for allocation to Non-Institutional Bidders with a Bid size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds of the Non-Institutional Portion will be available for allocation to Non-Institutional Bidders with a Bid size of more than ₹ 1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Non-Institutional Bidders in the other sub-category of Non-Institutional Portion. Further, not less than 35% of the Offer will available for allocation to Retail Individual Bidders in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Under-subscription, if any, in any category, except the QIB Portion, would be met with spill-over from any other category or categories, as applicable, at the discretion of our Company and the Selling Shareholders in consultation with the BRLMs and the Designated Stock Exchange, subject to valid Bids being received at or above the Offer Price and in accordance with applicable laws. Under-subscription, if any, in the QIB Portion, will not be allowed to be met with spill-over from other categories or a combination of categories.

(3) 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. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids, except as otherwise permitted, in any or all categories.

(4) Bids by FPIs with certain structures as described under "Offer Procedure – Bids by FPIs" on page 391 and having the same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

(5) Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

(6) 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 Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

OFFER PROCEDURE

*All Bidders should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the "**General Information Document**") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer.*

*Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note ("**CAN**") and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications and electronic registration of bids; (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 Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.*

*SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 as amended from time to time, including pursuant to circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019 has proposed to introduce an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism with the ASBA for applications by Retail Individual Bidders through intermediaries from January 1, 2019. The UPI Mechanism for Retail Individual Bidders applying through Designated Intermediaries, in phase I, was effective along with the prior process and existing timeline of T+6 days ("**UPI Phase I**"), until June 30, 2019. Subsequently, for applications by Retail Individual Bidders 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 UPI Bidders ("**UPI Phase III**"), as may be prescribed by SEBI. Accordingly, the Offer has been considered to be made under UPI Phase II, till any further notice issued by SEBI. If the Offer is made under UPI Phase III, the same will be advertised in all editions of Financial Express (a widely circulated English national daily newspaper) and all editions of Jansatta (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Delhi, where our Registered Office is located) on or prior to the Bid / Offer Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites. Further, SEBI vide its circular (SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M) dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 have introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on or after May 1, 2021 and the provisions of this circular are deemed to form part of this Red Herring Prospectus. Additionally, SEBI vide its circular no. 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 has provided certain implementation timelines for the provisions of the circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism.*

Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application sizes are up to ₹ 500,000 shall use the UPI Mechanism. Subsequently, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, *2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories).*

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date, in accordance with the SEBI master circular no. SEBI/HO/CFD/PoD -2/P/CIR/2023/00094 dated June 21, 2023, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, SEBI vide its master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, has reduced the timelines for refund of Application money to four days.

Our Company, the respective Selling Shareholders and the BRLMs do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Red Herring Prospectus and the Prospectus.

Further, our Company, the Selling Shareholders and the members of the Syndicate do not accept any responsibility for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Offer.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations, through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be allocated on a proportionate basis to QIBs, provided that our Company and the Selling Shareholders may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, subject to availability of Equity Shares in the respective categories, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 200,000 up to ₹ 1,000,000 and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Further, not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any portion, except the QIB Portion, would be allowed to be met with spill-over from any other portion or a combination of categories at the discretion of our Company and the Selling Shareholders, in consultation with the BRLMs, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.

Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialised subsequent to Allotment of the Equity Shares in the IPO.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Investors must ensure that their Permanent Account Number ("PAN") is linked with Aadhaar and are in compliance with the notification issued by Central Board of Direct Taxes on February 13, 2020, and read

with press release dated June 25, 2021, September 17, 2021 and March 28, 2023 and any subsequent press releases in this regard.

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, PAN and UPI ID, as applicable, 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 the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of *inter alia* equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by UPI Bidders through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019 and the continuation of this phase was extended until March 31, 2020. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and is replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase. Further, pursuant to SEBI circular dated March 30, 2020, this phase has been extended till further notice. Further, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹ 500,000 shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Member, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents.

Phase III: The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing is proposed to be reduced to three Working Days. Accordingly, upon commencement of Phase III, the reduced time duration shall be applicable for the Offer.

The Offer will be made under UPI Phase II of the UPI Circular, unless UPI Phase III of the UPI Circular becomes effective and applicable on or prior to the Bid/Offer Opening Date. If the Offer is made under UPI Phase III of the UPI Circular, the same will be advertised in all editions of Financial Express (a widely circulated English national daily newspaper) and all editions of Jansatta (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Delhi, where our Registered Office is located) on or prior to the Bid/ Offer Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites.

Pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 issued by SEBI, as amended by the SEBI circular no. 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 (the "**UPI Streamlining 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 Streaming 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, the relevant SCSB as well as the post–Offer BRLM will be required to compensate the concerned investor.

All SCSBs offering the facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint SCSB as sponsor banks to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/or payment instructions of the UPI Bidders.

NPCI through its circular (NPCI/UPI/OC No. 127/ 2021-22) dated December 9, 2021 has, among others, enhanced the per transaction limit from ₹ 200,000 to ₹ 500,000 for applications using UPI in initial public offerings.

Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs only after such SCSBs make an application as prescribed in Annexure I of SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and 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. 410 SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹ 500,000, shall use UPI. UPI Bidders shall provide their UPI ID in the Bid-cum-Application Form for Bidding through 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.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Electronic registration of Bids

(a). The Designated Intermediary may register the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the online facilities for Book Building on a regular basis before the closure of the Offer.

(b). On the Bid/ Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in this Red Herring Prospectus.

(c). Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/ Allotment. Further, modification of Bids shall be allowed in parallel during the Bid/Offer Period until Cut-Off Time.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available with the Designated Intermediaries at relevant Bidding Centers and at our Registered Office and at our Corporate Office. An electronic copy of the ASBA Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.

All Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Offer. Anchor Investors are not permitted to participate in this Offer through the ASBA process.

Bidders (other than Anchor Investors and UPI Bidders) must provide bank account details and authorisation by the ASBA account holder to block funds in their respective ASBA Accounts in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain such details are liable to be rejected.

UPI Bidders submitting their Bid cum Application Form to any Designated Intermediary (other than SCSBs) shall be required to Bid using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the Bid cum Application Form. Bids submitted by UPI Bidders with any Designated Intermediary (other than SCSBs) without mentioning the UPI ID are liable to be rejected. UPI Bidders may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

Further, ASBA Bidders shall ensure that the Bids are submitted at the Bidding Centres only on ASBA Forms bearing the stamp of a Designated Intermediary (except in case of electronic ASBA Forms) and ASBA Forms not bearing such specified stamp maybe liable for rejection. Bidders, using the ASBA process to participate in the Offer, must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked therein. In order to ensure timely information to investors SCSBs are required to send SMS alerts to investors intimating them about the Bid Amounts blocked/unblocked. For all initial public offers opening on or after September 1, 2022, as specified in SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, all the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The circular shall be applicable for all categories of investors viz. Retail Individua Bidders, QIBs and NIBs and also for all modes through which the applications are processed.

Non-Institutional Bidders bidding through UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form. UPI Bidders Bidding using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

Since the Offer is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

(i) RIBs and NIBs (other than the RIBs and NIBs 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) RIBs and NIBs 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 (not using the UPI Mechanism) may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

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. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

For Anchor Investors, the Anchor Investor Application Form will be available at the offices of the BRLMs. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis^	White
Eligible NRIs, FVCIs, FPIs and registered bilateral and multilateral institutions applying on a repatriation basis	Blue
Anchor Investors^^	White

**Excluding the electronic Bid cum Application Form*

^*Electronic Bid cum Application Form will be made available for download on the website of BSE (*www.bseindia.com*) and NSE (www.nseindia.com)*

^^*Bid cum Application Forms for Anchor Investors will be made available at the offices of the BRLMs.*

The relevant Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms (except Bid cum Application Forms submitted by UPI Bidders) to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. For UPI Bidders, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Banks on a continuous basis to enable the Sponsor Banks to initiate UPI Mandate Request to RIBs for blocking of funds.

In case of ASBA forms, the relevant Designated Intermediaries shall capture and upload the relevant bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges.

For UPI Bidders, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Banks on a continuous basis through API integration to enable the Sponsor Banks to initiate UPI Mandate Request to UPI Bidders, for blocking of funds. The Sponsor Banks shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Banks, NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the issuer bank. The Sponsor Banks and the Bankers to the Offer shall provide the audit trail to the BRLMs for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in 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 circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022. In accordance with BSE Circular No: 20220803-40 and NSE Circular No: 25/2022, each dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Banks shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders Bidding using through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. Further, modification of Bids shall be allowed in parallel during the Bid/Offer Period until the Cut-Off Time

For ASBA Forms (other than UPI Bidders) Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

The Equity Shares offered in the Offer 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 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 in the United States. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in compliance with Regulation S and the applicable laws of the jurisdiction where those offers and sales are made.

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 Sponsor Banks will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Banks will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars. Sponsor Banks and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

For ASBA Forms (other than UPI Bidders using UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account andshall not submit it to any non-SCSB bank or any Escrow Collection Bank.

The Sponsor Banks shall host a web portal for intermediaries (closed user group) from the date of Bid/Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

Participation by Promoters, the members of the Promoter Group, the BRLMs, associates and affiliates of the BRLMs and the Syndicate Member and the persons related to Promoters, the members of the Promoter Group, BRLMs and the Syndicate Member and Bids by Anchor Investors

The BRLMs and the Syndicate Member shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their respective underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Member may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Member, shall be treated equally for the purpose of allocation to be made.

Except as stated below, neither the BRLMs nor any persons related to the BRLMs can apply in the Offer under the Anchor Investor Portion:

(i). mutual funds sponsored by entities which are associate of the BRLMs;

(ii). insurance companies promoted by entities which are associate of the BRLMs;

(iii). AIFs sponsored by the entities which are associate of the BRLMs;

(iv). FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the BRLMs; or

(v). Person related to Promoters and the members of the Promoter Group. Further, an Anchor Investor shall be deemed to be an "associate of the BRLM" if:

  (a). either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or

  (b). either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or

  (c). there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLMs.

Further, the Promoters and the members of the Promoter Group shall not participate by applying for Equity Shares in the Offer, except in accordance with the applicable law. Furthermore, persons related to the Promoters and the Promoter Group shall not apply in the Offer under the Anchor Investor Portion. It is clarified that a qualified institutional buyer who has rights under a shareholders' agreement or voting agreement entered into with any of the Promoters or members of the Promoter Group of our Company, veto rights or a right to appoint any nominee director on our Board, shall be deemed to be a person related to the Promoters or the members of the Promoter Group of our Company.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company and the Selling Shareholders reserves the right to reject any Bid without assigning any reason thereof. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of our 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 Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs Bidding on a repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their Non-Resident External Accounts ("**NRE Account**"), or Foreign Currency Non-Resident Accounts ("**FCNR Account**"), and Eligible NRIs bidding on a non-repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid amount, at the time of submission of the Bid cum Application Form. Participation of Eligible NRIs in the Offer shall be subject to the FEMA Rules. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

Eligible NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, Eligible NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/NRO accounts.

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).

Only bids accompanied by payment in Indian rupees or fully convertible foreign exchange will be considered for allotment.

For details of restrictions on investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 404.

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 by HUFs will be considered at par with Bids from individuals.

Bids by FPIs

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI including its investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Offer equity share capital. Further, in terms of the FEMA Rules, the total holding by each FPI, of an investor group, shall be below 10% of the total paid-up equity share capital of our Company on a fully diluted basis and the total holdings of all FPIs could be up to 100% under the automatic route, being the sectoral cap, of the paid-up equity share capital of our Company on a fully diluted basis.

Under the Consolidated FDI Policy, 100% foreign direct investment is permitted in our Company under the automatic route.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI 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. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents (blue in colour).

In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered

FPIs shall be included.

With effect from April 1, 2020, the aggregate limits for FPI investments are the sectoral caps applicable to our Company (i.e. up to 100% under the automatic route).

The FEMA Rules was enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except as respects things done or omitted to be done before such supersession. FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

In case the total holding of an FPI increases beyond 10% of the total paid-up equity share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of the SEBI FPI Regulations, an FPI is permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions:

(a). such offshore derivative instruments are issued only by persons registered as Category I FPIs;

(b). such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs;

(c). such offshore derivative instruments are issued after compliance with the 'know your client' norms as specified by SEBI; and

(d). such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under the SEBI FPI Regulations (as mentioned above from points (a) to (d)); and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI. Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids:

- FPIs which utilize the multi investment manager ("**MIM**") structure;
- Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager;

- Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- Government and Government related investors registered as Category 1 FPIs; and
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN). In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

The FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for non-residents.

Bids by SEBI registered VCFs, AIFs and FVCIs

The SEBI FVCI Regulations, *inter alia*, prescribe the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offerings.

Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in one investee company. A category III AIF cannot invest more than 10% of the investible funds in one investee company. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Pursuant to the repeal of the SEBI VCF Regulations, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. Our Company, the Selling Shareholders, and the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of VCFs, AIFs or FVCIs in the Offer shall be subject to the FEMA Rules, amended from time to time.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Selling Shareholders or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by Limited Liability Partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders, in consultation with the BRLMs 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 the RBI, certified copies of (i) the certificate of registration issued by the 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 and the Selling Shareholders, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended, (the "**Banking Regulation Act**"), and the Master Directions - Reserve Bank of India

(Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company. Further, a banking company is restricted from holding more than 10% of its own paid-up share capital not being its subsidiary engaged in non-financial services or 10 per cent of the bank's paid up capital and reserve, whichever is lower. Further, the aggregate equity investment by a banking company in all subsidiaries and other entities engaged in financial services company and non-financial services, including overseas investments cannot exceed 20% of the investee company's paid up share capital and reserves. 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 if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a time-bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circulars bearing numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013, respectively, issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by Insurance Companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders, in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, as amended ("**IRDAI Investment Regulations**"), based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Offer are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Provident Funds/Pension Funds

In case of Bids made by provident funds/pension funds with minimum corpus of ₹250 million, subject to applicable law, 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 and the Selling Shareholders, in consultation with the BRLMs reserve the right to reject any Bid, without assigning any reason thereof.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditor, and (iv) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

The information set out above is given for the benefit of the Bidders. Our Company, the Selling Shareholders, and the BRLMs are not liable for any amendments or modification or changes to applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulations, or as specified in the Draft Red Herring Prospectus, this Red Herring Prospectus and the Prospectus.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, Systemically Important NBFCs, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company and the reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company and the Selling Shareholders, in consultation with the BRLMs, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company and the Selling Shareholders, in consultation with the BRLMs, may deem fit.

Bids by Anchor Investors

(a). In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section the key terms for participation by Anchor Investors are provided below. Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs.

(b). The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹100 million.

(c). One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

(d). Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date, and will be completed on the same day.

(e). Our Company and the Selling Shareholders, in consultation with the BRLMs may finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:

    (i). maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹100 million;

    (ii). minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million, subject to a minimum Allotment of ₹50 million per Anchor Investor; and

    (iii). in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million, subject to minimum Allotment of ₹50 million per Anchor Investor.

(f). Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the BRLMs before the Bid/ Offer Opening Date, through intimation to the Stock Exchanges.

(g). Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(h). If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Offer Price will be payable by the Anchor Investors on the Anchor Investor pay-in date specified in the CAN. If the Offer Price is lower than the Anchor Investor Offer Price, Allotment to successful Anchor Investors will be at the higher price.

(i). 50% of the Equity Shares Allotted to the Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment and the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.

(j). Neither the BRLMs nor any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the and BRLMs) shall apply in the Offer under the Anchor Investor Portion. For details, see "*Offer Procedure - Participation by Promoters, the members of the Promoter Group, the BRLMs, associates and affiliates of the BRLMs and the Syndicate Member and the persons related to Promoters, the members of the Promoter Group, BRLMs and the Syndicate Member and Bids by Anchor Investors*" on page 390.

(k). Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Red Herring Prospectus.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding 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 BRLMs are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the 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 Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

General Instructions

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIBs can revise their Bid(s) during the Bid/ Offer Period and withdraw or lower the size of their Bid(s) until Bid/ Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid/ Offer Period.

***Do's*:**

1. Check if you are eligible to apply as per the terms of this Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) 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 in the prescribed form;

4. Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) and PAN 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 relevant Bidding Centre (except in case of electronic Bids) within the prescribed time;

6. UPI Bidders Bidding in the Offer shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID (only for UPI Bidders) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

7. Ensure that you have funds equal to or more than the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;

8. Ensure that the signature of the first Bidder in case of joint Bids, is included in the Bid cum Application Forms. If the first Bidder is not the ASBA Account holder, ensure that the Bid cum Application Form is also signed by the ASBA Account holder;

9. Ensure that the names given in the Bid cum Application Form is/are exactly the same as the names in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain the name of only the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

10. Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

11. Ensure that you submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

12. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the circular no. MRD/DoP/Cir-20/2008 dated June 30, 2008 issued by SEBI, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of the circular dated July 20, 2006 issued by SEBI, may be exempted from specifying their PAN for transacting in the securities market, and (iii) persons/entities exempt from holding a PAN under applicable law, 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 beneficial 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;

13. 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;

14. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

15. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents including a copy of the power of attorney, if applicable, are submitted;

16. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;

17. Ensure that the PAN is linked with the Aadhaar and are in compliance with CBDT Notification dated February 13, 2020 and press release dated June 25, 2021; September 17, 2021 and March 30, 2022;

18. However, Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilize the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.

19. 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;

20. Since the Allotment will be in dematerialised form only, ensure that the depository account is active, the correct DP ID, Client ID, UPI ID (for UPI Bidders) and the PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, UPI ID (for UPI Bidders) and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, UPI ID (for UPI Bidders) and PAN available in the Depository database;

21. In case of QIBs and NIBs (not using UPI Mechanism), ensure that while Bidding through a Designated Intermediary, the ASBA Form 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 http://www.sebi.gov.in);

22. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Banks, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid. In case of UPI Bidders Bidding, ensure that you authorise the UPI Mandate Request raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

23. Ensure that the Demographic Details are updated, true and correct in all respects;

24. The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Offer, which is UPI 2.0 certified by NPCI;

25. The ASBA Bidders shall ensure that bids above ₹ 5,00,000, are uploaded only by the SCSBs;

26. Bidders (except UPI Bidders) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of UPI Bidders, once the Sponsor Banks issues the Mandate Request, the UPI Bidders would be required to proceed to authorise the blocking of funds by confirming or accepting the UPI Mandate Request to authorise the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

27. Bidding through UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorisation of the mandate using his/her UPI PIN, a UPI Bidder shall be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorised the Sponsor Banks issue a request to block the Bid Amount specified in the Bid cum Application Form;

28. UPI Bidders should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Application Form;

29. UPI Bidders who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Banks to authorise blocking of funds

equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner.

30. Bids by Eligible NRIs HUFs and any individuals, corporate bodies and family offices which are recategorised as Category II FPI and registered with SEBI for a Bid Amount of less than ₹200,000 would be considered under the Retail Portion for the purposes of allocation and Bids for a Bid Amount exceeding ₹200,000 would be considered under the Non-Institutional Portion for allocation in the Offer; and

31. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLMs.

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 Lot;

2. Do not submit a Bid using UPI ID, if you are not a RIB;

3. Do not Bid for a Bid Amount exceeding ₹200,000 for Bids by Retail Individual Bidders;

4. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;

5. Do not Bid/ revise the Bid amount to an amount calculated at less than the floor price or higher than the cap price;

6. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

7. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

8. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

9. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

10. Do not submit the Bid for an amount more than funds available in your ASBA account;

11. 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 Bidder;

12. 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;

13. 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);

14. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of this Red Herring Prospectus;

15. Do not Bid for Equity Shares more than specified by the respective Stock Exchanges for each category;

16. In case of ASBA Bidders (other than UPI Bidders), do not submit more than one Bid cum Application Form per ASBA Account;

17. If you are a UPI Bidder, do not submit more than one Bid cum Application Form for each UPI ID;

18. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;

19. Anchor Investors should not bid through the ASBA process;

20. Do not submit the Bid cum Application Form to any non-SCSB bank or our Company;

21. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

22. Do not submit the GIR number instead of the PAN;

23. Anchor Investors should submit Anchor Investor Application Form only to the BRLMs;

24. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;

25. If you are a QIB, do not submit your Bid after 3 p.m. on the Bid/ Offer Closing Date for the QIBs;

26. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders can revise or withdraw their Bids on or before the Bid/ Offer Closing Date;

27. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are a UPI Bidder, do not submit the ASBA Form directly with SCSBs;

28. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID details if you are a RIB Bidding through the UPI Mechanism. Further, do not provide details for a beneficiary account which is suspended or for which details cannot be verified to the Registrar to the Offer;

29. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;

30. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders;

31. UPI Bidders using the incorrect UPI handle or using a bank account of an SCSB or a banks which is not mentioned in the list provided in SEBI website is liable to be rejected; and

32. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders.

33. Do not Bid if you are an OCB.

For helpline details of the Book Running Lead Managers pursuant to the SEBI circular bearing reference number SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see "*General Information – Book Running Lead Managers*" on page 83.

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 shall reach out the Company Secretary and the Compliance Officer. For details of the Company Secretary and the Compliance Officer, see "*General Information*" beginning on page 82.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Stock Exchanges, along with the BRLMs and the Registrar to the Offer, shall ensure that the Basis of Allotment is finalized in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares offered through the Offer through the offer document except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than 1% of the Offer to public may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the RIBs, NIBs and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each RIB shall not be less than the minimum bid lot, subject to the availability of shares in RIB category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

The Allotment of Equity Shares to each Non-Institutional Bidder shall not be less than the Minimum NIB Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.

Payment into Anchor Escrow Account

Our Company and the Selling Shareholders, in consultation with the BRLMs 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 Anchor Escrow Account should be drawn in favour of:

(a) In case of resident Anchor Investors: "YATHARTH HOSPITAL & TRAUMA CARE SERVICES LTD ANCHOR R A/C"

(b) In case of Non-Resident Anchor Investors: "YATHARTH HOSPITAL & TRAUMA CARE SERVICES LTD ANCHOR NR A/C"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Selling Shareholders, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, our Company shall, after filing this Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of Financial Express (a widely circulated English national daily newspaper) and all editions of Jansatta (a widely circulated Hindi national daily newspaper, which is the regional language of Delhi where our Registered Office is located).

In the pre-Offer advertisement, we shall state the Bid/ Offer Opening Date and the Bid/ Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

The information set out above is given for the benefit of the Bidders/applicants. Our Company, the respective Selling Shareholders, and the BRLMs are not liable for any amendments or modification or

changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Signing of the Underwriting Agreement and Filing with the RoC

(a) Our Company, the Selling Shareholders and the Underwriters intend to enter into an Underwriting Agreement after the finalisation of the Offer Price.

(b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which would then be termed as the Prospectus. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, the Offer size, and underwriting arrangements and will be complete in all material respects.

Impersonation

Attention of the Bidders 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, for fraud involving an amount of at least ₹1 million or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5 million or with both.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders;

- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within six working days of the Bid/ Offer Closing Date or within such other time period prescribed by SEBI will be taken;

- the funds required for making refunds/unblocking (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

- if Allotment is not made within six Working Days from the Bid/ Offer Closing Date or such other prescribed timelines under applicable laws, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable laws. If there is a delay beyond such prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR

Regulations and other applicable laws for the delayed period;

- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within time prescribed under applicable laws, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- that, except issuance of the Equity Shares pursuant to the Fresh Issue, no further issue of the Equity Shares shall be made till the Equity Shares offered through this Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the relevant ASBA Accounts on account of non-listing, under-subscription, etc.; and

- adequate arrangements shall be made to collect all Bid cum Application Forms from Bidders.

Undertakings by the Selling Shareholders

Each Selling Shareholder, severally and not jointly, specifically undertakes and/or confirms the following in respect to itself and its respective portion of the Offered Shares:

- the Equity Shares offered by it in the Offer for Sale are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations and shall be in dematerialized form at the time of transfer;

- it shall not sell, transfer, dispose of in any manner or create any lien, charge or encumbrance on the Equity Shares and also take such steps as may be required to ensure that the Offered Shares are available for the Offer for Sale, except as permitted under the SEBI ICDR Regulations;

- it is the legal and beneficial holder and has full title to its respective portion of the Offered Shares;

- it shall provide all assistance to our Company and the BRLMs in redressal of such investor grievances in relation to the Offered Shares and statements specifically made or confirmed by it in relation to itself as a Selling Shareholder;

- it shall provide reasonable cooperation to our Company in relation to the Offered Shares, (a) for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges, and/ or (b) refund orders (if applicable);

- its respective portion of the Offered Shares are fully paid and are in dematerialized form;

- its respective portion of the Offered Shares are free and clear of any encumbrances; and

- it shall not have recourse to the proceeds from the Offer for Sale until receipt by our Company of the final listing and trading approvals from all the Stock Exchanges in accordance with applicable law.

Utilisation of Offer Proceeds

Our Board certifies that:

- all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act;

- details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Offer proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and

- details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the FEMA, the Consolidated FDI Policy and the circulars and notifications issued thereunder. Unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy, subject to certain applicable pricing and reporting requirements.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department for Promotion of Industry and Internal Trade (formerly Department of Industrial Policy and Promotion), Ministry of Commerce and Industry, GoI, issued the Consolidated FDI Policy by way of circular under DPIIT file number 5(2)/2020-FDI Policy, with effect from October 15, 2020, which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidated FDI Policy will be valid until the DIPP issues an updated circular.

Under the Consolidated FDI Policy, 100% foreign direct investment is permitted in our Company under the automatic route.

Subject to certain condition, the transfer of shares by way of sale between an Indian resident and a non-resident does not require the prior approval of the RBI or the relevant ministry or department of the Government of India, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the FEMA Rules, all investments by entities incorporated in 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 ("**Restricted Investors**"), will require prior approval of the Government of India, as prescribed in the Consolidated 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. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 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.

Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required and such approval has been obtained, the Bidder shall intimate the Company and the Registrar to the Offer in writing about such approval, along with a copy thereof, within the Offer Period.

As per the existing policy of the Government, OCBs cannot participate in this Offer.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

The Equity Shares offered in the Offer 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 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 in the United States. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in compliance with Regulation S and the applicable laws of the jurisdiction where those offers and sales are made.

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.

SECTION VIII – DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. Pursuant to Schedule I of the Companies Act, 2013 and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below.

