

**KK SHAH HOSPITALS LIMITED**

CIN: U85100MP2022PLC062407

Registered Office	Corporate Office	Contact Person	Email and Telephone	Website
124, Katju Nagar, Swastik APP., Ratlam-457001, Madhya Pradesh, India.	N.A.	Ms. Saloni Badjatya Company Secretary and Compliance Officer	<a href="mailto:info@shahhospitalratlam.com">info@shahhospitalratlam.com</a> 07412230199	<a href="http://www.shahhospitalratlam.com">www.shahhospitalratlam.com</a>

**THE PROMOTERS OF OUR COMPANY: DR. AMIT SHAH AND DR. KIRTI KUMAR SHAH****DETAILS OF ISSUE TO PUBLIC, PROMOTERS/SELLING SHAREHOLDERS**

Type	Fresh Issue Size	OFS Size	Total Issue Size	Eligibility 229(1) / 229(2) & share reservation among NII & RII
Fresh Issue	19,50,000 Equity Shares aggregating to ₹ 994.50 Lakhs	N.A.	19,50,000 Equity Shares aggregating to ₹ 994.50 Lakhs	The Issue is being made pursuant to Regulation 229(1) of SEBI ICDR Regulations. As the Company's post issue face value capital does not exceed ₹10.00 Crores.

OFS: Offer for sale

**DETAILS OF OFS BY PROMOTER(S)/ PROMOTER GROUP/ OTHER SELLING SHAREHOLDERS**

NAME	NO OF SHARES OFFERED	WACA PER EQUITY SHARE (IN ₹)
N. A.		

WACA: Weighted Average Cost of Acquisition

**RISKS IN RELATION TO THE FIRST ISSUE** – This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10/- each and the Issue Price is 5.1 times of the face value of the Equity Shares. The Issue Price (determined and justified by our Company in consultation with the Lead Managers as stated in “Basis for Issue Price” on page 88 of this Draft Prospectus) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Prospectus. Specific attention of the investors is invited to “Risk Factors” on page 25 of this Draft Prospectus.

**ISSUER'S ABSOLUTE RESPONSIBILITY**

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.


**LISTING**

The Equity Shares offered through the Draft Prospectus are proposed to be listed on the SME Platform of BSE i.e., BSE SME. Our Company has received ‘in-principle’ approval from the BSE for using its name in the offer document for the listing of the Equity Shares, pursuant to letter dated [●]. For the purpose of the Issue, the Designated Stock Exchange shall be BSE.

**LEAD MANAGERS TO THE ISSUE**

	<b>FEDEX SECURITIES PRIVATE LIMITED</b> B 7, 3rd Floor, Jay Chambers, Dayaldas Road, Vile Parle (East), Mumbai - 400 057, Maharashtra, India <b>Telephone</b> +91 81049 85249 <b>E-mail:</b> <a href="mailto:mb@fedsec.in">mb@fedsec.in</a> <b>Investor Grievance E-Mail:</b> <a href="mailto:mb@fedsec.in">mb@fedsec.in</a> <b>Website:</b> <a href="http://www.fedsec.in">www.fedsec.in</a> <b>Contact Person:</b> Mr. Saipan Sanghvi <b>SEBI Registration Number:</b> INM000010163		<b>SHRENI SHARES PRIVATE LIMITED*</b> Office No. 102, 1st Floor, Sea Lord CHS, Ram Nagar, Borivali (West), Mumbai – 400 092, Maharashtra, India <b>Telephone:</b> 022 – 2808 8456 <b>E-mail:</b> <a href="mailto:shrenishares@gmail.com">shrenishares@gmail.com</a> <b>Investors Grievance e-mail:</b> <a href="mailto:info@shreni.in">info@shreni.in</a> <b>Website:</b> <a href="http://www.shreni.in">www.shreni.in</a> <b>Contact Person:</b> Ms. Kritika Rupda/Ms. Puja Kumari Shaw <b>SEBI Registration Number:</b> INM000012759
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**REGISTRAR TO THE ISSUE**

Name and Logo	Contact Person	Email & Telephone
 <b>BIGSHARE SERVICES PVT LTD</b>	Mr. Swapnil Kate	<b>E-mail:</b> <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> <b>Telephone:</b> 022 - 6263 8200

**ISSUE PROGRAMME**

<b>ISSUE OPENS ON:</b> [●]	<b>ISSUE CLOSURES ON:</b> [●]
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In compliance with the proviso to Regulation 21A(1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, read with proviso to Regulation 244(3) of the SEBI ICDR Regulations, Shreni Shares Private Limited being associate of the Issuer and its role shall be limited to marketing of the Issue.



## KK SHAH HOSPITALS LIMITED

Our Company was incorporated under the name “Jeevan Parv Healthcare Limited” on August 25, 2022 under the provisions of the Companies Act, 2013 and a certificate of incorporation was issued by the Registrar of Companies, Central Registration Centre, Manesar. Subsequently, our Company has changed its name from “Jeevan Parv Healthcare Limited” to “KK Shah Hospitals Limited” pursuant to a special resolution passed at the Extra-Ordinary General Meeting of our Company held on September 30, 2022 and a fresh certificate of incorporation dated November 30, 2022 issued by the Registrar of Companies, Gwalior, Madhya Pradesh. The Corporate Identification Number of our Company is U85100MP2022PLC062407. Further, our Company has acquired the entire running business with the assets and liabilities of M/s Shah Hospital, sole proprietorship concern of our Promoter, Dr. Kirti Kumar Shah vide Business Transfer Agreement dated December 31, 2022. For further details and details of changes in the registered office of our company, please refer to the chapter titled “History and Certain Corporate Matters” beginning on page 143 of this Draft Prospectus.

**Registered Office:** 124, Katju Nagar, Swastik APP., Ratlam-457001, Madhya Pradesh, India  
**Tel:** 07412230199; **E-mail:** [info@shahhospitalratlam.com](mailto:info@shahhospitalratlam.com); **Website:** [www.shahhospitalratlam.com](http://www.shahhospitalratlam.com)  
**Contact Person:** Ms. Saloni Badjatya, Company Secretary and Compliance Officer

### OUR PROMOTERS: DR. AMIT SHAH AND DR. KIRTI KUMAR SHAH

INITIAL PUBLIC OFFERING OF 19,50,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH (“EQUITY SHARES”) OF KK SHAH HOSPITALS LIMITED (“KKS HL” OR “THE COMPANY” OR “OUR COMPANY” OR “THE ISSUER”) FOR CASH AT A PRICE OF ₹ 51/- PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹41/- PER EQUITY SHARE) (“ISSUE PRICE”) AGGREGATING TO ₹994.50 LAKHS (“THE ISSUE”) OF WHICH 98,000 EQUITY SHARES AGGREGATING TO ₹49.98 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER (“MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 18,52,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT AN ISSUE PRICE OF ₹ 51/- PER EQUITY SHARE AGGREGATING UP TO ₹ 944.52 LAKHS (“NET ISSUE”). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 28.64 % AND 27.20 % OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO CHAPTER TITLED “TERMS OF THE ISSUE” BEGINNING ON PAGE 212 OF THIS DRAFT PROSPECTUS.

### THE FACE VALUE OF THE EQUITY SHARES IS ₹10/- EACH AND THE ISSUE PRICE IS 5.1 TIMES OF THE FACE VALUE

In terms of Rule 19(2)(b)(i) of the SCRR this Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. This Issue is being made through Fixed Price process in accordance and compliance with Chapter IX and other applicable provisions of SEBI ICDR Regulations wherein a minimum 50% of the Net Issue is allocated for Retail Individual Investors and the balance shall be offered to individual applicants other than Retail Individual Investors and other investors including corporate bodies or institutions, QIBs and Non-Institutional Investors. However, if the aggregate demand from the Retail Individual Investors is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid applications being received from them at or above the Issue Price. Additionally, if the Retail Individual Investors category is entitled to more than 50% on proportionate basis, the Retail Individual Investors shall be allocated that higher percentage. All potential investors shall participate in the Issue only through an Application Supported by Blocked Amount (“ASBA”) process including through UPI mode (as applicable) by providing details of the respective bank accounts and / or UPI IDs, in case of RIIs, if applicable, which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) for the same. For details in this regard, specific attention is invited to “Issue Procedure” beginning on page 223 of this Draft Prospectus. A copy of Prospectus will be filed with the Registrar of Companies as required under Section 26 of the Companies Act, 2013.

### RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of our Company, there has been no formal market for the securities of our Company. The face value of the Equity Shares of our Company is ₹10/- each and the Issue Price is 5.1 times of face value per Equity Share. The Issue Price (has been determined and justified by our Company in consultation with the Lead Manager, as stated under chapter titled “Basis for Issue Price” beginning on page 88 of this Draft Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

### GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Prospectus. Specific attention of the investors is invited to “Risk Factors” on page 25 of this Draft Prospectus.



### ISSUER’S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.


### LISTING

The Equity Shares offered through the Draft Prospectus are proposed to be listed on the SME Platform of BSE i.e., BSE SME. Our Company has received ‘in-principle’ approval from the BSE for using its name in the offer document for the listing of the Equity Shares, pursuant to letter dated [●]. For the purpose of the Issue, the Designated Stock Exchange shall be BSE.

### LEAD MANAGERS TO THE ISSUE

	<b>FEDEX SECURITIES PRIVATE LIMITED</b> B 7, 3rd Floor, Jay Chambers, Dayaldas Road, Vile Parle (East), Mumbai - 400 057, Maharashtra, India <b>Telephone</b> +91 81049 85249 <b>E-mail:</b> <a href="mailto:mb@fedsec.in">mb@fedsec.in</a> <b>Investor Grievance E-Mail:</b> <a href="mailto:mb@fedsec.in">mb@fedsec.in</a> <b>Website:</b> <a href="http://www.fedsec.in">www.fedsec.in</a> <b>Contact Person:</b> Mr. Saipan Sanghvi <b>SEBI Registration Number:</b> INM000010163		<b>SHRENI SHARES PRIVATE LIMITED*</b> Office No. 102, 1st Floor, Sea Lord CHS, Ram Nagar, Borivali (West), Mumbai – 400 092, Maharashtra, India <b>Telephone:</b> 022 – 2808 8456 <b>E-mail:</b> <a href="mailto:shrenishares@gmail.com">shrenishares@gmail.com</a> <b>Investors Grievance e-mail:</b> <a href="mailto:info@shreni.in">info@shreni.in</a> <b>Website:</b> <a href="http://www.shreni.in">www.shreni.in</a> <b>Contact Person:</b> Ms. Kritika Rupda/Ms. Pujja Kumari Shaw <b>SEBI Registration Number:</b> INM000012759
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### REGISTRAR TO THE ISSUE

Name and Logo	Contact Person	Email & Telephone
 <b>BIGSHARE SERVICES PVT LTD</b>	Mr. Swapnil Kate	<b>E-mail:</b> <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a>  <b>Telephone:</b> 022 - 6263 8200

### ISSUE PROGRAMME

ISSUE OPENS ON: [●]

ISSUE CLOSES ON: [●]

\* In compliance with the proviso to Regulation 21A(1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, read with proviso to Regulation 244(3) of the SEBI ICDR Regulations, Shreni Shares Private Limited being associate of the Issuer and its role shall be limited to marketing of the Issue.

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**SECTION - I – GENERAL  
DEFINITION AND ABBREVIATIONS**

This Draft 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, regulations, rules, guidelines or policies shall be to such legislation, act, regulations, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Draft Prospectus, but not defined herein shall have, to the extent applicable, the meaning ascribed to such terms under SEBI ICDR Regulations 2018, the Companies Act 2013, the SCRA, the Depositories Act, and the rules and regulations made thereunder.

Notwithstanding the foregoing, the terms not defined but used in the chapters titled “*Statement of Tax Benefits*”, “*Restated Financial Statement*”, “*Outstanding Litigations and Material Developments*”, “*Key Industry Regulations and Policies*” and section titled “*Main Provision of Articles of Association*” beginning on pages **93**, **174**, **181**, **131**, and **266** respectively of this Draft Prospectus, shall have the meanings ascribed to such terms in the respective sections.

**CONVENTIONAL OR GENERAL TERMS**

Term	Description
“KK Shah Hospitals” “The Company”, “We” or “us” or “Our Company” or “the Issuer” or “KKSHL”	Unless the context otherwise indicates or implies refers to KK Shah Hospitals Limited a public limited company incorporated under the provisions of the Companies Act, 2013, and having its Registered Office at 124, Katju Nagar, Swastik APP., Ratlam-457001, Madhya Pradesh, India.
Promoter(s) / Core Promoter(s)	Dr. Amit Shah and Dr. Kirti Kumar Shah
Promoter Group	Such persons, entities and companies constituting our promoter group pursuant to Regulation 2(1) (pp) of SEBI ICDR Regulations as disclosed in the chapter titled “ <i>Our Promoter and Promoter Group</i> ” beginning on page <b>167</b> of this Draft Prospectus
“you”, “your” or “yours”	Prospective Investors in this Issue.

**CORPORATE RELATED TERMS**

Term	Description
AOA / Articles / Articles of Association	The Articles of Association of KK Shah Hospitals Limited, as amended from time to time
Auditors / Statutory Auditors / Peer Review Auditor	The Statutory Auditor and Peer Review Auditor of our Company, being M/s. A Y & Company, Chartered Accountants (FRN: 020829C) and Peer Review Number: 013225
Audit Committee	The Audit Committee of our Board, as described in the chapter titled “ <i>Our Management</i> ” beginning on page <b>149</b> of this Draft Prospectus
Board / Board of Directors / Our Board	The Board of Directors of our Company, including all duly constituted from time to time including any Committees thereof as the context may refer to the chapter titled “ <i>Our Management</i> ” beginning on page <b>149</b> of this Draft Prospectus
Chairman/ Chairperson	The Chairman of our Company being Dr. Amit Shah
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company, being Saloni Badjatya.
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company, being Vaishale Bohra

Term	Description
Corporate Identification Number (CIN)	U85100MP2022PLC062407
Director(s)	Director(s) on the Board of KK Shah Hospitals Limited as appointed from time to time, unless otherwise specified
Equity Shares/Shares	Equity Shares of our Company having face value of Rs. 10.00/- each, fully paid up, unless otherwise specified in the context thereof
Equity Shareholders / Shareholders	Persons /entities holding Equity Shares of our Company
Group Companies	Companies (other than our promoters and subsidiaries) with which there were Related Party Transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards and also other companies as considered material by our Company, and as disclosed in the chapter titled <b>“Our Group Companies”</b> beginning on page 172 of this Draft Prospectus
Independent Director	Independent directors on the Board, and eligible to be appointed as an independent director under the provisions of Companies Act and SEBI Listing Regulations. For details of the Independent Directors, please refer to the chapter titled <b>“Our Management”</b> beginning on page 149 of this Draft Prospectus
ISIN	International Securities Identification Number is INE0OH401016
Key Management Personnel /KMP	Key Management Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI (ICDR) Regulations and Section 2(51) of the Companies Act, 2013. For details, please refer to the chapter titled <b>“Our Management”</b> beginning on page 149 of this Draft Prospectus
Managing Director	Managing director of our Company, Dr. Amit Shah. For details, please refer to the chapter titled <b>“Our Management”</b> beginning on page 149 of this Draft Prospectus
Market maker	The market maker of our Company being [●].
Materiality Policy	The policy adopted by our Board on February 28, 2022 for identification of group companies of our Company, outstanding litigation and outstanding dues to creditors in respect of our Company, pursuant to the disclosure requirements under the SEBI (ICDR) Regulations
MoA / Memorandum of Association	The Memorandum of Association of our Company, as amended from time to time
Nomination & Remuneration Committee	The Nomination and Remuneration Committee of our Board described in the chapter titled <b>“Our Management”</b> beginning on page 149 of this Draft Prospectus
NRIs / Non-Resident Indian	A person resident outside India, as defined under FEMA Regulation and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Registered Office	124, Katju Nagar, Swastik APP., Ratlam-457001, Madhya Pradesh, India

Term	Description
Registrar of Companies / ROC / RoC	Registrar of Companies, Gwalior situated at 3rd Floor, 'A' Block, Sanjay Complex, Jayendra Ganj, Gwalior-474009, Madhya Pradesh, India
Restated Financial Statements	The Restated Financial Statements of our Company for the period ended February 15, 2023 which comprises of the restated balance sheet, restated statement of profit and loss and the restated cash flow statement, together with the annexures and notes thereto disclosed in the chapter titled “ <i>Restated Financial Statements</i> ” beginning on page 174 of this Draft Prospectus
Shareholders/ Members	Holders of equity shares of our Company from time to time
Stakeholders’ Relationship Committee	The Stakeholders Relationship Committee of the Board of Directors constituted as the Company’s Stakeholders’ Relationship Committee in accordance with Section 178(5) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and described in the chapter titled “ <i>Our Management</i> ” beginning on page 149 of this Draft Prospectus.

## ISSUE RELATED TERMS

Term	Description
Abridged Prospectus	Abridged Prospectus to be issued under SEBI ICDR Regulations and appended to the Application Forms
Acknowledgement Slip	The acknowledgement slips or document issued by the Designated Intermediary to an applicant as proof of having accepted the Application Form
Allot / Allotment / Allotted / Allotment of Equity Shares	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of Equity Shares to the successful Applicants
Allottee(s)	A successful Applicant to whom the Equity Shares are being allotted
Allotment Advice	Note or advice or intimation of Allotment sent to each successful applicant who have been or are to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange
Allotment Date	Date on which the Allotment is made
Applicant	Any prospective investor who makes an application for Equity Shares of our Company in terms of the Prospectus. All the applicants should make application through ASBA only.
Application Lot	2,000 Equity Shares and in multiples thereof
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of the Prospectus
Application Supported by Blocked Amount/ ASBA	An application, whether physical or electronic, used by applicants to make an application and authorize an SCSB to block the application Amount in the ASBA Account
ASBA Account	A bank account maintained with an SCSB and specified in the ASBA Form submitted by applicant for blocking the application Amount mentioned in the ASBA Form
ASBA Form	An application form, whether physical or electronic, used by ASBA Applicant which will be considered as the application for Allotment in terms of the Prospectus
Bankers to the Company	HDFC Bank Limited
Banker to the Issue / Refund Banker /	Collectively, Escrow Collection Bank, Public Issue Bank, Sponsor Bank and Refund Bank, as the case may be. In this case, being, [●].

Term	Description
Public Issue Bank	
Bankers to the Issue Agreement	Banker to the Issue Agreement entered on [●] amongst our Company, Lead Managers, the Registrar to the Issue and Banker to the Issue / Sponsor Bank for collection of the Application Amount on the terms and conditions thereof.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue, described in the chapter titled <b>“Issue Procedure”</b> beginning on page <b>223</b> of this Draft Prospectus.
BSE SME / SME Exchange / Stock Exchange	The BSE SME, approved by SEBI as an SME Exchange for listing of equity shares offered under Chapter IX of the SEBI (ICDR) Regulations.
Business Day	Any day on which commercial banks are open for the business
CAN /Confirmation of Allocation Note	A note or advice or intimation sent to Investors, who have been allotted the Equity Shares, after approval of Basis of Allotment by the Designated Stock Exchange
Client ID	Client Identification Number of the Beneficiary Account
Collection Centers	Broker Centers notified by BSE Limited where bidders can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers, are available on the website of the BSE Limited
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Application Forms at the Designated CDP Locations in terms of circular no. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches/ Controlling Branches of the SCSBs	Such branches of the SCSBs which co-ordinate Application Forms by the ASBA Bidders with the Registrar to the Issue and Stock Exchange and a list of which is available at <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time.
Covid-19	The novel coronavirus disease which was declared as a Public Health Emergency of International Concern on January 30, 2020, and a pandemic on March 11, 2020, by the World Health Organization.
Demographic Details	The demographic details of the Applicant such as their address, PAN, occupation, bank account details and UPI ID (as applicable).
Depositories	National Securities Depositories Limited (NSDL) and Central Depository Services Limited (CDSL) or any other Depositories registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time
Depository Participant/DP	A depository participant registered with SEBI under the Depositories Act.
Designated CDP Locations	Such centre of the CDPs where applicant can submit the ASBA For 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 website of BSE Limited
Designated Date	The date on which amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, in terms of the Prospectus, following which the Board may Allot Equity Shares to successful Bidders in the Issue
Designated Intermediaries	The members of the Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are categorized to collect

Term		Description
		Application Forms from the Applicant, in relation to the Issue.
Designated Market Maker		[●] will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations
Designated Locations	RTA	Such locations of the RTAs where applicant can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the websites of the Stock Exchange
Designated Branches	SCSB	Such Branches of the SCSBs which shall collect the ASBA Forms used by the applicant, a list of which is available on <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a>
Designated Exchange	Stock Exchange	SME Platform of BSE Limited (“BSE SME”).
Draft Prospectus		The Draft Prospectus issued in accordance with the SEBI ICDR Regulations.
Electronic Transfer of Funds		Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
Eligible NRI		NRI from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the ASBA Form and the Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares and who have opened dematerialized accounts with SEBI registered qualified depository participants.
Eligible QFIs		Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation to participate in the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to Equity Shares issued thereby, and who have opened dematerialized accounts with SEBI registered qualified depository participants, and are deemed as FPIs under SEBI FPI Regulations.
Escrow Account(s)		Account opened with the Escrow Collection Bank(s) and in whose favour the Investors will transfer money through direct credit/NEFT/RTGS/NACH in respect of the Applicant Amount.
Escrow Agreement		An agreement to be entered among our Company, the Registrar to the Issue, the Escrow Collection Bank(s), Refund Bank(s) and the Lead Managers for the collection of Application Amounts and where applicable, for remitting refunds, on the terms and conditions thereof.
Escrow Collection Bank(s)		Banks which are clearing members and registered with SEBI as bankers to an issue and with whom the Escrow Accounts will be opened, in this case being [●]
FII/ Foreign Institutional Investors		Foreign Institutional Investor as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First Applicant		Applicant whose name appears first in the Application Form in case of a joint application form and whose name shall also appear as the first holder of the beneficiary account held in joint names or in any revisions thereof
Foreign Portfolio Investor / FPIs		Foreign Portfolio Investor as defined under SEBI FPI Regulations
General Information		The General Information Document for investing in public issues



Term	Description
Document/ GID	prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020, notified by SEBI, suitably modified and included in the chapter titled <b>“Issue Procedure”</b> beginning on page <b>223</b> of this Draft Prospectus
Issue / Issue Size / Public Issue / IPO	Initial Public Issue of 19,50,000 Equity Shares of face value of Rs. 10.00 each of our Company for cash at a price of Rs. 51/- per Equity Share (including a share premium of Rs. 41/- per Equity Share) aggregating to Rs. 994.50 Lakhs.
Issue Agreement	The agreement dated March 10, 2023 between our Company and the Lead Managers, pursuant to which certain arrangements are agreed to in relation to the Issue
Issue Closing Date	The date on which the Issue closes for subscription.
Issue Opening Date	The date on which the Issue opens for subscription.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date (inclusive of such date and the Issue Opening Date) during which prospective bidders can submit their Application Forms, inclusive of any revision thereof. Provided however that the applications shall be kept open for a minimum of three (3) Working Days for all categories of bidders. Our Company, in consultation with the Lead Manager, may decide to close applications by QIBs one (1) day prior to the Issue Closing Date which shall also be notified in an advertisement in same newspapers in which the Issue Opening Date was published.
Issue Price	Rs. 51/- per Equity Share (including Premium of Rs. 41/- per share)
Issue Proceeds	The proceeds from the Issue based on the total number of equity shares allotted under the issue.
Lead Managers/ LM	The Lead Managers to the Issue namely, Fedex Securities Private Limited and Shreni Shares Private Limited* <i>In compliance with the proviso to Regulation 21A(1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, read with proviso to Regulation 244(3) of the SEBI ICDR Regulations, Shreni Shares Private Limited being associate of the Issuer and its role shall be limited to marketing of the Issue.</i>
Listing Agreement	The Listing Agreement to be signed between our Company and SME Platform of BSE Limited ( <b>“BSE SME”</b> )
KPI	Key Performance Indicator
Mandate Request	Mandate Request means a request initiated on the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
Market Making Agreement	The Market Making Agreement dated [●] between our Company, the Lead Managers and Market Maker.
Market Maker Reservation Portion	The reserved portion of 98,000 Equity Shares of face value of Rs. 10.00/- each fully paid-up for cash at a price of Rs. 51/- per Equity Share aggregating to Rs. 49.98 Lakhs for the Market Maker in this Issue
MSME	Micro Small and Medium Enterprises
Mutual Fund(s)	Mutual fund(s) registered with SEBI pursuant to SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 18,52,000 Equity Shares of face value Rs.10.00/- each fully paid-up of our Company for cash at a price of Rs. 51 /- per Equity Share

Term	Description
	aggregating Rs. 944.52 Lakhs
Net Proceeds	The Issue Proceeds less the Issue related expenses. For further details, please refer to the chapter titled “ <i>Objects of the Issue</i> ” beginning on page <b>80</b> of this Draft Prospectus.
Non-Institutional Bidders / Non-Institutional Investor / NIB/ NII	All Applicants (including Eligible NRIs), who are not QIBs or Retail Individual Bidders and who have applied for Equity Shares for an amount of more than Rs. 2,00,000.
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, Eligible QFIs, FIIs registered with SEBI and FVCIs registered with SEBI.
Overseas Corporate Body/ OCB	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 as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time. OCBs are not allowed to invest in this Issue.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership firm, limited liability partnership firm, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context may require.
Prospectus	The Prospectus, to be filed with the RoC containing, inter alia, the Issue opening and Closing date and other information.
Public Issue Account	The account to be opened with the Banker to the Issue under section 40 of Companies Act, 2013 to received monies from the ASBA Accounts.
QIBs or Qualified Institutional Buyers	Qualified Institutional Buyers as defined under Regulation 2(1)(ss) of SEBI ICDR Regulations.
Refund Account	Account to which Application monies are to be refunded to the Bidders
Refund through electronic transfer of funds	Refunds through NECS, NEFT, direct credit, NACH or RTGS, as applicable
Refund Bank / Refund Banker	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Account will be opened, in this case being [●].
Registered Brokers	Stock brokers registered with SEBI as trading members (except Syndicate/sub-Syndicate Members) who hold valid membership of BSE having right to trade in stocks listed on Stock Exchange and eligible to procure Application Forms in terms of SEBI circular no. CIR/CFD/14/2012 dated October 4, 2012
Registrar Agreement	The agreement dated March 10, 2023 entered between our Company and the Registrar to the Issue, in relation to the responsibilities and obligations of the Registrar pertaining to the Issue
Registrar and Share Transfer Agents or RTAs	Registrar and Share Transfer Agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registrar to the Issue/Registrar	Registrar to the Issue being Bigshare Services Private Limited

Term	Description
Resident Indian	A person resident in India, as defined under FEMA
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than Rs. 2,00,000.
Revision Form	The form used by the Applicant, to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s) QIB Applicant and Non-Institutional Applicant are not allowed to lower their Application Forms (in terms of quantity of Equity Shares or the Application Amount) at any stage. Retail Individual Bidders can revise their Application Forms during the Issue Period and withdraw their Application Forms until Issue Closing Date.
SME	Small and medium sized enterprises
Self-Certified Syndicate Bank(s) / SCSBs	The banks registered with SEBI, offering services, in relation to ASBA where the Application Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> or such other website as updated from time to time, and in relation to RIIs using the UPI Mechanism, a list of which is available on the website of SEBI at <a href="https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as updated from time to time. In accordance with 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, Retail Individual Investors using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> ) and ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a> ) respectively, as updated from time to time
Sponsor Bank	Sponsor Bank being [●] being a Banker to the Issue, 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 RIIs using the UPI Mechanism and carry out other responsibilities, in terms of the UPI Circulars.
Specified Locations	Collection centers where the SCSBs shall accept application form, a list of which is available on the website of SEBI ( <a href="https://www.sebi.gov.in/">https://www.sebi.gov.in/</a> ) and updated from time to time.
Stock Exchanges	BSE Limited
Syndicate Member	Intermediaries registered with the SEBI eligible to act as syndicate member and who is permitted to carry on the activity as an underwriter.
TRS / Transaction Registration Slip	The slip or document issued by the Designated Intermediary (only on demand), to the Applicant, as proof of registration of the Application Form.
Underwriter	The Underwriter(s) of our Company being [●]
Underwriting Agreement	The Agreement dated [●] entered between the Underwriter and our Company
UPI	Unified payment Interface, which is an instant payment mechanism, developed by NPCI

Term	Description
UPI Bidder	<p>Collectively, individual investors applying as (i) Retail Individual Bidders, 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 Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents.</p> <p>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 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)</p>
UPI Circulars	<p>SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL-2/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 number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, along with the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI and Stock Exchange in this regard</p>
UPI ID	ID Created on the UPI for single-window mobile payment system developed by NPCI
UPI PIN	Password to authenticate UPI transaction
UPI Mandate Request	<p>A request (intimating the RIIs by way of a notification on the UPI application and by way of a SMS directing the RIIs to such UPI mobile application) to the RIB initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to application Amount and subsequent debit of funds in case of Allotment</p> <p>In accordance with 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, Retail Individual Investors Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names</p>

Term	Description
	appears on the website of the SEBI ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> ) and ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a> ) respectively, as updated from time to time
UPI Mechanism	The bidding mechanism that may be used by RIIs in accordance with the UPI Circulars to make an ASBA Bid in the Issue
U.S Securities Act	U.S Securities Act of 1933, as amended
Wilful Defaulter or a fraudulent borrower	An entity or a person categorized as a Wilful defaulter or fraudulent borrower by any bank or financial institution or consortium thereof, in terms of Regulation 2(1) (III) of the SEBI ICDR Regulations.
Working Days	“Working Day” shall mean all days, excluding all Saturdays, Sundays and public holidays, on which commercial banks in city as mentioned in this Draft Prospectus are open for business and in case 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 Stock Exchanges, excluding Sundays and bank holidays, as per the circulars issued by SEBI.