ARTICLES OF ASSOCIATION

OF

YATHARTH HOSPITAL & TRAUMA CARE SERVICES LIMITED

The regulations contained in Table "F" in Schedule I to the Companies Act, 2013 shall apply to YATHARTH HOSPITAL & TRAUMA CARE SERVICES LIMITED (the "**Company**") only to the extent that the same are not specifically provided for in these Articles of Association and are not inconsistent with these Articles of Association. In case of any inconsistency of provisions contained in Table "F" in Schedule I to the Companies Act, 2013 and these Articles of Association, the provisions of these Articles of Association will prevail, subject to provisions of the Companies Act, 2013, read with the rules framed thereunder or other applicable laws, if any.

I. DEFINITIONS AND INTERPRETATION

1. In these Articles:

(i) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modifications thereof in force at the date on which the Articles become binding on the Company. In these Articles:

"**Act**" means Companies Act, 2013 and all rules, regulations, notifications, circulars and clarifications issued thereunder, along with any amendments, re-enactments or other statutory modifications thereof for the time being in force.

"**Annual General Meeting**" means the Annual General Meeting held in accordance with the provisions of Section 96 of the Act.

"**Articles**" means these Articles of Association of the Company as amended or altered from time to time in accordance with the Act.

"**Auditors**" shall mean and include those persons appointed under the provisions of the 'Act' or any other applicable provisions for the time being in force, as such for the time being by the Company.

"Beneficial Owner" means the beneficial owner as defined in clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996, as amended.

"**Board**" or "**Board of Directors**" means the board of Directors or collective body of the Directors of the Company as duly constituted from time to time in accordance with applicable provisions of Law, including the Act and SEBI Regulations and the terms of these Articles.

"Board Meeting" means a meeting of the Board duly called, constituted and held or as the case may be, the Directors assembled at a Board, or the requisite number of Directors entitled to pass a resolution in accordance with these Articles and the Act.

"Company" – means Yatharth Hospital & Trauma Care Services Limited.

"Chairman" or **"Chairperson"** means the chairperson of the Board of Directors for the time being of the Company or the person elected or appointed to preside over the Board or/and general meetings of the Company.

"**Debenture(s)**" means Debenture(s) as defined in sub-section 30 of Section 2 of the Act.

“**Depositories Act**” means the Depositories Act, 1996, as amended or any statutory modification or re-enactment thereof for the time being in force.

“**Depository**” means a depository as defined under clause (e) of sub-Section (1) of Section 2 of the Depositories Act.

“**Director**” means a director of the Board appointed or nominated from time to time in accordance with the terms of these Articles and the provisions of the Act.

"Documents" includes summons, notices, requisition, order, declaration, form and register, other legal process and registers, whether issued, sent or kept in pursuance of the Act or under any other law for the time being in force or otherwise, maintained on paper or in electronic form.

“**Equity Share Capital**” means in relation to the Company, its equity Share capital within the meaning of Section 43 of the Act, as amended from time to time.

"Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Companies Act, 2013.

“**General Meeting**” means any duly convened meeting of the Shareholders of the Company and includes an extra-ordinary general meeting.

“**Independent Director**” shall have the meaning assigned to the said term under the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (as applicable).

“**INR**” or “**Rs.**” means the Indian Rupee, the currency and legal tender of the Republic of India.

"**In writing" or "written"** means and includes words printed, lithographed, represented or reproduced in any other modes in a visible form, including electronic mode as provided in the Information Technology Act, 2000 as amended from time to time.

"**Key Managerial Personnel**", in relation to a company, means (*i*) the Chief Executive Officer or the managing director or the manager;(*ii*) the company secretary;*(iii) the whole-time director;* (*iv*) the Chief Financial Officer; (v) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and (vi) such other officer as may be prescribed under applicable law.

“**Law**” includes all Indian statutes, enactments, acts of legislature or parliament, laws, ordinances, rules, bye-laws, regulations, circulars, notifications, guidelines, policies, directions, determinations, directives, writs, decrees, injunctions, judgments, rulings, awards, clarifications and other delegated legislations and orders of any governmental authority, statutory authority, tribunal, board, court, stock exchange or other judicial or quasi-judicial adjudicating authority and, if applicable, foreign law, international treaties, protocols and regulations.

“Managing Director” means a director who, by virtue of these Articles or an agreement with the Company or a resolution passed in the General Meeting, or by the Board of Directors, is entrusted with substantial powers of management of the affairs of the company and includes a director occupying the position of managing director, by whatever name called.

“**Members**” means members of the Company within the meaning of sub-Section 55 of Section 2 of the Act and the Beneficial Owner(s) as defined in clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996.

“Memorandum” means the memorandum of association of the Company, as amended or altered from time to time in accordance with the provisions of the Act.

“**Ordinary Resolution**” shall have the meaning assigned to it in Section 114 of the Act.

“**Person**” means any individual, sole proprietorship, unincorporated association, unincorporated organization, association of persons, body corporate, corporation, partnership, unlimited or limited liability company, joint venture, governmental authority, Hindu undivided family, trust, union, organization or any other entity that may be treated as a person under applicable Law (whether registered or not and whether or not having separate legal personality).

"**Preference Share Capital**" means in relation to the Company, its preference Share capital within the meaning of Section 43 of the Act, as amended from time to time.

"**Registrar**" or "**ROC**" or "**Registrar of Companies**" means Registrar of Companies, under whose jurisdiction the registered office of the Company is situated.

"**Seal**" means the common seal, if any, of the Company.

"SEBI" means the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992 and amendment made thereof.

"SEBI Regulations" means all the regulations, rules, circulars, notifications, orders, advisory including all forms of communication and amendments, modification or re-enactment to any thereof as applicable to the Company and issued by SEBI.

"Secretary" or **"Company Secretary"** shall have the meaning assigned to it in Section 2(24) of the Act.

"**Securities**" have the meaning assigned to the term in clause (h) of section 2 of the Securities Contract (Regulation) Act, 1956, as may be amended from time to time.

"**Shares**" means a share in the Share Capital of the Company and includes stock.

"**Share Capital**" means the Equity Share Capital and Preference Share Capital of any face value together with all rights, differential rights, obligations, title, interest and claim in such Shares and includes all subsequent issue of such Shares of whatever face value or description, bonus Shares, conversion Shares and Shares issued pursuant to a stock split or the exercise of any warrant, option or other convertible security of the Company.

"**Shareholder**" shall mean a Member of the Company.

"**Special Resolution**" shall have the meaning assigned to it in Section 114 of the Act.

"Tribunal" means the National Company Law Tribunal constituted under Section 408 of the Companies Act, 2013.

(ii) The headings hereto shall not affect the construction hereof.

(iii) Any reference to a particular statute or provisions of the statute shall be construed to include reference to any rules, regulations or other subordinate legislation made under the statute and shall, unless the context otherwise requires, include any statutory amendment, modification or re-enactment thereof.

(iv) Any reference to an agreement or other document shall be construed to mean a reference to the agreement or other document, as amended or novated from time to time.

(v) Reference to statutory provisions shall be construed as meaning and including references also to any amendment or re-enactment for the time being in force and to all statutory instruments or orders made pursuant to such statutory provisions.

(vi) In these Articles, words that are gender neutral or gender specific include each gender, as the context may require.

(vii) Words importing the singular number includes where the context admits or requires, the plural number and *vice versa*.

(viii) References to a person shall, where the context permits, include such person's respective successors, legal heirs and permitted assigns.

(ix) Wherever the words “include,” “includes,” or “including” are used in these Articles, such words shall be deemed to be followed by the words “without limitation”.

(x) The terms "herein", "hereby", "hereof" and derivative or similar words refer to these entire Articles and not to any particular clause, article or section of these Articles.

(xi) In the event any of the provisions of the Articles are contrary to the provisions of the Act and the rules, the provisions of the Act and rules will prevail.

(xii) Save as aforesaid, any words or expressions defined in the Act or the Depositories Act or the SEBI Regulations, shall, as the case may be, if not inconsistent with the subject or context, bear the same meaning in these Articles.

II. PUBLIC COMPANY

2. The Company is a public company as defined under Section 2 (71) of the Act, limited by shares.

III. SHARE CAPITAL AND VARIATION OF RIGHTS

3. The authorized Share Capital of the Company shall be as set out in Clause V of the Memorandum of Association with the power to increase or reduce or re-classify such capital from time to time in accordance with the Articles and the legislative provisions for the time being in force in this regard and with the power also to divide the Shares in the Share Capital for the time being into Equity Share Capital and Preference Share Capital, and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions, in accordance with the provisions of the Act and these Articles.

4. Subject to the provisions of the Act, these Articles and other applicable Law, the Shares for the time being shall be under the control of the Board, which may issue, allot or otherwise dispose off the Shares or any of them to such persons, in such proportion, on such terms and conditions, either at a premium or at par or at a discount (subject to compliance with Sections 52 and 53 and other provisions of the Act), at such time as it may from time to time deem fit, and with the sanction of the Company in a General Meeting, to give to any person or persons the option or right to call for any Shares, either at par or premium during such time and for such consideration as the Board deems fit, and may issue and allot Shares on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business. Any Shares so allotted may be issued as fully paid-up Shares and if so issued, shall be deemed to be fully paid-up Shares. Provided that, the option or right to call for Shares shall not be given to any person or persons without the sanction of the Company in a General Meeting. As regards all allotments, from time to time made, the Board shall duly comply with Sections 23 and 39 of the Act, as the case may be.

5. Subject to these Articles and the provisions of the Act, the Company may, from time to time, by Ordinary Resolution, increase the Share Capital by such sum, to be divided into Shares of such amount, as may be specified in the resolution.

6. Subject to the provisions of the Act, the Company may from time to time by Ordinary Resolution, undertake any of the following:

   (i) consolidate and divide all or any of its Share Capital into Shares of larger denomination than its existing Shares;

   (ii) convert all or any of its fully paid-up Shares into stock, and reconvert that stock into fully paid-up Shares of any denomination;

   (iii) sub-divide its Shares, or any of them, into Shares of smaller denomination, such that the proportion between the amount paid and the unpaid amount, if any, on each smaller denomination Share shall be the same as it was in case of the Share from which the smaller denomination Share is derived from; or

   (iv) cancel any Shares which, at the date of the 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 Shares so cancelled. A cancellation of Shares pursuant to this Article shall not be deemed to be a reduction of the Share Capital within the meaning of the Act.

7. Subject to the provisions of these Articles, the Act, other applicable Law and subject to such other approvals, permissions or sanctions as may be necessary, the Company may issue any Shares with or without differential rights upon such terms and conditions and with such rights and privileges (including with regard to voting rights and dividend) as may be permitted by the Act or the applicable Law or guidelines issued by the statutory authorities and/or listing requirements and that the provisions of these Articles

8. Subject to the provisions of these Articles, the Act, other applicable Law and subject to such other approvals, permissions or sanctions as may be necessary, the Company may issue securities or shares as the case may be, on rights basis, preferential basis, private placement basis, under a scheme of employees' stock option and sweat equity shares, or in any other manner as may permitted under the Act and SEBI Regulations.

9. Subject to the provisions of the Act, any preference Shares may be issued on the terms that they are, or at the option of the Company are, liable to be redeemed on such terms and in such manner as the Company may decide before the issue of the Shares by Special Resolution.

10. The period of redemption of such preference Shares shall not exceed the maximum period for redemption provided under the Act.

11. Where at any time, it is proposed to increase its subscribed Share Capital by the issuance/allotment of further Shares either out of the unissued Share Capital or increased authorised Share Capital:

(a) Such further Shares shall be offered to the persons who, at the date of the offer, are holders of the Shares of the Company, in proportion, as nearly as circumstances admit, to the capital paid-up on those Shares at that date, in accordance with applicable law;

(b) The offer aforesaid shall be made by a notice specifying the number of Shares offered and limiting a time not being less than such time, as required by applicable law, 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 sub-clause (b) shall contain a statement of this right;

(d) After the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the Shares offered, the Board of Directors may dispose of them in such manner as they think most beneficial to the Company.

(e) Notwithstanding anything contained in Clause 11 (a) to (d), such further Shares may be offered to any persons (whether or not those persons include the persons referred to in clause (a) of sub-clause (11) hereof) in any manner whatsoever, if so authorized by way of a Special Resolution.

Nothing in sub-clause (c) of (11) hereof shall be deemed:

a) To extend the time within which the offer should be accepted; or
b) To authorize any person to exercise the right of renunciation for a second time, on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.

Such further Shares, as referred to in Article 11, may be offered to the persons who are:

(i) employees under a scheme of employees' stock option, subject to Special Resolution passed by the Company and subject to such conditions as may be prescribed under the Act and other applicable Laws; or

(ii) any Persons, whether or not those Persons include the Persons referred to in (i) or (ii) above, either for cash or for a consideration other than cash, if the price of such Shares is determined by the valuation report of a registered valuer if required under applicable Law or determined in terms of applicable SEBI Regulations, subject to compliance with the applicable provisions of Chapter III of the Act and any other conditions as may be prescribed, if a Special Resolution to this effect is passed by the Company in a General Meeting.

(iii) The notice referred to in Article above shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery or through any other mode permitted under applicable Law to all the existing shareholders at least three days before the opening of the issue.

12. Nothing in Article 11 above shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the Debentures issued or loan raised by the Company to convert such Debentures or loans into Shares in the Company or to subscribe for Shares in the Company; *provided that* the terms of issue of such Debentures or loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution adopted by the Company in a General Meeting.

13. Save as otherwise provided in the Articles, the Company shall be entitled to treat the registered holder of the Shares in records of the depository as the absolute owner thereof as regards receipt of dividend or bonus or service 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 equitable or other claim to or interest in such Shares on the part of any other Person.