#### TECHNICAL /GENERAL AND INDUSTRY RELATED TERMS OR ABBREVIATIONS

Term	Description
AB-HWCs	Ayushman Bharat-Health and Wellness Centres
AB-PMJAY	Ayushman Bharat – Pradhan Mantri Jan Arogya Yojana
ACC	Advanced Chemistry Cell
AERB	Atomic Energy Regulatory Board
AI	Artificial Intelligence
AIDef	AI in Defence
BGs	Bank Guarantees
BMD	Bone mineral density
BOT	Build-Operate-Transfer
BSNL	Bharat Sanchar Nigam Limited
CAD	Current Account Deficit
CAZRI	Central Arid Zone Research Institute
CT	Computed tomography
DGCI	Drug Controller General of India
ECG	Electrocardiogram
E.N.T	Ear, nose and throat
FDI	Foreign Direct Investment
FIF	Financial Intermediary Fund
FPI	Foreign Portfolio Investment
FTA	Free Trade Agreements
GDP	Gross Domestic Product
GFF	Global Financing Facility
GPMB	Global Preparedness Monitoring Board
G-secs	Government Securities
GST	Goods and Services Tax
HFI	High-Frequency Indicators
HWC	Health and Wellness Centers
ICAR	Indian Council of Agricultural Research
ICMR	Indian Council of Medical Research
IMA	Indian Medical Association

Term	Description
IDRCL	India Debt Resolution Co. Ltd
IIP	Index of Industrial Production
IISR	Indian Institute of Spices Research
MFP	Mega Food Parks
MRI	Magnetic resonance imaging
MoHFW	Ministry of Health and Family Welfare
MoSPI	Ministry of Statistics & Programme Implementation
MoU	Memorandum of Understanding
NABARD	National Bank for Agriculture and Rural Development
NaBFID	National Bank for Financing Infrastructure and Development
NARCL	National Asset Reconstruction Company Ltd
NCD	Non-Communicable Diseases
NIFTY	National Stock Exchange Sensitive Index
NPPA	National Pharmaceutical Pricing Authority
OPD	Outpatient department
PE-VC	Private Equity-Venture Capital
PHC	Primary Healthcare Centre
PMI	Purchasing Manager's Index
PMSSY	Pradhan Mantri Swasthya Suraksha Yojana
PPP	Public-Private Partnership
PPR	Pandemic Prevention, Preparedness, and Response
RBI	Reserve Bank of India
SDL	State Development Loans
SENSEX	Bombay Stock Exchange Sensitive Index
SII	Serum Institute of India
UHC	Universal Health Coverage
UNICEF	United Nations International Children's Emergency Fund
WEO	World Economic Outlook
WHO	World Health Organisation
WTO	World Trade Organisation
X-ray	Diagnostic radiology

## CONVENTIONAL TERMS & ABBREVIATIONS

Term	Description
A/c	Account
AGM	Annual General Meeting
AIF(s)	Alternative Investment Funds as defined in and registered with SEBI under SEBI AIF Regulations
AS / Accounting Standards	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
Bn	Billion
BSE	BSE Limited
BSE SME	SME Platform of BSE Limited
CAGR	Compounded Annual Growth Rate
CARO	Companies (Auditor's Report) Order, 2016, as amended
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CGST	Central GST
CIN	Corporate Identification Number

Term	Description
CIT	Commissioner of Income Tax
COPRA	The Consumer Protection Act, 1986
Companies Act	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications and modifications thereunder
Consolidated FDI Policy	The current consolidated FDI Policy, effective from October 15, 2020 issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
Contract Act	The Indian Contract Act, 1872
CSR	Corporate Social Responsibility
CY	Calendar Year
Depositories Act	The Depositories Act, 1996
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI
DP	Depository Participant
DP ID	Depository Participant's identity number
EBITDA	Earnings before Interest, Tax, Depreciation and Amortization
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
Electricity Act	The Electricity Act, 2003
EPFO	Employees' Provident Fund Organization
EPF Act	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
ESI Act	The Employees' State Insurance Act, 1948
ESIC	Employee State Insurance Corporation
ESOP	Employee Stock Option Plan
ESPS	Employee Stock Purchase Scheme
FCNR Account	Foreign Currency Non-Resident (Bank) account established in accordance with the FEMA
FDI	Foreign Direct Investment
FEMA Act/ FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 and amendments thereto
FII(s)	Foreign Institutional Investors as defined under SEBI FPI Regulations
Financial Year / Fiscal Year / FY	Unless stated otherwise, the period of twelve (12) months ending March 31 of that particular year
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI

Term	Description
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
GoI/Government	Government of India
Gratuity Act	The Payment of Gratuity Act, 1972
GST Act	The Central Goods and Services Tax Act, 2017
GST	Goods and Services Tax
GSTIN	GST Identification Number
HUF	Hindu Undivided Family
HNI	High Net Worth Individual
IBEF	India Brand Equity Foundation
ICAI	The Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
IEC	Import Export Code
IEM	Industrial Entrepreneurs Memorandum
IFRS	International Financial Reporting Standards
Rs. / Rupees / INR / Rs.	Indian Rupees
IGST	Integrated GST
IT Act	Income-tax Act, 1961
Indian GAAP	Generally Accepted Accounting Principles in India
Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.
IPO	Initial Public Offering
KMP	Key Managerial Personnel
Ltd.	Limited
LMs	Lead Managers
IT Act	Income-tax Act, 1961
IT Rules	Income Tax Rules, 1962
Kms	Kilometres
LC	Letter of Credit
LIBOR	London Interbank Offered Rate
MCA	Ministry of Corporate Affairs, Government of India
MCLR	Marginal cost of funds-based lending rate
Mn	Million
Mutual Fund(s)	Mutual Fund(s) means mutual funds registered under SEBI (Mutual Funds) Regulations, 1996
MoU	Memorandum of Understanding
N.A. / NA	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
NR	Non-resident
NRE Account	Non-Resident External Account
NRI	A person resident outside India who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or is an 'Overseas Citizen of India' cardholder within the meaning of section 7(A) of the Citizenship Act, 1955
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax



Term	Description
PBT	Profit Before Tax
RBI	Reserve Bank of India
RONW	Return on Net Worth
RoCE	Return on Capital Employed
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SEZ	Special Economic Zones
SEBI	The Securities and Exchange Board of India constituted under SEBI Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as repealed pursuant to SEBI AIF Regulations
SEBI Takeover Regulations/ SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Sq. metres	Square Metres
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TPA	Tonnes Per Annum
VCFs	Venture capital funds as defined in and registered with SEBI under SEBI VCF Regulations or SEBI AIF Regulations, as the case may be
WCTL	Working Capital Term Loan
WEO	World Economic Outlook
WHO	World Health Organization
YoY	Year on Year

## FORWARD-LOOKING STATEMENTS

This Draft Prospectus contains certain “forward-looking statements”. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “propose”, “project”, “will”, “will continue”, “will pursue” or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements.

All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

All statements contained in this Draft Prospectus that are not statements of historical facts constitute “forward-looking statements”. All statements regarding our expected financial condition and results of operations, business, objectives, strategies, plans, goals and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, our revenue and profitability, planned projects and other matters discussed in this Draft Prospectus regarding matters that are not historical facts. These forward-looking statements and any other projections contained in this Draft Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which our Company operates and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India, 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, regulations, taxes, changes in competition in our industry and incidents of any natural calamities and/or acts of violence.

All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

1. An inability to retain our healthcare professionals, on whom we are highly dependent;
2. Discontinuation of association of our doctors and other healthcare professionals with our hospitals
3. Delay in receipt of payment from our patients directly or through insurance companies and corporates;
4. Uncertainty of the continuing impact of the COVID-19 pandemic on our business and operations;
5. An inability to maintain and enhance our reputation, and any negative publicity and
6. allegations in the media against us which may adversely affect our market recognition and trust in our services.
7. Competition from existing and new hospitals may adversely affect our revenues and profitability;
8. Political instability or changes in the Government could adversely affect economic conditions in India and consequently our business may get affected to some extent.
9. The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition.

For further discussion of factors that could cause the actual results to differ from the expectations, see the section titled “*Risk Factors*” and chapters titled “*Business Overview*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 25,113 and 175 of this Draft Prospectus, respectively. By their nature, certain market risk disclosures are only estimating and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

There can be no assurance to Applicants that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, Applicants 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.

Forward-looking statements reflect the current views as of the date of this Draft Prospectus and are not a guarantee of future performance.

We cannot assure 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 as a guarantee of future performance.

These statements are based on the management’s beliefs and assumptions, which in turn are based on currently available information. Although our Company believes the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. None of our Company, the Directors, the Lead Managers, or 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. Our Company and the Directors will ensure that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange.

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

All references in this Draft 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 GoI, central or state, as applicable.

Unless otherwise specified, any time mentioned in this Draft Prospectus is in Indian Standard Time ("IST").

Unless indicated otherwise, all references to a year in this Draft Prospectus are to a calendar year.

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

In this Draft Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

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

### **FINANCIAL DATA**

Unless stated otherwise, the financial data in this Draft Prospectus is derived from our Restated Financial Statements of our Company for the period ended February 15, 2023 prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP and Guidance Note on "Reports in Company Prospectus", as amended issued by ICAI, as stated in the report of our Statutory and Peer Reviewed Auditor, as set out in the chapter titled "***Restated Financial Statements***" beginning on page 174 of this Draft Prospectus.

Our Financial Year commences on April 1 and ends on March 31 of the following year, so all references to a particular Financial Year are to the twelve-month period ended March 31 of that year.

In this Draft Prospectus, discrepancies in any table, graphs or charts 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. Further, any figures sourced from third party industry sources may be rounded off to other than to the second decimal to conform to their respective sources.

Unless stated otherwise or the context requires otherwise, the financial information and financial ratios in this Draft Prospectus have been derived from our Restated Financial Statements.

There are significant differences between Indian GAAP, IFRS Ind AS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the Restated Financial Statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Prospectus should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in the sections / chapters titled "***Risk Factors***", "***Business Overview***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on pages 25, 113 and 175, respectively, of this Draft Prospectus and elsewhere in this Draft Prospectus, unless otherwise indicated, have been calculated on the basis of our Restated Financial Statements prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP as stated in the report of our Peer Review Auditor, set out in chapter titled "***Restated Financial Statements***" beginning on page 174 of this Draft Prospectus.

For additional definitions used in this Draft Prospectus, see the Chapter titled “*Definitions and Abbreviations*” beginning on page 2 of this Draft Prospectus. In the section titled “*Main Provisions of the Articles of Association*”, beginning on page 266 of this Draft Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

## **INDUSTRY AND MARKET DATA**

Unless stated otherwise, industry data used throughout this Draft Prospectus has been obtained or derived from industry and government publications, publicly available information and sources.

Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although our Company believes that industry data used in this Draft Prospectus is reliable, it has not been independently verified by the Lead Manager or any of their affiliates or advisors. 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. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in “*Risk Factors*” beginning on pages 25. Accordingly, investment decisions should not be based solely on such information.

Further, the extent to which the industry and market data presented in this Draft Prospectus is meaningful depends on the reader's familiarity with and understanding of, the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

## **CURRENCY AND UNITS OF PRESENTATION**

In this Draft Prospectus, unless the context otherwise requires, all references to;

‘Rupees’ or ‘₹’ or ‘Rs.’ or ‘INR’ or “Rs.” are to Indian rupees, the official currency of the Republic of India.

‘US Dollars’ or ‘US\$’ or ‘USD’ or ‘\$’ are to United States Dollars, the official currency of the United States of America, EURO or “€” are Euro currency,

All references to the word ‘Lakh’ or ‘Lac’, means ‘One hundred thousand’ and the word ‘Million’ means ‘Ten lacs’ and the word ‘Crore’ means ‘Ten Million’ and the word ‘Billion’ means ‘One thousand Million’.

In this Draft Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures derived from our Financial Statements in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

## SUMMARY OF OFFER DOCUMENT

This section is a general summary of certain disclosures included in this Draft Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft 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 Draft Prospectus, including the sections/chapter titled “*Risk Factors*”, “*The Issue*”, “*Capital Structure*”, “*Industry Overview*”, “*Business Overview*”, and “*Outstanding Litigation and Other Material Developments*” beginning on pages **25, 49, 66, 93, 113** and **181** respectively of this Draft Prospectus.

### SUMMARY OF BUSINESS

With a view to provide healthcare facilities to the people of Madhya Pradesh, Dr. Kirti Kumar Shah, one of our promoters started with a clinic in the heart of the city, Ratlam in the year 1976 which was further transformed into a nursing home in the year 1991.. As believed by our promoters, “Change is the only constant in life”, they incorporated the public limited company in the name of “KK Shah Hospitals Limited” to expand the vision to provide best medical services to the people of Ratlam, Madhya Pradesh and near-by areas.

For more details, please refer chapter titled “*Business Overview*” on page **113** of this Draft Prospectus.

### SUMMARY OF INDUSTRY

Healthcare has become one of India’s largest sectors, both in terms of revenue and employment. Healthcare comprises hospitals, medical devices, clinical trials, outsourcing, telemedicine, medical tourism, health insurance and medical equipment.

Indian healthcare delivery system is categorized into two major components public and private. The Government, i.e., public healthcare system, comprises limited secondary and tertiary care institutions in key cities and focuses on providing basic healthcare facilities in the form of primary healthcare centres (PHCs) in rural areas. For more details, please refer chapter titled “*Industry Overview*” on page **93** of this Draft Prospectus.

### PROMOTERS

As on date of this Draft Prospectus, Dr. Amit Shah and Dr. Kirti Kumar Shah are the Promoters of our Company. For further details, please refer to the chapter titled “*Our Promoters and Promoter Group*” beginning on page **167** of this Draft Prospectus.

### ISSUE SIZE

The Issue size comprises of issuance of 19,50,000 Equity Shares of face value of Rs. 10.00/- each fully paid-up for cash at price of Rs. 51/ per Equity Share (including premium of Rs. 41/- per Equity Share) aggregating to Rs. 994.50 Lakhs. The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on February 13, 2023 and approved by the shareholders of our Company vide a special resolution at the Extraordinary General Meeting held on February 15, 2023 pursuant to section 62(1)(c) of the Companies Act, 2013.

### OBJECTS OF THE ISSUE

Our Company intends to utilize the Net Proceeds for the following objects (“*Objects of the Issue*”):

(₹. in Lakhs)

Particulars	Amount (₹ in Lakhs) *
Funding our working capital requirements	702.50
General Corporate Expenses*	243.50
Public Issue Expenses	48.50
<b>Total</b>	<b>994.50</b>

\*The amount utilized for general corporate purpose shall not exceed 25% of the gross proceeds of the Issue

**PRE-ISSUE SHAREHOLDING OF PROMOTERS AND PROMOTER GROUP**

Particulars	Pre-Issue	
	Number of Shares	Percentage (%) holding
<b>Promoters (A)</b>		
Dr. Amit Shah	10,34,451	21.29
Dr. Kirti Kumar Shah	13,74,408	28.29
<b>Total (A)</b>	<b>24,08,859</b>	<b>49.58</b>
<b>Promoter Group (B)</b>		
Dr. Milli Shah	8,02,305	16.51
Dr. Hansa Shah	13,23,378	27.24
Hemant Singh Sankhla	1,21,500	2.50
Deepti Jain	1,21,500	2.50
Kaushik Shashikant Shah	81,000	1.67
<b>Total (B)</b>	<b>24,49,683</b>	<b>50.42</b>
<b>Total (A+B)</b>	<b>48,58,542</b>	<b>100</b>

**SUMMARY OF FINANCIAL INFORMATION***(₹. in Lakhs)*

Particulars	Amount
Share Capital	485.85
Net worth	503.20
Revenue	118.37
Profit after Tax	15.79
Earnings per share (Basic & diluted) (Rs.)	0.33
Net Asset Value per Equity Share (Basic & diluted) (Rs.)	10.36
Total borrowing	0.00

**QUALIFICATIONS OF AUDITORS**

The Restated Financial Statements do not contain any qualification requiring adjustments by the Statutory Auditors.

## SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPMENTS

A summary of pending legal proceedings and other material litigations involving our Company is provided below:

(₹. in Lakhs)

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (Rs in Lakhs)
<b>Company</b>						
By the Company	NA	NA	NA	NA	NA	NA
Against the Company	NA	NA	NA	NA	NA	NA
<b>Directors</b>						
By our Directors	NA	NA	NA	NA	NA	NA
Against the Directors	NA	1	NA	NA	1	65.30
<b>Promoters</b>						
By Promoters	NA	NA	NA	NA	NA	NA
Against Promoters	NA	4	NA	NA	NA	1.04
<b>Subsidiaries</b>						
By Subsidiaries	NA	NA	NA	NA	NA	NA
Against Subsidiaries	NA	NA	NA	NA	NA	NA
<b>Group Companies</b>						
By Group Companies	NA	NA	NA	NA	NA	NA
Against Group Companies	NA	NA	NA	NA	NA	NA

For further details, please refer chapter titled “*Outstanding Litigations & Material Developments*” beginning on page 181 of this Draft Prospectus.



## RISK FACTORS

For details relating to risk factors, please refer chapter titled “*Risk Factors*” beginning on page 25 of this Draft Prospectus.

## SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

For details of our contingent liabilities, please refer section titled “*Restated Financial Statement - Annexure 31*” beginning on page 174 of this Draft Prospectus.

## SUMMARY OF RELATED PARTY TRANSACTIONS

(₹. in Lakhs)

Name of Party	Nature of Relation	Nature of Transaction	Transaction during the period ended on February 15, 2023
Dr. Amit Shah	Director	Professional Fees	14.00
Dr. Kirti Kumar Shah	Director	Professional Fees	6.00
Dr. Hansa Shah	Director	Professional Fees	6.00
Dr. Milli Shah	Director	Professional Fees	10.00
Vaishale Bohra	Chief Financial Officer	Salary	0.63

## FINANCING ARRANGEMENTS

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 (6) months immediately preceding the date of this Draft Prospectus.

## WEIGHTED AVERAGE PRICE AT WHICH THE EQUITY SHARES WERE ACQUIRED BY OUR PROMOTERS IN THE ONE YEAR PRECEDING THE DATE OF THIS DRAFT PROSPECTUS

The weighted average price at which the equity shares were acquired by our Promoters in the one year preceding the date of this Draft Prospectus.

Name	Number of Shares	Weighted Average Cost of Acquisition per Equity Share (in Rs.)
Dr. Amit Shah	10,34,451	9.16
Dr. Kirti Kumar Shah	13,74,408	14.33

*\*As certified by J D Shah associates, Chartered Accountants, pursuant to their certificate dated March 15, bearing UDIN: 23154232BGWYNL7149.*

## AVERAGE COST OF ACQUISITION

The average cost of acquisition per Equity Share to our Promoters as on of this Draft Prospectus is:

Name	Average Cost of Acquisition per Equity Share (in Rs.)
Dr. Amit Shah	9.16

Name	Average Cost of Acquisition per Equity Share (in Rs.)
Dr. Kirti Kumar Shah	14.33

*\*As certified by J D Shah associates, Chartered Accountants, pursuant to their certificate dated March 15, 2023 bearing UDIN:23154232BGWYNH2898.*

#### DETAILS OF PRE-ISSUE PLACEMENT

Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Draft Prospectus till the listing of the Equity Shares.

#### ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE (1) YEAR

Date of Issue/ Allotment	Number of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons for Allotment	Name of Allottees	Benefits Accrued
December 31, 2022	9,994	10	1,510	Issued in consideration of entire business acquisition of M/s Shah Hospital, proprietorship firm of one of our Promoters Dr. Kirti Kumar Shah	Dr. Kirti Kumar Shah	Company acquired the running business of firm
February 13, 2023	47,98,560	10	NIL	Bonus Issue	<i>Refer Note1</i>	Capitalization of Reserves & Surplus

*Note1: Allotment of 10,21,680 equity shares to Dr. Amit Shah, 7,92,400 equity shares to Dr. Milli Shah, 13,07,040 equity shares to Dr. Hansa Shah, 13,57,440 equity shares to Dr. Kirti Kumar Shah, 1,20,000 equity shares to Hemant Singh Sankhla and 1,20,000 equity shares to Deepti Jain, 80,000 equity shares to Kaushik Shashikant Shah.*

For further details, please refer to the chapter titled “**Risk Factor**” beginning on page no. **25** of this Draft Prospectus.

For details, please refer to chapter titled “**Capital Structure**” beginning on page **66** of this Draft Prospectus.

#### SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR

Our Company has not undertaken a split or consolidation of the Equity Shares in the one (1) year preceding as on date of this Draft Prospectus.

#### EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS GRANTED BY SEBI

Our Company has not undertaken any exemption with related to provision of securities law granted by SEBI.

## SECTION - II - RISK FACTORS

An investment in our Equity Shares involves a certain degree of risk. You should carefully consider all the information in this Draft 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. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our businesses, results of operations, financial condition and cash flows. If any of the following risks or other risks that are not currently known or are currently deemed immaterial actually occur, our businesses, results of operations, financial condition and cash flows could suffer, the trading price of our Equity Shares could decline, and you may lose all or part of your investment. Prospective investors should read this section in conjunction with “*Our Business*”, “*Industry Overview*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 113,97, and 175 respectively of this Draft Prospectus, as well as the financial and other information contained in.

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 Draft Prospectus also contains 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 Draft Prospectus. For further details, please see the chapter titled “*Forward-Looking Statements*” beginning on page 16 of this Draft Prospectus.

Unless otherwise indicated or context requires otherwise, the financial statement included herein is derived from our Restated Financial Statement for period ended on February 15, 2023 included in this Draft Prospectus.

Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue including the merits and risks involved. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.

### **Materiality**

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

1. Some events may not be material individually but may be found material collectively.
2. Some events may have material impact qualitatively instead of quantitatively.
3. Some events may not be material at present but may be having material impact in future.

### **INTERNAL RISK FACTORS**

1. *Our Company has been formed specifically for the purpose of acquisition of the business of M/s Shah Hospital (proprietorship firm one of of our Promoters) thus we have limited operating history as a Company which may make it difficult for investors to evaluate our historical performance or future prospects.*

Our Company was originally incorporated as a limited Company under the Companies Act, 2013 with Registrar of Companies, Central Registration Centre through a certificate of incorporation dated August 25, 2022. with an main object of our Company to acquired M/s Shah Hospital proprietorship firm one of our Promoter i.e., Dr. Kirti Kumar Shah. We have very limited operating history from which may make it difficult to evaluate our business, future prospects and viability. Our future revenues and profitability are difficult to estimate and could fluctuate significantly and as a result the price of our Equity Shares may be volatile. Further our business prospects must be considered in light of the risks and uncertainties in respect of hospital services. The business of providing hospital services, were earlier carried

by proprietorship firm which is recently acquired by our Company, although the proprietorship has placed the growth in past years, and will continue to place by our Company but there is no assurance that this growth will be met successfully in future. We may not be able to increase revenue or maintain profitability on a half year or an annual basis. If this occurs, our results of operations and financial condition will be adversely affected. Our growth exposes us to a wide range of increased risks. It will also place significant demands on our management, financial and other resources and will require us to continuously develop and improve our operational, financial and internal controls. There can be no assurance that we will be able to successfully pursue our growth strategies, or that pursuing these strategies will provide us the anticipated benefits in terms of growth and profitability. Further, we may be unable to develop adequate systems, infrastructure and technologies, devote sufficient financial resources or develop and attract talent to manage our growth. Our inability to pursue our growth strategies successfully or at all, or an inability to manage our growth, may adversely affect our prospects. For further details, see the chapter titled “History and Certain Corporate Matters” and “Restated Financial Statements” on page 143 and 174 respectively of this Draft Prospectus.

2. *Our revenue is dependent on in-patient treatments, and outpatient primary care, which could decline due to a variety of factors. Any such decline will adversely affect our cash flows and financial position.*

Our business is dependent on patient footfall in our hospitals. Our revenues come from in-patients and outpatients who are not covered by arrangements with insurance companies. Our revenues will decline significantly if the number of patients visiting our hospitals reduces. In markets where we do not have an existing presence, our ability to reach out to patients may be limited and we may need to position ourselves and offer services in a competitive manner. Patients may choose not to take treatment at our hospitals and instead choose a competitor’s facility, including by reason of our charges for treatment not being competitive. Our ability to operate with relative freedom in such markets (as compared to markets where we have an established presence) may therefore be limited. New competition to our business in markets where we may have had significant ability to attract patients in the past may be affected resulting in us losing patients to our competition. Patients may, during times of economic difficulty, choose to avoid procedures which may be costly. These factors may therefore significantly impact our revenues.

3. *There are outstanding litigations pending against our directors, promoters and group companies, which, if determined adversely, could affect our operations.*

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (₹ in Lakhs)
<b>Company</b>						
By the Company	NA	NA	NA	NA	NA	NA
Against the Company	NA	NA	NA	NA	NA	NA
<b>Directors</b>						
By our Directors	NA	NA	NA	NA	NA	NA
Against the Directors	NA	1	NA	NA	1	65.30

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (₹ in Lakhs)
<b>Promoters</b>						
By Promoters	NA	NA	NA	NA	NA	NA
Against Promoters	NA	4	NA	NA	NA	1.04
<b>Subsidiaries</b>						
By Subsidiaries	NA	NA	NA	NA	NA	NA
Against Subsidiaries	NA	NA	NA	NA	NA	NA
<b>Group Companies</b>						
By Group Companies	NA	NA	NA	NA	NA	NA
Against Group Companies	NA	NA	NA	NA	NA	NA

For further details of certain material legal proceedings involving our Company, our Promoters, our directors, see “*Outstanding Litigations and Material Developments*” beginning on page 181 of this Draft Prospectus.

4. *We are highly dependent on our doctors, nurses and other healthcare professionals, and the loss of, or inability to attract or retain, such persons could adversely affect our business and results of operations.*

Our performance and the execution of our growth strategy depend substantially on our ability to attract and retain doctors and other healthcare professionals.

The market for doctors is highly competitive and there is a general shortage of doctors in India. The factors that doctors consider important before deciding where they will work include the level of compensation, the reputation of the hospital and its owner (s), the quality of the facilities, research opportunities and community relations. We may not compare favorably with other healthcare providers on these factors. Many of these healthcare professionals are well-known personalities in their fields and regions with large patient bases and referral networks, and it may be difficult to negotiate favorable terms and arrangements with them. Our performance also depends on our ability to identify, attract and retain other healthcare professionals, including nurses, to support the multi-specialist and super specialist practices at our hospital.

In particular, the worldwide nursing shortage many make it difficult for us to attract and retain nurses who may choose to pursue similar opportunities abroad and may also cause salaries and wages for nurses to rise. If we are unable to attract or retain doctors or other medical personnel as required, we may not be able to maintain the quality of our services and we could be forced to admit fewer patients to our hospitals. We are also highly dependent on members of our senior management team to manage our current operations and meet future business challenges.

5. *If we are unable to keep abreast with technological changes, new equipment and service introductions, and evolving industry standards, our business and financial condition may be adversely affected. Further, we will also incur costs associated with replacing obsolete equipment.*

The health care industry involves new developments due to continuous research and up gradation of medical equipment; patients need for the upgraded instruments. One of the factors for the consultant doctors to be retained with the hospital is the providing them the latest available medical instruments. Our continued success depends on our ability to anticipate industry trends and identify, develop and market new value-added services that meet patients demands, to continually enhance our equipment and technologies in a timely and cost-effective manner. The change in the industry standard require to upgrade internal process and procedures and new Equipment and technologies. The changes require the additional finance and if we are not able to arrange the finance timely and any delay in procuring the latest equipment's, it will affect our business, financial conditions and operation of the hospital.

- 6. *Our medical professional staff consists of both employees as well as doctors on a consultancy basis. If such medical staff 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/full time doctors, and other healthcare professionals, our business, results of operations and cash flows may be materially and adversely affected.***

Some of our doctors do not work exclusively with us and are permitted to engage in private practice outside of our business and to work at other hospitals that may compete with us. We may require to revise the compensation packages for our doctors and paramedical staff, to retain them for their professional services, which we may not be able to do in the event when the financially conditions of our hospital are adversely affected. In such cases, there is no assurance that our medical staff 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 with regard to how these doctors allocate their time and other resources between our hospitals and other clinics or hospitals at which they work and where doctors refer patients. Such conflicts may prevent us from providing a high quality of service at our hospitals and adversely affect the level of our patient intake which may have an impact on our business, results of operations and cash flows.

- 7. *Delay in receipt of payment from our patients / customers may affect our cash flows, which may, in turn affect our financial condition and results of operations.***

Our patients either pay for their medical expenses by themselves, through third party payers or through some other credit arrangements. Agreements with third party payers typically specify the services covered, the approved tariffs for each of the services and the terms of payment. Our revenue received through such third-party payers constitutes a key component of our total revenue from operations. We are dependent on the timely payment of outstanding dues by such third-party payers and we suffer from recurring time lapses in recovering our fees and costs incurred from such third-party payers.

- 8. *Our failure to compete effectively against existing and new competitors, other multispecialty and/or super specialty hospitals and/or medical practitioners, could adversely affect our market share, business, financial condition, results of operations and prospects.***

We operate in a competitive environment. In most markets, we are required to compete with hospitals, clinics and dispensaries of varying sizes and with ability to perform different kinds of services, some or all of which we may or may not be able to offer. Our ability to compete in a given market is driven significantly by the extent and depth of diagnosis and procedural capabilities of our competitors and the complexities involved. The healthcare industry is driven by, amongst others, brand value and reputation, including skills of particular consulting doctors and the abilities of surgeons. We are constantly required to evaluate and increase our competitive position in each of our markets, including requiring meeting industry standards as regards compensation for doctors and paramedical staff and offering our patients competitive rates for diagnosis, treatment and procedures. We are continually required to hire better talent, which comes at a significant cost. As a result, we may have to lower our profitability levels and continue to strive to compete with our competition on all fronts. Our

competitive position in a market therefore significantly impacts our market share, business, financial condition, results of operations and prospects.

- 9. *Our Company has acquired sole proprietorship firm of one of our Promoters i.e., M/s Shah Hospital after its incorporation vide business transfer agreement dated December 31, 2022. Any future acquisition of other businesses could result in operating difficulties, integration issues and other adverse consequences due to our limited past experience in businesses.***

Our Company was originally incorporated on August 25, 2022 as “Jeevan Parv Healthcare Limited” under the provisions of the Companies Act, 2013 with the Registrar of Companies, Central Registration Centre with an main object of our Company to acquire M/s Shah Hospital, proprietorship firm of one of our Promoter Dr. Kirti Kumar Shah vide Business Transfer Agreement dated December 31, 2022. Further, our Company has changed its’ name to “KK Shah Hospitals Limited” vide special resolution passed by the shareholders at the Extra Ordinary General Meeting held on September 30, 2022 and a fresh certificate of incorporation dated November 30, 2022 issued by the RoC. Further, our Company has applied or in some cases will apply for the transition or endorsement of the name of the Company on many of the documents, registration, bank account and other documents which are in the name of our Shah Hospital as per the terms of business transfer agreement. Any delay in the said transition may require the company to pay any penalty or refusal from any authority of such transition or endorsement which may affect the financial position and operation of our Company. Further any future acquisition may not be beneficial to our Company, we may have to pay a certain amount of premium to the outgoing management / shareholders for synergic benefits that we may accrue compared to valuations of those firms / businesses / companies. Our inability to identify suitable acquisition opportunities in the future, or adequately priced acquisitions, entering into agreement with such parties or obtaining the necessary financing to make such acquisitions could adversely affect our future growth.

- 10. *Most of our radiotherapy and diagnostic imaging equipment contain radioactive and nuclear materials or emits radiation during operation which could make us liable for damages.***

Radioactive procedures are commonly used in medical applications. Beginning with x-rays, to scans and advanced procedures to treat malignancy, our hospitals routinely use equipment that deal with radioactive substances. We are required by a host of regulation promulgated under the Atomic Energy Act, 1962, and administered by the AERB, to obtain certifications, licenses and registrations for various processes and medical applications involving radioactive substances. The AERB also imposes stringent control requirements as to the use, handling and disposal of radioactive substances and procedures. A number of record maintenance requirements are also applicable to our Company. Despite precautions and compliance with regulations, the risk exists that accidents could occur during our operation of radiation generating equipment and use of radioactive material, resulting in the release of radiation or leakage of substances in a manner or to an extent unsafe for human beings or for the environment in general. Such accidents involving radioactive substances can be devastating to human life and wellbeing, including causing death. We may be absolutely liable for all such damage caused as a result of any accident, and may be required to compensate persons suffering injury as a result of such exposure to radiation. Often, such damages awarded are significant. Such damages may materially impact our business and financial condition. Though, no such accidents occurred in the past.

- 11. *We are dependent on obtaining and maintaining certain governmental and regulatory licences and we have not obtained a number of approvals, registrations and licences with respect to our operations in various facilities. Our ability to operate out of such facilities or carry on the relevant activity / procedures in question, may be impeded as a result, thus adversely impacting our operations and revenues.***

We operate in a heavily regulated environment and are required to periodically obtain a number of approvals and licences from governmental and regulatory authorities. Such approvals and licences may or may not be granted or renewed by the relevant governmental or regulatory authorities. There is no assurance that such approvals and licences will be granted or renewed in a timely manner. Failure to obtain or renew such approvals and licences in a timely manner can prevent us from operating the relevant facilities or from operating certain equipment which requires us to obtain the relevant approval or licence. We may, as a result, be compelled to cease using such equipment, or cease operations altogether from such facilities, until such time that the approval or licence applied for has been granted. Our failure therefore to obtain or maintain licences and approvals on a timely basis may adversely affect our business, financial condition, results of operations, cash flows and prospects. Further, we have not obtained a number of approvals, registrations and licences applicable to hospitals we operate. We have also not obtained certain approvals, registrations and licences applicable to our clinics. We have, in certain cases, filed applications seeking approvals, registrations and licences. For details, see section "Government Approvals" beginning on page 189 of this Draft Prospectus. Where we have filed applications for grant of approvals, there is no assurance that approvals will be forthcoming. The approvals, registrations and licences which we have not obtained are either fundamental to our ability to continue operations from such facilities or performance of particular procedures and our failure to obtain them may materially and adversely impact our operations and revenues.

***12. We have been recently incorporated the company and any non-compliance with the provisions of Companies Act, 2013 may attract penalties against our Company which could impact our financial and operational performance and reputation.***

Our Company has been incorporated under Companies Act, 2013 on August 25, 2022 with an main object of our Company to acquire "M/s Shah Hospital" proprietorship firm of one of our Promoters Dr. Kirti Kumar Shah vide Business Transfer Agreement dated on December 31, 2022. Prior to takeover, the provisions of the Companies Act were not applicable to the proprietorship firm. Though our Company will endeavour to take all possible steps comply with the provisions of the Companies Act, but in case of our inability to do so or in case of any delay, we may be subject to penal action from the appropriate authorities which may have an adverse effect on our financial and operational performance and reputation.

Further, our Company was unable to file form SH- 7 due to technical glitches/errors while uploading form with the MCA portal, however we have also raised ticket with MCA vide no. FO\_20230308617246 . Further, we also mail to MCA related to the same and we are taking all necessary steps to get resolve.


Further, our Company had filed the DIR -12 form with respect to appointment of Vaishale Bohra as Chief Financial Officer of our Company, her name is still not reflecting under the master data of the MCA portal of our Company due to technical glitches/error. Further, we have also raised ticket with MCA vide no. FO\_20230308617086 and we are taking all necessary steps to get resolve.

We have filed the DIR -12 form with respect to appointment of Saloni Badjatya as Company Secretary of our Company, her name is reflecting as Saloni Gangwal instead of Saloni Badjatya under the master data of the MCA portal of our Company, we have also raised ticket with MCA vide no. FO\_20230314637410 and we are taking all necessary steps to get resolve.

***13. We may be unable to protect our intellectual property or knowhow from third party infringement which could harm our brand and ser.***





Our logo / trademark  under class 44 has been applied for registration before the Registrar of Trademarks. We do not have any control over the registration of a trademark and a trademark may also be opposed by third parties that claim to have prior or superior rights. Such actions are not within our control and can severely impact business and may result in requirement to undertake rebranding exercises, all of which result in additional costs for us and could also impact our reputation. We routinely monitor third party trademarks, including domain names, by keeping a check on the use of our trademarks. However, it is possible that we are not aware of misuse of our trademarks and this could potentially cause loss of our reputation, which could impact our business and may even affect our goodwill. The use of a deceptively similar or identical third-party mark may result in a loss/injury to us. Such an action may also become a lengthy and costly exercise for us and may not always be in our favor.

***14. If we are not successful in managing our growth, our profitability may decrease and result in adverse impact on our business, results of operations and financial condition***

A principal component of our strategy is to continuously grow by expanding the size and geographical scope of our businesses. This growth strategy will place significant demands on our management, financial and other resources. It will require us to continuously develop and improve our operational, financial and internal controls. Continuous expansion increases the challenges involved in financial management, recruitment, training and retaining doctors, preserving our culture, values and entrepreneurial environment, and developing and improving our internal administrative infrastructure. Any inability on our part to manage such growth could disrupt our business prospects, impact our financial condition and adversely affect our results of operations.

***15. This industry is highly regulated industry requires compliances of various laws and regulations as the human life is involved.***

The health care industry is subject to laws, regulations and rules in the area where the hospital is in operation. The human life is involved hence the Government authorities are stringent in compliance of various regulations and laws. The violation of any regulations will may adversely affect the reputation of the Hospital, enhance attrition of the Professionals, profitability, operation and cash flow of the hospital. Any noncompliance with the applicable laws, rules and regulations may subject us to regulatory action, including penalties and other civil or criminal proceedings which may result in to closure of hospital and affect the operation of the Hospital.

***16. The continuing effect of the COVID-19 pandemic on our business, results of operations, operations and financial condition is highly uncertain and cannot be predicted.***

During the first half of 2020, COVID-19 spread to a majority of countries across the world, including India and other countries where our suppliers and customers are located. The COVID-19 pandemic has had, and may continue to have, significant repercussions across local, national and global economies and financial markets. In particular, a number of governments and organizations have revised GDP growth forecasts for the financial year 2021 downwards in response to the economic slowdown caused by the spread of COVID-19, and it is possible that the COVID-19 pandemic can cause a prolonged global economic crisis or recession. The global impact of the COVID-19 pandemic has been rapidly evolving and public health officials and governmental authorities have responded by taking measures, such as prohibiting people from assembling in large numbers, instituting quarantines, restricting travel, issuing “stay-at-home” orders and restricting the types of businesses that may continue to operate physically, among many others. The outbreak of COVID-19 was recognized as a public health emergency and international concern on January 30, 2020 and as a pandemic by WHO on March 11, 2020. On March 14, 2020, Government of India declared COVID-19 as a “notified disaster” and imposed a nationwide lockdown beginning on March 25, 2020. While

that lockdown lasted until May 31, 2020, and was extended periodically by varying degrees by state governments and local administrations, the second wave of COVID-19 in April 2021 led to lockdowns imposed by the state governments and local administrations.

Despite the lifting of the lockdown, there is significant uncertainty regarding the duration and long-term impact of the COVID-19 pandemic, as well as possible future responses by the Government, which makes it impossible for us to predict with certainty the impact that COVID-19 can have on our business, operations or potential expansion plans in the future. The COVID-19 pandemic has affected and may continue to affect our business, results of operations and financial condition in a number of ways. For example, the spread of COVID-19 has caused us to modify our business practices, cancellation of physical participation in meetings, events and conferences, which poses new challenges to our operations. In future, we may take further actions as may be required by government authorities or that we determine are in the best interests of our employees, customers, partners, and suppliers. We also incurred and may continue to incur additional expenses in complying with evolving government regulations and measures, such as social distancing measures and sanitization.

practices. If any of our employees are suspected of contracting COVID-19 or any other epidemic disease, this could require us to quarantine some or all of these employees or suspend operations in our facilities for disinfection. While our operations had slowed down during early 2020 and we have almost resumed to full normalcy with requisite precautions, the continuing impact of COVID-19 pandemic on our financial condition remains uncertain and is dependent on the spread of COVID-19 and steps taken by the Government to mitigate the economic impact and may differ from our estimates. We are closely monitoring the impact of COVID-19 on our financial condition, liquidity, operations, suppliers and work force. Any intensification of the COVID-19 pandemic or any future outbreak of another highly infectious or contagious disease may adversely affect our business, results of operations and financial condition. Further, we have experienced and may further experience, Government authorities' imposition of various measures such as travel bans and restrictions, quarantines, shelter-in-place orders, and shutdowns. Beginning in March 2020, due to the nationwide lockdown, quarantines, stay-at home and shelter-in-place orders, the promotion of social distancing, and other travel related restrictions, we experienced closure of our production facilities. We may continue to be subject to temporary as well as permanent closures and reduced manufacturing operations, logistical delays during which we shall be required to incur additional expenses in connection with, among other things, retaining employees, fixed costs payable for maintaining our manufacturing plants, and loss of inventory, which may adversely affect our business, results of operations and financial condition. Further, any intensification of the COVID-19 pandemic or any future outbreak of another highly infectious or contagious disease may adversely affect our business.

***17. Our Promoters and Promoter Group will continue to retain significant control in our Company, which will allow them to influence the outcome of matters submitted to shareholders for approval.***

As of the date of this Draft Prospectus, our Promoters and Promoter Group hold 100% of pre-issue share capital of our Company. Furthermore, after the completion of this Issue, our Promoters and Promoter Group will control, directly or indirectly our Company and continue to hold substantial percentage of the issued and paid-up equity share capital of our Company. As a result, our Promoters and Promoter Group will continue to exercise significant control over us, including being able to control the composition of our Board and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Promoters and Promoter Group may take or block actions with respect to our business which may conflict with the best interests of our Company or that of minority shareholders. We cannot assure you that our Promoters and Promoter Group will exercise their rights as shareholders to the benefit and best interest of our Company.

***18. A majority of our doctors are not our employees. Our arrangements with such doctors are on a consultancy basis. There is no assurance they will continue to provide services to us on an ongoing***

***basis. Our revenues, profits and financial condition will be significantly impacted in the event that our consultant doctors cease providing services to us.***

As on February 28, 2023, we engage the services of 21 doctors (of whom 12 were engaged on a consultancy basis and 9 on visiting consultants. As of that date, as many as 9 doctors who on visiting consultants, provided services to us on a visiting consultancy basis. We have not entered into any employment agreements with our visiting consultant doctors, obligating them to serve a minimum period of time with us. Some of our doctors do not work exclusively with us and are permitted to engage in private practice outside of our business. There is no assurance that our consultant 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 utilise their time and expertise in providing services to our patients. Any significant change to the number or quality of the consultant doctors we engage or are able to retain, could materially impact our revenues, profits and financial condition.

***19. Our insurance coverage may be insufficient to protect us against all present and future risks, which may adversely affect our business, financial condition, results of operations and prospects.***

We obtain insurance policies to cover a wide range of risks, are obtained for identified risks, which we consider material. The quantum of insurance is dependent on our perception of likelihood of the risk materialising, our scale of operations for the particular facility, and in certain cases, on the basis of actuarial valuation. We may not have obtained insurance for a number of risks, or where obtained, the quantum of cover, or the terms subject to which we may be entitled to make claims, may not fully enable us to recover all losses suffered as a result of the risk insured materialising. There may also be future risks for which we may not obtain insurance. We may, in such cases, be left to bear all or a significant portion of the losses suffered, without any insurance coverage. Our business, financial condition, results of operations and prospects may be adversely affected in the event of insufficient insurance coverage for risks we encounter in our operations.

***20. Lack of health insurance in India may adversely affect our business, cash flows and results of operations.***

A large population of India is not covered by health insurance. In the absence of health insurance, procedures and diagnostics involving significant costs may not be affordable to a number of patients. Such patients may choose not to undergo such procedures, despite being in need of them, or may choose to undergo similar procedures from hospitals which are less costly. As a result, we may not be able to undertake such procedures and may lose out on revenues we may expect to realize from such procedures.

***21. Our insurance premia may increase and any significant deterioration in our claims experience, may result in insurance not being available to us on acceptable terms.***

Our expenditure towards obtaining insurance may increase if the premia to be paid on our policies is increased by insurance companies. Further, the more the number of claims we make on an insurer with respect to a particular risk, the worse our claim history becomes, thus resulting in a potential increase in premia payable when we renew our insurance policies. Increase in insurance premia payable may impact our profits adversely.

***22. Any downtime for maintenance and repair of our medical equipment could lead to business interruptions that could be expensive and harmful to our reputation and to our business.***

Our equipment, including operation theatres, require constant maintenance, including cleaning, sanitising and overhaul. Maintenance work on most equipment can be performed only by the manufacturer or a designated service provider and involves significant downtime to complete maintenance. At times, maintenance of some equipment cannot be performed at our hospitals, and may have to be moved to the location of the manufacturer or service provider, adding to the

downtime. Our equipment is subject to normal wear and tear and will be in need of repairs from time to time. Some repairs may be routine in nature, involving lower downtime, and some repairs may require replacement of parts of the equipment, which may be time consuming. During such times, we may not be able to put the equipment to use. We may, as a result, suffer losses by reason of not being able to use such equipment.

- 23. *We are subject to various laws and regulations relating to the handling and disposal of hazardous materials and wastes and bio-medical wastes. If we fail to comply with such laws and regulations, we could become subject to prosecution, including imprisonment and fines or incur costs that could have a material adverse effect on the success of our business.***

The EPA and the rules made thereunder regulate our handling of hazardous substances and bio-medical wastes. We are required to obtain registrations from the relevant State Pollution Control Board to be able to handle and dispose hazardous and bio-medical wastes. We are also required to take a number of precautionary measures and follow prescribed practices in this regard. Our failure to comply with these laws could result in we being prosecuted, including our directors and officers responsible for compliance being subjected to imprisonment and fines. We may also be liable for damage caused to the environment. Any such action could adversely affect our business and financial condition.

Our Company does not possess the necessary approval with regulatory approval for utilizing a borewell facility. While we are not addressed in this matter, we cannot assure you that in the future any other regulatory authority will not take any adverse action against our Company. The approvals, registrations and licences which we have not obtained are either fundamental to our ability to continue operations from such facilities or performance of particular procedures and our failure to obtain them may materially and adversely impact our operations and revenues. For more details, “ *We are dependent on obtaining and maintaining certain governmental and regulatory licences and we have not obtained a number of approvals, registrations and licences with respect to our operations in various facilities. Our ability to operate out of such facilities or carry on the relevant activity / procedures in question, may be impeded as a result, thus adversely impacting our operations and revenues.*” on page 29 of this Draft Prospectus

- 24. *We are dependant on our current pool of Executive Director and Key Management Personnel to manage our day-to-day operations and to execute our growth strategy going forward.***

We depend on our current pool of Executive Director and Key Management Personnel to carry out our day-to-day management and overseeing of operations. We also rely on them to plan and execute our growth strategy in the future. The availability of talent in the healthcare industry, especially with experience in managing large-scale hospitals, is limited. We may not be able to retain the services of the current management team, and could lose talent to our competition. Replacement of Executive Director and Key Management Personnel may not be easy, and we may need to wait indefinitely to fill positions until we find suitable candidates. Any significant loss of senior management or key personnel could materially and adversely affect our business and prospects.

- 25. *We will incur costs associated with replacing obsolete equipment.***

A number of medical equipment we use as part of our business have limited life span, and may become obsolete, including by reason of advancement of technology. We may be required to continually service our existing equipment and replace them whenever required, with new equipment. Replacement of medical equipment may be costly and involve significant capital expenditure, requiring that we plan for and fund such expenditure in advance. Our cash flows and general financial condition may constrain us from replacing our medical equipment as and when appropriate. Any constraints on our ability to replace and upgrade our medical equipment may result in our inability to offer services that involve the use of such equipment, thus adversely affecting our revenues.

**26. *There is no monitoring agency appointed by Our Company and the deployment of funds are at the discretion of our Management and our Board of Directors, though it shall be monitored by our Audit Committee.***

As per SEBI (ICDR) Regulations, 2018, as amended, appointment of monitoring agency is required only for Issue size above Rs. 10,000.00 Lakhs. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

**27. *If we are not able to obtain, renew or maintain the statutory and regulatory permits and approvals required to operate our business it may have an adverse effect on our business.***

We require certain statutory and regulatory permits, licenses and approvals to operate our business. Though we believe that we have obtained all permits and licenses which are adequate to run our business, we cannot assure that there is no other statutory/regulatory requirement which we are required to comply with. Further, some of these approvals are held in the name of proprietorship firm M/s. Shah Hospitals which have been taken over by the Company vide business purchase agreement dated December 31, 2022 and are yet to be transferred in the name of the Company. The process is lengthy and time consuming and we are not sure that the same will be transferred in the name of the Company. Further these approvals are granted for fixed periods of time and need renewal from time to time. We are required to renew such permits, licenses and approvals. There can be no assurance that the relevant authorities will issue any of such permits or approvals in time or at all.

Failure by us to renew, maintain or obtain the required permits or approvals in time may result in the interruption of our operations and may have a material adverse effect on our business.

For further details, see section on “Government and Other Approvals” beginning on page 159 of the Draft Prospectus.

**28. *Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.***

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements.

Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details please refer to chapter titled “Dividend Policy page number 173 of this Draft Prospectus.

**29. *In addition to normal remuneration or benefits and reimbursement of expenses, some of our directors and key managerial personnel are interested in our Company to the extent of their shareholding, and dividend entitlement in our Company.***

Our Directors and Key Managerial Personnel are interested in our Company to the extent of remuneration paid to them for services rendered and reimbursement of expenses payable to them. In addition, some of our Directors and KMP may also be interested to the extent of their shareholding and dividend entitlement in our Company as well as services rendered in terms of professional

capacity fees to our Executive Directors. For further information, see Capital Structure and Our Management on pages 40 and 98 respectively, of this Draft Prospectus.

**30. *Our Registered Office and offices are not owned by us. In the event we lose such rights, our business, financial condition and results of operations and cash flows could be adversely affected.***

Our registered office situated at 124, Katju Nagar, Swastik App., Ratlam, Ratlam-457001, Madhya Pradesh, India is not owned by us and is taken on NOC basis from Dr. Hansa Shah, Dr. Kirti Kumar Shah, Sunil Shah, Shailesh Shah, Dr. Amit Shah, Bhavna Shah and Dr. Milli Shah and our other offices i.e. physiotherapy department, dental department and staff quarters on lease basis from Raysingh Panwar, Narayan Sharam and Vijay Kumar Shrivastav respectively for a period of 11 months commencing from January 18, 2023. Further, we cannot assure you that we will be able to continue the above arrangement on commercially acceptable / favourable terms in future. For further details, see section “*Our Business*” beginning on page 113 of this Draft Prospectus. If we are required to vacate the current premises’, we would be required to make alternative arrangements for new offices and other infrastructure, and we cannot assure that the new arrangements will be on commercially acceptable/favourable terms. If we are required to relocate our business operations during this period, we may suffer a disruption in our operations or have to pay higher charges, which could have an adverse effect on our business, prospects, results of operations and financial condition.

**31. *We require working capital for our smooth day-to-day operations of business and any discontinuance or our inability to acquire adequate working capital timely and on favourable terms may have an adverse effect on our operations, profitability and growth prospects.***

Our business demands working capital requirements. In case there are insufficient cash flows to meet our working capital requirement or we are unable to arrange the same from other sources or there are delays in disbursement of arranged funds, or we are unable to procure funds on favourable terms, it may result into our inability to finance our working capital needs on a timely basis which may have an adverse effect on our operations, profitability and growth prospects.

**32. *Our inability to obtain, renew or maintain our statutory and regulatory permits and approvals required to operate our business may have a material adverse effect on our business, financial condition and results of operations.***

We will be required to renew permits and approvals in relation to our existing operations and obtain new permits and approvals for any proposed operations as may be required under the applicable laws of the sector or region that we are operating in. There can be no surety that we will be able to obtain all the permits or approvals in the time-frame anticipated by us or at all. Our failure to renew, maintain or obtain the required permits or approvals in a timely manner, may result in the interruption of our operations and may have a material adverse effect on our business, financial condition and results of operations. Compliance with many of the regulations applicable to our operations may involve incurring costs and otherwise may impose restrictions on our operations.

Our Company was originally incorporated as a limited Company under the Companies Act, 2013 with Registrar of Companies, Central Registration Centre through a certificate of incorporation dated August 25, 2022. with the main object to acquired M/s Shah Hospital proprietorship firm one of of our Promoter i.e., Dr Kirti kumar Shah. There are some of the approvals which are in the name of M/s Shah Hospital, we are taking necessary steps for transferring the same in the new name of our Company. In case we fail to transfer/obtain the same in the name of our Company same may adversely affect our business or we may not be able to carry our business. We cannot assure you that we will not be subject to any adverse regulatory action in the future. If the interpretation of the regulators and authorities varies from our interpretation, we may be subject to penalties and the business of our Company could be adversely affected. If we fail to obtain or retain any of these approvals or licenses, or renewals thereof, in a timely manner, or at all, our business may be adversely affected. If we fail to comply, or a regulator claims we have not complied, with any of the terms and

conditions stipulated under any of our licenses or permits, one or several of our licenses and certificates may be suspended or cancelled and we shall not be able to carry on the activities permitted thereunder. For further information, see “*Government and Other Statutory Approvals*” beginning on page 196 of this Draft Prospectus.

***33. If we are unable to source business opportunities effectively, we may not achieve our financial objectives.***

Our ability to achieve our financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business, we will need to hire, train, supervise and manage new employees and to implement systems capable of effectively accommodating our growth. However, we cannot assure you that any such employees will contribute to the success of our business or that we will implement such systems effectively. Our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It is also possible that the strategies used by us in the future may be different from those presently in use. No assurance can be given that our analyses of market and other data or the strategies we use or plans in future to use will be successful under various market conditions.

***34. Our Company has entered into related party transactions in the past and may continue to enter into related party transactions in the future, which may potentially involve conflicts of interest with the equity shareholders.***

Our Company have entered into certain related party transactions with our Promoter and Directors in the past. For details, please see “*Annexure J of Restated Financial Statements*” under the chapter titled “*Restated Financial Statements*” beginning on page 174 of this Draft Prospectus. While our Company believes that all such transactions have been conducted on the arm’s length basis, there can be no assurance that it could not have been achieved on more favourable terms had such transactions not been entered into with unrelated parties. Further, it is likely that we may enter into related party transactions in the future and such transactions may potentially involve conflicts of interest. In terms of the Companies Act, 2013 and SEBI LODR Regulations, we are required to adhere to various compliance requirements such as obtaining prior approvals from our Audit Committee, Board and Shareholders for certain party transactions and our undertakes that such related party transactions shall not be done against the interests of the Company and its shareholders as prescribed in the SEBI LODR Regulations. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations.

***35. Our actual results could differ from the estimates and projections used to prepare our financial statements.***

The estimates and projections are based on and reflect our current expectations, assumptions and/ or projections as well as our perception of historical trends and current conditions, as well as other factors that we believe are appropriate and reasonable under the circumstances. There can be no assurance that our expectations, estimates, assumptions and/or projections, including with respect to the future earnings and performance will prove to be correct or that any of our expectations, estimates or projections will be achieved.

***36. If we fail to maintain an effective system of internal controls, we may not be able to successfully manage, or accurately report, our financial risks.***

Effective internal controls are necessary for us to prepare reliable and avoid fraud. Moreover, any internal controls that we may implement, or our level of compliance with such controls, may deteriorate over time, due to evolving business conditions. We cannot assure you that deficiencies in our internal controls will not arise in the future, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls. Any inability on our part to adequately detect, rectify or mitigate any such deficiencies in our internal

controls may affect ability to accurately report, or successfully manage, our financial risks, and to avoid fraud, which may in turn adversely affect our business, financial condition or results of operations.

**37. *We may not be successful in implementing our business strategies.***

The success of our business depends substantially on our ability to implement our business strategies effectively. Even though we have successfully executed our business strategies in the past, there is no guarantee that we can implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted clients. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and results of operations.

**38. *Within the parameters as mentioned in the chapter titled “Objects of the Issue” beginning on page 80 of this Draft Prospectus, our Company’s management will have flexibility in applying the proceeds of this Issue. The fund requirement and deployment mentioned in the Objects of this Issue have not been appraised by any bank or financial institution.***

We intend to use entire Issue Proceeds towards meeting the working capital requirement and general corporate purpose. We intend to deploy the Net Issue Proceeds in financial year 2023-24, 2024-25 and 2025-26 such deployment is based on certain assumptions and strategy which our Company believes to implement in future. The funds raised from the Issue may remain idle on account of change in assumptions, market conditions, strategy of our Company, etc., For further details on the use of the Issue Proceeds, please refer chapter titled “Objects of the Issue” beginning on page 80 this Draft Prospectus.

The deployment of funds for the purposes described above is at the discretion of our Company’s Board of Directors. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution. Accordingly, within the parameters as mentioned in the chapter titled “Objects of the Issue” beginning on page 80 of this Draft Prospectus, the Management will have significant flexibility in applying the proceeds received by our Company from the Issue. Our Board of Directors will monitor the proceeds of this Issue.

**39. *The deployment of funds raised through this Issue shall not be subject to any Monitoring Agency and shall be purely dependent on the discretion of the management of our Company.***

Since the issue size is less than ₹10,000 Lakhs, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Issue. The deployment of these funds raised through this Issue, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.

**40. *Managing employee benefit pressures in India may prevent us from sustaining our competitive advantage which could adversely affect our business prospects and future financial performance.***

Employee benefits represent a major expense for us and our ability to maintain or reduce such costs is critical for our business operations. We may be required to increase employee compensation levels to remain competitive and manage attrition, and consequently we may need to increase the prices of our products and services. An increase in wages/ salaries paid to our employees may result in a material adverse effect on our profits in the event that we are unable to pass on such increased expenditure to our users or customers without losing their business to our competitors. Likewise, if we are unable to sustain or increase the number of employees as necessary to meet growing demand, our business, financial condition and results of operations could be adversely affected.



- 41. *In the event there is any delay in the completion of the Issue, there would be a corresponding delay in the completion of the objects / schedule of implementation of this Issue which would in turn affect our revenues and results of operations.***

The funds that we receive would be utilized for the Objects of the Issue as has been stated in the Chapter “*Objects of the Issue*” beginning on page 80 of this Draft Prospectus. The proposed schedule of implementation of the objects of the Issue is based on our management’s estimates. If the schedule of implementation is delayed for any other reason whatsoever, including any delay in the completion of the Issue, we may have to revise our business and development plans resulting in unprecedented financial mismatch and this may adversely affect our revenues and results of operations.

- 42. *We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. Further we have not identified any alternate source of financing the Objects of the Issue. Any shortfall in raising / meeting the same could adversely affect our growth plans, business operations and financial condition***

As on date of this Draft Prospectus, we have not made any alternate arrangements for meeting our capital requirements for some of the objects of the issue. We meet our capital requirements through, owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this offer or any shortfall in the issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details, please refer to the chapter titled “*Objects of the Issue*” beginning on page 80 of this Draft Prospectus.

- 43. *We could be harmed by employee misconduct or errors that are difficult to detect and any such incidences could adversely affect our financial condition, results of operations and reputation.***

Employee misconduct or errors could expose us to business risks or losses, including termination of our contracts, regulatory sanctions and serious harm to our reputation. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our employees and other professionals, agents and / or technicians may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions on account of which our business, financial condition, results of operations and goodwill could be adversely affected.

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

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

- 45. *System failures or inadequacy and security breaches in computer systems may adversely affect our business.***

Our business is increasingly dependent on our ability to process, on a daily basis, a large number of transactions. Our financial, accounting or other data processing systems may fail to operate adequately or become disabled as a result of events that are wholly or partially beyond our control, including a disruption of electrical or communication services. We may experience difficulties in upgrading, developing and expanding our systems quickly enough to accommodate our growing customer base and range of services our computer systems, software and networks may be vulnerable to unauthorized access, computer viruses or other malicious code and other events that could compromise data integrity and security. Any failure to effectively maintain or improve or upgrade our systems in a timely manner could materially and adversely affect our competitiveness, financial position and results of operations. Moreover, if any of these systems do not operate properly or are disabled or if there are other shortcomings or failures in our internal processes or systems, it could affect our operations or result in financial loss, disruption of our businesses, regulatory intervention or damage to our reputation. In addition, our ability to conduct business may be adversely impacted by a disruption in the infrastructure that supports our businesses and the localities in which we are located.

***46. The Objects of the Issue for which funds are being raised, are based on our management estimates and have not been appraised by any bank or financial institution or any independent agency.***

The deployment of funds will be entirely at our discretion, based on the parameters as mentioned in the chapter titled *Objects of the Issue*. The fund requirement and deployment, as mentioned in the Objects of the Issue on page 80 of this Draft Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated under chapter Objects of the Issue is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency. Further, we cannot assure that the actual costs or schedule of implementation as stated under chapter Objects of the Issue will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

***47. We outsource some of our service functions to third-party contractors. Any lapse by such third party service providers may have adverse consequences on our business and reputation***

We currently rely on certain third party contractors to provide services. We do not have direct control over these third party contractor providers, and there is no guarantee that our third-party service providers will provide satisfactory services to us and our patients. Our service providers may experience disruptions in their operations or service, include due to factors beyond our control. If any of our service providers' services are disrupted or terminated, we may not be able to find alternative service providers with quality and on 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.

For example, we have entered into an agreement dated January 28, 2023 with 'M/s. Life Care Diet Service' for providing food services to patients and a cafeteria for attendants in our hospital. 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.

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

Our information technology system is critical systems is critical to our business. We rely on the information technology system to store the personal details data of our patients. As per the Personal Data Protection Bill 2019, provides the rules and regulations generally require medical institutions to protect the personal data, of their patients or clients and prohibit unauthorized disclosure or usage of personal information, including medical data. Compliance with new and evolving privacy and security laws, regulations and requirements may result in increased operating costs. which may in turn affect our business, financial condition, results of operations and prospects. We are vulnerable to the failures of our information technology system, which could affect our business, deficiencies in managing our information systems and data security practices may lead to leaks of patient records, test results, prescriptions, lab records and other confidential and sensitive information which could adversely impact out business and damage our reputation.

**49. *We have not independently verified certain data in this Draft Prospectus.***

We have not independently verified data from the Industry and related data contained in this Draft Prospectus and although we believe the sources mentioned in the report to be reliable, we cannot assure you that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regards to other countries. Therefore, discussions of matters relating to India, its economy or the industries in which we operate that is included herein are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete, inaccurate or unreliable. Due to incorrect or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

**50. *The average cost of acquisition of Equity Shares by our Promoters could be lower than the price determined at time of registering the Draft Prospectus.***

Our Promoters' average cost of acquisition of Equity Shares in our Company may be lower than the Price as may be decided by the Company in consultation with the LM. For further details regarding average cost of acquisition of Equity Shares by our Promoter in our Company and build-up of Equity Shares by our Promoter in our Company, please refer chapter title "*Capital Structure*" beginning on page 66 of this Draft Prospectus.

## **ISSUE RELATED RISKS**

**51. *An investment in the Equity Shares is subject to general risk related to investments in Indian Companies.***

Our Company is 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.

***Any variation in the utilization of the Net Proceeds of the Issue as disclosed in this Draft Prospectus shall be subject to certain compliance requirements, including prior Shareholders' approval.***

We propose to utilize the Net Proceeds for funding working capital requirements and general corporate purposes. For further details of the proposed objects of the Issue, please see chapter titled “*Objects of the Issue*” beginning on page 80 of this Draft Prospectus. In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds from the Issue as disclosed in this Draft Prospectus without obtaining the shareholders’ approval through a special resolution. In the event of any such circumstances that requires us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the Shareholders’ approval in a timely manner, or at all. Any delay or inability in obtaining such Shareholders’ approval may adversely affect our business or operations. Further, our Promoter or controlling shareholders would be required to provide an exit opportunity to the shareholders who do not agree with our proposal to modify the objects of the Issue as prescribed in the SEBI ICDR Regulations. If our shareholders exercise such exit option, our business and financial condition could be adversely affected. Therefore, we may not be able to undertake variation of objects of the Issue to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company, which may restrict our ability to respond to any change in our business or financial condition, and may adversely affect our business and results of operations.

***52. The Issue Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Issue.***

The Issue Price of the Equity Shares will be determined by our Company in consultation with the and the Lead Manager, and through Fixed Price Process. This price will be based on numerous factors, as described under “*Basis for Issue Price*” beginning on page 88 of this Draft Prospectus and may not be indicative of the market price for the Equity Shares after the Issue. The market price of the Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that the investor will be able to resell their Equity Shares at or above the Issue Price.

***53. Our Equity Shares have never been publicly traded, and, after the Issue, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of the Equity Shares may be volatile, and you may be unable to resell the Equity Shares at or above the Issue Price, or at all.***

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation do not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares is proposed to be determined through a fixed price process in accordance with the SEBI ICDR Regulations and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, 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.