14. Any Debentures, debenture-stock or other Securities may be issued at a discount, premium or otherwise, if permissible under the Act, and may be issued on the condition that they shall be convertible into Shares of any denomination and with any privileges and conditions as to redemption, surrender, drawings, allotment of Shares, attending (but not voting) at General Meetings, appointment of Directors and otherwise. Debentures with the rights to conversion into or allotment of Shares shall not be issued except with the sanction of the Company in General Meeting by a Special Resolution and subject to the provisions of the Act.

15. The Company shall, subject to the applicable provisions of the Act, compliance with all the Laws, consent of the Board, and consent of its Shareholders' by way of Special Resolution, have the power to issue American Depository Receipts or Global Depository Receipts on such terms and in such manner as the Board deems fit including their conversion and repayment. Such terms may include at the discretion of the Board, limitations on voting by holders of American Depository Receipts or Global Depository Receipts, including without limitation, exercise of voting rights in accordance with the directions of the Board.

16. If at any time the Share Capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued Shares of that class, or with the sanction of a Special Resolution passed at a separate meeting of the holders of the Shares of that class. To every such separate General Meeting of the holders of the Shares of that class, the provisions of these Articles relating to General Meetings shall *mutatis mutandis* apply.

17. The rights conferred upon the holders of the Shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking *pari passu* therewith.

18. Subject to the provisions of the Act, the Company may issue bonus Shares to its Members out of (i) its free reserves; (ii) the securities premium account; or (iii) the capital redemption reserve account, in any manner as the Board may deem fit.

19. Subject to the provisions of Sections 68 to 70 and other applicable provisions of the Act or any other Law for the time being in force, the Company shall have the power to buy-back its own Shares or other Securities, as it may consider necessary.

20. The Board of the Company may recommend an employee shares or security option scheme or plan from time to time.

21. Subject to the provisions of the Act, the Company shall have the power to make compromise or make arrangements with creditors and Members, consolidate, demerge, amalgamate or merge with other company or companies in accordance with the provisions of the Act and any other applicable Laws.

22. The Company may from time to time by special resolution, subject to confirmation by the Tribunal and subject to the provisions of Sections 52 and 66 of the Companies Act, 2013 and other applicable provisions including applicable rules and SEBI Regulations, if any, reduce its share capital in any manner and in particular may –

(a) Extinguish or reduce the liability on any of its shares in respect of the share capital not paid-up; or

(b) either with or without extinguishing or reducing the liability on any of its shares, -

(i) cancel any paid up share capital which is lost or is unrepresented by available assets;
(ii) Pay off any paid up share capital which is in excess of the wants of the Company.

Further, subject to the provisions of the Act, the Company may, from time to time, by Special Resolution and subject to confirmation by the Tribunal and subject to the provisions of Sections 52, 55 and 66 of the Companies Act, 2013 and other applicable provisions including applicable rules and SEBI Regulations, if any reduce in any manner and with, and subject to, any incident authorised and consent required under applicable Law:

(i) the Share Capital;

(ii) any capital redemption reserve account; or

(iii) any securities premium account.

IV. NOMINATION BY SECURITIES HOLDERS

23. Every holder of Securities of the Company may, at any time, nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as his nominee in whom the Securities of the Company held by him shall vest in the event of his death.

24. Where the Securities of the Company are held by more than one Person jointly, the joint holders may together nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as their nominee in whom all the rights in the Securities of the Company shall vest in the event of death of all the joint holders.

25. Notwithstanding anything contained in any other Law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of the Securities of the Company, where a nomination made in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, purports to confer on any Person the right to vest the Securities of the Company, the nominee shall, on the death of the holder of Securities of the Company or, as the case may be, on the death of the joint holders become entitled to all the rights in Securities of the holder or, as the case may be, of all the joint holders, in relation to such Securities of the Company to the exclusion of all other Persons, unless the nomination is varied or cancelled in the prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014.

26. Where the nominee is a minor, the holder of the Securities concerned, can make the nomination to appoint in prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014, any Person to become entitled to the Securities of the Company in the event of his death, during the minority.

27. The transmission of Securities of the Company by the holders of such Securities and transfer in case of nomination shall be subject to and in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014.

V. BUY BACK OF SHARES

28. Notwithstanding anything contained in these Articles, the Company may purchase its own shares or other securities, and the Board of Directors may, when and if thought fit, buy back such of the Company's own shares or securities as it may think necessary, subject to such limits, upon such terms and conditions and subject to such approvals as required under the Act, SEBI Regulations or any other competent authority, as may be permitted by law.

VI. CAPITALISATION OF PROFITS

29. The Company in General Meeting may, upon the recommendation of the Board, resolve –

(i) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account or otherwise available for distribution; and

(ii) that such sum be accordingly set free for distribution in the manner specified in Article 30 below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

30. The sum aforesaid shall not be paid in cash, but shall be applied, subject to the provision contained in Article 31 below, either in or towards:

(i) paying of any amounts for the time being unpaid on any Shares held by such Members respectively; or

(ii) paying up in full, un-issued Shares of the company to be allotted and distributed, credited as fully paid, to and amongst such Members in the proportions aforesaid; or

(iii) partly in the way specified in Article 30(i) and partly in that specified in Article 30(ii);

(iv) A securities premium account and a capital redemption reserve account may, for the purposes of this Article, only be applied in the paying up of un-issued Shares to be issued to Members of the Company as fully paid bonus Shares.

(v) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.

31. Whenever such a resolution as aforesaid shall have been passed, the Board shall:

(i) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid Shares, if any; and

(ii) Generally do all acts and things required to give effect thereto.

32. The Board shall have power to:

(i) make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of Shares or Debentures becoming distributable in fractions; and

(ii) 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 profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing Shares.

33. Any agreement made under such authority shall be effective and binding on such Members.

VII. COMMISSION AND BROKERAGE

34. The Company may exercise the powers of paying commissions conferred by sub-section (6) of Section 40 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 or any other provision of the Act or other applicable Law, provided that the rate per cent or amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

35. The rate or amount of the commission shall not exceed the rate or amount prescribed under the applicable rules.

36. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid Shares or other securities or partly in the one way and partly in the other.

37. The Company may also, on any issue of Shares, Debentures or other securities, pay such brokerage as may be lawful.

VIII. LIEN

38. The Company shall have a first and paramount lien upon all the Shares/ Debentures (other than fully paid up Shares/ Debentures) registered in the name of each Member (whether solely or jointly with others) to the extent of monies called and payable in respect thereof, and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such Shares/ Debentures and no equitable interest in any Share shall be created except upon the footing and condition that this Article will have full effect. Such lien shall extend to all dividends and bonuses from time to time declared in respect of such Shares/ Debentures. Fully paid up Shares shall be free from all liens. Unless otherwise agreed, the registration of a transfer of Shares/ Debentures shall operate as a waiver of the Company's lien if any, on such Shares/ Debentures. In case of partly-paid Shares, Company's lien shall be restricted to the monies called or payable at a fixed time in respect of such Shares. Provided that the Board may at any time declare any Shares/ Debentures wholly or in part to be exempt from the provisions of this Article.

39. Subject to the provisions of the Act, the Company may sell, in such manner as the Board thinks fit, any Shares on which the Company has a lien. *Provided that* no sale shall be made -

(i) unless a sum in respect of which the lien exists is presently payable; or

(ii) until the expiration of 14 (fourteen) days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the Share or the person entitled thereto by reason of his death or insolvency.

40. A Member shall not exercise any voting rights in respect of the Shares in regard to which the Company has exercised the right of lien.

41. (i) To give effect to any such sale, the Board may authorise some Person to transfer the Shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the Shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the Shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

42. (i) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the Shares before the sale, be paid to the Person entitled to the Shares at the date of the sale.

IX. CALLS ON SHARES

43. Subject to the provisions of the Act and other applicable Law, the Board may, from time to time, make calls upon the Members in respect of any money unpaid on their Shares (whether on account of the nominal value of the Shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.

Provided that no call shall exceed one-fourth of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding call subject to applicable Law.

44. Each Member shall, subject to receiving at least 14 (fourteen) days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his Shares.

45. A call may be revoked or postponed at the discretion of the Board.

46. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

47. The joint-holders of a Share shall be jointly and severally liable to pay all calls in respect thereof.

48. If a sum called in respect of a Share is not paid before or on the day appointed for payment thereof, the Person from whom the sum is due shall pay interest thereof from the day appointed for payment thereof to the time of actual payment at 10% (ten per cent) per annum or at such lower rate, if any, as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part.

49. Any sum which by the terms of the issue of a Share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the Share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue, such sum becomes payable. In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

50. The Board may, if it thinks fit, subject to the provisions of the Section 50 of the Act, agree to and receive from any Member willing to advance the same, whole or any part of the moneys due upon the Shares held by him beyond the sums actually called for and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the Shares in respect of which such advance has been made, the Company may pay interest at twelve per cent per annum. *Provided that* money paid in advance of calls shall not confer a right to participate in profits or dividend. The Board may at any time repay the amount so advanced.

The Member shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable.

The provisions of these Articles shall *mutatis mutandis* apply to any calls on Debentures of the Company.

X. DEMATERIALIZATION OF SECURITIES

51. The Company shall be entitled to treat the Person whose name appears on the register of Members as the holder of any Share or whose name appears as the Beneficial Owner of Shares in the records of the Depository, as the absolute owner thereof.

Provided however that provisions of the Act or these Articles relating to distinctive numbering shall not apply to the Shares of the Company, which have been dematerialized.

52. Notwithstanding anything contained herein but subject to the provisions of Law, the Company shall be entitled to dematerialize its Shares, Debentures and other Securities pursuant to the Depositories Act and offer its Shares, Debentures and other Securities for subscription in a dematerialized form. The Company shall be further entitled to maintain a register of Members with the details of Members holding Shares both in material and dematerialized form in any medium as permitted by Law including any form of electronic medium.

53. If a Person opts to hold his Securities in dematerialised form through a Depository, then notwithstanding anything to the contrary contained in these Articles the Company shall intimate such Depository the details of allotment of the Securities, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Securities.

54. All Securities held by a Depository shall be dematerialized and shall be in a fungible form.

(i) Notwithstanding anything to the contrary contained in the Act or the Articles, a depository shall be deemed to be the registered owner for the purposes of effecting any transfer of ownership of Securities on behalf of the Beneficial Owner.

(ii) Save as otherwise provided in (i) above, the Securities as the registered owner of the Securities shall not have any voting rights or any other rights in respect of Securities held by it.

55. Every Person holding Shares of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be the owner of such Shares and shall also be deemed to be a Shareholder of the Company. The Beneficial Owner of the Shares shall, in accordance with the provisions of these Articles and the Act, be entitled to all the liabilities in respect of his Shares which are held by a Depository.

56. Notwithstanding anything in the Act or the Articles to the contrary, where Shares 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 disks, drives or any other mode as prescribed by Law from time to time.

57. In the case of transfer of Shares or other marketable Securities where the Company has not issued any certificates and where such Shares or Securities are being held in an electronic and fungible form, the provisions of the Depositories Act shall apply.

XI. TRANSFER OF SECURITIES

58. The Securities or other interest of any Member shall be freely transferable, *provided that* any contract or arrangement between 2 (two) or more Persons in respect of transfer of Securities shall be enforceable as a contract. The instrument of transfer of any Share in the Company shall be duly executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the Share until the name of the transferee is entered in the register of Members in respect thereof. A common form of transfer shall be used in case of transfer of Shares. The instrument of transfer shall be in writing and shall be executed by or on behalf of both the transferor and transferee and shall be in conformity with all the provisions of Section 56 of the Act and of any statutory modification thereof for the time being and the applicable SEBI Regulations shall be duly complied with in respect of all transfers of Shares and the registration thereof.

59. Where Shares are converted into stock:

(i) 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.

(iii) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the Shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in Shares, have conferred that privilege or advantage.

60. Save as otherwise provided in the Act or any applicable Law, no transfer of a Share shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and

by or on behalf of the transferee has been delivered to the Company together with the certificate or certificates of Shares, and if no such certificate is in existence, then the letter of allotment of the Shares. Application for the registration of the transfer of a Share may be made either by the transferor or by the transferee *provided that* where such application is made by the transferor, no registration shall, in the case of a partly paid Share be affected unless the Company gives notice of the application to the transferee in the manner prescribed under the Act, and subject to the provisions of these Articles, the Company shall, unless objection is made by the transferee, within 2 (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 of the transfer was made by the transferee. On giving not less than 7 (seven) days previous notice in accordance with the Act or any other time period as may be specified by Law, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine, *provided that* such registration shall not be suspended for more than 30 (thirty) days at any one time or for more than 45 (forty five) days in the aggregate in any year.

61. Subject to the provisions of the Act, these Articles, the Securities Contracts (Regulation) Act, 1956, as amended, any listing agreement entered into with any recognized stock exchange and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the Company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any Shares or interest of a Member in or Debentures of the Company. The Company shall within thirty days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to 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, giving reasons for such refusal. *Provided that* the registration of a 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 where the Company has a lien on Shares or other securities.

62. Only fully paid Shares or Debentures shall be transferred to a minor acting through his/her legal or natural guardian. Under no circumstances, Shares or Debentures be transferred to any insolvent or a person of unsound mind.

63. The instrument of transfer shall after registration be retained by the Company and shall remain in their custody. All instruments of transfer which the Directors may decline to register, shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all transfer deeds lying with the Company after such period as they may determine.

64. The Board may, subject to the right of appeal conferred by Section 58 of the Act decline to register—
    (i) the transfer of a Share, not being a fully paid Share, to a person of whom they do not approve; or
    (ii) any transfer of Shares on which the company has a lien.

65. The Board may decline to recognize any instrument of transfer unless—
    (i) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56 of the Act;
    (ii) the instrument of transfer is accompanied by the certificate of the Shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
    (iii) the instrument of transfer is in respect of only one class of Shares

66. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other documents.

67. The Company may close the register of Members or the register of debenture-holders or the register of other security 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, subject to giving of previous notice of at least 7 (seven days) or such lesser period as may be specified by SEBI.

XII.TRANSMISSION OF SHARES

68. On the death of a Member, the survivor or survivors where the Member was a joint holder of the Shares, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only Person(s) recognised by the Company as having any title to his interest in the Shares. Nothing in this Article shall release the estate of the deceased joint holder from any liability in respect of any Share which had been jointly held by him with other Persons.

69. Any Person becoming entitled to a Share in consequence of the death or insolvency of a Member may, upon such evidence being produced as the Board may from time to time require, and subject as hereinafter provided, elect, either:

(i) to be registered as holder of the Share; or

(ii) to make such transfer of the Share as the deceased or insolvent Member could have made.

All the limitations, restrictions and provisions of these Articles 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 or transfer were a transfer signed by that Member.

70. 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.

71. If the Person so becoming entitled shall elect to be registered as holder of the Shares, such person shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

72. If the Person aforesaid shall elect to transfer the Share, he shall testify his election by executing an instrument of transfer in accordance with the provisions of these Articles relating to transfer of Shares.

73. A Person becoming entitled to a Share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the Share, except that he shall not, before being registered as a Member in respect of the Share, be entitled in respect of it to exercise any right conferred by membership in relation to the General Meetings of the Company, provided that the Board may, at any time, give notice requiring any such Person to elect either to be registered himself or to transfer the Share, and if the notice is not complied with within 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Share, until the requirements of the notice have been complied with.

XIII. FORFEITURE OF SHARES

74. If a Member fails to pay any call, or instalment of a call or any part thereof, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

75. The notice issued under Article 74 shall:

(i) name a further day (not being earlier than the expiry of 14 (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

(ii) state that, in the event of non-payment on or before the day so named, the Shares in respect of which the call was made will be liable to be forfeited.

76. If the requirements of any such notice as aforesaid is 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.

77. A forfeited Share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

78. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as

it thinks fit.

79. A Person whose Shares have been forfeited shall cease to be a Member in respect of the forfeited Shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by the Person to the Company in respect of the Shares.

80. The liability of such Person shall cease if and when the Company shall have received payment in full of all such monies in respect of the Shares.

81. A duly verified declaration in writing that the declarant is a Director, the manager or the Secretary 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 Person claiming to be entitled to the Share.

82. The Company may receive the consideration, if any, given for the Share on any sale or disposal thereof and may execute a transfer of the Share in favour of the Person to whom the Share is sold or otherwise disposed of.

83. The transferee shall there upon be registered as the holder of the Share.

84. The transferee shall not be bound to ascertain or confirm the application of the purchase money, if any, nor shall his title to the Share be affected by any irregularity to invalidity in the proceedings in reference to the forfeiture, sale or disposal of the Share.

85. The provision of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a Share, become payable at a fixed time, whether on account of the nominal value of the Share or by way of premium, as the same had been payable by virtue of a call duly made and notified.

XIV. SHARES AND SHARE CERTIFICATES

86. The Company shall cause to be kept a register of Members in accordance with Section 88 of the Act. The Company shall be entitled to maintain in any country outside India a "foreign register" of Members or Debenture holders resident in that country.

87. A Person subscribing to Shares of the Company shall have the option either to receive certificates for such Shares or hold the Shares with a Depository in electronic form. Where Person opts to hold any Share with the Depository, the Company shall intimate such Depository of details of allotment of the Shares to enable the Depository to enter in its records the name of such Person as the Beneficial Owner of such Shares. Where a Person opts to hold any Share with the Depository, the rights and obligations of the parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time or any statutory modification thereto or re-enactment thereof. Such a Person who is the Beneficial Owner of the Shares can at any time opt-out of a Depository, if permitted by the Law, in respect of any Shares in the manner provided by the Depositories Act and the regulations made thereunder and the Company shall in the manner and within the time prescribed, issue to the Beneficial Owner the required certificate of Shares.

88. Unless the Shares have been issued in dematerialized form, every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or sub-division or consolidation or renewal of any of its Shares as the case may be or within a period of six months from the date of allotment in the case of any allotment of Debenture or within such other period as the conditions of issue shall be provided –

(i) one certificate for all his Shares without payment of any charges; or
(ii) several certificates, each for one or more of his Shares, upon payment of twenty rupees for each certificate after the first.

89. Every certificate of Shares shall be under the seal of the Company, if any, and shall specify the number and distinctive numbers of Shares to which it relates and amount paid-up thereon and shall be signed by

two Directors or by a Director and the Company Secretary. The common seal shall be affixed in the presence of the persons required to sign the certificate. Further, out of the two Directors there shall be at least one director other than managing or whole-time director, where the composition of the Board so permits. *Provided that* in respect of a Share or Shares held jointly by several Persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate for a Share to one of several joint-holders shall be sufficient delivery to all such holders.

90. If any Share stands in the names of 2 (two) or more Persons, the Person first named in the Register of Members of the Company shall as regards voting at General Meetings, service of notice and all or any matters connected with the Company, except the transfer of Shares and any other matters herein otherwise provided, be deemed to be sole holder thereof but joint holders of the Shares shall be severally as well as jointly liable for the payment of all deposits, instalments and calls due in respect of such Shares and for all incidents thereof according to these Articles.

91. The Board may subject to the provisions of the Act, accept from any member on such terms and conditions as they think fit, a surrender of his Shares or stock or any part thereof.

92. If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer or in case of sub-division or consolidation of Shares, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deems adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under this Article shall be issued without payment of fee if the Board so decides, or on payment of such fee (not exceeding Rs. 20 for each certificate) as the Directors shall prescribe. *Provided that* no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is not further space on the back thereof for endorsement of transfer or in case of sub-division or consolidation of Shares.

Provided that notwithstanding what is stated above, the Directors shall comply with such rules or regulations and requirements of any stock exchange or the rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, as amended or any other act or rules applicable in this behalf.

The provisions of this Article shall *mutatis mutandis* apply to issue of certificates for any other Securities, including Debentures, of the Company.

93. Subject to the provisions of Section 89 of the Act, a Person whose name is entered in the register of Members of the Company as the holder of the Shares but who does not hold the beneficial interest in such Shares shall file with the Company, a declaration to that effect in the form prescribed under the Act and the Company shall make necessary filings with the Registrar as may be required, within a prescribed period as set out in the Act and the rules framed thereunder.

94. Subject to provisions of Section 90 of the Act, every individual, who acting alone or together, or through one or more persons or trust, including a trust and Persons resident outside India, holds beneficial interests, of not less than twenty-five per cent. or such other percentage as may be prescribed under the Act, in Shares of the Company or the right to exercise, or the actual exercising of significant influence or control as defined in clause (*27*) of Section 2 of the Act, over the Company shall make a declaration to the Company, specifying the nature of his interest and other particulars, in such manner and within such period of acquisition of the beneficial interest or rights and any change thereof. The Company shall maintain a register of the interest declared by such individuals and changes therein which shall include the name of individual, his date of birth, address, details of ownership in the company and such other details as may be prescribed under the Act.

95. Notwithstanding anything contained hereinabove, a Member has a right to nominate one or more persons as his/her nominee(s) to be entitled to the rights and privileges as may be permitted under the law of such member in the event of death of the said member/s subject to the provisions of the Companies Act, 2013, and other applicable laws.

XV. SHAREHOLDERS' MEETINGS

96. An Annual General Meeting shall be held each year within the period specified by the Law. Not more than 15 (fifteen) months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96 of the Act to extend the time within which any Annual General Meeting may be held. Every Annual General Meeting shall be called during business hours on a day that is not a national holiday (declared as such by the Central Government), and shall be held either at the registered office or at some other place within the city in which the registered office of the Company is situate, as the Board may determine. Every Member of the Company shall be entitled to attend every General Meeting either in person or by proxy.

97. All notices of, and other communications relating to, any General Meeting shall be forwarded to the auditor of the Company, and the auditor shall, unless otherwise exempted by the Company, attend either by himself or through his authorised representative, who shall also be qualified to be an auditor, any General meeting and shall have right to be heard at such meeting on any part of the business which concerns him as the auditor.

98. All General Meetings other than the Annual General Meeting shall be called extraordinary General Meetings.

99. Subject to the provisions of the Act, the business of an Annual General Meeting shall be the consideration of financial statements and the reports of the Board of Directors and auditors; the declaration of any dividend; the appointment of Directors in place of those retiring; the appointment of, and the fixing of the remuneration of, the auditors; in the case of any other meeting, all business shall be deemed to be special.

100. No business shall be discussed at any General Meeting except election of a Chairperson while the chair is vacant.

101. (i) The Board may, whenever it thinks fit, call an extraordinary General Meeting.

(ii) The Board shall on the requisition of such number of Member or Members of the Company as is specified in Section 100 of the Act, forthwith proceed to call an extra-ordinary General Meeting of the Company and in respect of any such requisition and of any meeting to be called pursuant thereto, all other provisions of Section 100 of the Act shall for the time being apply.

(iii) A General Meeting of the Company may be convened by giving not less than clear 21 (twenty-one) days' notice either in writing or through electronic mode in such manner as prescribed under the Act, *provided that* a General Meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode (a) in the case of an Annual General Meeting, by not less than 95% (ninety-five percent) of the members entitled to vote thereat; and (b) in the case of any other General Meeting, by majority in number of members entitled to vote and who represent not less than 95% (ninety-five percent) of such part of the paid-up Share Capital of the Company as gives a right to vote at such General 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 the purposes of this Article in respect of the former resolution or resolutions and not in respect of the latter.

(iv) Notice of every General Meeting shall be given to the Members and to such other Person or Persons as required by and in accordance with Sections 101 and 102 of the Act and it shall be served in the manner authorized by Section 20 of the Act.

(v) 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.

(vi) Subject to the provisions contained under Section 115 of the Act, where, by any provision contained in the Act or in these Articles, special notice is required of any resolution, notice of the intention to move such resolution shall be given to the Company by such number of

Members holding not less than one per cent of total voting power or holding Shares on which such aggregate sum not exceeding five lakh rupees, has been paid-up and the Company shall immediately after receipt of the notice, give its members notice of the resolution at least 7 (seven) days before the meeting, exclusive of the day of dispatch of notice and day of the meeting, in the same manner as it gives notice of any General Meetings.

XVI. PROCEEDINGS AT SHAREHOLDERS' MEETINGS

102. The Chairman of the Board of Directors shall be entitled to take the chair at every general meeting, or if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting, or shall decline to take the chair, the Directors present shall elect one of them as Chairman and if no Director be present or if the Directors present decline to take the chair, then the members present shall elect one of their members to be a Chairman. If a poll is demanded on the election of the Chairman it shall be taken forthwith in accordance with the provisions of the Act and the Chairman elected on show of hands shall exercise all the powers of the Chairman under the said provisions. If some other person is elected as a result of the poll he shall be the Chairman for the rest of the meeting.

103. No business shall be discussed at any general meeting except the election of a Chairman whilst the chair is vacant.

104. No business shall be transacted at any General Meeting, unless a quorum of Members is present at the time when the meeting proceeds to transact business.

105. Save as otherwise provided herein, the quorum for the General Meetings shall be as provided in Section 103 of the Act.

106. In the event a quorum as required herein is not present within 30 (thirty) minutes of the appointed time, then subject to the provisions of Section 103 of the Act, the General Meeting shall stand adjourned to the same place and time 7 (seven) days later or to such other date and such other time and place as the Board may determine, *provided that* the agenda for such adjourned General Meeting shall remain the same. The said General Meeting if called by requisitionists under Section 100 of the Act shall stand cancelled.

107. In case of an adjourned meeting or of a change of day, time or place of meeting, the Company shall give not less than 3 (three) days' notice to the Members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the Company is situated.

108. The required quorum at any adjourned General Meeting shall be the same as that required at the original General Meeting.

109. If at the adjourned meeting also a quorum is not present within 30 (thirty) minutes from the time appointed for holding such meeting, the Members present shall be the quorum and may transact the business for which the meeting was called.

110. The Chairperson may, with the consent of Members at any meeting at which a quorum is present, and shall, if so directed at the meeting, adjourn the meeting, from time to time and from place to place.

111. No business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.

112. When a meeting is adjourned for 30 (thirty) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

113. Save as aforesaid, and as provided in Section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

114. Before or on the declaration of the results of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the Chairperson of the meeting on his/her own motion and shall be ordered to be taken by him/her on a demand made in accordance with Section 109 of the Act.

115. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

116. Notwithstanding anything contained elsewhere in these Articles, the Company:

(i) shall, in respect of such items of business as the Central Government may, by notification, declare or which are under any other applicable Law required to be transacted only by means of postal ballot; and

(ii) may, in respect of any item of business, other than ordinary business and any business in respect of which Directors or auditors have a right to be heard at any meeting, transact by means of postal ballot,

in such manner as may be prescribed, instead of transacting such business at a General Meeting and any resolution approved by the requisite majority of the Members by means of such postal ballot, shall be deemed to have been duly passed at a General Meeting convened in that behalf and shall have effect accordingly.