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

In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued and

allotted. Approval for listing and trading will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the BSE SME. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

**55. *Any future issuance of Equity Shares may dilute your shareholding and sale of our Equity Shares by our Promoters or other shareholders may adversely affect the trading price of the Equity Shares.***

Any future equity issuances by us, including in a primary offering, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by our Promoter or other major shareholders may adversely affect the trading price of the Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares

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

In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Issue will not be granted unless the post issue formalities are completed after the Equity Shares have been issued. Approval for listing and trading will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the SME Platform of BSE Limited. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares

**57. *There are restrictions on daily weekly monthly movement in the price of the equity shares, which may adversely affect the shareholder's ability to sell for the price at which it can sell, equity shares at a particular point in time.***

Once listed, we would be subject to circuit breakers imposed by the stock exchange, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index- based market-wide circuit breakers generally imposed by SEBI. The percentage limit on circuit breakers is said by the stock exchange based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchange does not inform us of the percentage limit of the circuit breaker in effect from time to time, and may change it without our knowledge. This circuit breaker limits the upward and downward movements in the price of the Equity Shares. As a result of the circuit breaker, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

**58. *Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.***

Under current Indian tax laws and regulations, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are 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 capital gain exceeding ₹100,000, realized on the sale of equity shares held for more than 12 months immediately preceding the date of transfer, which are sold using any other platform other than on a recognized stock exchange and on which no STT has been paid, are subject to long-term capital gains tax in India.

The Finance Act, 2019 amended the Indian Stamp Act, 1899 with effect from July 1, 2020 and clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of 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 securities other than debentures on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. The Finance Act, 2020, has, among others things, provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime and that dividend distribution tax will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, that such dividends not be exempt in the hands of the shareholders, both resident as well as non-resident, and that such dividends likely be subject to tax deduction at source. 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 from such dividend. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares.

Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. In cases where the seller is a non-resident, capital gains arising from the sale of the equity shares will be partially or wholly exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Historically, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the equity shares.

Further, we cannot predict whether any tax laws or other regulations impacting it will be enacted, or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have a material adverse effect on our business, financial condition, results of operations and cash flows. The Government of India had announced the union budget for financial year 2023 and the Finance Act, 2022 received assent from the President of India on March 30, 2022. There is no certainty on the impact that the Finance Act, 2022 may have on our business and operations or in the industry we operate in.

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

Prior to this Issue, there has been no public market for our Equity Shares. Our Company and the Lead Manager have appointed Market Maker for the equity shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets and Finance industry, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnership, joint ventures, or capital commitments.

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

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) 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 fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the income tax authority. There can be no assurance that any approval

required from the RBI or any other government agency can be obtained on any particular terms or at all.

## **EXTERNAL RISK FACTORS**

### ***61. Challenges that affect the healthcare industry will have an effect on our operations.***

As a provider of health care services, we are impacted by challenges that affect the industry in general. These include general economic conditions and outlook, improvements in technologies, increase in operating costs, government regulation and policy and importantly, our competitive position in the market in general. These factors will impact us and our business on an ongoing basis. We will be constrained to respond to changes adequately to remain profitable, including bringing about changes to operations, cutting down on costs, and reassessing growth plans and strategies. We are unable to predict these challenges and cannot assure you that we will continue to maintain our current levels of financial performance.

### ***62. Compliance with applicable health, safety, environmental and other governmental regulations may be costly and adversely affect our results of operations.***

Compliance with applicable health, safety, environmental and other governmental regulations is time consuming, costly and requires a number of dedicated personnel. We are subjected to payment of fees and levies on an ongoing basis with respect to a number of licences, approvals, consents and permissions we are required to obtain from governmental authorities. We are also required to avail a number of third-party services with respect to collection, treatment and disposal of wastes generated from our hospitals. We expend significant funds in making such payments. We are required to periodically maintain a number of records and registers and file a number of returns. Ensuring compliance requires that we hire trained personnel across our locations. Our compliance costs may adversely affect our revenues.

### ***63. Natural calamities could have a negative impact on the Indian economy and cause our Company's business to suffer.***

India has experienced natural calamities such as earthquakes, tsunami, floods etc. In recent years, the extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

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

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Incidents such as the terrorist attacks, other incidents such as those in US, Indonesia, Madrid and London, and other acts of violence may adversely affect the Indian stock markets where our Equity Shares will trade as well the global equity markets generally. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our Company's business and profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

**65. *If there is any change in tax laws or regulations, or their interpretation, such changes may significantly affect our financial statements for the current and future years, which may have a material adverse effect on our financial position, business and results of operations.***

The regulatory and policy environment in which we operate is evolving and subject to change. Our business and financial performance could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations applicable to us and our business. In such instances, and including the instances mentioned below, our business, results of operations and prospects may be adversely impacted, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. Any political instability in India, such as corruption, scandals and protests against certain economic reforms, which have occurred in the past, could slow the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting foreign investment, currency exchange rates and other matters affecting investment in India could change as well.

Additionally, the Government of India has 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 labour costs, thereby adversely impacting our results of operations, cash flows, business and financial performance.

The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. For instance, companies can voluntarily opt in favour of a concessional tax regime (subject to no other special benefits/exemptions being claimed), which reduces the rate of income tax payable to 22% subject to compliance with conditions prescribed, from the erstwhile 25% or 30% depending upon the total turnover or gross receipt in the relevant period. Any such future amendments may affect our other benefits such as exemption for income earned by way of dividend from investments in other domestic companies and units of mutual funds, exemption for interest received in respect of tax-free bonds, and long-term capital gains on equity shares if withdrawn by the statute in the future, and the same may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability.

Further, the GoI has announced the union budget for Fiscal 2023, pursuant to which the Finance Bill, 2022 (“Finance Bill”), has introduced various amendments. The Finance Bill has received assent from the President of India on March 30, 2022, and has been enacted as the Finance Act, 2022. We cannot predict whether any amendments made pursuant to the Finance Act, 2022 would have an adverse effect on our business, financial condition and results of operations. Furthermore, changes in capital gains tax or tax on capital market transactions or the sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance.

There can be no assurance that the GoI will not implement new regulations and policies requiring us to obtain approvals and licenses from the GoI or other regulatory bodies, or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment or change to governing laws, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent in the jurisdictions in which we operate may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. It may also have a material adverse effect on our business,



financial condition, cash flows and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which could materially harm our results of operations or cash flows. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

We are unable to determine the impact of any changes in or interpretations of existing, or the promulgation of, new, laws, rules and regulations applicable to us and our business. If that was to occur it could result in us, our business, operations or group structure being deemed to be in contravention of such laws and/or may require us to apply for additional approvals. 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 business or restrict our ability to grow our business in the future.

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

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, fluctuations in commodities markets, consumer debt levels, unemployment trends and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude, which may negatively affect our stock prices.

***67. Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.***

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization could change, and specific laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

***68. Any downgrading of India's sovereign rating by an independent agency may harm our ability to raise financing.***

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing may be available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of our Equity Shares.

***69. The ability of Indian companies to raise foreign capital may be constrained by Indian law.***

As an Indian Company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under FEMA. Such regulatory restrictions limit our financing sources for our projects under development and hence could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that the required approvals will be granted to us without onerous conditions, or at all. Limitations on foreign debt may adversely affect our business growth, results of operations and financial condition.

**SECTION - III – INTRODUCTION  
THE ISSUE**

The following table the Issue details:

PARTICULARS	DETAILS OF EQUITY SHARES
<b>Issue of Equity Shares by our Company</b>	19,50,000 Equity Shares of face value of Rs. 10.00/- each fully paid-up for cash at price of Rs. 51/- per Equity Share aggregating to maximum Rs. 994.50 Lakhs.
<i>Consisting of</i>	
<b>Market Maker Reservation Portion</b>	98,000 Equity Shares of face value of Rs. 10.00/- each fully paid-up for cash at price of Rs. 51/- per Equity Share aggregating to Rs. 49.98 Lakhs.
<b>Net Issue to The Public*</b>	18,52,000 Equity Shares of face value of Rs. 10.00/- each fully paid-up for cash at price of Rs. 51/- per Equity Share aggregating to Rs. 944.52 Lakhs.
<i>of which</i>	
<b>Retail Portion</b>	9,26,000 Equity Shares of face value of Rs.10.00/- each fully paid-up for cash at price of Rs. 51/- per Equity Share aggregating to Rs. 472.26 Lakhs i.e., 50% of the Net Issue shall be available for allocation to the Retail Individual Investors.
<b>Non – Institutional Portion</b>	9,26,000 Equity Shares of face value of Rs.10.00/- each fully paid-up for cash at price of Rs. 51/- per Equity Share aggregating to Rs. 472.26 Lakhs i.e., 50% of the Net Issue shall be available for allocation for Investors other than the Retail Individual Investors.
<b>Pre- and Post-Issue Equity Shares</b>	
<b>Equity Shares outstanding prior to the issue</b>	48,58,542 Equity Shares of face value of Rs. 10.00/- each.
<b>Equity Shares outstanding after the issue</b>	68,08,542 Equity Shares of face value of Rs.10.00/- each.
<b>Use of Issue Proceeds</b>	For details, please refer chapter titled “ <b>Objects of the Issue</b> ” beginning on page <b>80</b> of this Draft Prospectus.

*The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on February 13, 2023 and approved by the shareholders of our Company vide a special resolution at the Extraordinary General Meeting held on February 15, 2023 pursuant to section 62(1)(c) of the Companies Act. Further, the Board of Directors has by way of its resolution dated March 10, 2023 approved the Issue size.*

*This Issue is being made in terms of Chapter IX of SEBI ICDR Regulations, 2018, as amended. For further details, please refer to chapter titled “**Issue Structure**” beginning on page **221** of this Draft Prospectus.*

*\*As per the Regulation 253 of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue the allocation in the net Issue to the public category shall be made as follows:*

1. *Minimum fifty percent to retail individual investor; and*
2. *remaining to:*
  - (i) *individual applicants other than retail individual investors; and*
  - (ii) *other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;*

*Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) above may be allocated to applicants in the other category.*

*If the retail individual investor category is entitled to more than allocated portion on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.*

### **SUMMARY OF FINANCIAL STATEMENTS**

The following table set forth summary financial statement derived from the Restated Financial Statements. The summary financial information presented below should be read in conjunction with “*Restated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages **174** and **175** respectively of this Draft Prospectus.

*[The Remainder of this Page has intentionally been left blank]*

**KK SHAH HOSPITALS LIMITED**  
**(Formerly Known as Jeevan Parv Healthcare Limited)**  
**ANNEXURE – A : RESTATED STATEMENT OF ASSETS AND LIABILITIES**

(Rs. in Lakhs)

Sr. No.	Particulars	Note No.	As at 15th February 2023
<b>A.</b>	<b>Equity and Liabilities</b>		
<b>1</b>	<b>Shareholders' Funds</b>		
	Share Capital	A.1	485.85
	Reserves & Surplus	A.2	17.35
	<b>Share application money pending allotment</b>		
<b>2</b>	<b>Non-Current Liabilities</b>		
	Long-Term Borrowings		-
	Other Non-Current Liabilities		
	Long-Term Provisions		-
	Deferred Tax Liabilities (Net)	A.3	0.61
<b>3</b>	<b>Current Liabilities</b>		
	Short Term Borrowings	A.4	-
	Trade Payables :	A.5	
	(A) total outstanding dues of micro enterprises and small enterprises; and		-
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises		1.91
	Other Current Liabilities	A.6	24.66
	Short Term Provisions	A.7	4.71
	<b>Total</b>		<b>535.09</b>
<b>B.</b>	<b>Assets</b>		
<b>1</b>	<b>Non-Current Assets</b>		
	Property, Plant and Equipment		
	Tangible Assets	A.8	128.58
	Capital Work In Progress	A.8	-
	Intangible Assets	A.8	-
	Non-Current Investments		-
	Deferred Tax Assets	A.4	-
	Long Term Loans & Advances	A.9	1.88
	Other Non Current Assets		-
<b>2</b>	<b>Current Assets</b>		
	Current Investments		
	Inventories		-
	Trade Receivables	A.10	5.42
	Cash and Cash Equivalents	A.11	373.38
	Short-Term Loans and Advances	A.12	20.22
	Other Current Assets	A.13	5.61
	<b>Total</b>		<b>535.09</b>

**KK SHAH HOSPITALS LIMITED**  
**(Formerly Known as Jeevan Parv Healthcare Limited)**  
**ANNEXURE – B : RESTATED STATEMENT OF PROFIT AND LOSS**

(Rs. in Lakhs)

Sr. No	Particulars	Note No.	For the period ended from 25th August 2022 to 15th February 2023
<b>A.</b>	<b>Revenue:</b>		
	Revenue from Operations	<b>B.1</b>	118.37
	Other income		0.00
	<b>Total revenue</b>		<b>118.37</b>
<b>B.</b>	<b>Expenses:</b>		
	Cost of Material Consumed		0.00
	Purchase of Stock in Trade		0.00
	Change in Inventories of Finished Goods, WIP & Stock in Trade		-
	Employees Benefit Expenses	<b>B.2</b>	26.63
	Finance costs		-
	Depreciation and Amortization	<b>B.3</b>	5.43
	Other expenses	<b>B.4</b>	65.20
	<b>Total Expenses</b>		<b>97.27</b>
	<b>Profit before exceptional and extraordinary items and tax</b>		<b>21.10</b>
	Exceptional Items		-
	<b>Profit before extraordinary items and tax</b>		<b>21.10</b>
	Extraordinary items		-
	<b>Profit before tax</b>		<b>21.10</b>
	<b>Tax expense :</b>		
	Current tax		4.71
	Deferred Tax	<b>B.5</b>	0.61
	Profit (Loss) for the period from continuing operations		<b>15.79</b>
	<b>Earning per equity share in Rs.:</b>		
	(1) Basic		0.33
	(2) Diluted		0.33

**KK SHAH HOSPITALS LIMITED**  
**(Formerly Known as Jeevan Parv Healthcare Limited)**  
**ANNEXURE – C: RESTATED STATEMENT OF CASH FLOWS**

(Rs. in Lakhs)

Particulars	For the period ended from 25th August 2022 to 15th February 2023
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>	
Profit/ (Loss) before tax	21.10
Adjustments for:	
Depreciation	5.43
Finance Cost	-
<b>Operating profit before working capital changes</b>	<b>26.54</b>
Movements in working capital :	
(Increase)/Decrease in Inventories	-
(Increase)/Decrease in Trade Receivables	(5.42)
(Increase)/Decrease in Short Term Loans & Advances	(20.22)
(Increase)/Decrease in Other Current Assets	(5.61)
Increase/(Decrease) in Trade Payables	1.91
Increase/(Decrease) in Other Current Liabilities	24.66
<b>Cash generated from operations</b>	<b>21.86</b>
Income tax paid during the year	-
<b>Net cash from operating activities (A)</b>	<b>21.86</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>	
Purchase of Fixed Assets	(134.02)
(Increase)/Decrease in Long Term Loans & Advances	(1.88)
<b>Net cash from investing activities (B)</b>	<b>(135.90)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>	
Proceeds from Issue of Share Capital/Securities Premium	487.41
Payment of Finance Cost	-
Increase/(Decrease) in Short Term Borrowings	-
Proceeds from Long Term Borrowings	-
<b>Net cash from financing activities (C)</b>	<b>487.41</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>373.37</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>-</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>373.38</b>
<b>Cash and Cash equivalents comprises of</b>	
<b>Cash in Hand</b>	<b>21.68</b>
<b>Balance with Banks</b>	<b>351.70</b>



## GENERAL INFORMATION

Our Company was originally incorporated under the name “*Jeevan Parv Healthcare Limited*” on August 25, 2022 under the provisions of the Companies Act, 2013 and certificate of incorporation was issued by the Registrar of Companies, Central Registration Centre. Subsequently, our Company has changed its name from “*Jeevan Parv Healthcare Limited*” to “*KK Shah Hospitals Limited*” pursuant to a special resolution passed at the Extra-Ordinary General Meeting of our Company held on September 30, 2022 and a fresh certificate of incorporation dated November 30, 2022 issued by the Registrar of Companies, Gwalior, Madhya Pradesh. For further details, please refer to the chapter titled “*History and Certain Corporate Matters*” beginning on page no. 143 of this Draft Prospectus.

## REGISTERED OFFICE OF OUR COMPANY

KK Shah Hospitals Limited  
124, Katju Nagar, Swastik App.,  
Ratlam - 457001  
Madhya Pradesh, India.  
Tel No.: 07412230199  
Email: [info@shahhospitalratlam.com](mailto:info@shahhospitalratlam.com)  
Website: [www.shahhospitalratlam.com](http://www.shahhospitalratlam.com)

## CORPORATE IDENTITY NUMBER AND REGISTRATION NUMBER

Company Registration Number: 062407  
Corporate Identity Number: U85100MP2022PLC062407

## ADDRESS OF THE REGISTRAR OF COMPANIES

Our Company is registered with the Registrar of Companies, Gwalior located at the following address:

Registrar of Companies, 3rd Floor, 'A' Block, Sanjay Complex, Jayendra Ganj, Gwalior - 474009, Madhya Pradesh, India.

## BOARD OF DIRECTORS OF OUR COMPANY

Our Company’s Board comprises of the following Directors as set forth in the following table: -

Name	DIN	Designation	Residential Address
Dr. Amit Shah	09119113	Chairman and Managing Director	50, Katju Nagar Ratlam – 457 001 Madhya Pradesh, India.
Dr. Kirti Kumar Shah	10039838	Whole Time Director	50, Katju Nagar Ratlam – 457 001 Madhya Pradesh, India.
Dr. Hansa Shah	09715725	Executive Director	50, Katju Nagar Ratlam – 457 001 Madhya Pradesh, India.
Dr. Milli Shah	09715726	Executive Director	50, Katju Nagar Ratlam – 457 001 Madhya Pradesh, India.
Achint Porwal	06535950	Non-Executive Independent Director	17/375, Kanchan Chhaya, Rambagh Collectorate, Ratlam, Alot, Madhya Pradesh – 457 001, India.
Gaurav Ajmera	00469427	Non-Executive Independent Director	38, Ram Mohalla, Ratlam, Madhya Pradesh– 457 001, India.
Meetesh Gadia	10042745	Non-Executive Independent Director	18, Kasera Bajar, Ratlam, Madhya Pradesh– 457 001, India.
Sanjay Luniya	10046032	Non-Executive Independent Director	Luniya House, Mitra Niwas Road, 36/3,4, Veer Sawarkar Marg, Ratlam, Alot, Madhya Pradesh– 457

Name	DIN	Designation	Residential Address
			001, India.

For detailed profile of our Board of Directors, please refer to the chapter titled “*Our Management*” beginning on page 149 of this Draft Prospectus.

#### **COMPANY SECRETARY & COMPLIANCE OFFICER**

Saloni Badjatya  
**Tel No.:** 07412230199  
**Email:** [cs.kkshah@shahhospitalratlam.com](mailto:cs.kkshah@shahhospitalratlam.com)  
**Website:** [www.shahhospitalratlam.com](http://www.shahhospitalratlam.com)

#### **CHIEF FINANCIAL OFFICER**

Vaishale Bohra  
**Tel No.:** 07412230199  
**Email:** [cfo.kkshah@shahhospitalratlam.com](mailto:cfo.kkshah@shahhospitalratlam.com)  
**Website:** [www.shahhospitalratlam.com](http://www.shahhospitalratlam.com)

*Note: Investors can contact our Company Secretary and Compliance Officer, the Lead Managers or the Registrar to the Issue, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode etc.*

#### **INVESTOR GRIEVANCES**

All Issue related grievances relating to the ASBA process and UPI payment mechanism may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The applicant should give full details such as name of the sole or first applicant, ASBA Form Number, Applicant DP ID, Client ID, UPI ID, PAN, date of the ASBA Form, address of the applicant, number of Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the ASBA Applicant and ASBA Account number (for Applicants other than Retail Investors using the UPI Mechanism) in which the amount equivalent to the Application Amount was blocked or the UPI ID in case of Retail Investor using the UPI Mechanism.

Further, the investors shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents/ information mentioned above. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Applicants.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any ASBA Applicants whose application 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. In terms of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and 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 SCSBs are required to compensate the investor immediately on the receipt of complaint.

#### **DETAILS OF KEY INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR**

COMPANY

LEAD MANAGERS TO THE ISSUE	
<p><b>FEDEX SECURITIES PRIVATE LIMITED</b>                      B 7, 3<sup>rd</sup> Floor, Jay Chambers, Dayaldas Road, Vile Parle - (East), Mumbai - 400 057, Maharashtra, India  <b>Tel No:</b> +91 8104985149  <b>Contact Person:</b> Saipan Sanghvi  <b>Email Id:</b> <a href="mailto:mb@fedsec.in">mb@fedsec.in</a>  <b>Website:</b> <a href="http://www.fedsec.in">www.fedsec.in</a>  <b>Investor Grievance Email:</b> <a href="mailto:mb@fedsec.in">mb@fedsec.in</a>  <b>SEBI Registration Number:</b> INM000010163</p>	<p><b>SHRENI SHARES PRIVATE LIMITED*</b>                      A-102, Sea Lord CHS, Above Axis Bank, Ram Nagar, Borivali (West), Mumbai - 400 092, Maharashtra, India  <b>Tel No:</b> 022 - 2808 8456  <b>Contact Person:</b> Ms. Kritika Rupda/Ms. Puja Kumari Shaw  <b>Email Id:</b> <a href="mailto:shrenishares@gmail.com">shrenishares@gmail.com</a>  <b>Website:</b> <a href="http://www.shreni.in">www.shreni.in</a>  <b>Investor Grievance E-mail:</b> <a href="mailto:info@shreni.in">info@shreni.in</a>  <b>SEBI Registration Number:</b> INM000012759</p>
REGISTRAR TO THE ISSUE	LEGAL ADVISOR TO THE ISSUE
<p><b>BIGSHARE SERVICES PRIVATE LIMITED</b>                      Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri - (East) Mumbai - 400 093, Maharashtra, India  <b>Tel No:</b> 022 – 6263 8200  <b>Fax No:</b> +91-022-62638299  <b>E-mail Id:</b> <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a>  <b>Website:</b> <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>  <b>Contact Person:</b> Swapnil Kate  <b>SEBI Registration No:</b> INR000001385  <b>InvestorGrievanceEmail:</b><a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a></p>	<p><b>M/S. ASHA AGARWAL &amp; ASSOCIATES</b>                      118, Shila Vihar, Gokulpura, Kalwar Road, Jhotwara, Jaipur – 302 012, Rajasthan, India  <b>Tel No:</b> 99509 33137  <b>Fax No:</b> NA  <b>E-mail Id:</b> <a href="mailto:ashaagarwalassociates@gmail.com">ashaagarwalassociates@gmail.com</a>  <b>Website:</b> NA  <b>Contact Person:</b> Nisha Agarwal  <b>Certificate of Practice Number:</b> R/38/2016</p>
BANKERS TO THE ISSUE / REFUND BANK /SPONSOR BANK	BANKERS TO THE COMPANY
<p>[•]</p>	<p><b>HDFC BANK LIMITED</b>  <b>Tel No:</b> 9301509627  <b>Fax No:</b> NA  <b>E-mail Id:</b> <a href="mailto:Jitesh.chauhan@hdfcbank.com">Jitesh.chauhan@hdfcbank.com</a>  <b>Contact Person:</b> Jitesh Chauhan</p>
STATUTORY AUDITOR AND PEER REVIEWED AUDITOR	
<p><b>M/S. A Y &amp; COMPANY CHARTERED ACCOUNTANTS**</b>                      404, Fourth Floor, ARG Corporate Park Ajmer Road, Gopal Bari, Jaipur – 302 006, Rajasthan, India  <b>Tel No:</b> 0141 – 403 7257; 96496 87300  <b>Fax No:</b> NA  <b>E-mail Id:</b> <a href="mailto:info@aycompany.co.in">info@aycompany.co.in</a>  <b>Contact Person:</b> Arpit Gupta  <b>Membership No.:</b> 421544  <b>Firm Registration No.:</b> 020829C  <b>Peer Reviewed No.:</b> 013225</p>	

*\*In compliance with the proviso to Regulation 21A(1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, read with proviso to Regulation 244 (3) of the*

SEBI ICDR Regulations, Shreni Shares Private Limited being associate of the Issuer and its role shall be limited to marketing of the Issue.

\*\* M/S. A Y & Company holds a valid peer review certificate number - 013225 issued by the "Peer Review Board" of the Institute of Chartered Accounts of India, New Delhi.

#Legal Advisor to the Issue to the extent of Legal section.

## STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES AMONGST THE LMS

The responsibilities and coordination by the LMs for various activities in this Issue are as follows:

Sr. No.	Activity	Responsibility	Co-ordinator
1.	Due diligence of the Company including its operations/management/business plans/legal etc. Drafting and design of the Draft Prospectus, Prospectus, Abridged Prospectus and application form. The LMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchange, RoC and SEBI including finalisation of Prospectus and RoC filing.	Fedex Securities Private Limited	Fedex Securities Private Limited
2.	Capital structuring with the relative components and formalities such as type of instruments, size of issue, allocation between primary and secondary, etc.	Fedex Securities Private Limited	Fedex Securities Private Limited
3.	Drafting and approval of statutory advertisements	Fedex Securities Private Limited	Fedex Securities Private Limited
4.	Marketing of the Issue	Shreni Shares Private Limited	#Shreni Shares Private Limited
5.	Appointment of Syndicate members & sub-syndicate	Shreni Shares Private Limited	#Shreni Shares Private Limited
6.	Coordination with Stock Exchanges for bidding terminals, mock trading, payment of 1% security deposit	Fedex Securities Private Limited	Fedex Securities Private Limited
7.	Finalization of pricing in consultation with the Company	Fedex Securities Private Limited and Shreni Shares Private Limited	Fedex Securities Private Limited
8.	Post bidding activities including management of escrow accounts, coordinate non- institutional allocation, coordination with Registrar, SCSBs, Sponsor Banks and other Bankers to the Issue, intimation of allocation and dispatch of refund to Bidders, etc. Coordinating with Stock Exchange and SEBI for submission of all post-Issue reports including the final post-Issue report to SEBI, release of 1% security deposit post closure of the Issue	Fedex Securities Private Limited	Fedex Securities Private Limited

# In compliance with the proviso to Regulation 21A(1) of the Securities and Exchange Board of India

*(Merchant Bankers) Regulations, 1992, as amended, read with proviso to Regulation 244(3) of the SEBI ICDR Regulations, Shreni Shares Private Limited being associate of the Issuer and its role shall be limited to marketing of the Issue.*

## **SYNDICATE MEMBER**

**As on the date of this Draft Prospectus, there are no syndicate members.**

## **DESIGNATED INTERMEDIARIES**

### **SELF-CERTIFIED SYNDICATE BANKS (“SCSBs”)**

The list of SCSBs notified by SEBI for the ASBA process is available at <http://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. A list of the Designated SCSB Branches with which an ASBA Applicant (other than an UPI Applicant using the UPI Mechanism), not Bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34> , or at such other websites as may be prescribed by SEBI from time to time.

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

In accordance with 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, UPI Applicants Bidding using the UPI Mechanism 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.

### **SYNDICATE SCSB BRANCHES**

In relation to Offer submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Application Forms from the members of the Syndicate is available on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> ) and updated from time to time or any other website prescribed by SEBI from time to time. For more information on such branches collecting Application form Forms from the Syndicate at Specified Locations, see the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> as updated from time to time or any other website prescribed by SEBI from time to time.

### **REGISTERED BROKERS**

The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the bseindia.com at [https://www1.nseindia.com/products/content/equities/ipos/ipo\\_mem\\_terminal.htm](https://www1.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm), respectively, as updated from time to time.

### **REGISTRAR TO THE ISSUE AND SHARE TRANSFER AGENTS (“RTA”)**

The list of the RTAs eligible to accept ASBA Forms from Bidders (other than RIBs) at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of Stock Exchanges at

<http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.Aspx?> And  
[http://www.nseindia.com/products/content/equities/ipos/asba\\_procedures.htm](http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm), respectively, as  
updated from time to time.

### **COLLECTING DEPOSITORY PARTICIPANTS (“CDP”)**

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the list of the CDPs eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Application Forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

### **IPO GRADING**

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

### **CREDIT RATING**

This being an Issue of Equity Shares, credit rating is not required.

### **DEBENTURE TRUSTEES**

As this is an Issue of Equity Shares, the appointment of Debenture trustees is not required.

### **GREEN SHOE OPTION**

No Green Shoe Option is applicable for this Issue.

### **BROKERS TO THE ISSUE**

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

### **MONITORING AGENCY**

As per regulation 262(1) of the SEBI ICDR Regulations, the requirement of Monitoring Agency is not mandatory if the Issue size is below 10,000 Lakh. Our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue

### **APPRAISING ENTITY**

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

### **EXPERT OPINION**

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

Our Company has received written consent dated March 09, 2023 from the Statutory Auditor, namely, M/s A Y & Company, Chartered Accountant to include their name as required under section 26 of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Prospectus/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 Auditor and such consent has not been withdrawn as on the date of this Draft Prospectus/Prospectus. The term “experts” and consent thereof does not represent an expert or consent

within the meaning under the U.S. Securities Act.

Our Company has received written consent dated March 14, 2023, from M/s. J D Shah Associates, Chartered Accountants, to include their name as required under Section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft 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 Independent Chartered Accountant, and such consent has not been withdrawn as on the date of this Draft Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the Securities Act.

## **FILING THE DRAFT PROSPECTUS / PROSPECTUS**

The Draft Prospectus and Prospectus shall be filed with the SME platform of BSE Limited (“**BSE SME**”). However, pursuant to sub regulation (5) of regulation 246, the soft copy of the Draft Prospectus and the Prospectus shall be furnished to the SEBI, pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>. However, SEBI shall not issue any observation on the Draft Prospectus and the Prospectus in terms of Regulation 246(2) of SEBI ICDR Regulations.

A copy of the Draft Prospectus along with the documents required to be filed under Section 26 of the Companies Act, 2013 shall be filed to the Registrar of Companies situated 3rd Floor, 'A' Block, Sanjay Complex, Jayendra Ganj, Gwalior-474009, Madhya Pradesh, India.

## **UNDERWRITERS**

Our Company and Lead Managers to the Issue hereby confirm that the Issue is 100% Underwritten. The underwriting agreement is dated [●] and pursuant to the terms of the underwriting agreement, obligations of the underwriter are subject to certain conditions specified therein. The underwriter has indicated their intention to underwrite following number of specified securities being issued through this Issue.

<b>Name, Address, Telephone, Facsimile, and Email of the Underwriters</b>	<b>Indicated number of Equity Shares to be Underwritten</b>	<b>Amount Underwritten (Rs. in Lakhs)</b>	<b>% of the total Issue size Underwritten</b>
[●]	[●]	[●]	[●]

*\*Includes Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended.*

In the opinion of the Board of Directors of our Company, the resources of the above-mentioned Underwriter are sufficient to enable them to discharge their underwriting obligations in full.

## **CHANGE IN THE STATUTORY AUDITOR DURING LAST 3 YEARS**

Our Company has appointed M/s A Y & Company, Chartered Accountants as its first statutory auditors on September 15, 2022.

## **WITHDRAWAL OF THE ISSUE**

Our Company in consultation with the Lead Managers, reserves the right not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

If our Company withdraws the Issue any time after the Issue Opening Date but before the allotment of Equity Shares, a public notice will be issued by our Company within two (2) Working Days of the Issue Closing Date, providing reasons for not proceeding with the Issue. The notice of withdrawal will be issued in the same newspapers where the pre-issue advertisements have appeared, and the Stock Exchange will also be informed promptly. The Lead Managers, through the Registrar to the Issue, will instruct the SCSBs and Sponsor Bank (in case of RII's using the UPI Mechanism), to unblock the ASBA Accounts within one (1) working Day from the day of receipt of such instruction.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the Final Listing and Trading Approvals of the Stock Exchange with respect to the Equity Shares issued through the Draft Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Draft Prospectus.

If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will file a fresh Draft Prospectus/ Prospectus with the Stock Exchange where the Equity Shares may be proposed to be listed.

#### **TYPE OF ISSUE**

The present issue is considered to be 100% Fixed Price Issue.

#### **MIGRATION TO MAIN BOARD**

Our Company may migrate to the Main board of Stock Exchange from SME platform of BSE Limited on a later date subject to the following:

If the Paid-up Capital of our Company is likely to increase above Rs. 2,500.00 lakhs by virtue of any further issue of capital by way of rights issue, preferential issue, bonus issue etc. (which has been approved by a special resolution wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the Company has obtained In-Principal approval from the Main Board), our Company shall apply to Stock Exchanges for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

If the Paid-up Capital of our Company is more than Rs. 1,000.00 lakhs but below Rs. 2,500.00 lakhs, our Company may still apply for migration to the Main Board and if the Company fulfils the eligibility criteria for listing laid by the Main Board and if the same has been approved by a special resolution wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal or as per applicable provisions.

#### **DETAILS OF MARKET MAKING ARRANGEMENT FOR THIS ISSUE**

Our Company and the Lead Managers have entered into Market Making Agreement dated [●] with the following Market Maker to fulfill the obligations of Market Making for this Issue:

<b>Name</b>	[●]
<b>Address</b>	[●]
<b>Tel no</b>	[●]
<b>Fax no</b>	[●]
<b>Email id</b>	[●]



<b>Website</b>	[●]
<b>Investor Grievance Id</b>	[●]
<b>Contact person</b>	[●]
<b>Sebi Registration no</b>	[●]
<b>Market Making Registration No.</b>	[●]

In accordance with Regulation 261 of the SEBI ICDR Regulations, we have entered into an agreement with the Lead Managers and the Market Maker (duly registered with [●] to fulfil the obligations of Market Making) dated [●] to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares issued in this Issued.

[●] registered with [●] will act as the market maker and have agreed to receive or deliver the specified securities in the market making process for a period of three (3) years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI (ICDR) Regulations.

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and as amended from time to time and the circulars issued by the BSE Limited and SEBI regarding this matter from time to time.

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

1. The Market Maker(s) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. The spread (difference between the sell and buy quote) shall not be more than 10% or as specified by the Stock Exchange from time to time. Further, the Market Maker shall inform the Stock Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The prices quoted by the Market Maker shall be in compliance with the Market Maker Spread requirements and other particulars as specified or as per the requirements of SME Platform of BSE Limited and SEBI from time to time.
3. The minimum depth of the quote shall be Rs. 1.00 Lakh. However, the investors with holdings of value less than 1.00 Lakh shall be allowed to offer their holding to the Market Maker in that scrip provided that they sell their entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. Based on the IPO price of Rs. 51/- per share the minimum bid lot size is 2,000 Equity Shares thus minimum depth of the quote shall be Rs. 1,02,000 until the same, would be revised by BSE SME.
4. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Equity Shares of market maker in our Company reaches to 25%. Or upper limit (Including the 5% of Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 25% equity shares would not be taken into consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to 24%, the market maker will resume providing 2-way quotes.
5. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market maker(s) during market making process has been made applicable, based on the issue size and as follows:

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

6. There shall be no exemption/threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.
7. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
8. There would not be more than five Market Makers for a script at any point of time. These would be selected on the basis of objective criteria to be evolved by the Exchange which would include capital adequacy, net worth, infrastructure, minimum volume of business etc. The Market Makers may compete with other Market Maker for better quotes to the investors. At this stage, [●] is acting as the sole Market Maker.
9. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the company will be placed in Special Pre-Open Session (SPOS) and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity shares on the Stock Exchange.
10. The Marker Maker may also be present in the opening call auction, but there is no obligation on him to do so.
11. The shares of our Company will be traded in continuous trading session from the time and day our company gets listed on SME Platform of BSE Limited and the Market Maker will remain present as per the guidelines mentioned under BSE Limited and SEBI circulars.
12. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market for instance due to system problems, any other problem. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non- controllable reasons would be final.
13. Once registered as a Market Maker, he has to act in that capacity for a period as mutually decided between the Lead Manager and Market Maker. Once registered as a Market Maker, he has to start providing quotes from the day of the listing/the day when designated as the Market Maker for the respective scrip and shall be subject to the guidelines laid down for market making by the Stock Exchange.
14. The Market Maker shall have the right to terminate said arrangement by giving a three-month notice or on mutually acceptable terms to the Lead Managers, who shall then be responsible to appoint a replacement Market Maker.
15. In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Managers to arrange for another Market Maker in replacement during the term of the notice period being

served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018. Further our Company and the Lead Managers reserve the right to appoint other Market Maker either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Maker does not exceed five (5) or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our Registered Office from 11.00 a.m. to 5.00 p.m. on working days.

16. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we shall enter into an agreement with the Lead Managers and Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this issue. For further details of the arrangement of market making please see “**General Information**” on page 55 of this Draft Prospectus.

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

18. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to Rs. 250 crores, the applicable price bands for the first day shall be:  
 In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.  
 In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.

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

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

20. The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and / or norms issued by SEBI/ BSE Limited from time to time.

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

## CAPITAL STRUCTURE

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

*(Amount Rs. in Lakhs except share data)*

Sr. No.	Particulars	Aggregate Nominal Value	Aggregate value at Issue Price
<b>A.</b>	<b>AUTHORISED SHARE CAPITAL</b>		
	75,00,000 <sup>^^</sup> Equity Shares of face value of Rs.10.00/- each	750.00	-
<b>B.</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL BEFORE THE ISSUE</b>		
	48,58,542 Equity Shares of face value of Rs.10.00/- each	485.85	-
<b>C.</b>	<b>PRESENT ISSUE IN TERMS OF THIS DRAFT PROSPECTUS *</b>		
	19,50,000 Equity Shares of Rs.10.00/- each for cash at price of Rs. 51/- per share	195.00	994.50
	<b>Which comprises:</b>		
	<b>Market Maker Reservation portion:</b> Reservation for Market Maker Equity Shares of Rs. 10.00/- each for cash at price of Rs. 51/- will be available for allocation to Market Maker	9.80	49.98
	<b>Net Issue to the Public:</b> Net Issue to the Public Equity Shares of Rs.10.00/- each for cash at price of Rs. 51/- per share	185.20	944.52
	<b>Of which: **</b>		
	<b>Allocation to Retail Individual Investor:</b> 9,26,000 Equity Shares of face value of Rs. 10.00/- each fully paid up for a cash price of Rs. 51/- per Equity Share i.e. 50% of the Net Issue shall be available for allocation Retail Individual Investors	92.60	472.26
	<b>Allocation to Other than Retail Individual Investors:</b> Equity Shares of face value of Rs. 10.00/- each fully paid up for a cash price of Rs. 51/- per Equity Share i.e. 50% of the Net Issue shall be available for allocation to other than Retail Individual Investors	92.60	472.26
<b>D.</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE</b>		
	68,08, 542 Equity Shares of face value of Rs. 10.00 each	680.85	
<b>E.</b>	<b>SECURITIES PREMIUM ACCOUNT</b>		
	Before the Issue (as on date of this Draft Prospectus)	1.55	
	After the Issue	801.05	

<sup>^^</sup>Our Company is unable to file form SH-7 due to glitches/errors while uploading form with the MCA portal. For more further details, please refer to the chapter titled **“Risk Factor”** beginning on page 21 of this Draft Prospectus.

\*The present Issue has been authorized pursuant to a resolution of our Board of Directors dated February 13, 2023 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the Extraordinary General Meeting of the members held on February 15, 2023. Further, the Board of Directors has by way of its resolution dated March 10, 2023 approved the Issue size.

\*\*Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spillover from any of the other categories or a combination of categories at the

discretion of our Company in consultation with the Lead Managers and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

## CLASS OF SHARES

Our Company has only one class of share capital i.e., Equity Shares of Rs. 10.00/- each only. All Equity Shares issued are fully paid up. Our Company does not have any outstanding convertible instruments as on the date of this Draft Prospectus.

## NOTES TO THE CAPITAL STRUCTURE

### 1. Changes in Authorized Share Capital of our Company:

Details of changes in Authorized Share Capital of the Company since incorporation:

Particulars of change	Date of shareholders' meeting	AGM/EOGM
The Authorized Share Capital of our Company is Rs. 5,00,00,000 consisting of 50,00,000 Equity Share of face value of Rs. 10.00/- each	On Incorporation	NA
Increase in Authorized Capital from Rs. 5,00,00,000 to Rs. 7,50,00,000 consisting of 75,00,000* Equity Share of face value of Rs. 10.00/- each	February 13, 2023	EGM

^^Our Company is unable to file form SH- 7 due to glitches/errors while uploading form with the MCA portal. For more further details, please refer to the chapter titled **“Risk Factor”** beginning on page 21 of this Draft Prospectus.

### 2. History of Issued and Paid-Up Share Capital of our Company

The history of the Equity Share Capital of our Company is detailed in the following table:

Date of Allotment/ Issue	Number of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Nature of allotment	Cumulative no. of Equity Shares	Cumulative Paid-Up Equity Shares Capital (Rs.)
On Incorporation	10,000	10.00	10.00	Cash	Subscription to MOA <sup>(i)</sup>	10,000	1,00,000
December 31, 2022	9,994	10.00	1,510	Other than Cash	Preferential allotment <sup>(ii)</sup>	19,994	1,99,940
February 09, 2023	39,988	10.00	839	Cash	Right Issue <sup>(iii)</sup>	59,982	5,99,820
February 13, 2023	47,98,560	10.00	NA	NA	Bonus Issue <sup>(iv)</sup>	48,58,542	4,85,85,420

i. List of allottees who were allotted equity shares of face value Rs.10 each pursuant to initial subscription to the MoA are as follows:

Sr. No.	Name	No. of Equity Shares
1.	Dr. Amit Shah	1,500
2.	Dr. Milli Shah	1,500
3.	Dr. Hansa Shah	1,500
4.	Dr. Kirti Kumar Shah	1,500
5.	Hemant Singh Sankhla	1,500
6.	Deepti Jain	1,500
7.	Kaushik Shashikant Shah	1,000
<b>Total</b>		<b>10,000</b>

**ii. List of allottees who were allotted equity shares is as follows:**

Sr. No.	Name	No. of Equity Shares
1.	Dr. Kirti Kumar Shah	9,994
<b>Total</b>		<b>9,994</b>

*Issue of 9,994 Equity Shares has been issued in consideration of entire business acquisition of M/s Shah Hospital, proprietorship firm of one of our Promoter Dr. Kirti Kumar Shah as going concern vide Business Transfer Agreement dated December 31, 2022.*

**iii. Right Issue of 39,988 equity shares to existing shareholders in the ratio of 2 (Two) Equity shares for every 1 (One) held. List of allottees who were allotted equity shares is as follows:**

Sr. No.	Name	No. of Equity Shares
1.	Dr. Amit Shah	11,271
2.	Dr. Milli Shah	8,405
3.	Dr. Hansa Shah	14,838
4.	Dr. Kirti Kumar Shah	5,474
<b>Total</b>		<b>39,988</b>

**iv. Bonus Issue of 47,98,560 equity shares of the face value of Rs.10/-to existing shareholders in the ratio of 80 (Eighty) Equity shares for every 1 (One) held. List of allottees who were allotted equity shares is as follows:**

Sr. No.	Name	No. of Equity Shares
1.	Dr. Amit Shah	10,21,680
2.	Dr. Milli Shah	7,92,400
3.	Dr. Hansa Shah	13,07,040
4.	Dr. Kirti Kumar Shah	13,57,440
5.	Hemant Singh Sankhla	1,20,000
6.	Deepti Jain	1,20,000
7.	Kaushik Shashikant Shah	80,000
<b>Total</b>		<b>47,98,560</b>

**3. Issue of Equity Shares for Consideration other than Cash or out of revaluation reserves**

- a) Our Company has not revalued its assets, at any time since incorporation and accordingly has not issued any Equity Shares (including any bonus shares) out of revaluation of reserves.

b) Except as disclosed below, our Company has not issued any Equity Shares for consideration other than cash:

Date of Issue/ Allotment	Number of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons for Allotment	Name of Allottees	Benefits Accrued
December 31, 2022	9,994	10.00	1,510	Issued in consideration of entire business acquisition of M/s Shah Hospital, proprietorship firm of one of our Promoters Dr. Kirti Kumar Shah	Dr. Kirti Kumar Shah	Company acquired the running business of M/s Shah Hospital, proprietorship firm
February 13, 2023	47,98,560	10.00	NA	Bonus Issue	Refer to Note 1	Capitalization of Reserves & Surplus

*Note 1: Allotment of 10,21,680 equity shares to Dr. Amit Shah, 7,92,400 equity shares to Dr. Milli Shah, 13,07,040 equity shares to Dr. Hansa Shah, 13,57,440 equity shares to Dr. Kirti Kumar Shah, 1,20,000 equity shares to Hemant Singh Sankhla and 1,20,000 equity shares to Deepti Jain, 80,000 equity shares to Kaushik Shashikant Shah.*

#### 4. Issue of specified securities at a price lower than the Issue Price in the last one year

Except as mentioned below our Company has not issued any Equity Shares at a price which is lower than the Issue Price during a period of one year preceding the date of this Draft Prospectus:

Date of Allotment	No. Of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reason of Allotment	Allottees	No. of Shares Allotted
On Incorporation	10,000	10.00	10.00	Subscription to MOA	Dr. Amit Shah	1500
					Dr. Milli Shah	1500
					Dr. Hansa Shah	1500
					Dr. Kirti Kumar Shah	1500
					Hemant Singh Sankhla	1500
					Deepti Jain	1500
					Kaushik Shashikant Shah	1000
February 13, 2023	47,98,560	10.00	NA	Bonus Issue	Dr. Amit Shah	10,21,680
					Dr. Milli Shah	7,92,400
					Dr. Hansa Shah	13,07,040
					Dr. Kirti Kumar Shah	13,57,440
					Hemant Singh	1,20,000

					Sankhla	
					Deepti Jain	1,20,000
					Kaushik Shashikant Shah	80,000

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

Our Company has not issued or allotted any equity shares pursuant to schemes of arrangement approved under Sections 391 -394 of the erstwhile Companies Act, 1956 or Sections 230-234 of the Companies Act, 2013. We have not re-valued our assets since inception and have not issued any equity shares (including bonus shares) by capitalizing any revaluation reserves.

6. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees as on the date of this Draft Prospectus.
7. As on the date of this Draft Prospectus, our Company does not have any Preference Share Capital.



8. **Shareholding Pattern of our Company and the Equity shares held by them is as follows:**

The table below represents the current Shareholding pattern of our Company as on the date of this Draft Prospectus:

Category (I)	Category of Shareholder (II)	No. of Shareholders (III)	No of fully paid-up equity shares held (IV)	No of partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total No of Shares held (VI + V + VI)	Shareholding as a % of total No. of Shares (calculated as per SCRR, 1957 (As a % of (A + B + C2) (VIII))	Number of Voting Rights held in each Class of securities (IX)		No of underlying outstanding convertible securities (incl. Warrants) (X)	Shareholding as a % assuming full convertible securities (as a % of diluted share capital (As a % of (A + B + C2) (XI) =VII +X)	Number of Locked in shares (XII)		No. of shares Pledged or Otherwise Encumbered (XIII)		No. of Equity shares held in Demat Form (XIV)
								No of voting Right	Total as % of (A+B +C)			No (a)	As a % of total shares held (b)	No (a)	As a % of total shares held (b)	
<b>A</b>	Promoters and Promoter Group*	7	48,58,542	-	-	48,58,542	100.00	48,58,542	100.00	-	100.00	-	-	-	-	48,58,542
<b>B</b>	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>C</b>	Non-Promoter Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>C1</b>	Shares Underlyin	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

	g DRs															
<b>C2</b>	Shares held by Employee Trusts	-		-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total (A+B+C)</b>	<b>7</b>	<b>48,58,542</b>	-	-	<b>48,58,42</b>	<b>100.00</b>	<b>48,58,42</b>	<b>100.00</b>	-	<b>00.00</b>	-	-	-	-	<b>48,58,42</b>

\* Hemant Singh Sankhla, Deepti Jain and Kaushik Shashikant Shah are classified as part of the member of the Promoter Group in accordance with Regulation 2(1)(pp)(v) of SEBI (ICDR) Regulations.

**Note:**

- a) PAN of the Shareholders will be provided by our Company prior to Listing of Equity Shares on the Stock Exchange. Our Company will file shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI Listing Regulations, one day prior to the listing of the Equity Shares. The Shareholding pattern will be uploaded on the website of SME Platform of BSE i.e., BSE SME before the commencement of trading of such equity shares. In terms of SEBI circular bearing no. CIR/ISD/3/2011 dated June 17, 2011 and SEBI circular bearing no. SEBI/CIR/ISD/05/2011 dated September 30, 2011 our Company has ensured that the Equity Shares held by the Promoters / members of the Promoter Group shall be dematerialized prior to filing the Prospectus with the ROC.

9. The share holding pattern of our Promoters and Promoter Group before and after the Issue is set forth below:

Particulars	Pre-Issue		Post-Issue*	
	Number of Shares	Percentage (%) holding	Number of Shares	Percentage (%) holding
<b>Promoters (A)</b>				
Dr. Kirti Kumar Shah	13,74,408	28.29	10,34,451	15.19
Dr. Amit Shah	10,34,451	21.29	13,74,408	20.19
<b>Total (A)</b>	<b>24,08,859</b>	<b>49.58</b>	<b>24,08,859</b>	<b>35.38</b>
<b>Promoter Group (B)</b>				
Dr. Hansa Shah	13,23,378	27.24	13,23,378	19.44
Dr. Milli Shah	8,02,305	16.51	8,02,305	11.78
Hemant Singh Sankhla	1,21,500	2.50	1,21,500	1.78
Deepti Jain	1,21,500	2.50	1,21,500	1.78
Kaushik Shashikant Shah	81,000	1.67	81,000	1.19
<b>Total (B)</b>	<b>24,49,683</b>	<b>50.42</b>	<b>24,49,683</b>	<b>35.98</b>
<b>Total (A+B)</b>	<b>48,58,542</b>	<b>100.00</b>	<b>48,58,542</b>	<b>71.36</b>

\*Subject to Basis of Allotment

10. Details regarding major shareholders:

- a. List of shareholders holding 1% or more of the paid-up capital of our Company as on date of this Draft Prospectus:

Particulars	Number of Shares	Percentage (%) holding
Dr. Kirti Kumar Shah	13,74,408	28.29
Dr. Hansa Shah	13,23,378	27.24
Dr. Amit Shah	10,34,451	21.29
Dr. Milli Shah	8,02,305	16.51
Hemant Singh Sankhla	1,21,500	2.50
Deepti Jain	1,21,500	2.50
Kaushik Shashikant Shah	81,000	1.67
<b>Total</b>	<b>48,58,542</b>	<b>100.00</b>

- b. List of shareholders holding 1% or more of the paid-up capital of our Company two (2) years prior to the date of this Draft Prospectus:

Not Applicable as our Company was incorporated on August 25, 2022.

- c. List of shareholders holding 1% or more of the paid-up capital of, our Company one (1) year prior to the date of this Draft Prospectus:

Not Applicable as our Company was incorporated on August 25, 2022.

- d. List of shareholders holding 1% or more of the paid-up capital of our Company ten (10) days prior to the date of this Draft Prospectus:

Particulars	Number of Shares	Percentage (%) Holding
Dr. Kirti Kumar Shah	13,74,408	28.29
Dr. Hansa Shah	13,23,378	27.24
Dr. Amit Shah	10,34,451	21.29
Dr. Milli Shah	8,02,305	16.51

Particulars	Number of Shares	Percentage (%) Holding
Hemant Singh Sankhla	1,21,500	2.50
Deepti Jain	1,21,500	2.50
Kaushik Shashikant Shah	81,000	1.67
<b>Total</b>	<b>48,58,542</b>	<b>100.00</b>

11. Our Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of this Draft Prospectus.

12. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of this Draft Prospectus until the Equity Shares have been listed. Our Company does not have any intention or proposal to alter its capital structure within a period of 6 (six) months from the date of opening of the Issue by way of split/consolidation of the denomination of Equity Shares or further issue of Equity Shares whether preferential or bonus, rights or further public issue basis.

### 13. Details of our Promoters' Shareholding

As on the date of this Draft Prospectus, our Promoters Dr. Amit Shah and Dr. Kirti Kumar Shah holds 24,08,859 Equity Shares, constituting 49.58 % of the pre- issued, subscribed and paid-up Equity Share capital of our Company.

#### *Build-up of our Promoters' shareholding in our Company*

Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Nature of Consideration (Cash/ Other than Cash)	Nature of Allotment	% of pre issue equity share capital	% of post issue equity share capital*
<b>Name of Promoter: Dr. Amit Shah</b>							
On Incorporation	1,500	10.00	10.00	Cash	Subscription to MOA	0.03	0.02
February 09, 2023	11,271	10.00	839	Cash	Right Issue	0.23	0.17
February 13, 2023	10,21,680	10.00	Nil	Other than Cash	Bonus Issue	21.03	15.01
<b>Total</b>	<b>10,34,451</b>	-	-	-	-	<b>21.29</b>	<b>15.19</b>
<b>Name of Promoter: Dr. Kirti Kumar Shah</b>							
On Incorporation	1,500	10.00	10.00	Cash	Subscription to MOA	0.03	0.02
December 31, 2022	9,994	10.00	1,510	Other than Cash	Preferential allotment	0.73	0.15
February 09, 2023	5,474	10.00	839	Cash	Right	0.11	0.08
February 13, 2023	13,57,440	10.00	Nil	Other than Cash	Bonus Issue	27.94	19.94
<b>Total</b>	<b>13,74,408</b>	-	-	-	-	<b>28.29</b>	<b>20.19</b>

*\*Subject to finalization of Basis of Allotment*

14. All the Equity Shares allotted and held by our Promoters were fully paid at the time of allotment itself. Further, none of the Equity Shares held by our Promoters are subject to any pledge or otherwise encumbered as on the date of this Draft Prospectus. The entire shareholding of our Promoters is in dematerialised form as on the date of this Draft Prospectus.

**15. The average cost of acquisition of or subscription to Equity Shares by our Promoters are set forth in the table below:**

Name of the Promoters	No. of Equity Shares held	Average cost of Acquisition (in Rs.) *
Dr. Amit Shah	10,34,451	9.16
Dr. Kirti Kumar Shah	13,74,408	14.33

\* As certified by J D Shah Associates, Chartered Accountants through their report dated March 15, 2023, UDIN: 23154232BGWYNH2898.

16. As on date of filing of Draft Prospectus, we have 7 (Seven) shareholders.

**17. Acquisition and sale/transfer of Equity Shares by our Promoters Group and directors of the Company and their relative in last six (6) months**

Except as stated below, there has been no acquisition, sale or transfer of Equity Shares by our Promoters Group and/or directors of the Company and their relative during last 6 months preceding the date of filing of this Draft Prospectus.

Name	Category	Sale/Purchase/Transfer	Number of Equity shares	Issue Price in Rs	Date of transaction
Dr. Amit Shah	Promoter	Subscription to MOA	1,500	10	On Incorporation
		Purchase through Right Issue	11,271	839	February 09, 2023
		Receive through Bonus Issue	10,21,680	NA	February 13, 2023
Dr. Kirti Kumar Shah	Promoter	Subscription to MOA	1,500	10	On Incorporation
		Purchase through Preferential Issue	9,994	1,510	December 31, 2022
		Purchase through Right Issue	5,474	839	February 09, 2023
		Receive through Bonus Issue	13,57,440	NA	February 13, 2023
Dr. Milli Shah	Promoter Group	Subscription to MOA	1,500	10	On Incorporation
		Purchase through Right Issue	8,405	839	February 09, 2023
		Receive through Bonus Issue	7,92,400	NA	February 13, 2023
Dr. Hansa Shah	Promoter Group	Subscription to MOA	1,500	10	On Incorporation
		Purchase through Right Issue	14,838	839	February 09, 2023
		Receive through Bonus Issue	13,07,040	NA	February 13,

Name	Category	Sale/Purchase/Transfer	Number of Equity shares	Issue Price in Rs	Date of transaction
		Issue			2023
Hemant Singh Sankhla	Promoter Group	Subscription to MOA	1,500	10	On Incorporation
		Receive through Bonus Issue	1,20,000	NA	February 13, 2023
Deepti Jain	Promoter Group	Subscription to MOA	1,500	10	On Incorporation
		Receive through Bonus Issue	1,20,000	NA	February 13, 2023
Kaushik Shashikant Shah	Promoter Group	Subscription to MOA	1,000	10	On Incorporation
		Receive through Bonus Issue	80,000	NA	February 13, 2023

18. No financing arrangements have been entered by the members of the Promoter Group, the Directors or their relatives for the purchase by any other person of the securities of our Company other than in the normal course of business of the financing entity during a period of six months preceding the date of filing of this Draft Prospectus.

#### 19. Details of Promoters' Contribution and Lock-in for Three Years

Pursuant to the Regulation 236 and 238 of SEBI (ICDR) Regulations, 2018, an aggregate of at least 20% of the post Issue Equity Share capital of our Company held by our Promoters shall be locked-in for a period of three years from the date of Allotment in this Issue. As on date of this Draft Prospectus, our Promoters holds 24,08,859 Equity Shares constituting 49.58% of the post Issue Issued, Subscribed and Paid-up Equity Share Capital of our Company, out of which 13,68,517 equity shares constituting 20.10% of the Post Issue, Subscribed and Paid-up Equity Share Capital of our Company, which are eligible for Promoters' Contribution.

Our Promoters have granted consent to include such number of Equity Shares held by them as may constitute of the post issue Equity Share capital of our Company as Promoters' Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters' Contribution from the date of filing of this Draft 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.. Details of the Equity Shares forming part of Promoters' Contribution and their lock-in details are as follows:

Date of Allotment/transfer/made fully paid up*	Nature of acquisition	Number of Equity Shares**	Face Value per Equity Share (Rs.)	Issue price per Equity Share (Rs.)	% Of Pre-Issue Equity Share Capital	% Of Post-Issue Equity Share Capital**	Lock-in Period
<b>Dr. Amit Shah</b>							
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
<b>Dr. Kirti Kumar Shah</b>							
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]

\*All the Equity Shares were fully paid-up on the respective dates of allotment or acquisition, as the case may be, of such Equity Shares.

\*\* Subject to finalisation of the basis of allotment

Note: The above details shall be filled in the Prospectus to be filed with the RoC

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Promoters Contribution under Regulation 237 of the SEBI (ICDR) Regulations, 2018. In this computation, as per Regulation 237 of the SEBI (ICDR) Regulations, our Company confirms that the Equity Shares locked-in do not, and shall not, consist of:

1. The Equity Shares acquired during the three years preceding the date of this Draft Prospectus for consideration other than cash and revaluation of assets or capitalization of intangible assets, or bonus shares issued out of revaluations reserves or unrealized profits or against equity shares which are otherwise ineligible for computation of Promoter's Contribution;
2. The Equity Shares acquired during the year preceding the date of this Draft Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Issue is not part of the minimum promoter's contribution;
3. The Equity Shares held by the Promoters that are subject to any pledge or any other form of encumbrance.
4. Specific written consent has been obtained from the Promoters for inclusion of [●] Equity Shares for ensuring lock-in of three years to the extent of minimum 20 % of post issue Paid-up Equity Share Capital from the date of allotment in the public Issue.
5. The minimum Promoters' Contribution has been brought to the extent of not less than the specified minimum lot and from the persons defined as Promoters under the SEBI (ICDR) Regulations. The Promoters' Contribution constituting [●] Equity Shares which is [●]% of the post issue capital shall be locked-in for a period of three years from the date of Allotment of the Equity Shares in the Issue.
6. We further confirm that our Promoters' Contribution of [●]% of the Post Issue Equity does not include any contribution from Alternative Investment Funds or FVCI or Scheduled Commercial Banks or Public Financial Institutions or Insurance Companies.

## **20. Equity Shares locked-in for one year other than Minimum Promoters' Contribution.**

Pursuant to regulation 238(b) and 239 of the SEBI (ICDR) Regulations, other than the Equity Shares held by our Promoters, which will be locked-in as minimum Promoters' contribution for three years, all pre-Issue [●] Equity Shares shall be subject to lock-in for a period of one year from the date of Allotment in this Issue.

## **21. Inscription or recording of non-transferability**

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, our Company confirms that certificates of Equity Shares which are subject to lock in shall contain the inscription "Non-Transferable" and specify the lock- in period and in case such equity shares are dematerialized, the Company shall ensure that the lock-in is recorded by the Depository.

## **22. Pledge of Locked in Equity Shares**

Pursuant to Regulation 242 of the SEBI (ICDR) Regulations, the locked-in Equity Shares held by our Promoters can be pledged with any scheduled commercial bank or public financial institution or systematically important non-banking finance company or a housing finance company as collateral security for loans granted by them, provided that:

if the equity shares are locked-in in terms of clause (a) of regulation 238, the loan has been granted to the company for the purpose of financing one or more of the objects of the issue and pledge of equity shares is one of the terms of sanction of the loan;

if the specified securities are locked-in in terms of clause (b) of regulation 238 and the pledge of specified securities is one of the terms of sanction of the loan.

Provided that such lock-in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the equity shares till the lock-in period stipulated in these regulations

has expired.

### **23. Transferability of Locked in Equity Shares**

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 and subject to provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable;

The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoters' Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired. The equity shares held by persons other than promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoters' Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

24. Our Company, our Directors and the Lead Managers to this Issue have not entered into any buy-back or similar arrangements with any person for purchase of our Equity Shares issued by our Company.
25. As on date of this Draft Prospectus, there are no partly paid-up equity shares and all the Equity Shares of our Company are fully paid up.
26. Except as disclosed under the chapter titled "**Capital Structure**" beginning on page no. **66** of this Draft Prospectus, our Company has not undertaken any public issue of securities of any kind or class of securities.
27. As per RBI regulations, OCBs are not allowed to participate in this Issue.
28. Our Company has not raised any bridge loans.
29. There are no Equity Shares against which depository receipts have been issued.
30. The Issue Price shall be determined by our Company and the Promoters, in consultation with the Lead Managers.
31. Our Promoters and the members of our Promoter Group will not participate in this Issue.
32. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
33. As on the date of this Draft Prospectus, the Lead Managers and their respective associates (as defined under Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares in our Company. The Lead Managers and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.
34. Our Company will ensure that any transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing this Draft Prospectus and Issue Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.



35. As on the date of this Draft Prospectus, the Lead Managers and their respective associates (determined as per the definition of ‘associate Company’ under Section 2(6) of the Companies Act, 2013) do not hold any Equity Shares in our Company.
36. No person connected with the Issue shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.
37. For the details of transactions by our Company with our Promoter Group, Group Companies for the period ended on February 15, 2023 please refer to paragraph titled details of Related Parties Transactions as restated in the chapter titled “*Restated Financial Statement*” beginning on page no. **174** of this Draft Prospectus.
38. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled “*Our Management*” beginning on page no. **149** of this Draft Prospectus.