117. Directors may attend and speak at General Meetings, whether or not they are Shareholders.

118. A body corporate being a Member shall be deemed to be personally present if it is represented in accordance with Section 113 of the Act and the Articles.

119. The Chairperson of the Board of Directors or in his absence the vice-Chairperson of the Board shall, preside as chairperson at every General Meeting, annual or extraordinary.

XVII. VOTES OF MEMBERS

120. Subject to any rights or restrictions for the time being attached to any class or classes of Shares:

(i) on a show of hands, every member present in person shall have one vote; and
(ii) on a poll, the voting rights of Members shall be in proportion to their Share in the paid-up Share Capital.

121. In the case of an equality of votes, the Chairman shall, on a poll (if any) have casting vote in addition to the vote or votes to which he may be entitled as a member.

122. A member paying the whole or a part of the amount remaining unpaid on any share held by them although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the monies so paid by him until the same would but for such payment become presently payable.

123. No member shall exercise any voting rights in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien or which have been transferred to IEPF.

124. At any General Meeting, a resolution put to vote of the meeting shall be decided as per the provisions of the Act and applicable SEBI Regulations, unless a poll is (before or on the declaration of the result of the voting on any resolution on show of hands) demanded by any Member or Members present in Person or by proxy, and having not less than one-tenth of the total voting power or holding Shares on which an aggregate sum of not less than Rs. 5,00,000 (Rupees five lakh) or such higher amount as may be prescribed has been paid up.

125. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

126. A Member may exercise his vote at a meeting by electronic means in accordance with Section 108 of the Act and shall vote only once.

127. In case of joint holders, the vote of the senior who tenders a vote, whether in Person or proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be

determined by the order in which the names are stated in the register of Members of the Company.

128. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction, 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.

129. No Member shall be entitled to exercise any voting rights either personally or by proxy at any General Meeting or meeting of a class of Shareholders either upon a show of hands or upon a poll in respect of any Shares registered in his/her name on which any calls or other sums presently payable by him in respect of Shares in the Company have not been paid.

130. No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected to is given or tendered, and every vote not disallowed at such General Meeting and whether given personally or by proxy or otherwise shall be deemed valid for all purpose. Any such objection made in due time shall be referred to the Chairperson of the General Meeting whose decision shall be final and conclusive.

131. A declaration by the Chairperson of the meeting of the passing of a resolution or otherwise by show of hands and an entry to that effect in the books containing the minutes of the meeting of the Company shall be conclusive evidence of the fact of passing of such resolution or otherwise.

132. Any poll duly demanded on the question of adjournment shall be taken forthwith. A poll demanded on any other question (not being a question relating to the election of a Chairperson or adjournment of the meeting) shall be taken at such time not exceeding 48 hours from the time when the demand was made, as the Chairperson may direct.

133. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question of which a poll has been demanded.

134. Where a poll is to be taken, the Chairperson of the meeting shall appoint two scrutinisers to scrutinise the votes given on the poll and to report thereon to him/her in accordance with Section 109 of the Act.

135. The Chairperson shall have power, at any time before the result of the poll is declared to remove a scrutiniser from office and to fill vacancies in the office of scrutiniser arising from such removal or from any other cause.

136. The Chairperson of the meeting shall have power to regulate the manner in which a poll shall be taken.

137. The result of the poll shall be deemed to be decision of the meeting on the resolution on which the poll was taken.

138. The Chairperson of any meeting shall be the sole judge of the validity of every vote tendered at such meeting.

139. On a poll taken at meeting of the Company, a member entitled to more than one vote, or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.

140. Where a resolution is passed at an adjourned meeting of the Company, the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.

141. At every Annual General Meeting of the Company, there shall be laid on the table the Directors' report, audited statements of accounts, auditor's report (if not already, incorporated in the audited statements of accounts), the proxy register with proxies and the register of Directors' holdings.

142. A body corporate (whether a company within the meaning of the Act or not) may,

(a) if it is member of the Company by a resolution of its board of directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the Company, or at any meeting of any class of members of the Company;

(b) if it is a creditor, (including a holder of debentures of the Company) by a 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 the 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.

A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and power (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise if it were an individual member, creditor or holder of debentures of the Company.

XVIII. PROXY

143. Subject to the provisions of the Act and these Articles, any Member of the Company entitled to attend and vote at a General Meeting of the Company shall be entitled to appoint a proxy to attend and vote instead of himself and the proxy so appointed shall have no right to speak at the meeting.

144. The proxy shall not be entitled to vote except on a poll.

145. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office not less than 48 (forty eight) hours before the time for holding the meeting or adjourned meeting at which the Person named in the instrument proposes to vote; or in the case of a poll, not less than 24 (twenty four) hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

146. An instrument appointing a proxy shall be in the form as prescribed under the Act and the rules framed thereunder.

147. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the Shares in respect of which the proxy is given; *provided that* no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or the adjourned meeting at which the proxy is used.

XIX. DIRECTORS

148. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not restricted by the Act or by these Articles.

149. Subject to the provisions of the Act, the number of Directors shall not be less than 3 (three) and more than 15 (fifteen), *provided that* the Company may appoint more than 15 (fifteen) directors after passing a Special Resolution. At least one Director shall reside in India for a total period of not less than 182 (one hundred and eighty-two) days or for such number of days as may be notified by the Government from time to time in each Financial Year.

150. The Directors need not hold any qualification Shares in the Company.

151. Subject to the provisions of the Act, each Director shall be paid sitting fees for each meeting of the Board or a Committee thereof attended by him, subject to the ceiling prescribed under the Act and other applicable Law.

152. The Directors shall also be paid travelling and other expenses for attending and returning from meeting of the Board of Directors (including hotel expenses) and any other expenses properly incurred by them in connection with the business of the Company, in accordance with the provisions of the Act.

153. Subject to the applicable provisions of the Act and Law, if any Director, being willing shall be called upon to perform extra services for the purposes of the Company, the Company shall remunerate such Director by such fixed sum or percentage of profits or otherwise as may be determined by the Directors

and such remuneration may be either in addition to or in substitution for his remuneration provided above.

154. Subject to the provisions of Section 197 and the other applicable provisions of the Act, the remuneration of Directors may be fixed at a particular sum or a percentage of the net profits or partly by one way and partly by the other.

155. In the event that a Director is absent for a continuous period of not less than 3 (three) months from India (an "**Original Director**"), subject to these Articles, the Board may appoint another person (an "**Alternate Director**"), not being a person holding any alternate directorship for any other Director or holding directorship in the Company, for and in place of the Original Director. The Alternate Director shall be entitled to receive notice of all meetings and to attend and vote at such meetings in place of the Original Director and generally to perform all functions of the Original Director in the Original Director's absence. No Person shall be appointed as an Alternate Director to an Independent Director unless such Person is qualified to be appointed as an Independent Director of the Company. Any Person so appointed as Alternate Director shall not hold office for a period longer than that permissible to the Original Director and shall vacate the office if and when the Original Director returns to India. If the term of the office of the Original Director is determined before he so returns to India, any provisions in the Act or in these Articles for automatic re-appointment shall apply to the Original Director and not to the Alternate Director.

156. The office of a Director shall automatically become vacant, if he is disqualified under any of the provisions of the Act. Further, subject to the provisions of the Act, a Director may resign from his office at any time by giving a notice in writing to the Company and the Board shall on receipt of such notice take note of the same and the Company shall intimate the Registrar and also place the fact of such resignation in the report of Directors laid in the immediately following General Meeting. Such Director may also forward a copy of his resignation along with detailed reasons for the resignation to the Registrar within 30 (thirty) days of resignation. The resignation of a Director shall take effect from the date on which the notice is received by the Company or the date, if any, specified by the Director in the notice, whichever is later.

157. Not less than two-thirds of the total number of Directors shall (a) be persons whose period of the office is liable to determination by retirement of Directors by rotation and (b) save as otherwise expressly provided in the Articles or the Act, be appointed by the Company in General Meeting.

158. Subject to the provisions Section 169(5) and 169(6) of the Act, at every Annual General Meeting of the Company one-third of such of the Directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three the number nearest to one-third, shall retire from office. The Independent Directors and Managing Director (till such person's term ends as per applicable law or term of appointment) shall not be subject to retirement under this Article and shall not be taken into account in determining the number of Directors to retire by rotation. In these Articles a "**Retiring Director**" means a Director retiring by rotation.

159. The Directors who retire by rotation under Article 158 at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between those who become Directors on the same day, those who are to retire shall, in default of and subject to any agreement amongst themselves, be determined by lot.

160. At any Annual General Meeting at which a Director retires, the Company may fill up the vacancy by appointing the Retiring Director who is eligible for re-election or some other Person if a notice for the said purpose has been left at the office of the Company in accordance with the provisions of the Act.

161. No Person shall be appointed as a Director unless he furnishes to the Company his Director Identification Number under Section 154 of the Act or any other number as may be prescribed under Section 153 of the Act and a declaration that he is not disqualified to become a Director under the Act.

162. No Person appointed as a Director shall act as a Director unless he gives his consent to hold the office as a Director and such consent has been filed with the Registrar within 30 (thirty) days of his appointment in the manner prescribed in the Act.

163. Subject to the provisions of the Act, the Directors shall have the power, at any time and from time to

time to appoint any Persons as additional Director in addition to the existing Directors so that the total number of Directors shall not at any time exceed the number fixed for Directors in these Articles. Any Director so appointed shall hold office only until the next following Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier, but shall be eligible for re-appointment as Director.

164. The Company, may by Ordinary Resolution, of which special notice has been given in accordance with the Section 169 of the Act, remove any Director including the Managing Director, if any, before the expiration of the period of his office. Notwithstanding anything contained in these Articles or in any agreement between the Company and such Director, such removal shall be without prejudice to any contract of service between him and the Company.

165. If the office of any Director appointed by the Company in General Meeting, is vacated before his term of office expires in the normal course, the resulting casual vacancy may be filled up by the Board at a meeting of the Board but any Person so appointed shall retain his office so long only as the vacating Director would have retained the same if such vacancy had not occurred.

166. In the event of the Company borrowing any money from any financial corporation or institution or government or any government body or a collaborator, bank, Person or Persons or from any other source, while any money remains due to them or any of them the lender concerned may have and may exercise the right and power to appoint, from time to time, any Person or Persons to be a Director or Directors of the Company and the Directors so appointed, shall not be liable to retire by rotation, subject however, to the limits prescribed by the Act and as permitted under applicable Law. Any Person so appointed may at any time be removed from the office by the appointing authority who may from the time of such removal or in case of death or resignation of Person, appoint any other or others in his place. Any such appointment or removal shall be in writing, signed by the appointee and served on the Company. Such Director need not hold any qualification Shares.

167. The Company may, subject to the provisions of the Act and Law, take and maintain any insurance as the Board may think fit on behalf of its present and/or former Directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly or reasonably.

XX. MANAGING DIRECTOR, WHOLE TIME DIRECTOR AND KEY MANAGERIAL PERSONNEL

168. The Board may, from time to time, subject to Section 196 and other applicable provisions of the Act, appoint one or more of their body to the office of the managing director or whole time Director for such period and on such remuneration and other terms, as they think fit and subject to the terms of any agreement entered into in any particular case, may revoke such appointment.

169. Subject to the provisions of any contract between him and the Company, the managing director/ whole-time director, shall be subject to the same provisions as to resignation and removal as the other Directors and his appointment shall automatically terminate if he ceases to be a Director.

170. Subject to the provisions of the Act, a Managing Director or whole time Director may be paid such remuneration (whether by way of salary, commission or participation in profits or partly in one way and party in other) as the Board may determine subject to the approval of the Shareholders at the next General Meeting and as per the applicable provisions of the Act and SEBI Regulations.

171. The Board, subject to Section 179 and any other applicable provisions of the Act, may entrust to and confer upon a Managing Director or whole time Director any of the powers exercisable by them upon such terms and conditions and with such transfers, as they may think fit and either collaterally with or to the exclusion of their own powers and may, from time to time, revoke, withdraw or alter or vary all or any of such powers.

172. Subject to the provisions of the Act, the Board and/or any committee, duly constituted by the Board and/or any director, duly empowered by the Board of Directors in this regard, shall be eligible to appoint such Key Managerial Personnel other than the Managing Director and whole time director already specified in Articles 168 to 171, on such terms and conditions as may be appropriate and required for the proper functioning of the business of the Company. Such Key Managerial Personnel shall be governed

by the terms of engagement and shall be responsible for all such things as may be required by the terms of engagement or the Act or any other law time being in force.

XXI. MEETINGS OF THE BOARD

173. The Board may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit, subject to the provisions of the Act and applicable SEBI Regulations.

174. A Director may, and the manager or the Secretary of the Company upon the requisition of a Director shall, at any time convene a meeting of the Board, subject to the provisions of the Act.

175. Subject to the provisions the Act, the Board shall meet at least 4 (four) times in a year in such a manner that not more than 120 (one hundred and twenty) days shall intervene between 2 (two) consecutive meetings of the Board.

176. The quorum for the meeting of the Board shall be one third of its total strength or 2 (two) Directors, whichever is higher, and the participation of the Directors by video conferencing or by other audio visual means shall also be counted for the purpose of quorum. *Provided that* where at any time the number of interested Directors is equal to or exceeds two-thirds of the total strength of the Board, the number of remaining Directors, that is to say the number of Directors who are not interested and present at the meeting being not less than 2 (two), shall be the quorum during such time.