**SECTION - IV - PARTICULARS OF THE ISSUE  
OBJECT OF THE ISSUE**

The Issue comprises a fresh issue of 19,50,000 Equity Shares by our Company aggregating to ₹ 994.50 Lakhs (“Fresh Issue/ Issue”).

Our Company proposes to utilize the Net Proceeds from the Issue towards the following objects:

1. Funding our working capital requirements; and
2. General corporate purposes.

(Collectively referred to as “**Objects**”)

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

The main objects clause and the objects ancillary to the main objects clause as set out in the Memorandum of Association enables our Company to undertake its existing activities and the activities for which funds are being raised by our Company in the Issue. The fund requirement and its deployment are based on estimates made by our management and such estimates have not been subjected to appraisal by any bank or financial institution.

**Net Proceeds**

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

Particulars	Estimated Amount (₹ in Lakhs)
Gross proceeds of the Fresh Issue	994.50
Less: Issue related expenses <sup>(1)</sup>	48.50
<b>Net Proceeds</b>	<b>946.00</b>

(1) The Issue related expenses are estimated expenses and subject to change

**REQUIREMENT OF FUNDS AND UTILIZATION OF NET PROCEEDS**

Particulars	Amount (₹ in Lakhs) *
Funding our working capital requirements	702.50
General corporate purposes#	243.50
<b>Net Proceeds</b>	<b>946.00</b>

# The amount utilized for general corporate purpose shall not exceed 25% of the gross proceeds of the Issue.

Given the dynamic nature of our business, we may have to revise our expenditure and fund requirement as a result of variations in cost estimates on account of variety of factors such as changes in our financial condition, business or strategy as well as external factors which may not be in our control and 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 management. In case of any surplus after utilization of the Net Proceeds for the stated objects, including any surplus unutilized issue related expenses, we may use such surplus towards general corporate purposes. To the extent our Company is unable to utilize any portion of the Net Proceeds towards the aforementioned objects of the Issue, as per the estimated schedule of deployment specified above, our Company shall deploy the Net Proceeds in subsequent financial years towards the aforementioned objects.

In case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be done through internal accruals through cash flows from our operations and debt. In case of a shortfall in raising requisite capital from the Net Proceeds towards meeting the objects of the Issue, we may explore a range of options including utilizing our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls.

The above estimates are based on current conditions and are subject to revisions in light of changes in external circumstances or costs, or our financial condition, business or strategy. For further details of factors that may affect these estimates, see section titled “*Risk Factors*” beginning on page 25 of this Draft Prospectus.

### Schedule of implementation and Deployment of Net Proceeds

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

(₹ in Lakhs)

Particulars	Amount to be funded from Net Proceeds	Estimated utilisation of Net Proceeds			
		FY 2023	FY 2024	FY 2025	FY 2026
Funding our working capital requirements	702.50	Nil	252.35	270.7	179.45
General corporate purposes#	243.50	Nil	87.47	93.83	62.20
<b>Net Proceeds of the issue#</b>	<b>946.00</b>	<b>Nil</b>	<b>339.82</b>	<b>364.53</b>	<b>241.65</b>

\*The amount shall not exceed 25% of the Gross Proceeds.

As indicated above, our Company proposes to deploy the entire Net Proceeds towards the objects as described in the FY 2023, FY 2024, FY 2025 and FY 2026. In the event that the estimated utilization of the Net Proceeds in FY 2023, FY 2024, FY 2025 and FY 2026 is not completely met, the same shall be utilized, in part or full, in the next financial year or a subsequent period towards the Objects.

### Means of Finance

The fund requirements, the deployment of funds and the intended use of the Net Proceeds, as indicated above, are based on our current business plan and circumstances, management estimates, prevailing market conditions and other commercial and technical factors, which are subject to change from time to time. These fund requirements have not been appraised by any bank, financial institution or any other external agency. Our Company may have to revise its funding requirements and deployment on account of a variety of factors, including but not limited to our financial and market condition, business and strategy, competition, interest or exchange rate fluctuations and other external factors, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to applicable law.

In the event of any shortfall of funds for the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to availability and compliance with applicable laws. Further, in case of shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilizing our internal accruals or seeking additional equity and/or debt arrangements from existing and future lenders or any combination of them. If the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used for (i) general corporate purposes to the extent

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; or (ii) towards any other object where there may be a shortfall, at the discretion of the management of our Company and in compliance with applicable laws.

In the event the Net Proceeds are not completely utilised for the objects stated above by the end of Financial Year 2025-26, such amounts will be utilised (in part or full) in subsequent periods, as determined by our Company, in accordance with applicable law. Further, if the Net Proceeds are not completely utilised for the objects during the respective periods stated above due to factors such as (i) economic and business conditions; (ii) timely completion of the Issue; (iii) market conditions outside the control of our Company; and (iv) any other commercial considerations, the remaining Net Proceeds shall be utilised (in part or full) in subsequent periods as may be determined by our Company, in accordance with applicable laws.

For further details on the risks involved in our proposed fund utilization as well as executing our business strategies, please refer the section titled **“Risk Factors”** beginning on page **25** of this Draft Prospectus.

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 to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations 2018 and Clause 9(C) of Part A of Schedule VI of the SEBI ICDR Regulations 2018 through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the Issue or through existing identifiable internal accruals.

## **Details of objects of the Fresh Issue**

### ***1. Funding our working capital requirements***

Our business is working capital intensive. We fund a majority of our working capital requirements in the ordinary course of business from internal accruals. We propose to utilise ₹ 702.50 lakhs from the Net Proceeds to fund the working capital requirements of our Company in Fiscal Year 2023, 2024, 2025 and 2026

The working capital will be primarily used for expanding our current business operations. The funding of the working capital requirements of our Company is expected to lead to a consequent increase in our profitability.

### ***Basis of estimation of working capital requirement:***

The details of Company’s working capital as at February 15, 2023 and the source of funding, on the basis of restated financial statements of our Company as at is provided in the table below:

*(₹ in Lakhs)*

Sr. No.	Particulars	For the period ended February 15, 2023
<b>I</b>	<b>Current assets</b>	
	Inventories	0.00
	Trade receivables	5.42
	Cash and cash equivalents	373.38
	Short Term Loans & Advances	20.22
	Other Current Assets	5.61
	<b>Total Current Assets (A)</b>	<b>404.63</b>
<b>II</b>	<b>Current liabilities</b>	

	Trade payables	1.91
	Other Current Liabilities	24.66
	Short term provisions	4.71
	<b>Total current liabilities (B)</b>	<b>31.28</b>
	<b>Net working capital (A – B)</b>	<b>373.35</b>
<b>III</b>	<b>Sources of funds</b>	
	Short Term Borrowings	0.00
	Internal accruals / Equity	373.35
	<b>Total Means of Finance</b>	<b>373.35</b>

\*As certified by M/s J D Shah associates, Chartered Accountants through their report dated March 15, 2023 dated 23154232BGWYNM7972

For further details, please refer to “*Restated Financial Statement*” on page 174.

### Expected working capital requirements

The estimates of the working capital requirements for the period from February 16, 2023 to March 31, 2023 and for the Financial Years ended March 31, 2023, 2024, 2025 and 2026 have been prepared based on the management estimates of current and future financial performance. The projection has been prepared using set of assumptions that include assumptions about future events and management’s action that are not necessarily expected to occur. On the basis of our existing working capital requirements and estimated working capital requirements, our Board pursuant to its resolution dated March 15, 2023 has approved the projected working capital requirements from February 16, 2023 to March 31, 2023 and for the Financial Year 2023, 2024, 2025 and 2026 with the assumptions and justifications for holding levels, and the proposed funding of such working capital requirements, as set forth below:

(₹ in Lakhs)

Sr. No.	Particulars	From February 16, 2023 to March 31, 2023 (Estimated)	As at March 31, 2024 (Projected)	As at March 31, 2025 (Projected)	As at March 31, 2026 (Projected)
<b>I</b>	<b>Current assets</b>				
	Inventories	-	-	-	-
	Trade receivables	16.01	17.00	17.00	17.75
	Cash and cash equivalents	715.01	8.52	17.07	26.56
	Short Term Loans & Advances	99.77	157.49	188.92	189.30
	Other Current Assets	42.88	180.82	162.76	146.44
	<b>Total Current Assets (A)</b>	<b>873.67</b>	<b>363.84</b>	<b>385.75</b>	<b>380.05</b>
<b>II</b>	<b>Current liabilities</b>				
	Trade payables	8.58	4.17	5.16	6.01
	Other Current Liabilities	96.80	44.40	53.90	53.23
	Short term provisions	26.06	26.97	27.60	28.30
	<b>Total current liabilities (B)</b>	<b>131.44</b>	<b>75.54</b>	<b>86.66</b>	<b>87.54</b>
	<b>Net working capital (A – B)</b>	<b>742.23</b>	<b>288.30</b>	<b>299.08</b>	<b>292.51</b>
<b>III</b>	<b>Sources of funds</b>				
	Borrowings from banks	-	-	-	-

	Long term borrowings	-	-	-	-
	Internal accruals / Equity	189.16	279.43	425.53	679.17
	IPO Proceeds	-	252.35	270.70	179.45
	<b>Total Means of Finance</b>	<b>189.16</b>	<b>531.78</b>	<b>696.23</b>	<b>858.62</b>

\*As certified by M/s J D Shah associates, Chartered Accountants through their report dated March 15, 2023 dated 23154232BGWYNM7972

**Assumptions for our estimated working capital requirement:**

(in days)

Particulars	Holding Levels (March 31, 2026)	Holding Levels (March 31, 2025)	Holding Levels (March 31, 2024)	Holding Levels (From February 16, 2023 to March 31, 2023)	Holding Levels (February 15, 2023)
	Projected	Projected	Projected	Estimated	Actual*
Inventories	Nil	Nil	Nil	Nil	Nil
Trade receivables	17.75	17.00	17.00	16.01	16.71
Cash and cash equivalents	26.56	17.07	8.52	715.01	1151.34
Short Term Loans & Advances	189.30	188.92	157.49	99.77	62.35
Other Current Assets	146.44	162.76	180.82	42.88	17.30
	<b>380.05</b>	<b>385.75</b>	<b>363.84</b>	<b>873.67</b>	<b>1247.70</b>
<b>Current Liabilities (excluding borrowings and income tax liabilities)</b>					
Trade payables	6.01	5.16	4.17	8.58	10.69
Other Current Liabilities	53.23	53.90	44.40	96.80	138.05
Short term provisions	28.30	27.60	26.97	26.06	365
	<b>87.54</b>	<b>86.66</b>	<b>75.54</b>	<b>131.44</b>	<b>513.74</b>
<b>Working Capital Cycle</b>	<b>292.51</b>	<b>299.08</b>	<b>288.30</b>	<b>742.23</b>	<b>733.96</b>

\*As certified by M/s J D Shah associates, Chartered Accountants through their certificate dated March 15, 2023 UDIN 23154232BGWYNK1105.

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

Debtors	We expect Debtors holding days to be at 16.01 Days approx. for the period From February 16, 2023 to March 31, 2023, 17.00 Days approx. for FY 2023-24, 17.00 Days approx. for FY 2024-25 and 17.75 Days approx. for FY 2025-26 based on increased in number of patients and better credit management policies.
Creditors	We expect Creditor payment days to be at 8.58 Days approx. for the period From February 16, 2023 to March 31, 2023, 4.17 Days approx. for FY 2023-24, 5.16 Days approx. for FY 2024-25 and 6.01 Days approx. for FY 2025-26 based on increased number of medical staffs, other expenses and better credit period allowed by suppliers to us.

**2. General corporate purposes**

We will have flexibility in utilizing the balance Net Proceeds, if any, for general corporate purposes, subject to such utilisation not exceeding 25% of the gross proceeds from the Issue in accordance with the SEBI ICDR Regulations, strategic initiatives, acquisitions, opening or setting up offices, business

development initiatives, R&D, acquiring fixed assets, meeting any expense (including capital expenditure requirements) of our Company, including salaries and wages, rent, repayment or prepayment (in full or part) of unsecured loans, administration, insurance, repairs and maintenance, payment of taxes and duties, meeting expenses incurred in the ordinary course of business and towards any exigencies. The quantum of utilisation of funds toward the aforementioned purposes will be determined by our Board based on the amount actually available under the head “General Corporate Purposes” and the corporate requirements of our Company.

In case of variations in the actual utilization of funds designated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any which are not applied to the other purposes set out above.

In addition to the above, our Company may utilize the Net Proceeds towards other expenditure (in the ordinary course of business) considered expedient and approved periodically by the Board. Our management, in response to the competitive and dynamic nature of the industry, will have the discretion to revise its business plan from time to time and consequently our funding requirement and deployment of funds may also change. This may also include rescheduling the proposed utilization of Net Proceeds and increasing or decreasing expenditure for a particular Object i.e., the utilization of Net Proceed.

### ***Issue Expense***

The expenses of this Issue include, among others, underwriting and Issue management fees, intermediaries fees, printing and stationery expenses, advertisement expenses and legal fees etc excluding taxes. The details of Issue expenses are tabulated below:

**(₹ in Lakhs)**

<b>Activity</b>	<b>Estimated Expenses (Rs. Lakhs) in</b>	<b>As a % of total estimated issue related expenses</b>	<b>As a % of the total issue size</b>
Lead Managers Fees	12.50	25.77%	1.26%
Registrar to the Issue	2.25	4.64%	0.23%
Legal Advisors	0.75	1.55%	0.08%
Advertising and marketing Expenses	9.50	19.59%	0.96%
Regulators including Stock Exchange	3.20	6.60%	0.32%
Printing and Distribution of issue stationery	2.00	4.12%	0.20%
Others fees payable to Marketing & Distribution expenses, Selling Commission, Brokerage, Underwriter, Market Maker, Processing fees, etc and other miscellaneous expenses	18.30	37.73%	1.84%
<b>Total estimated issue related expenses</b>	<b>48.50</b>	<b>100.00%</b>	<b>4.88%</b>

As on date of this Draft Prospectus, the fund deployed out of internal accruals as on [●] is Rs. [●] Lakhs towards issue expenses including applicable taxes vide certificate dated [●] received from [●], Chartered Accountants and the same will be recouped out of issue expenses.

- (1) SCSBs will be entitled to a processing fee of ₹ 10/- per Application Form only for the Successful Allotments for processing of the Application Forms procured by other Application Collecting Intermediary and submitted to them.
- (2) Selling commission payable to Registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Investors and Non-Institutional Investors, would be 0.01 % on the Allotment Amount.

- (3) *No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them.*
- (4) *The commission and processing fees shall be released only after the SCSBs provide a written confirmation to the Lead Manager not later than 30 days from the finalization of Basis of Allotment by Registrar to the Offer in 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 SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.*
- (5) *Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

### **Interim use of Net Proceeds**

Our Company, in accordance with the policies established by the Board, from time to time, will have the flexibility to deploy the Net Proceeds. Pending utilisation for the purposes described above, we undertake to temporarily invest the funds from the Net Proceeds in deposits with one or more scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934, for the necessary duration. Such investments will be approved by our Board from time to time. Our Company confirms that it shall not use the Net Proceeds for any buying, trading, or otherwise dealing in the shares of any other listed Company or for any investment in the equity markets or providing inter-corporate deposits to any related parties.

Additionally, in compliance with SEBI ICDR Regulations, our Company confirms that it shall not use the Net Proceeds for financing or for providing loans to or for acquiring shares of any person who is part of the Promoter Group. Further, our Company confirms that the borrowings proposed to be repaid from the Net Proceeds have not been utilised towards any payments, repayment / refinancing of any loans availed from the Promoter Group.

### **Bridge Financing Facilities**

Our Company has not raised any bridge loans or entered into any other similar financial arrangements from / with any bank or financial institution as on the date of this Draft Prospectus, which are proposed to be repaid from the Net Proceeds.

### **Appraisal Report**

None of the Objects for which the Net Proceeds will be utilised, require appraisal from any agency in terms of applicable law.

### **Monitoring Utilization of Funds**

Our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee shall monitor the utilization of the Net Proceeds. Our Board and the management will monitor the utilization of the Net Issue Proceeds through our audit committee. Pursuant to Regulation 32 of the SEBI Listing Regulations, our Company shall on half yearly basis disclose to the Audit Committee the Application of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full.

### **Variation in Objects**

Our Company shall not vary the objects of the Issue, 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 and such variation will be in accordance with the applicable laws including the Companies Act, 2013 and the SEBI ICDR Regulations. In addition, the



notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the Companies Act.

**Other Confirmation**

No part of the Net Proceeds will be utilised by our Company as consideration to our Promoters, members of the Promoter Group, Directors, or Key Management Personnel. Our Company has not entered into nor is planning to enter into any arrangement / agreements with Promoters, members of the Promoter Group, Directors or Key Management Personnel in relation to the utilisation of the Net Proceeds. Further, except in the ordinary course of business, there is no existing or anticipated interest of such individuals and entities in the Objects, as set out above.

## BASIS FOR ISSUE PRICE

The Issue Price of Rs. 51/- per Equity Share is determined by our Company, in consultation with the Lead Managers on the basis of the following qualitative and quantitative factors. The face value of the Equity Share is Rs.10.00/- per Equity Share and Issue Price is Rs. 51/- per Equity Share. The Issue Price is 5.1 times the face value.

Investors should refer to chapters titled “*Risk Factors*”, “*Restated Financial Statements*”, “*Management Discussion and Analysis of Financial Condition and Results of Operations*” and “*Business Overview*” beginning on page 25, 174, 175 and 113 respectively of this Draft Prospectus to get an informed view before making an investment decision.

### Qualitative Factors

We believe the following business strengths allow us to successfully compete in the industry:

- Clinical Excellence and Affordable Healthcare;
- Ability to attract and retain high quality doctors, consultants and medical support staff;
- Experienced management team with a strong execution track record; and
- Experienced player with longstanding presence and brand recall.

For further details, please see the paragraph titled “*Our Competitive Strengths*” in the Chapter titled “*Business Overview*” beginning on page 113 of this Draft Prospectus.

### Quantitative Factors

Information presented below relating to the Company is based on the Restated Financial Statements. Some of the quantitative factors which form the basis or computing the price, are as follows:

#### Basic and Diluted Earnings Per Share (EPS)

Year ended	Basic and Diluted EPS	Weights
<b>Weightage Average EPS</b>	-	-
For the period ended on February 15, 2023 ( <i>Not annualized</i> )	0.33	-

#### Note:

1. The face value of each Equity Share is Rs. 10.
2. Basic Earnings per share = Profit for the period / Weighted average number of equities shares outstanding during the period/year.
3. Diluted Earnings per share = Profit for the period / Weighted average number of potential equities shares outstanding during the period/year.
4. Weighted average is aggregate of year-wise weighted EPS divided by the aggregate of weights i.e.  $\{(EPS \times Weight) \text{ for each year} \} / \{Total \text{ of weights} \}$
5. Weighted average number of Equity Shares are the number of Equity Shares outstanding at the beginning of the period/ year adjusted by the number of Equity Shares issued during the period/ year multiplied by the time weighing factor. The time weighing factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/ year
6. On February 13, 2023 our Company issued 47,98,560 Equity Shares to the existing shareholders as fully paid bonus shares. For calculating the Weighted Average Number of Equity Shares for EPS above, these bonus shares have been considered for the period.
7. The figures disclosed above are based on the Restated Financial Statement of our Company.

**Price to Earnings (P/E) ratio in relation to Issue Price Rs. 51/- per Equity Share of Rs.10.00/- each fully paid up**

Particulars	P/E ratio
P/E ratio based on Basic and diluted EPS For the period ended on February 15, 2023	154.55
P/E ratio based on weightage average basic and diluted EPS	-
<b>Industry Peer Group P/E ratio</b>	
Highest	45.27
Lowest	45.27
Average	45.27

*Note-The highest and lowest industry P/E has been considered from the industry peer set provided later in this chapter. The industry average has been calculated as the arithmetic average P/E of the industry peer set disclosed in this chapter. For further details, please refer to the chapter titled “Restated Financial Statements” beginning on page no. 174 of this Draft Prospectus. CMP is the closing prices or the last traded price of respective scripts as on March 13, 2023.*

### Return on Net worth (RoNW)

Return on Net Worth (RoNW) as per restated financial statements:

Year Ended	RONW (%)	Weight
<b>Weighted Average</b>	-	
For the period ended on February 15, 2023	3.14%	-

Note:

1. The figures disclosed above are based on the Restated Financial Statement of our Company. Return on Net worth has been calculated as per the following formula:
2. Return on Net Worth (%) = Net Profit after tax attributable to owners of the Company, as restated / Net worth as restated as at year end.
3. 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.
4. Net worth is aggregate value of the paid-up share capital of the Company and other equity, excluding revaluation reserves if any, as per Restated Financial Statements.

### Net Asset Value (NAV)

Particulars	Rs. per share
Net Asset Value per Equity Share for the period ended on February 15, 2023	10.36
Net Asset Value per Equity Share after Issue	14.61
Issue Price	51.00

Note: Net Asset Value has been calculated as per the following formula:

$$\text{NAV} = \frac{\text{Net worth excluding revaluation reserve}}{\text{Outstanding number of Equity shares outstanding during the year/period}}$$

The figures disclosed above are based on the Restated Financial Statement of our Company. On February 13, 2023 our Company issued 47,98,560 Equity Shares to the existing shareholders as fully paid bonus shares. For calculating the Outstanding Number of Equity Shares for NAV above, these bonus shares have been considered in all the periods reported.

### Key financial and operational performance indicators (“KPIs”)

The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help us in analysing the business growth of comparison to our peer.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated March 15, 2023 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time since incorporation of our Company. Further, the KPIs herein have been certified by A Y & Company, Chartered Accountants, by their certificate dated March 15, 2023.

The KPIs of our Company have been disclosed in the sections titled “**Business Overview**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations - Key Performance Indicators**” on pages 113 and 175, respectively.

We have described and defined the KPIs, as applicable, in “**Definitions and Abbreviations**” on page 2 of this Draft Prospectus.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilisation of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Issue Section, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations.

Our Company has not undertaken any material acquisition or disposition of assets / business for the periods ended February 15, 2023 except acquisition of the entire running business with the assets and liabilities of M/s Shah Hospital, sole proprietorship concern of one of our Promoters Dr. Kirti Kumar Shah vide Business Transfer Agreement dated December 31, 2022.

#### Key Performance Indicators of our Company

(₹. In Lakhs except percentages and ratios)

Particulars	For the period ended on February 15, 2023*
Revenue from operations	118.37
Growth in Revenue from Operations	-
EBITDA	26.54
EBITDA Margin	22.42%
PAT	15.79
PAT Margin	13.33%
Net Worth	503.20
Return on Net Worth	3.14%

\*Not annualized

#### Notes:

1. Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
2. Growth in Revenue from Operations (%) is calculated as Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.
3. EBITDA is calculated as Profit before tax + Depreciation + Finance Cost - Other Income
4. ‘EBITDA Margin’ is calculated as EBITDA divided by Revenue from Operations
5. ‘PAT Margin’ is calculated as PAT for the period/year divided by revenue from operations.
6. Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account
7. Return on Net Worth is calculated as PAT attributable to Equity Shareholders divided by Net Worth

#### Explanation for KPI metrics

KPI	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business
Growth in Revenue from Operations	Growth in Revenue from Operations provides information regarding the growth of our business for respective periods
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business
Net worth	Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity.
Return on Net Worth (%)	Return on Net Worth (%) provides how efficiently our Company generates profits from shareholders equity.

#### Weighted average cost of acquisition

The price per share of our Company based on the primary/ new issue of shares (equity/convertible securities).

Except mentioned below there has been no issuance of Equity Shares, during the 18 months preceding the date of this Draft Prospectus, excluding shares issued under ESOP/ESOS and issuance of bonus shares, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

Date of Allotment/ Issue	Number of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Nature of allotment
On Incorporation	10,000	10.00	10.00	Cash	Subscription to MOA
December 31, 2022	9,994	10.00	1,510.00	Other than Cash	Preferential allotment
February 09, 2023	39,988	10.00	839.00	Cash	Right Issue

The price per share of our Company based on the secondary sale / acquisition of shares (equity shares) There have been no secondary sale/acquisitions of Equity Shares, where the Promoters, members of the Promoter Group or Shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

Since there are transactions to report to under (a) and no transaction to report under (b) therefore, information based on last 5 primary or secondary transactions (secondary transactions where Promoter / Promoter Group entities or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction), not older than 3 years prior to irrespective of the size of transactions, is as below:

The Issue Price is 0.06 times of the Weighted average cost of acquisition based on primary transactions as below:

Past Transaction	Weighted average cost of acquisition (in ₹)	Issue Price is ₹
WACA* of Primary Issuance	812.59	51
WACA* of Secondary Transaction	NA	NA

\*WACA- Weighted average cost of acquisition

\*\*As certified by J D Shah Associates, Chartered Accountants by their certificate dated March 15, 2023.

### Comparison with Listed industry peers

Since there are no listed peers available considering its size and area of operations

**Detailed explanation for Issue Price being 0.06 times of WACA of primary issuance price/secondary transaction price of Equity Shares along with our Company's KPIs and financial ratios for the months ended February 15, 2023 and in view of the external factors which may have influenced the pricing of the issue, if any.**

For details of our Company's key performance indicators and financial ratios, please refer to sections entitled "**Basis For Issue Price**" and "**Business Overview**" on pages **88** and **113** respectively. The Issue Price of ₹ 51 has been determined by our Company, in consultation with the Lead Managers. The trading price of the Equity Shares could decline due to the factors mentioned in the section entitled "Risk Factors" or any other factors that may arise in the future and you may lose all or part of your investments.

Our Company in consultation with the Lead Managers, is justified of the Issue Price in view of the above qualitative and quantitative parameters. Investors should read the abovementioned information along with the sections entitled "**Risk Factors**", "**Business Overview**" and "**Restated Financial Statement**" on pages **25**, **113** and **174**, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the section entitled "Risk Factors" or any other factors that may arise in the future and you may lose all or part of your investments.

**SECTION V: ABOUT THE COMPANY  
STATEMENT OF TAX BENEFITS**

To,

**The Board of Directors,  
KK Shah Hospitals Limited**  
124, Katju Nagar, Swastik App.,  
Ratlam – 457 001  
Madhya Pradesh, India

Dear Sir,

**Subject: Statement of possible tax benefits ('the Statement') available to KK Shah Hospitals Limited ("the Company") and its shareholders prepared in accordance with Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2018, as amended ('the Regulation')**

We hereby confirm that the enclosed Annexure 1 and 2 (together "the Annexures"), prepared by KK Shah Hospitals Limited ("the Company"), provides the possible tax benefits available to the Company and to the shareholders of the Company under the Income-tax Act, 1961 ("the Act") as amended by the Finance Act 2023, circular and notifications issued from time to time, i.e. applicable for the Financial Year 2023-24 relevant to the assessment year 2024-25, the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 ("GST Act"), as amended by the Finance Act 2023 circular and notifications issued from time to time, i.e., applicable for the Financial Year 2023-24 relevant to the assessment year 2024-25, presently in force in India (together, the "Tax Laws"). Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and / or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.

1. The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that these Annexures are only intended to provide information to the investors and are neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering.
2. We do not express any opinion or provide any assurance as to whether:
  - i) the Company or its shareholders will continue to obtain these benefits in future;
  - ii) the conditions prescribed for availing the benefits have been / would be met with; and
  - iii) the revenue authorities/courts will concur with the views expressed herein.
3. The contents of the enclosed Annexures are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company.

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

**M/s A Y & COMPANY**  
**Chartered Accountants**  
**Firm Registration No.: 020829C**

**Mr. Arpit Gupta**  
**Partner**  
**M. No. 421544**  
**UDIN: 23421544BGSPYR8868**

**Date: 10.03.2023**  
**Place: Ratlam**



## **ANNEXURE 1 TO THE STATEMENT OF TAX BENEFITS**

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

### **YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION**

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

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

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

The Shareholders of the Company are not entitled to any special tax benefits under the Act

#### **Note:**

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

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

## **ANNEXURE 2 TO THE STATEMENT OF TAX BENEFITS**

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

### **YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION**

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

The Company is not entitled to any special tax benefits under the GST Act.

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

The Shareholders of the Company are not entitled to any special tax benefits under the GST Act

#### **Note:**

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant indirect tax law benefits and does not cover any direct tax law benefits or benefit under any other law.

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

## INDUSTRY OVERVIEW

*Industry publications are prepared based on information as at specific dates and may no longer be current or reflect current trends. The information in this section is also derived from extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. The information has not been independently verified by us, the Lead Manager, or any of our or their respective affiliates or advisors. The data may have been re-classified by us for the purposes of presentation.*

*Accordingly, investment decisions should not be based on such information. For additional details, including the disclaimers associated with the Industry Report, see “**Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry and Market Data**” beginning on page 18 of this Draft Prospectus.*

## GLOBAL ECONOMIC OVERVIEW

Global growth is projected to fall from an estimated 3.4 percent in 2022 to 2.9 percent in 2023, then rise to 3.1 percent in 2024. The forecast for 2023 is 0.2 percentage point higher than predicted in the October 2022 World Economic Outlook (WEO) but below the historical (2000–19) average of 3.8 percent. The rise in central bank rates to fight inflation and Russia’s war in Ukraine continue to weigh on economic activity. The rapid spread of COVID-19 in China dampened growth in 2022, but the recent reopening has paved the way for a faster-than-expected recovery. Global inflation is expected to fall from 8.8 percent in 2022 to 6.6 percent in 2023 and 4.3 percent in 2024, still above pre-pandemic (2017–19) levels of about 3.5 percent.

The balance of risks remains tilted to the downside, but adverse risks have moderated since the October 2022 WEO. On the upside, a stronger boost from pent-up demand in numerous economies or a faster fall in inflation are plausible. On the downside, severe health outcomes in China could hold back the recovery, Russia’s war in Ukraine could escalate, and tighter global financing conditions could worsen debt distress. Financial markets could also suddenly reprice in response to adverse inflation news, while further geopolitical fragmentation could hamper economic progress.

In most economies, amid the cost-of-living crisis, the priority remains achieving sustained disinflation. With tighter monetary conditions and lower growth potentially affecting financial and debt stability, it is necessary to deploy macro prudential tools and strengthen debt restructuring frameworks. Accelerating COVID-19 vaccinations in China would safeguard the recovery, with positive cross-border spillovers. Fiscal support should be better targeted at those most affected by elevated food and energy prices, and broad-based fiscal relief measures should be withdrawn. Stronger multilateral cooperation is essential to preserve the gains from the rules-based multilateral system and to mitigate climate change by limiting emissions and raising green investment.

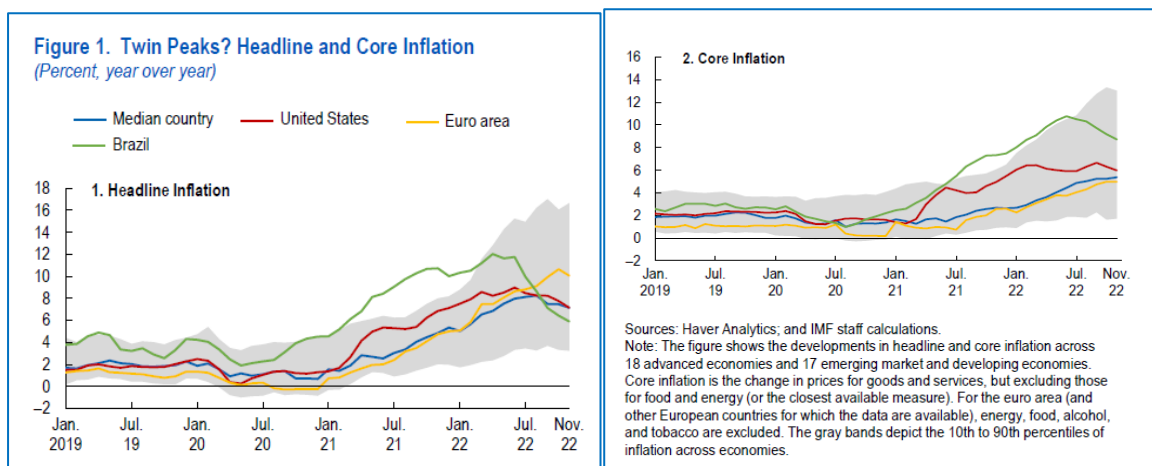
### Forces Shaping Outlook

The global fight against inflation, Russia’s war in Ukraine, and a resurgence of COVID-19 in China weighed on global economic activity in 2022, and the first two factors will continue to do so in 2023. Despite these headwinds, real GDP was surprisingly strong in the third quarter of 2022 in numerous economies, including the United States, the euro area, and major emerging market and developing economies. The sources of these surprises were in many cases domestic: stronger-than-expected private consumption and investment amid tight labour markets and greater-than-anticipated fiscal support. Households spent more to satisfy pent-up demand, particularly on services, partly by drawing down their stock of savings as economies reopened. Business investment rose to meet demand. On the supply side, easing bottlenecks and declining transportation costs reduced pressures on input prices and allowed for a rebound in previously constrained sectors, such as motor vehicles. Energy markets have adjusted faster than expected to the shock from Russia’s invasion of Ukraine.

In the fourth quarter of 2022, however, this uptick is estimated to have faded in most—though not all—major economies. US growth remains stronger than expected, with consumers continuing to spend from their stock of savings (the personal saving rate is at its lowest in more than 60 years, except for

July 2005), unemployment near historic lows, and plentiful job opportunities. But elsewhere, high-frequency activity indicators (such as business and consumer sentiment, purchasing manager surveys, and mobility indicators) generally point to a slowdown.

COVID-19 deepens China’s slowdown. Economic activity in China slowed in the fourth quarter amid multiple large COVID-19 outbreaks in Beijing and other densely populated localities. Renewed lockdowns accompanied the outbreaks until the relaxation of COVID-19 restrictions in November and December, which paved the way for a full reopening. Real estate investment continued to contract, and developer restructuring is proceeding slowly, amid the lingering property market crisis. Developers have yet to deliver on a large backlog of presold housing, and downward pressure is building on house prices (so far limited by home price floors). The authorities have responded with additional monetary and fiscal policy easing, new vaccination targets for the elderly, and steps to support the completion of unfinished real estate projects. However, consumer and business sentiment remained subdued in late 2022. China’s slowdown has reduced global trade growth and international commodity prices.



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### Policy Priorities

Securing global disinflation: For most economies, the priority remains achieving a sustained reduction in inflation toward target levels. Raising real policy rates and keeping them above their neutral levels until underlying inflation is clearly declining would ward off risks of inflation expectations de-anchoring. Clear central bank communication and appropriate reactions to shifts in the data will help keep inflation expectations anchored and lessen wage and price pressures. Central banks’ balance sheets will need to be unwound carefully, amid market liquidity risks. Gradual and steady fiscal tightening would contribute to cooling demand and limit the burden on monetary policy in the fight

against inflation. In countries where output remains below potential and inflation is in check, maintaining monetary and fiscal accommodation may be appropriate.

**Containing the re-emergence of COVID-19:** Addressing the ongoing pandemic requires coordinated efforts to boost vaccination and medicine access in countries where coverage remains low as well as the deployment of pandemic preparedness measures—including a global push toward sequencing and sharing data. In China, focusing vaccination efforts on vulnerable groups and maintaining sufficiently high coverage of boosters and antiviral medicines would minimize the risks of severe health outcomes and safeguard the recovery, with favorable cross-border spillovers.

**Ensuring financial stability:** Depending on country circumstances, macro prudential tools can be used to tackle pockets of elevated financial sector vulnerabilities. Monitoring housing sector developments and conducting stress tests in economies where house prices have increased significantly over the past few years are warranted. In China, central government action to resolve the property crisis and reduce the risk of spillovers to financial stability and growth is a priority, including by strengthening temporary mechanisms to protect presale homebuyers from the risk of non-delivery and by restructuring troubled developers. Globally, financial sector regulations introduced after the global financial crisis have contributed to the resilience of banking sectors throughout the pandemic, but there is a need to address data and supervisory gaps in the less-regulated nonbank financial sector, where risks may have built up inconspicuously. Recent turmoil in the crypto space also highlights the urgent need to introduce common standards and reinforce oversight of crypto assets.

**Restoring debt sustainability:** Lower growth and higher borrowing costs have raised public debt ratios in several economies. Where debt is unsustainable, implementing restructuring or reprofiling early on as part of a package of reforms (including fiscal consolidation and growth-enhancing supply-side reforms) can avert the need for more disruptive adjustment later.

**Supporting the vulnerable:** The surge in global energy and food prices triggered a cost-of-living crisis. Governments acted swiftly with support to households and firms, which helped cushion effects on growth and at times limited the pass-through from energy prices to headline inflation through price controls. The temporary and broad-based measures are becoming increasingly costly and should be withdrawn and replaced by targeted approaches. Preserving the energy price signal will encourage a reduction in energy consumption and limit the risks of shortages. Targeting can be achieved through social safety nets such as cash transfers to eligible households based on income or demographics or by transfers through electricity companies based on past energy consumption. Subsidies should be temporary and offset by revenue-generating measures, including one-time solidarity taxes on high income households and companies, where appropriate.

### **Reinforcing supply**

Supply-side policies could address the key structural factors impeding growth—including market power, rent seeking, rigid regulation and planning, and inefficient education—and could help build resilience, reduce bottlenecks, and alleviate price pressures. A concerted push for investment along the supply chain of green energy technologies would bolster energy security and help advance progress on the green transition.

**Strengthening multilateral cooperation—**Urgent action is needed to limit the risks stemming from geopolitical fragmentation and to ensure cooperation on fundamental areas of common interest:

10. **Restraining the pandemic:** Global coordination is needed to resolve bottlenecks in the global distribution of vaccines and treatments. Public support for the development of new vaccine technologies and the design of systematic responses to future epidemics also remains essential.
11. **Addressing debt distress:** Progress has been made for countries that requested debt treatment under the Group of Twenty's Common Framework initiative, and more will be needed to strengthen it. It is also necessary to agree on mechanisms to resolve debt in a broader set of economies, including middle-income countries that are not eligible under the Common

Framework. Non- Paris Club and private creditors have a crucial role to play in ensuring coordinated, effective, and timely debt resolution processes.

12. Strengthening global trade: Strengthening the global trading system would address risks associated with trade fragmentation. This can be achieved by rolling back restrictions on food exports and other essential items such as medicine, upgrading World Trade Organization (WTO) rules in critical areas such as agricultural and industrial subsidies, concluding and implementing new WTO-based agreements, and fully restoring the WTO dispute settlement system.
13. Using the global financial safety net: With the cascading of shocks to the global economy, using the global financial safety net to its fullest extent is appropriate, including by proactively utilizing the IMF's precautionary financial arrangements and channeling aid from the international community to low-income countries facing shocks.
14. Speeding the green transition: To meet governments' climate change goals, it is necessary to swiftly implement credible mitigation policies. International coordination on carbon pricing or equivalent policies would facilitate faster decarbonisation. Global cooperation is needed to build resilience to climate shocks, including through aid to vulnerable countries.

(Source: <https://www.imf.org/en/Publications/WEO/Issues/2023/01/31/world-economic-outlook-update-january-2023>)

## **INDIAN ECONOMIC OVERVIEW**

### **Introduction**

Strong economic growth in the first quarter of FY 2022-23 helped India overcome the UK to become the fifth-largest economy after it recovered from repeated waves of COVID-19 pandemic shock. Real GDP in the first quarter of 2022-23 is currently about 4% higher than its corresponding 2019-20, indicating a strong start for India's recovery from the pandemic. Given the release of pent-up demand and the widespread vaccination coverage, the contact-intensive services sector will probably be the main driver of development in 2022-2023. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers, and with the revival in monsoon and the Kharif sowing, agriculture is also picking up momentum. The contact-based services sector has largely demonstrated promise to boost growth by unleashing the pent-up demand over the period of April-September 2022. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

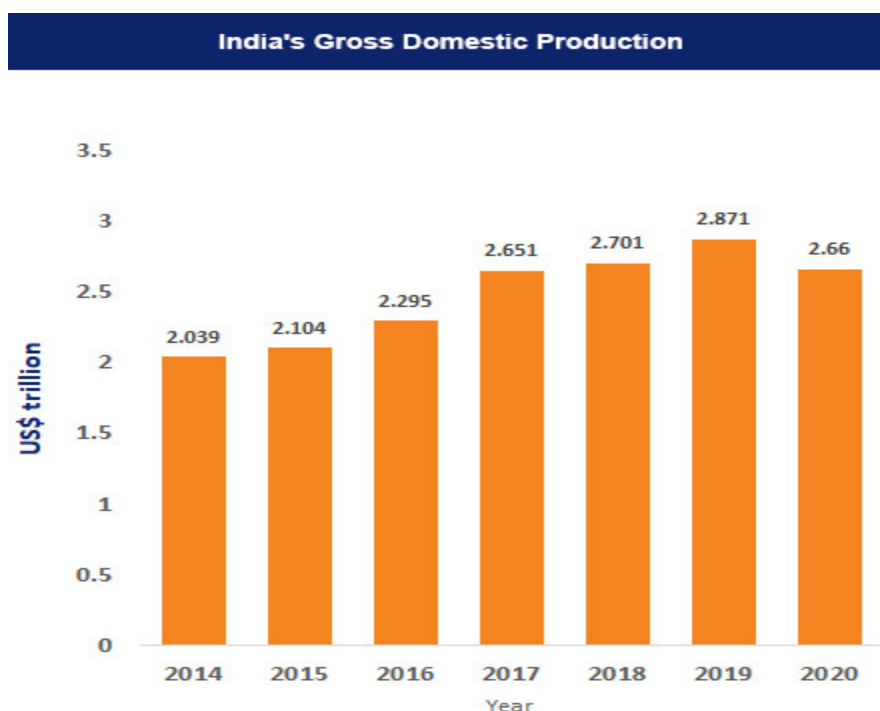
### **Market Size**

India's nominal gross domestic product (GDP) at current prices is estimated to be at Rs. 232.15 trillion (US\$ 3.12 trillion) in FY22. With more than 100 unicorns valued at US\$ 332.7 billion, India

has the third-largest unicorn base in the world. The government is also focusing on renewable sources to generate energy and is planning to achieve 40% of its energy from non-fossil sources by 2030.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between 2023 and 2030. India's current account deficit (CAD), primarily driven by an increase in the trade deficit, stood at 2.1% of GDP in the first quarter of FY 2022-23.

Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of their contribution to GDP. Going forward, the contribution of merchandise exports may waver as several of India's trade partners witness an economic slowdown. According to Mr. Piyush Goyal, Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles, Indian exports are expected to reach US\$ 1 trillion by 2030.



### Recent Developments

India is primarily a domestic demand-driven economy, with consumption and investments contributing 70% to the country's economic activity. With the economic scenario improving on recovering from the COVID-19 pandemic shock, several investments and developments have been made across various sectors of the economy. According to World Bank, India must continue to prioritise lowering inequality while also launching growth-oriented policies to boost the economy. In view of this, the country witnessed many developments in the recent past, some of which are mentioned below.

1. As of September 21, 2022, India's foreign exchange reserves stood at US\$ 524,520 million.
2. The private equity-venture capital (PE-VC) sector investments stood at US\$ 2 billion in September 2022.
3. Merchandise exports in September 2022 stood at US\$ 32.62 billion.
4. PMI Services remained comfortably in the expansionary zone at 56.7 during April-September 2022.
5. In September 2022, the gross Goods and Services Tax (GST) revenue collection stood at Rs. 147,686 crore (US\$ 17.92 billion).

6. Between April 2000-June 2022, cumulative FDI equity inflows to India stood at US\$ 604,996 million.
7. In August 2022, the overall IIP (Index of Industrial Production) stood at 131.3. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 99.6, 131.0 and 191.3, respectively, in August 2022.
8. According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 7.41% in September 2022.
9. In FY 2022-23, (until October 28, 2022), Foreign Portfolio Investment (FPI) outflows stood at Rs. 58,762 crore (US\$ 7.13 billion).
10. The wheat procurement in Rabi 2021-22 and the anticipated paddy purchase in Kharif 2021-22 would include 1208 lakh (120.8 million) metric tonnes of wheat and paddy from 163 lakh (16.7 million) farmers, as well as a direct payment of MSP value of Rs. 2.37 lakh crore (US\$ 31.74 billion) to their accounts.

### **Government Initiatives**

Over the years, the Indian government has introduced many initiatives to strengthen the nation's economy. The Indian government has been effective in developing policies and programmes that are not only beneficial for citizens to improve their financial stability but also for the overall growth of the economy. Over recent decades, India's rapid economic growth has led to a substantial increase in its demand for exports. Besides this, a number of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation, are aimed at creating immense opportunities in India. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:

1. Home & Cooperation Minister Mr. Amit Shah, laid the foundation stone and performed Bhoomi Pujan of Shri Tanot Mandir Complex Project under Border Tourism Development Programme in Jaisalmer in September 2022.
2. In August 2022, Mr. Narendra Singh Tomar, Minister of Agriculture and Farmers Welfare inaugurated four new facilities at the Central Arid Zone Research Institute (CAZRI), which has been rendering excellent services for more than 60 years under the Indian Council of Agricultural Research (ICAR).
3. In August 2022, a Special Food Processing Fund of Rs. 2,000 crore (US\$ 242.72 million) was set up with National Bank for Agriculture and Rural Development (NABARD) to provide affordable credit for investments in setting up Mega Food Parks (MFP) as well as processing units in the MFPs.
4. In July 2022, Deendayal Port Authority (DPA) announced plans to develop two Mega Cargo Handling Terminals on a Build-Operate-Transfer (BOT) basis under Public-Private Partnership (PPP) Mode at an estimated cost of Rs. 5,963 crore (US\$ 747.64 million).
5. In July 2022, the Union Cabinet chaired by the Prime Minister Mr. Narendra Modi, approved the signing of the Memorandum of Understanding (MoU) between India & Maldives. This MoU will provide a platform to tap the benefits of information technology for court digitization and can be a potential growth area for the IT companies and start-ups in both the countries.
6. India and Namibia entered into a Memorandum of Understanding (MoU) on wildlife conservation and sustainable biodiversity utilization on July 20, 2022, for establishing the cheetah into the historical range in India.
7. In July 2022, the Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (INR) in order to promote the growth of global trade with emphasis on exports from India and to support the increasing interest of the global trading community.
8. In June 2022, Prime Minister Mr. Narendra Modi inaugurated and laid the foundation stone of development projects worth Rs. 21,000 crore (US\$ 2.63 billion) at Gujarat Gaurav Abhiyan at Vadodara.



9. Mr. Rajnath Singh, Minister of Defence, launched 75 newly-developed Artificial Intelligence (AI) products/technologies during the first-ever 'AI in Defence' (AIDef) symposium and exhibition organized by the Ministry of Defence in New Delhi on 11 July 2022.
10. In June 2022: Prime Minister Mr. Narendra Modi, laid the foundation stone of 1,406 projects worth more than Rs. 80,000 crore (US\$ 10.01 billion) at the ground breaking ceremony of the UP Investors Summit in Lucknow.
11. The Projects encompass diverse sectors like Agriculture and Allied industries, IT and Electronics, MSME, Manufacturing, Renewable Energy, Pharma, Tourism, Defence & Aerospace, Handloom & Textiles.
12. The Indian Institute of Spices Research (IISR) under the Indian Council for Agricultural Research (ICAR) inked a Memorandum of Understanding (MoU) with Lysterra LLC, a Russia-based company for the commercialization of bio capsule, an encapsulation technology for bio-fertilization on 30 June, 2022.
13. As of April 2022, India signed 13 Free Trade Agreements (FTAs) with its trading partners including major trade agreements like the India-UAE Comprehensive Partnership Agreement (CEPA) and the India-Australia Economic Cooperation and Trade Agreement (IndAus ECTA).
14. The Union Budget of 2022-23 was presented on February 1, 2022, by the Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman. The budget had four priorities PM Gati Shakti, Inclusive Development, Productivity Enhancement and Investment, and Financing of Investments. In the Union Budget 2022-23, effective capital expenditure is expected to increase by 27% at Rs. 10.68 lakh crore (US\$ 142.93 billion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP).
15. Under PM Gati Shakti Master Plan, the National Highway Network will develop 25,000 km of new highways network, which will be worth Rs. 20,000 crore (US\$ 2.67 billion). In 2022-23. Increased government expenditure is expected to attract private investments, with a production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded, and measured policy support is anticipated to boost the Indian economy.
16. In February 2022, Minister for Finance and Corporate Affairs Ms. Nirmala Sitharaman said that productivity linked incentive (PLI) schemes would be extended to 14 sectors to achieve the mission of Atma Nirbhar Bharat and create 60 lakh jobs with an additional production capacity of Rs. 30 lakh crore (US\$ 401.49 billion) in the next five years.
17. In the Union Budget of 2022-23, the government announced funding for the production linked incentive (PLI) scheme for domestic solar cells and module manufacturing of Rs. 24,000 crore (US\$ 3.21 billion).
18. In the Union Budget of 2022-23, the government announced a production linked incentive (PLI) scheme for Bulk Drugs which was an investment of Rs. 2500 crore (US\$ 334.60 million).
19. In the Union Budget of 2022, Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced that a scheme for design-led manufacturing in 5G would be launched as part of the PLI scheme.
20. In September 2021, Union Cabinet approved major reforms in the telecom sector, which are expected to boost employment, growth, competition, and consumer interests. Key reforms include rationalization of adjusted gross revenue, rationalization of bank guarantees (BGs), and encouragement of spectrum sharing.
21. In the Union Budget of 2022-23, the government has allocated Rs. 44,720 crore (US\$ 5.98 billion) to Bharat Sanchar Nigam Limited (BSNL) for capital investments in the 4G spectrum.
22. Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman allocated Rs. 650 crore (US\$ 86.69 million) for the Deep Ocean mission that seeks to explore vast marine living and non-living resources. Department of Space (DoS) has got Rs. 13,700 crore (US\$ 1.83 billion) in 2022-23 for several key space missions like Gaganyaan, Chandrayaan-3, and Aditya L-1 (sun).
23. In May 2021, the government approved the production linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of Rs. 18,100 crore (US\$ 2.44 billion); this move is expected to attract domestic and foreign investments worth Rs. 45,000 crore (US\$ 6.07 billion).

24. Minister for Finance & Corporate Affairs Ms Nirmala Sitharaman announced in the Union Budget of 2022-23 that the Reserve Bank of India (RBI) would issue Digital Rupee using blockchain and other technologies.
25. In the Union Budget of 2022-23, Railway got an investment of Rs. 2.38 lakh crore (US\$ 31.88 billion) and over 400 new high-speed trains were announced. The concept of "One Station, One Product" was also introduced.
26. To boost competitiveness, Budget 2022-23 has announced reforming the 16-year-old Special Economic Zone (SEZ) act.
27. In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected at 2% and 6%, respectively, in FY22.
28. In November 2020, the Government of India announced Rs. 2.65 lakh crore (US\$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction, and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~Rs. 2 trillion (US\$ 27 billion) over five years to create jobs and boost production in the country.
29. Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Prime Minister of India Mr. Narendra Modi launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of an average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the government has also come up with the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally, and increasing digital literacy.
30. On January 29, 2022, the National Asset Reconstruction Company Ltd (NARCL) will acquire bad loans worth up to Rs. 50,000 crore (US\$ 6.69 billion) about 15 accounts by March 31, 2022. India Debt Resolution Co. Ltd (IDRCL) will control the resolution process. This will clean up India's financial system and help fuel liquidity and boost the Indian economy.
31. National Bank for Financing Infrastructure and Development (NaBFID) is a bank that will provide non-recourse infrastructure financing and is expected to support projects from the first quarter of FY2022-23; it is expected to raise Rs. 4 lakh crore (US\$ 53.58 billion) in the next three years.
32. By November 1, 2021, India and the United Kingdom hope to begin negotiations on a free trade agreement. The proposed FTA between these two countries is likely to unlock business opportunities and generate jobs. Both sides have renewed their commitment to boost trade in a manner that benefits all.
33. In August 2021, Prime Minister Mr. Narendra Modi announced an initiative to start a national mission to reach the US\$ 400 billion merchandise export target by FY22.
34. In August 2021, Prime Minister Mr. Narendra Modi launched a digital payment solution, e-RUPI, a contactless and cashless instrument for digital payments.
35. In April 2021, Dr. Ahmed Abdul Rahman AlBanna, Ambassador of the UAE to India and Founding Patron of IFIICC, stated that trilateral trade between India, the UAE and Israel is expected to reach US\$ 110 billion by 2030.
36. India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure during 2019-23.
37. The Government of India is expected to increase public health spending to 2.5% of the GDP by 2025.

## **Road Ahead**

In the second quarter of FY 2022-23, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2022. India's comparatively strong position in the external sector reflects the country's generally positive outlook for economic growth and rising employment rates. India ranked fifth in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in FY 2022–23 (until August 2022), stood 46.8% higher than the same period last year. The ratio of revenue expenditure to capital outlay decreased from 6.4 in the previous year to 4.5 in the current year, signaling a clear change in favour of higher-quality spending. Stronger revenue generation as a result of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels.

Despite the continued global slowdown, India's exports climbed at the second highest rate this quarter. With a reduction in port congestion, supply networks are being restored. The CPI-C and WPI inflation reduction from April 2022 already reflects the impact. In August 2022, CPI-C inflation was 7.0%, down from 7.8% in April 2022. Similarly, WPI inflation has decreased from 15.4% in April 2022 to 12.4% in August 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

(Source: <https://www.ibef.org/economy/indian-economy-overview>)

## GLOBAL HEALTHCARE INDUSTRY

In the face of a challenging past few years, the world went off track on health-related Sustainable Development Goals. Unprecedented disruptions caused by the COVID-19 pandemic, followed by social, economic, geopolitical and environmental challenges, continue to place complex and interconnected threats on population health, especially impacting vulnerable populations, and increased strains on healthcare systems, particularly healthcare workers and supply of essential health products. It is important to ensure stakeholders, industries, countries, and sectors strive to achieve common health and healthcare goals and work collaboratively to do so.

This strategic outlook lays out a vision for health and healthcare in 2035, formed of four main strategic pillars with equity as the foundational goal.

1. **Equitable access and outcomes:** Equilibrating access to determinants of health, ensuring health data is representative of the population and people with equal needs achieve equal health outcomes.
2. **Healthcare system transformation:** Structuring resilient healthcare systems to provide high-quality care under both expected and unexpected circumstances.
3. **Technology and innovation:** Cultivating an environment that supports funding, use and implementation of innovation in science and medicine.
4. **Environmental sustainability:** Reducing the healthcare industry's environmental impact, preparing for and addressing climate change for better health and wellness.

For each of the strategic pillars, time horizons to demonstrate near-, medium- and long-term impact are identified.

While striving to achieve each of these strategic pillars, public and private stakeholders will encounter several barriers. To understand the impact of each of these barriers and the solutions deployed to solve them, eight case studies were examined globally. While each case study is nuanced in the barriers it faced, important themes emerged. Concerns around widening global health disparities are prominent. The rate of innovation deployed in the health and healthcare industry is limited by the slow pace of regulatory change. Although shifting, greater collaboration is needed to change the status quo from isolated to collaborative working based on common aims that deliver outcomes that are greater than

the sum of its parts. None of this collaboration will yield long-term impact unless change is driven at the system level, for which there is currently limited support, incentive or monitoring.

The strategic outlook identified a range of levers available to public and private stakeholders to diminish the barriers at play across healthcare systems.

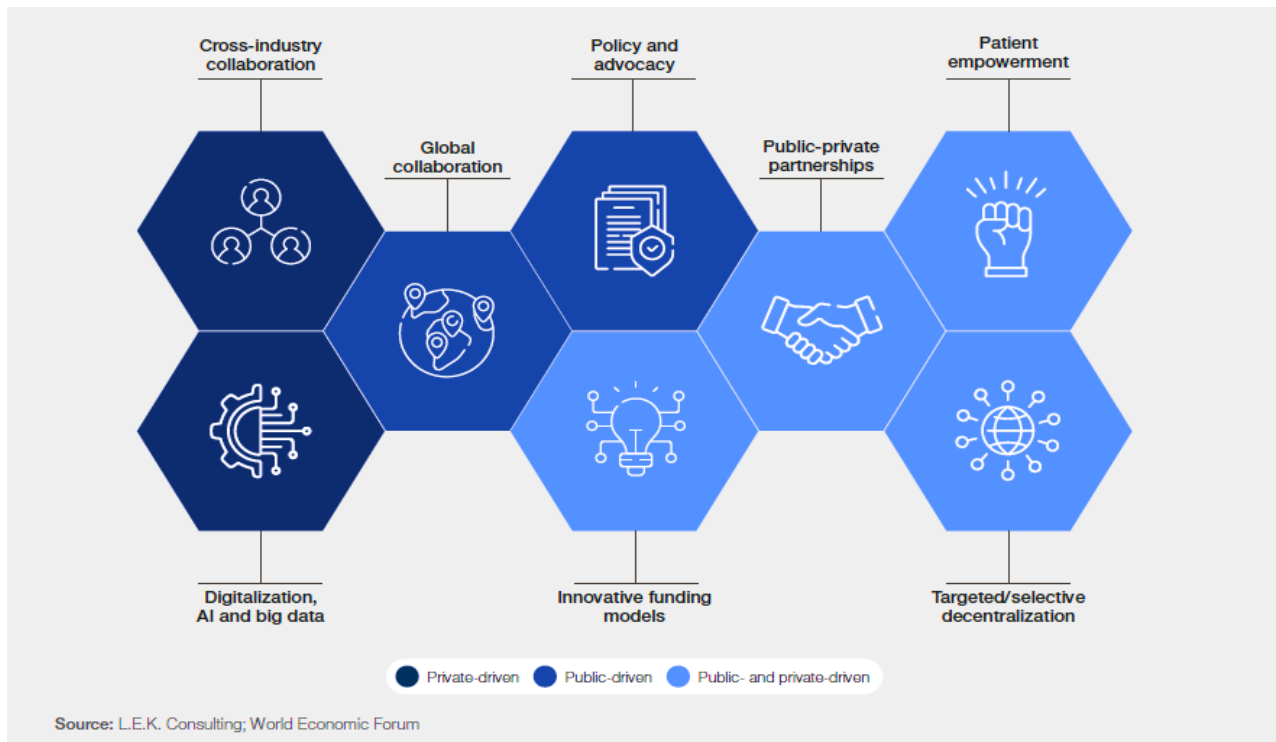
- Cross-industry collaboration
- Digitalization, artificial intelligence and big data
- Global collaboration
- Policy and advocacy
- Public-private partnerships
- Innovative funding models
- Patient empowerment
- Targeted/selective decentralization

The vision for health and healthcare in 2035 is ambitious yet achievable. To get there, stakeholders across sectors, industries and geographies need to build on the existing traction and collectively lead across their organizations to catalyse long-term change at the system level. Near-term barriers, such as worsening mental health, healthcare workforce shortages, supply chain issues, climate and macroeconomic instability, should be addressed in the context of the longer-term vision. Public and private stakeholders, alone and in partnership, each have their role to play in shaping health and healthcare systems in 2035 that are equitable, resilient, innovative and sustainable. The biggest barriers in health and healthcare in 2023 are predicted to include worsening mental health, healthcare workforce shortages, supply chain issues and climate and macroeconomic instability (e.g. energy supply and inflation). While it is important to keep these barriers in mind, they should be addressed in the context of the outlook for 2035 to ensure activities are complementary to striving towards systemic, long-term change.

In the last three years, the world experienced a major pandemic, multiple geopolitical conflicts, and climate and energy crisis effects, which all have a detrimental impact on health and healthcare globally, with the most vulnerable populations being the most impacted. While triggering growth and innovation in the form of a surge in healthcare spend and investments, scientific advancements, improved digital innovation and connectivity and alternative care models, the pandemic also exposed global health disparities, had a detrimental impact on mental health and well-being, and exacerbated macro-economic issues and the climate crisis.

In a time where barriers are complex, involving multiple stakeholders with competing priorities, it is increasingly important to work together and define clearly what the vision for health and healthcare looks like in 2035. Equitable access and outcomes for all is a key pillar and will require significant and disproportionate investment in the countries or regions lagging behind. Healthcare systems need to be reorientated to think about success in the context of broader outcomes across health and wellness for individuals, communities, populations and systems over multiple years in the face of expected and unexpected circumstances. An environment that supports funding, use and implementation of innovative approaches in science and medicine needs to be cultivated, in particular in countries or regions where infrastructure and opportunities may not be as advanced. For environmental sustainability, reducing the healthcare industry's impact on the environment is key (e.g. supply chain and decentralized care) while also preparing for and addressing climate change for better health and wellness across all countries, including those that suffer a disproportionate impact. Each strategic pillar is important, but collectively striving for them all will help ensure that sustainability, equality, resilience and innovation are embedded into future health and healthcare systems.

**Levers that private and public stakeholders are employing to address issues and barriers in health and healthcare:**



Source:

([https://www3.weforum.org/docs/WEF\\_Global\\_Health\\_and\\_Healthcare\\_Strategic\\_Outlook\\_2023.pdf](https://www3.weforum.org/docs/WEF_Global_Health_and_Healthcare_Strategic_Outlook_2023.pdf))

**Effects of COVID-19**

The COVID-19 (coronavirus) pandemic indicated more than ever the need to strengthen national health systems’ preparedness and capacities, and to ensure continuity of essential health services, particularly for women, children, and adolescents.

Achieving Universal Health Coverage (UHC) is at the core of these efforts. The World Bank Group (WBG) is supporting countries’ efforts towards this goal and to provide quality, affordable health services to everyone —regardless of their ability to pay — by strengthening primary health care systems and reducing the financial risks associated with ill health and increasing equity.

The latest World Bank/World Health Organization research shows that already before the pandemic more than half a billion people were pushed or further pushed into extreme poverty because they had to pay for health services out of their own pockets. The COVID-19 pandemic is likely to make the situation worse and halt two decades of global progress towards Universal Health Coverage.

In addition, by disrupting the delivery of essential health services, the pandemic threatens to reverse years of hard-won gains in health and human capital outcomes, especially for the most vulnerable groups such as women, children, and adolescents. Ensuring that every woman and child has access to health care is also fundamental to ending poverty, building robust economies, and achieving UHC.

The Global Financing Facility for Women, Children and Adolescents (GFF), a multi-stakeholder partnership hosted at the World Bank has been supporting countries with the world’s highest maternal and child mortality burden and financial needs. Since the GFF was founded in 2015, partner countries have made significant progress to improve maternal and child health.

COVID-19 has also brought social isolation, financial hardship, and interrupted health care services – which are negatively impacting the mental well-being of people. A March 2022 WHO report indicates

that during the first year of the COVID-19 pandemic, global prevalence of anxiety and depression increased by 25 percent.

Recent estimates indicate that, in 2020, governments worldwide spent on average just over 2 percent of their health budgets on mental health and many low-income countries reported having fewer than 1 mental health worker per 100 000 people. The World Bank is supporting efforts to put mental health at the center of global health, in addition to as an integral element of human capital accumulation.