177. The continuing Directors may act notwithstanding any vacancy in the Board; but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a General Meeting of the Company, but for no other purpose.

178. If quorum is found to be not present within 30 (thirty) minutes from the time when the meeting should have begun or if during the meeting, valid quorum no longer exists, the meeting shall be reconvened at the same time and at the same place 7 (seven) days later. At the reconvened meeting, the Directors present and not being less than 2 (two) Persons shall constitute the quorum and may transact the business for which the meeting was called and any resolution duly passed at such meeting shall be valid and binding on the Company.

179. Subject to the provisions of the Act allowing for shorter notice periods, a meeting of the Board shall be convened by giving not less than 7 (seven) days' notice in writing to every Director at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means.

180. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

181. The Board may elect a Chairperson for its meetings and determine the period for which he is to hold office. The Board may likewise appoint a vice-chairman of the Board of Directors to preside over the meeting at which the chairman shall not be present. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within 5 (five) minutes after the time appointed for holding the meeting, the Directors present may choose one of their member to be Chairperson of the meeting.

182. In case of equality of votes, the Chairperson of the Board shall have the casting vote to decide the matter.

183. The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such Member or Members of its body as it thinks fit.

184. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board and applicable under Law.

185. A committee may elect a chairperson of its meetings and may also determine the period for which he is to hold office. If no such chairperson is elected, or if at any meeting the chairperson is not present within 5 (five) minutes after the time appointed for holding the meeting, the members present may choose one of their members to be chairperson of the meeting.

186. A committee may meet and adjourn as it thinks fit.

187. Questions arising at any meeting of a committee shall be determined by a majority of votes of the Directors present. The chairperson of the committee, if any, shall not have any second or casting vote.

188. Subject to these Articles and Sections 175, 179 and other applicable provisions of the Act, a circular resolution in writing, executed by or on behalf of a majority of the Directors or members of the Committee, shall constitute a valid decision of the Board or committee thereof, as the case may be, *provided that* a draft of such resolution together with the information required to make a fully-informed good faith decision with respect to such resolution and appropriate documents required to evidence passage of such resolution, if any, was sent to all of the Directors or members of the committee (as the case may be) at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be prescribed under the Act, and has been approved by a majority of the Directors or members who are entitled to vote on the resolution.

189. All acts done in any meeting of the Board or of a committee thereof or by any Person acting as a Director shall, notwithstanding that it may be afterwards discovered that his appointment was invalid by reason of any defect for disqualification or had terminated by virtue of any provisions contained in the Act, or in these Articles, be as valid as if every such Director or such Person had been duly appointed and was qualified to be a Director.

190. Subject to the provisions of the Act, no Director shall be disqualified from his office for contracting with the Company, nor shall any such contract entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director contracting or being so interested be liable to account to the Company for any profit realized by any such contract by reason only of such Director holding that office or of the fiduciary relations thereby established; *provided that* every Director who is in any way whether directly or indirectly concerned or interested in a contract or arrangement, entered into or to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board and shall not participate in such meeting as required under Section 184 and other applicable provisions of the Act, and his presence shall not be counted for the purposes of forming a quorum at the time of such discussion or vote.

XXII. POWERS OF THE DIRECTORS

191. The Directors shall have powers for the engagement and dismissal of managers, engineers, clerks and assistants and shall have power of general directions, management and superintendence of the business of the Company with full power or do all such acts, matters and things deemed necessary, proper or expedient for carrying on the business of the Company and to make and sign all such contracts, and other government papers and instruments that shall be necessary, proper or expedient, for the authority and direction of the Company except only such of them as by the Act or by these Articles are expressly directed to be exercised by the Members in the General Meeting.

192. Subject to Section 179 of the Act, the Directors shall have the right to delegate any of their powers covered under Section 179(3)(d) to Section 179(3)(f) to any committee of the Board, managers, or any other principal officer of the Company as they may deem fit and may at their own discretion revoke such powers.

193. The Board of Directors shall, or shall authorize Persons in their behalf, to make necessary filings with governmental authorities in accordance with the Act and other applicable Law, as may be required from time to time.

194. Subject to the provisions of the Act, these Articles and other applicable provisions of Law, the Board shall be entitled to exercise all such powers, and to do all such acts and things as the Company is authorized to exercise and do; *provided that* the Board shall not exercise any power or do any act or thing which is directed or required, whether by the Act, or any other statute or by the Memorandum of Association or by these Articles or otherwise, to be exercised or done by the Company in a General Meeting; provided further that in exercising any such power or doing any such act or thing, the Board shall be subject to the provisions in that behalf contained in the Act or any other statute or in the Memorandum of Association of the Company or in these Articles, or in any regulations not inconsistent therewith and duly made

thereunder, including regulations made by the Company in General Meeting, but no regulation made by the Company in General meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

195. Subject to the provisions of the Act and any other applicable Law for the time being in force, the Directors shall have the power, from time to time and at their discretion, to borrow, raise or secure the payment of any sum of money for and on behalf of the Company in such manner and upon such terms and conditions in all respects as they think fit and through the issue of Debentures or bonds of the Company or by mortgage or charge upon all or any of the properties of the Company both present and future including its uncalled capital then available.

196. The Directors shall have the power to open bank accounts, to sign cheques on behalf of the Company and to operate all banking accounts of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, *hundies* and bills or may authorise any other Person or Persons to exercise such powers.

197. All acts done by any meeting of the Board or by a Committee of the Board or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of one or more of such Directors or any person acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them is deemed to be terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed and was qualified to be a Director. Provided nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.

XXIII. SPECIAL NOTICE

198. Where by any provision contained in the Act or in these Articles special notice is required for any resolution, notice of the intention to move the resolution shall be given to the Company by such number of members holding not less than one percent of total voting power or holding shares on which such aggregate sum not exceeding five lakh rupees, as may be prescribed, has been paid-up and the Company shall give its members notice of the resolution in such manner as may be prescribed.

XXIV. BORROWING POWERS

199. Subject to the provisions of the Act and these Articles the Board may from time to time, at their discretion raise or borrow or secure the payment of any sum or sums of money for and on behalf of the Company. Any such money may be raised or the payment or repayment thereof may be secured in such manner and upon such terms and conditions in all respect as the Board may think fit by promissory notes or by opening loan or current accounts or by receiving deposits and advances at interest with or without security or otherwise and in particular by the issue of bonds, perpetual or redeemable Debentures 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 lands, buildings, machinery, plant, goods or other property and Securities of the Company or by other means as the Board deems expedient.

200. The Board of Directors shall not except with the consent of the Company by way of a Special Resolution, borrow moneys where 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) exceeds the aggregate of paid-up Share Capital, free reserves and securities premium of the Company.

XXV. DIVIDEND AND RESERVES

201. The Company in a General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

202. Subject to the provisions of the Act, 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.

203. The Board may, before recommending any dividend, set aside out of the profits of the Company such

sums as it thinks fit 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. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

204. Subject to the rights of Persons, if any, entitled to Shares 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, but if and so long as nothing is paid upon any of the Shares in the Company, dividends may be declared and paid according to the amounts of the Shares.

205. No amount paid or credited as paid on a Share in advance of calls shall be treated for the purpose of these Articles as paid on the Share.

206. 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 dividend as from a particular date such Share shall rank for dividend accordingly.

207. 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 or otherwise in relation to the Shares.

208. Any dividend, interest or other monies payable in cash in respect of Shares may be paid by electronic mode or by cheque, demand draft or warrant sent through the post directed 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 on the register of Members of the Company, or to such Person and to such address as the holder or joint holders may in writing direct.

209. Every such cheque or warrant shall be made payable to the order of the Person to whom it is sent.

210. Any one of two or more joint holders of a Share may give effectual receipts for any dividends, bonuses or other payments in respect of such Share.

211. Notice of any dividend, whether interim or otherwise, that may have been declared shall be given to the Persons entitled to Share therein in the manner mentioned in the Act.

212. No dividend shall bear interest against the Company.

213. A Shareholder can waive/forgo the right to receive the dividend (either final and/or interim) to which he is entitled, on some or all the Shares held by him in the Company. However, the Shareholder cannot waive/forgo the right to receive the dividend (either final and/or interim) for a part of percentage of dividend on Share(s).

214. Where a dividend has been declared by the Company but has not been paid or claimed within thirty days from the date of the declaration to any Shareholder entitled to the payment of the dividend, the Company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the Company in that behalf in any scheduled bank to be called the 'Unpaid Dividend Account'.

215. Any money transferred to the 'Unpaid Dividend Account' of a company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the fund known as Investor Education and Protection Fund established under Section 125 of the Act. There shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.

216. All Shares in respect of which the Dividend has not been paid or claimed for 7 (seven) consecutive years or more shall be transferred by the Company in the name of Investor Education and Protection Fund along with a statement containing such details as may be prescribed. Provided that any claimant of Shares so transferred shall be entitled to claim the transfer of Shares from Investor Education and Protection Fund in accordance with such procedure and on submission of such documents as may be prescribed.

217. The Company shall comply with the provisions of the Act in respect of any dividend remaining unpaid or unclaimed with the Company.

XXVI. INSPECTION OF ACCOUNTS

218. (i) The Board shall cause proper books of account to be maintained under Section 128 and other applicable provisions of the Act.

(ii) The Board shall, from time to time, in accordance with the Act, determine whether and to what extent and at what times and places and under what conditions or regulations all books of the Company or any of them, shall be open to the inspection of Members not being Directors.

(iii) No Member (not being a Director) or other Person shall have any right of inspecting any account book or document of the Company except as conferred by Law or authorised by the Board or by the Company in General Meetings.

(iv) Each Director shall be entitled to examine the books, accounts and records of the Company, and shall have free access, at all reasonable times and with prior written notice, to any and all properties and facilities of the Company.

XXVII. DOCUMENTS AND NOTICES

219. Service of documents or notices on members by the Company

1. A document or notice may be served by the Company on any member thereof either personally or by sending it by registered post or by speed post or by courier service or by leaving it at his registered address or if he has no registered address in India, to the address if any, within India supplied by him to the Company for serving documents or notice on him or by means of such electronic or other mode as may be prescribed under the Act.

2. A document or notice advertised in a newspaper circulating in the neighbourhood of the registered office of the Company shall be deemed to be duly served on the day on which the advertisement appears, on every member of the Company who has no registered address in India and has not supplied to the Company an address within India for the giving of notices to him.

3. A document or notice may be served by the Company on the joint holders of a share by serving it on the joint holder named first in the Register in respect of the share.

4. The signature to any document or notice to be given by the Company may be written or printed or lithographed, facsimile or through digital means.

5. Document or notice of every general meeting shall be served or given in the same manner hereinbefore authorised on or to (a) every member, (b) every person entitled to a share in consequence of the death or insolvency of a member and (c) the auditor or auditors for the time being of the Company d) any other person or authority as may be applicable under the Act or SEBI Regulations.

6. A document may be served on the Company or an officer thereof by sending it to the Company or officer at the registered office of the Company by registered post or by speed post or by courier service or by leaving it at its registered office or by means of such electronic or other mode as may be prescribed. Provided that where securities are held with a Depository, the records of the Beneficial Ownership may be served by such Depository on the Company by means of electronic or other mode.

XXVIII.REGISTERS AND DOCUMENTS TO BE MAINTAINED BY THE COMPANY

220. The Company shall keep and maintain registers, books and Documents as required by the Act or these Articles, including the following:

(1) Register of Investments made by the Company but not held in its own name, as required by Section 187(3) of the Act, and shall keep it open for inspection by any member or debenture holder of the Company without charge.

(2) Register of Charges and copies of instrument creating any charge requiring registration according to Section 85 of the Act, and shall keep them open for inspection by any creditor or member of the Company without fee and for inspection by any person on payment of a fee of rupee ten for each inspection.

(3) Register and Index of Members as required by Section 88 of the Act, and shall keep the same open for inspection during business hours, at such reasonable time on every working day as the Board may decide by any member, debenture holder, other security holder or Beneficial Owner without payment of fee and by any other person on payment of a fee of rupees fifty for each inspection.

(4) Register and Index of Debenture Holders or Security Holders under Section 88 of the Act, and keep it open for inspection during business hours, at such reasonable time on every working day as the Board may decide by any member, debenture holder, other security holder or beneficial owner without payment of fee and by any other person on payment of rupees fifty for each inspection.

(5) Foreign Register, if so thought fit, as required by Section 88 of the Act, and it shall be open for inspection and may be closed and extracts may be taken therefrom and copies thereof as maybe required in the manner, mutatis mutandis, as is applicable to the Principal Register.

(6) Register of Contracts with related parties and companies and firms etc. in which Directors are interested as required by Section 189 of the Act, and shall keep it open for inspection at the registered office of the Company during business hours by any member of the Company. The Company shall provide extracts from such register to a member of the Company on his request, within seven days from the date on which such request is made upon the payment of fee of ten rupees per page.

(7) Register of Directors and Key Managerial Personnel etc., as required by Section 170 of the Act and shall keep it open for inspection during business hours and the members of the Company shall have a right to take extracts therefrom and copies thereof, on a request by the members, be provided to them free of cost within thirty days. Such register shall also be kept open for inspection at every annual general meeting of the Company and shall be made accessible to any person attending the meeting.

(8) Register of Loans, Guarantee, Security and Acquisition made by the Company as required by Section186 (9) of the Act. The extracts from such register may be furnished to any member of the Company on payment of fees of ten rupees for each page.

(9) Books recording minutes of all proceedings of meetings in accordance with the provisions of Section 118 of the Act.

(10) Copies of Annual Returns prepared under Section 92 of the Act, together with the copies of certificates and documents required to be annexed thereto.

Provided that any member, debenture holder, security holder or Beneficial Owner or any other person may require a copy of any such register referred to sub-clause (3), (4) or (5), or the entries therein or the copies of annual returns referred to in this sub-clause (10) on payment of a fee of ten rupees for each page. Such copy or entries or return shall be supplied within seven days of deposit of such fee.

XXIX. COPIES OF MEMORANDUM AND ARTICLES OF ASSOCIATION TO BE SENT TO MEMBERS

221. The Company shall subject to the payment of the fee prescribed under Section 17 of the Act, or its

statutory modification for the time being in force, on being so required by a member, send to him with seven days of the requirement, a copy of each of the following documents as in force for the time being.
(a) The Memorandum,
(b) The Articles, and
(c) Every agreement and every resolution referred to in sub-section (1) of Section 117 of the Act, if and in so far as they have not been embodied in the Memorandum of the Company or these Articles.

XXX. SECRECY

222. Every manager, auditor, trustee, member of a Committee, officer, servant, agent, accountant or other Persons employed in the business of the Company shall, if so required by the Board, before entering upon the duties, sign a declaration pledging himself to observe strict secrecy respecting all *bona fide* transactions of the Company with its customers and the state of accounts with individuals 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 his duties except when required to do so by the Directors or by any General Meeting or by the Law of the country and except so far as may be necessary in order to comply with any of the provisions in these Articles, the provisions of the Act and the Law.

XXXI. DIRECTOR, OFFICER NOT RESPONSIBLE FOR ACTS OF OTHERS

223. Subject to the provisions of Section 197 of the Act, no Director, Auditor 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 or 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 or on behalf of the Company or for insufficiency or deficiency of any security in or upon which any of the monies of the Company shall be invested, or for any loss or damages arising from insolvency or tortuous act of any person, firm or company to or with whom any monies, securities or effects shall be entrusted or deposited or any loss occasioned by any error of judgement, omission, default or oversight on his part or for any other loss, damage, or misfortune whatever which shall happen in relation to the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

XXXII. WINDING UP

224. The Company may be wound up in accordance with the Act and the Insolvency and Bankruptcy Code, 2016, as amended (to the extent applicable).

XXXIII. THE SEAL

225. (i) The Board shall provide for the safe custody of the seal, if any, of the Company.

(ii) The seal shall not be affixed to any instrument except by the authority of resolution of the Board or a committee of the Board authorised by it in that behalf, and except in the presence of at least 1 (one) Director or Company Secretary or any other official of the Company as the Board may decide and that 1 (one) Director or Company Secretary or such official shall sign every instrument to which the Seal of the Company is so affixed in their presence. The Share certificates will, however, be signed and sealed in accordance with Rule 5 of the Companies (Share Capital and Debentures) Rules, 2014, as amended.

XXXIII. AUDIT

226. Subject to the provisions of the Act, the Company shall appoint an auditor at an Annual General Meeting to hold office from the conclusion of that Annual General Meeting until a continuous period of five years or such time as permitted under the Act and Law, and every auditor so appointed shall be informed of his appointment.

227. The Directors may fill up any casual vacancy in the office of the auditors within 30 (thirty) days subject to the provisions of Sections 139 and 140 of the Act and the rules framed thereunder.

228. The remuneration of the auditors shall be fixed by the Company in the Annual General Meeting or in such manner as the Company may in the General Meeting determine.

XXXIV. NO MEMBER TO ENTER THE PREMISES OF THE COMPANY WITHOUT PERMISSION

229. No member or other person (not being a Director) shall be entitled to visit or inspect any property or premises of the Company without the permission of the Directors or Managing Director or to require discovery of or any information respecting any detail of the Company's trading, or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process, or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Director; it would be inexpedient in the interest of the Company to disclose.

XXXV. UNDERWRITING

230. Subject to the provisions of Section 40 of the Companies Act, 2013, the Company may at any time pay commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares or debentures or debenture stock in the Company, or procuring, or agreeing to procure subscriptions (whether absolute or conditional) for any shares, debentures or debenture-stock of the Company, but so that the commission shall not exceed in the case of shares five per cent of the price at which the shares are issued and in the case of debentures two and a half percent of the price at which the debentures are issued. Such commission shall be paid either out of the proceeds of the issue or the profit of the Company or both. Subject to the provisions of the Act, any commission payable as aforesaid may be satisfied by payment of cash or by allotment of fully or partly paid shares or debentures as the case may be or partly in one way and partly in the other.

XXXVI. GENERAL AUTHORITY

231. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company cannot carry out any transaction unless the Company is so authorized by its Articles then in that case, these Articles hereby authorize and empower the Company to have such rights, privilege or authority and to carry out such transaction as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

XXXVII. INDEMNITY

232. Every officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the National Company Law Tribunal.

SECTION IX – 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) which are, or may be deemed material, have been entered or to be entered into by our Company. These contracts, copies of which will be attached to the copy of this Red Herring Prospectus and filed with the RoC, and will also available at the following web link: https://www.yatharthhospitals.com/investors from the date of this Red Herring Prospectus until the Bid/ Offer Closing Date for inspection. Copies of the documents for inspection referred to hereunder may be inspected at our Registered Office, from 10:00 am to 5:00 pm on Working Days from the date of this Red Herring Prospectus until the Bid/ Offer Closing Date.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other Applicable Law.

A. Material Contracts for the Offer

1. Offer Agreement dated March 30, 2022 amongst our Company, the Selling Shareholders and the BRLMs.

2. Registrar Agreement dated March 30, 2022 amongst our Company, the Selling Shareholders and the Registrar to the Offer.

3. Cash Escrow and Sponsor Bank Agreement dated July 18, 2023 amongst our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Syndicate Member, the Escrow Collection Bank, Sponsor Banks, Public Offer Account Bank and the Refund Bank.

4. Share Escrow Agreement dated July 14, 2023 amongst the Selling Shareholders, our Company and the Share Escrow Agent.

5. Syndicate Agreement dated July 18, 2023 amongst our Company, the Selling Shareholders, the BRLMs, the Registrar to the Offer and the Syndicate Member.

6. Underwriting Agreement dated [●] amongst our Company, the Selling Shareholders and the Underwriters.

7. Monitoring Agency Agreement dated July 15, 2023 entered into between our Company and the Monitoring Agency.

B. Material Documents

1. Certified copies of updated MoA and AoA of our Company, updated from time to time.

2. Certificate of incorporation dated February 28, 2008 issued to our Company, under the name 'Yatharth Hospital & Trauma Care Services Private Limited' by the RoC.

3. Fresh certificate of incorporation dated November 18, 2021 issued by the RoC, consequent upon change of our name to 'Yatharth Hospital & Trauma Care Services Limited', pursuant to conversion to a public limited company.

4. Copies of the annual reports of our Company for the Fiscals 2022, 2021 and 2020.

5. Resolutions of the Board of Directors dated February 21, 2022, authorising the Offer and other related matters.

6. Resolution of Board of Directors dated March 25, 2022, taking on record the approval for the Offer for Sale by the Selling Shareholders.

7. Shareholders' resolution dated February 21, 2022, in relation to the Fresh Issue and other related matters.

8. Consent letters dated March 25, 2022 received from the Selling Shareholders consenting to their respective participation in the Offer for Sale.

9. Resolution of the Board of Directors dated March 30, 2022, approving the Draft Red Herring Prospectus.

10. Resolution dated July 18, 2023, passed by our Board approving this Red Herring Prospectus.

11. Shareholders' resolutions dated December 7, 2021, February 21, 2022 and March 28, 2022, in relation to the remuneration payable to our Executive Directors.

12. Share purchase agreement dated February 18, 2022 entered by and among Alka Jain, Pradeep Kumar Jain, Mayank Gupta and Abha Sengar, our Company and Ramraja.

13. SH-4 Securities Transfer Forms dated September 20, 2016 executed between our Company and Sunil Kumar Gupta, Sumer Chand Gupta and Urmila Gupta.

14. Certificate dated July 11, 2023 from R. Nagpal Associates, Chartered Accountants, certifying the KPIs of our Company.

15. Written consent dated July 11, 2023 from our Statutory Auditors, to include their name as required under Section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of (i) their examination report dated July 5, 2023 on our Restated Consolidated Financial Information; and (ii) their report dated July 11, 2023 on the statement of special tax benefits included in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

16. The examination report dated July 5, 2023 of the Statutory Auditor on our Restated Consolidated Financial Information.

17. The statement of special tax benefits available to our Company, its Material Subsidiaries and Shareholders dated July 11, 2023 from the Statutory Auditor.

18. Written consent dated July 9, 2023, from Ibranullah Ansari, Independent Chartered Engineer, to include their name as required under Section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as the chartered engineer in respect of certification of information relating of infrastructure and equipment at our hospitals, as included in this Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

19. Consent of the Directors, the BRLMs, the Syndicate Member, legal counsels, Registrar to the Offer, Bankers to the Offer, Bankers to our Company, lenders of the Company, Promoters, Key Managerial Personnel, Senior Management, the Monitoring Agency, Company Secretary and Compliance Officer, Chief Financial Officer, as referred to in their specific capacities.

20. Report titled "Assessment of the Healthcare Delivery Market in India" dated July 2023 issued by CRISIL.

21. Consent letter dated July 11, 2023 of CRISIL in respect of the report titled "Assessment of the Healthcare Delivery Market in India".

22. Due Diligence Certificate dated March 30, 2022 addressed to SEBI from the BRLMs.

23. In principle listing approvals dated May 6, 2022 and May 12, 2022 issued by BSE and NSE respectively.

24. Tripartite agreement dated November 24, 2021 amongst our Company, NSDL and the Registrar to the Offer

25. Tripartite agreement dated November 3, 2021 amongst our Company, CDSL and the Registrar to the Offer.

26. SEBI final observation letter dated August 2, 2022 bearing reference number SEBI/HO/CFD/RAC-DIL2/P/OW/2022/33047/1.

27. E-mail dated August 13, 2022 from Neelkanth Drugs Private Limited.

28. E-mail dated July 12, 2023 from Sky Medicare Solution.

29. Purchase orders/quotations having quoted price of ₹ 50,000 or more, as disclosed in "*Objects of the Offer - Details of the Objects of the Fresh Issue*" on page 107.

For details of purchase orders/quotations obtained in connection with two of the Objects of the Offer (namely, (i) funding capital expenditure expenses of our Company for two hospitals, namely, Noida Hospital and Greater Noida Hospital; and (ii) funding capital expenditure expenses of our Subsidiaries, AKS and Ramraja, for respective hospital operated by them), see "*Objects of the Offer - Details of the Objects of the Fresh Issue*" on page 107. Such quotations will be made available to the Investors upon request until the Bid/ Offer Closing Date in the Offer.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, SCRA, SCRR, and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Ajay Kumar Tyagi
Chairman and Whole-time Director

Place: Singapore
Date: July 18, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, SCRA, SCRR, and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Kapil Kumar
Managing Director

Place: London
Date: July 18, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, SCRA, SCRR, and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Yatharth Tyagi
Whole-time Director

Place: Singapore
Date: July 18, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, SCRA, SCRR, and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Promila Bhardwaj
Independent Director

Place: Gurugram
Date: July 18, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, SCRA, SCRR, and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Mukesh Sharma
Independent Director

Place: Noida
Date: July 18, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, SCRA, SCRR, and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sanjeev Upadhyaya
Independent Director

Place: Noida
Date: July 18, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, SCRA, SCRR, and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Pankaj Prabhakar
Chief Financial Officer

Place: Noida
Date: July 18, 2023

DECLARATION BY THE SELLING SHAREHOLDER

I, Vimla Tyagi, acting as a Selling Shareholder, hereby confirm and certify that all statements, disclosures and undertakings made or confirmed by me in this Red Herring Prospectus about or in relation to myself, as the Selling Shareholder and my portion of the Offered Shares, are true and correct. I assume no responsibility as a Selling Shareholder, for any other statements, disclosures, and undertakings, including, any of the statements made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Red Herring Prospectus.

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Vimla Tyagi

Place: Noida
Date: July 18, 2023

DECLARATION BY THE SELLING SHAREHOLDER

I, Prem Narayan Tyagi, acting as a Selling Shareholder, hereby confirm and certify that all statements, disclosures and undertakings made or confirmed by me in this Red Herring Prospectus about or in relation to myself, as the Selling Shareholder and my portion of the Offered Shares, are true and correct. I assume no responsibility as a Selling Shareholder, for any other statements, disclosures, and undertakings, including, any of the statements made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Red Herring Prospectus.

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Prem Narayan Tyagi

Place: Noida
Date: July 18, 2023

DECLARATION BY THE SELLING SHAREHOLDER

I, Neena Tyagi, acting as a Selling Shareholder, hereby confirm and certify that all statements, disclosures and undertakings made or confirmed by me in this Red Herring Prospectus about or in relation to myself, as the Selling Shareholder and my portion of the Offered Shares, are true and correct. I assume no responsibility as a Selling Shareholder, for any other statements, disclosures, and undertakings, including, any of the statements made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Red Herring Prospectus.

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Neena Tyagi

Place: Noida
Date: July 18, 2023