The burden of non-communicable diseases (NCDs), such as cancer, cardiovascular disease, and diabetes is growing. NCDs are the cause of 70 percent of deaths globally, with most of these deaths occurring in low- and middle-income countries. Despite advances in reducing communicable diseases, rates remain high in many parts of the world for malnutrition, unmet need for sexual and reproductive health services, and maternal mortality.

More than ever, pandemic preparedness and disease surveillance anchored in strong health systems that reach everyone—especially the most vulnerable—are crucial to ensure better protection from major disease outbreaks. A recent World Bank report charts an agenda toward reimagined, fit-for-purpose primary health care. It reflects a renewed understanding of global and local vulnerabilities and opportunities in the post-COVID world.

### **Focus Areas of the World Bank**

Pandemics pose a serious threat not only to global health security and to achieving UHC, but also to economic security. While deadly disease outbreaks are inevitable, strong health systems can allow countries to better detect and respond to diseases and prevent an outbreak from becoming a pandemic.

The Global Preparedness Monitoring Board (GPMB), an independent body co-convened by the WBG and World Health Organization (WHO), finds that in spite of increasingly dire risk of widespread epidemics, the world remains unprepared. In its 2021 report, the GPMB argues that the failures of the COVID-19 pandemic were rooted in inequality and inaction and exacerbated by geopolitical division.

The World Bank is the largest single funder of the global COVID-19 health response with \$14 billion committed to over 100 countries, including in over 30 countries impacted by fragility, conflict and violence.

In September 2022, the new Financial Intermediary Fund (FIF) for Pandemic Prevention, Preparedness, and Response (PPR) was officially established. Housed at the World Bank with technical leadership from the WHO, the fund will provide a dedicated stream of additional, long-term financing to strengthen PPR capabilities in low- and middle-income countries and address critical gaps through investments and technical support at the national, regional, and global levels.

Source: (<https://www.worldbank.org/en/topic/health/overview#1> )

## **INDIAN HEALTHCARE INDUSTRY**

### **Introduction**

Healthcare has become one of India's largest sectors, both in terms of revenue and employment. Healthcare comprises hospitals, medical devices, clinical trials, outsourcing, telemedicine, medical tourism, health insurance and medical equipment. The Indian healthcare sector is growing at a brisk pace due to its strengthening coverage, services, and increasing expenditure by public as well private players.

India's healthcare delivery system is categorised into two major components - public and private. The government, i.e. public healthcare system, comprises limited secondary and tertiary care institutions in key cities and focuses on providing basic healthcare facilities in the form of primary healthcare centres (PHCs) in rural areas. The private sector provides majority of secondary, tertiary, and quaternary care institutions with major concentration in metros, tier-I and tier-II cities.

India's competitive advantage lies in its large pool of well-trained medical professionals. India is also cost competitive compared to its peers in Asia and western countries. The cost of surgery in India is about one-tenth of that in the US or Western Europe. The low cost of medical services has resulted in a rise in the country's medical tourism, attracting patients from across the world. Moreover, India has emerged as a hub for R&D activities for international players due to its relatively low cost of clinical research.

## **Market Size**

The Indian healthcare sector is expected to record a three-fold rise, growing at a CAGR of 22% between 2016–22 to reach US\$ 372 billion in 2022 from US\$ 110 billion in 2016. By FY22, Indian healthcare infrastructure is expected to reach US\$ 349.1 billion.

In the Economic Survey of 2022, India's public expenditure on healthcare stood at 2.1% of GDP in 2021-22 against 1.8% in 2020-21 and 1.3% in 2019-20.

In FY22, premiums underwritten by health insurance companies grew to Rs. 73,582.13 crore (US\$ 9.21 billion). The health segment has a 33.33% share in the total gross written premiums earned in the country.

The Indian medical tourism market was valued at US\$ 2.89 billion in 2020 and is expected to reach US\$ 13.42 billion by 2026. According to India Tourism Statistics at a Glance 2020 report, close to 697,300 foreign tourists came for medical treatment in India in FY19. India has been ranked 10th in the Medical Tourism Index (MTI) for 2020-21 out of 46 destinations by the Medical Tourism Association.

The e-health market size is estimated to reach US\$ 10.6 billion by 2025.

As per information provided to the Lok Sabha by the Minister of Health & Family Welfare, Dr. Bharati Pravin Pawar, the doctor population ratio in the country is 1:854, assuming 80% availability of 12.68 lakh registered allopathic doctors and 5.65 lakh AYUSH doctors.

## **Government Initiatives**

Some of the major initiatives taken by the Government of India to promote the Indian healthcare industry are as follows:

5. In the Union Budget 2022-23:
  - a) Rs. 86,200.65 crore (US\$ 11.28 billion) was allocated to the Ministry of Health and Family Welfare (MoHFW).
  - b) Pradhan Mantri Swasthya Suraksha Yojana (PMSSY) was allocated Rs. 10,000 crore (US\$ 1.31 billion)
  - c) Human Resources for Health and Medical Education was allotted Rs. 7,500 crore (US\$ 982.91 million).
  - d) National Health Mission was allotted Rs. 37,000 crore (US\$ 4.84 billion).
  - e) Ayushman Bharat – Pradhan Mantri Jan Arogya Yojana (AB-PMJAY) was allotted Rs. 6,412 crore (US\$ 840.32 million).

- f) The Government of India approved continuation of ‘National Health Mission’ with a budget of Rs. 37,000 crore (US\$ 4.85 billion).
- g) Rs. 5,156 crore (US\$ 675.72 million) was allocated to the newly announced PM-ABHIM to strengthen India’s health infrastructure and improve the country’s primary, secondary and tertiary care services.
6. In July 2022, the World Bank approved a US\$ 1 billion loan towards India's Pradhan Mantri-Ayushman Bharat Health Infrastructure Mission.
  7. In order to promote medical tourism in the country, the government of India is extending the e-medical visa facility to the citizens of 156 countries.
  8. In May 2022, the Union Government approved grants for five new medical colleges in Gujarat with a grant of Rs. 190 crore (US\$ 23.78 million) each. These colleges will come up in Navsari, Porbandar, Rajpipla, Godhra and Morbi.
  9. In November 2021, the Government of India, the Government of Meghalaya and the World Bank signed a US\$ 40-million health project for the state of Meghalaya. Project will improve the quality of health services and strengthen the state’s capacity to handle future health emergencies, including the COVID-19 pandemic.
  10. In September 2021, Prime Minister Mr. Narendra Modi launched the Ayushman Bharat Digital Mission. The mission will connect the digital health solutions of hospitals across the country with each other. Under this, every citizen will now get a digital health ID and their health record will be digitally protected.
  11. In September 2021, the Telangana government, in a joint initiative with World Economic Forum, NITI Aayog and HealthNet Global (Apollo Hospitals), launched ‘Medicine from the Sky’ project. The project will pave the way for drone delivery of life saving medicines and jabs in far-flung regions of the country.
  12. According to a spokesperson, the Indian government is planning to introduce a credit incentive programme worth Rs. 500 billion (US\$ 6.8 billion) to boost the country’s healthcare infrastructure. The programme will allow firms to leverage the fund to expand hospital capacity or medical supplies with the government acting as a guarantor and strengthen COVID-19-related health infrastructure in smaller towns.
  13. In July 2021, the Ministry of Tourism established the ‘National Medical & Wellness Tourism Board’ to promote the medical and wellness tourism in India.
  14. In July 2021, the Union Cabinet approved continuation of the National Ayush Mission, responsible for the development of traditional medicines in India, as a centrally sponsored scheme until 2026.
  15. In July 2021, the Union Cabinet approved the MoU between India and Denmark on cooperation in health and medicine. The agreement will focus on joint initiatives and technology development in the health sector, with the aim of improving public health status of the population of both countries.
  16. In June 2021, the Ministry of Health and Family Welfare, in partnership with UNICEF, held a capacity building workshop for media professionals and health correspondents in Northeastern states on the current COVID-19 situation in India, to bust myths regarding COVID-19 vaccines & vaccination and reinforce the importance of COVID-19 Appropriate Behaviour (CAB). **Investments/ Developments**



Between April 2000-June 2022, FDI inflow for the drugs and pharmaceuticals sector stood at US\$ 19.90 billion, according to the data released by Department for Promotion of Industry and Internal Trade (DPIIT). Some of the recent developments in the Indian healthcare industry are as follows:

1. As of November 24, 2022, more than 219.88 crore COVID-19 vaccine doses have been administered across the country.
2. As of November 16, 2022, India has exported 28.13 crore vaccine doses.
3. Multinational healthcare company Abbott has committed to converting 75 Primary Health Centers (PHCs) to Health and Wellness Centers (HWCs) in nine Indian States, in collaboration with Americares India Foundation, a nonprofit organisation dedicated to relief and development in the field of health. This will benefit over 2.5 million people from under-resourced communities every year.
4. In November 2022, diabetes management app BeatO raised US\$ 33 million in its Series B funding round led by impact investor Lightrock India.
5. In August 2022, Edelweiss General Insurance partnered with the Ministry of Health, Government of India, to help Indians generate their Ayushman Bharat Health Account (ABHA) number.
6. The healthcare and pharmaceutical sector in India had M&A activity worth US\$ 4.32 billion in the first half of 2022.
7. As of July 2022, the number medical colleges in India stood at 612.
8. In July 2022, the Indian Council of Medical Research (ICMR) released standard treatment guidelines for 51 common illnesses across 11 specialties to assist doctors, particularly in rural regions, in diagnosing, treating, or referring patients in time for improved treatment outcomes.
9. In July 2022, the National Pharmaceutical Pricing Authority (NPPA) fixed the retail prices for 84 drug formulations, including those used for the treatment of diabetes, headache, and high blood pressure.
10. In March 2022, Hyderabad-based pharmaceutical company Biological E applied for emergency use authorisation (EUA) for its Covid-19 vaccine Corbevax for the 5-12 year age group.
11. In January 2022, Phase 3 trials commenced of India's first intranasal vaccine against COVID-19 that is being developed by Bharat Biotech, in conjunction with the Washington University School of Medicine in St Louis, the US.
12. Startup HealthifyMe, with a total user base of 30 million people, is adding half a million new users every month and crossed US\$ 40 million ARR in January 2022.
13. The number of policies issued to women in FY21 stood at 93 lakh, with one out of every three life insurance policies in FY21 sold to a woman.
14. In December 2021, Eka Care became the first CoWIN-approved organization in India, through which users could book their vaccination slot, download their certificate and even create their Health IDs.
15. As of November 18, 2021, 80,136 Ayushman Bharat-Health and Wellness Centres (AB-HWCs) are operational in India.

16. As of November 18, 2021, 638 e-Hospitals are established across India as part of the central government's 'Digital India' initiative.
17. In November 2021, Aster DM Healthcare announced that it is planning Rs. 900 crore (US\$ 120.97 million) capital expenditure over the next three years to expand its presence in India, as it looks at increasing the share of revenue from the country to 40% of the total revenue by 2025.
18. In September 2021, Russian-made COVID-19 vaccine, Sputnik Light received permission for Phase 3 trials in India.
19. In September 2021, Biocon Biologics Limited, a subsidiary of Biocon, announced a strategic alliance with Serum Institute Life Sciences, a subsidiary of Serum Institute of India (SII). The alliance is expected to strengthen India's position as a global vaccine and biologics manufacturing powerhouse.

Source: (<https://www.ibef.org/industry/healthcare-india> )

## BUSINESS OVERVIEW

Some of the information in this chapter, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read ***“Forward-Looking Statements”*** beginning on page 16 for a discussion of the risks and uncertainties related to those statements and also ***“Risk Factors”***, ***“Restated Financial Statement”*** and ***“Management’s Discussion and Analysis of Financial Condition and Results of Operations”*** beginning on pages 25, 174 and 175 respectively of this Draft Prospectus, 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.

The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Prospectus, including the information contained in ***“Risk Factors”***, ***“Management’s Discussion and Analysis of Financial Condition and Results of Operations”*** and ***“Restated Financial Statement”*** beginning on pages 25, 175 and 174 respectively of this Draft Prospectus. The financial figures used in this section, unless otherwise stated, have been derived from our Company’s restated audited financial statements. Further, all references to “KK Shah Hospitals Limited”, ‘the Company’, ‘our Company’, ‘KKSHL’ and ‘the Issuer’ and the terms ‘we’, ‘us’ and ‘our’, are to KK Shah Hospitals Limited.

## BACKGROUND

Our Company was originally incorporated under the name “Jeevan Parv Healthcare Limited” on August 25, 2022 under the provisions of the Companies Act, 2013, and a certificate of incorporation was issued by the Central Registration Center on September 06, 2022. Subsequently, our Company has changed its name from “Jeevan Parv Healthcare Limited” to “KK Shah Hospitals Limited” pursuant to a special resolution passed at the Extra-Ordinary General Meeting of our Company held on September 30, 2022, and a fresh certificate of incorporation dated November 30, 2022 issued by the Registrar of Companies, Gwalior.

Further, in accordance with one of the main objects, our Company acquired the proprietorship firm i.e., M/s Shah Hospital (formerly known as Shah Maternity and Nursing Home), of one of our Promoter Dr. Kirti Kumar Shah vide Business Transfer Agreement dated December 31, 2022. For further details and details of changes in the registered office of our Company, please refer to the chapter titled ***“History and Certain Corporate Matters”*** beginning on page 143 of this Draft Prospectus.

With a view to providing healthcare facilities to the people of Ratlam, Dr. Kirti Kumar Shah, one of our Promoters started a clinic in Ratlam city in the year 1976. Subsequently, Dr. Kirti Kumar Shah established pediatrics care unit in 1991 under the name of “Shah Maternity and Nursing Home”. Thereafter, Dr. Kirti Kumar Shah expanded his services by setting up a hospital in the name of “Shah Hospital” and roped in renowned doctors.

Subsequently, our Company in accordance with its object acquired the hospital, vide Business Transfer Agreement dated December 31, 2022. With 26 beds for in-patient treatment, our hospital is also equipped with diagnostic devices such as CT scans, DEXA scan, BMD, sonography, X-Ray machines.

Our Company is also a member of the Biomedical Waste Management System, Ratlam for the disposal of biomedical waste. We are certified by National Accreditation Board for Hospitals and Healthcare Providers (“NABH Accredited”) as an primary-level small healthcare organization in Madhya Pradesh.

We believe that our success is attributable to what we have created over the period led by the cost-effective quality services of our Promoters as medical professionals themselves and their personal interaction with our patients. Over the years, we believe that we have connected with the patients and strived to establish a reputation of providing quality medical services at competitive prices.

Our Company is a growing organization that aims at strengthening and establishing ourselves as the foremost healthcare services provider. We aim towards continuous improvement of our healthcare facilities and to achieve a level of care and quality.

We believe that we have a team of medical practitioners who ensures that patients get quality healthcare services. Our dedicated team is trained to take care of the patients and handle all kinds of emergencies.

Also, we have associations and affiliations with insurance companies that process insurance claims admissible under policy for our patients. Our healthcare facilities consist of advanced technology and our doctors, nurses and other healthcare professionals follow treatment protocols that match acceptable standards. We believe that we also engage prominent medical specialists as consultants to provide their services.

We believe that our vast experience help us excel in our key specialty areas such as general surgery, gynecology, dental treatment, orthopedics, mother and child care.

As on the date of this Draft Prospectus, we provide inpatient and outpatient healthcare services through our hospital at Ratlam, Madhya Pradesh, which is a 26 bed hospital. We have conducted an aggregate of approx. 75-80 surgeries per month (consisting of approx. 30 orthopedic, approx. 15 gynecologist, approx. 25 general surgery, approx. 10 dental & other branches) during the FY 2021-22 and also during the period starting from 1st April, 2022 to 15th February, 2023 and provided healthcare services to an aggregate of approx. 2,200-2,350 patients per month, consisting of approx. 200-250 Indoor Patients per month and approx. 2000-2100 Outpatient per month. Our hospital has recorded a bed occupancy ratio of approx. 27.67% in the month of December 2022 and an average IPD of approx. 7.19 patients per day in the month of December 2022

We have entered into an agreement dated January 28, 2023 with 'M/s. Life Care Diet Service' for providing food services to our patients and a cafeteria for the attendants in our hospital.

### Key Performance Indicators of our Company

(₹. In Lakhs except percentages and ratios)

Particulars	For the period ended from 25 <sup>th</sup> August 2022 to 15 <sup>th</sup> February 2023
Revenue from operations	118.37
Growth in Revenue from Operations	-
EBITDA	26.54
EBITDA Margin	22.42%
PAT	15.79
PAT Margin	13.33%
Net Worth	503.20
Return on Net Worth	3.14%

\*Not annualized

Notes:

1. Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
2. Growth in Revenue from Operations (%) is calculated as Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.
3. EBITDA is calculated as Profit before tax + Depreciation + Finance Cost – Other Income
4. 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations
5. PAT Margin' is calculated as PAT for the period/year divided by revenue from operations.
6. Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account

7. Return on Net Worth is calculated as PAT attributable to Equity Shareholders divided by Net Worth

## OUR COMPETITIVE STRENGTHS

### 1. *Clinical Excellence and Affordable Healthcare*

Since our operation commenced in the year 1976, we believe that we deliver clinical excellence through quality healthcare service supported by a combination of experienced medical talent, strong clinical and patient safety protocols and investments in new medical technology. Our hospital provides comprehensive healthcare services across a range of specialties. We offer our various healthcare services at affordable prices.

### 2. *Ability to attract and retain high quality doctors, consultants and medical support staff*

We believe our clinical excellence; competitive compensation packages and ethical practices enable us to attract not only patients but also quality doctors and medical support staff. We believe our doctors and consultants are some of the most experienced within their respective specialties which allows our hospitals to handle complex and high intensity clinical cases. As of February 28, 2023, our healthcare facility have 12 doctors associated with us on a consultancy basis. We also have 9 doctors as visiting consultants'. Some the doctors associated with the Company is as under:

Name of Doctors on Consultant Basis	Area of Specialization	Name of Doctors on Visiting Consultants' Basis	Area of Specialization
Dr. Kirti Kumar Shah,	Physician	Dr. HC Khandelwal, Dr. Ankit Jain	Medicine Consultant
Dr. Hansa Shah,		Dr. Abhay Chopra	Paediatrics
Dr. Milli Shah	General Surgeon	Dr. Ahad Ahmad, Dr. Vinayak	Max facial surgeon
Dr. Amit Shah	Orthopedic	Dr. Pawan Sharma	ENT Surgeon
Dr. Naman Jain,	Paediatrics	Dr. Ayaz Khan,	Anaesthetic
Dr. Rohan Chopra	Paediatrics	Dr. Chetan Patidar	Anaesthetic
Dr. Gourav Yadav,	Anaesthetic	Dr. Gourav Nahar	URO Surgeon
Dr. D. Vaishnav	Anaesthetic & MLC		
Dr. Shailendra Chouhan	Physiotherapist		
Dr. Rishabh Jain	Dentist		
Dr. Ronak Jain	Chest Physician		
Dr. Sandhya Charles	Gynaecologist		

We believe that our doctors and consultants have contributed significantly to building our "Shah" brand. We continuously endeavor to undertake initiatives to ensure that the attrition rates for our doctors remain low, by providing a conducive environment for the continuous upgradation of their skills. We believe that it is important for a career in medicine to be well complemented with sufficient training. We believe this culture of empowerment and ownership has encouraged learning and training in our hospital, and led to good talent retention and allowed patients to create long-term relationships with our doctors. In a market where demand for physicians and paramedical staff is high and supply is scarce, we meet a portion of our continuing need for quality human resources through the strong academic and learning environment we have created for prospective doctors, nurses and paramedical staff.

### 3. *Experienced Promoters, management team with a strong execution track record*

We believe the experience and depth of our Promoters and management team to be a distinctive competitive advantage in the complex and rapidly evolving healthcare industry in which we operate. Many of our senior management team members and hospital management personnel are also qualified doctors. Our team of senior managers is dedicated and experienced, with expertise in the healthcare services industry. We believe they have been key in driving our growth in revenue and earnings since inceptions

Our Promoter and Whole-time Director, Dr. Kriti Kumar Shah is an experienced physician of having over 45 years of experience in the healthcare industry. For details in relation to experience of our Promoter in the business of our Company, please refer the chapter ***“Our Management”*** beginning on page **149** of this Draft Prospectus.

Our Promoter and Managing Director, Dr. Amit Shah, is an orthopedic surgeon of having 15 years of experience in the healthcare industry. For details in relation to the experience of our Promoter in the business of our Company, please refer the chapter ***“Our Management”*** beginning on page **149** of this Draft Prospectus.

Dr. Kriti Kumar Shah and Dr. Amit Shah have been key to our day-to-day operations and management across our large network and have been at the forefront of identifying and pursuing expansion opportunities.

#### ***4. Experienced player with longstanding presence and brand recall***

Our strong brand equity is evident from the consistent growth in our inpatient and outpatient base and corresponding in our revenues. We believe that our brand equity and operational experience provides us with the platform to further expand our presence and operations in select locations across the state. We believe that we have been successful in being a trusted healthcare service provider to our patients which is reflected in the increase in number of revision cases (being patients approaching us after undergoing treatment at other hospitals). We believe that our brand equity and longstanding presence are as a result of our efforts to preserve and sustain quality human life through facilitation of speedy recovery and indigenization of medical technology.

### **OUR BUSINESS STRATEGIES**

#### **1. Increasing efficiencies across our healthcare facilities through integration and supply chain management**

We strive to maximize efficiencies through the integration of our healthcare facilities and systems developed for this purpose, a patient management system that seeks to enhance patient care services through the establishment of standardized processes and the implementation of performance management methodology. These potential synergies are further aided by the knowhow and we will continue to seek to enhance these synergies and implement streamlined systems and processes across our network.

#### **2. Diverse portfolio of outpatient offerings**

We intend to focus on our ongoing day care services and introduce new day care offering. Over the years, we have established a diverse portfolio of outpatient offerings, including health check-up programs, various forms of laboratory testing, diagnostics (e.g., high end imaging work), and physiotherapy. Such offerings lead to an increase in outpatient admissions at our hospital. We have also recognized the opportunities in day care surgeries. Due to technological developments, certain surgeries, which previously required patients to stay at a hospital for a number of days, can now be carried out as day care surgeries. In such day care surgeries, the patient gets admitted to the hospital in the morning, undergoes the surgery and gets discharged in the evening. Such surgeries reduce the average length of stay for patients and free up bed for primary care cases. Going forward, we intend to

focus on such procedures at our hospital and we expect this initiative to be a significant contributor to our outpatient income. Due to lifestyle changes and increased awareness for healthcare in India, we also intend to focus on preventative measures for lifestyle diseases at our hospital.

### 3. Continue to Attract and retain prominent and skilled doctors

We aim to attract and retain prominent and skilled doctors. The skill level of a hospital’s doctors is a key to our success. We believe that hiring surgeons and other physicians who have established reputations for clinical excellence in their communities is the key to the successful implementation of our strategy to acquire, develop and operate hospitals. We shall continue to engage prominent specialist as consultant to provide their expertise to our patients.

### 4. Focus on Expansion of our Network

We aim to continue to be one of the leading healthcare service providers in India through strategic acquisitions and O&M arrangements with third party healthcare service providers. Towards this, we intend to strengthen our hospital presence in the state of Madhya Pradesh. Every opportunity for expansion is viewed against the background of various factors such as local demography, catchment area served, gentry and spending capacity, growth rate of population, patient flow, availability of local partners, location of the property, expected investment, financial returns, local competition, and the availability of local talent. Expansion of our network of hospitals will be undertaken through a combination of strategic acquisitions and O&M arrangements with third party healthcare service providers. We will continue to focus on cities with high growth rate.

### 5. Infrastructure and equipment’s used in our hospitals.

With our ultra-modern medicinal practices and state of the art infrastructure, we strive to provide solutions in medical as well as surgical care.

Anaesthesia Work Station	ECG Machine	Ventilator (ICU)
C-Arm Machine	BMD Machine	Endoscope
Color Doppler	Harmonic Scaipel	Oxygen Gas Cylinder
Ultra Sound Machine	Laser Image Developer (X-Ray)	Pulse Monitor
CT Scanner	NIBP Monitors	Surgical Instruments
Dental Equipment	Oxygen Concentrator	Treadmill
Digital X-Ray Machine	Oxygen Controlling Panel	EPBX System

## OUR LOCATIONS

<b>Registered Office and Hospital</b>	124, Katju Nagar, Swastik App., Ratlam, Ratlam-457001, Madhya Pradesh, India
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The area is fully developed and well connected with surface transport and is one of the prime cities of Madhya Pradesh. The hospital building consists of G+2 floors for rendering health care services to the indoor and outdoor patients. The hospital is managed by a team of medical professionals under the supervision of our directors Dr. Kirti Kumar Shah, Dr. Hansa Shah, Dr. Milli Shah and Dr. Amit Shah. We also engage prominent medical specialist as consultants to provide their services.

## INSIGHTS OF THE HOSPITAL

### Floor Directory

Inside Hospital	Description
<b>Ground Floor</b>	Emergency, Registration and Admission Desk/Reception, Public Relations Office, IP Billing, Credit Patient Department/ Mediclaim and Cashless Department, Radiology,

	Pathology, OPD, Patient Rooms, Neonatal intensive care unit (NICU)
<b>1st Floor</b>	Operation Theater (OT), Patient Rooms
<b>2nd Floor</b>	Intensive Care Unit (ICU), Patient Rooms
<b>Open terrace with rooftop</b>	Cafeteria, Stores and Record
<b>Outside Hospital</b>	Physiotherapy Department
<b>Outside Hospital</b>	Dental Department
<b>Outside Hospital</b>	Staff Quarter

### Types of Rooms

1. Deluxe Room
2. High-Dependency Care Units (HDUs) Rooms/ICU
3. Private Room
4. Semi-Private Room
5. General Ward

### Number of beds in the ward/room

Types of Wards	Number of bed(s) in each Wards
Ground Floor Rooms (Private)	3
Ground Floor General Ward	6
1 <sup>st</sup> Floor General Ward	3
2 <sup>nd</sup> Floor Semi-Private	2
ICU Beds	6
Deluxe Rooms	3
High-Dependency Care Units (HDUs) Beds	3

### Our Gallery

#### Hospital Building





**Medicine Department**



**Surgery Department**



**Entrance View Hospital**



**Reception**



**OPD**



**OPD Waiting Area**



**General Ward**



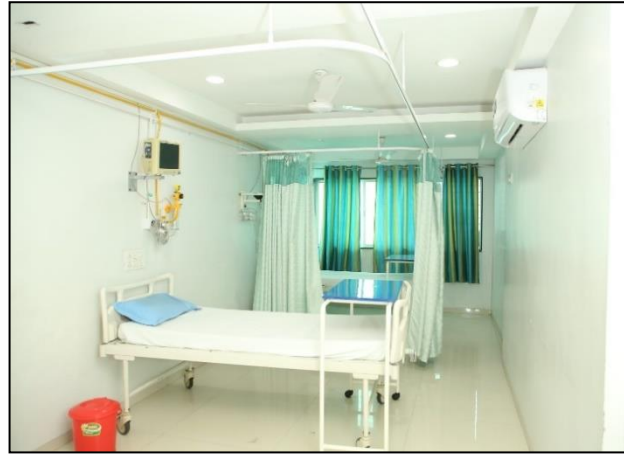
**Dental**



**Private Room**



**Delux Room**



**NICU**



**ICU**



**Modular OT**

**X-Ray**



**BMD**



**C-Arm**



**Ultra Sound Machine**



**CT SCAN**



**Endoscopy Unit**



**Laproscopy Unit**



**KVA DG Set**

**Physiotherapy**



**Ambulance**

**Cafeteria**



## **OUR FACILITIES AND SERVICES**

### **Scope of Services**

We provide following services and Facilities:

Medical	Diagnosis Services	Support includes:	Services	Other Facilities
General Surgery	BMD (Dexa scan)	Out Patient Department (OPD)		Mediclaim & Cashless Facilities
Gastroenterology	C.T. Scan	In Patient Department (IPD)		General ward, private ward, Delux Room
Orthopaedics	4D Sonography	24 hours Diagnostic Department		NICU / I.C.U. Facility
Obestetrics & gynaecology	2D Echo	24 hours Power Backup		Modular Operation Theatre
Internal Medicine	C-Arm	Insurance Department		Cafeteria Laundry Services Pharmacy (Out-sourced) Pathology (Out-sourced)
Paediatrics & Paediatrics surgery	Endoscopy	Cardiac Ambulance		
GI Surgery	Colour Doppler	Fire Prevention and Fire Fighting Equipment		
Urology	Digital X-Ray	KVA DG Set		
Ear, Nose & Throat	ECG	Food services to patients & Cafeteria for attendants		
Anaesthesia Services	TMT & PFT			
Dental Department	Pathology			
	Arthoscopy			

### 1. General Surgery

The department of general surgery is managed by team of surgeons qualified and having experience in open and laparoscopy surgery. There is 24 hours cover for all surgical emergencies including all sorts of surgical trauma. The department encompasses preventive, diagnostic and therapeutic conservative and / or surgical intervention. general surgery department in our hospital focuses on alimentary canal and abdominal contents including the esophagus, stomach, small intestine, large intestine, liver, pancreas, gallbladder, appendix and bile ducts, and often the thyroid gland, diseases involving the skin, breast, soft tissue, trauma, and hernias and perform endoscopic as such as, colonoscopy and laparoscopic procedures supported by trained Laparoscopic surgeon, qualified Anaesthetist and Paramedical staffs who are available at all times. The operation theatre has latest instruments for both conventional and advanced laparoscopic surgeries. We believe that our general surgery department specializes in treatment of all the general surgeries which includes minor, intermediate, major, supra major and high-risk complex surgeries. We believe that the department has the infrastructure to deal with high risk and double high-risk surgeries with the support of I.C.U, with excellent intensivists, who deliver post-operative management skill and provide effective care to the patients.

### 2. Orthopaedics

The Department for Orthopaedics cures muscle, bone and joint disorders. Areas of special emphasis include arthroscopy, joint replacement, hand, foot and ankle, and trauma. We believe that our orthopaedic surgeons have diverse expertise and are committed to provide effective solutions to orthopaedic problems, specialize in the musculoskeletal system, arthroscopy, joint replacement, treatment for orthopaedic trauma, deformity corrections. Our orthopadic centre is recognised for its dedicated team and infrastructure for dealing in emergencies like road traffic accidents and polytrauma (i.e., when a patient has sustained multiple injuries).

The centre performs complicated and advanced surgical procedures like joint preserving surgeries including arthroscopic ligament reconstructions, joint replacement and complex fracture management. Services offered by us are as follows: Joint Replacement, Arthroscopic Surgery, Orthopaedic Trauma, Deformity Corrections, Spine Surgery and Day-care Surgery.

### 3. Obstetrics and Gynaecology

Department of Obstetrics and Gynaecology provides multidisciplinary services for women. We Believe “one stop care” in women health and provide state of the art diagnostic evaluation, clinical care and education for all women’s health needs. We believe that our full range of medical care for women is provided by consultants specializing in general obstetrics and gynaecology services as well as expertise in the area such as high-risk pregnancy, menstrual related problems, adolescent problems, infertility, urogynaecology, gynaecologic cancer screening and treatment, pelvic pain and menopause etc.

Services offered by us are: Sonography, Evaluation & management of normal labor, Spontaneous normal deliveries, High-risk screening, Cesarean sections and Basic fetal monitoring. During in-office and surgical gynecology, we proficient evaluating and managing common and complex gynecological issues, performing ambulatory procedures and educating patients on preventative health management.

#### **4. Internal Medicine**

Internal medicine or General medicine is the medical specialty dealing with the prevention, diagnosis, and treatment of adult diseases. We believe that we are well equipped with ICU facilities with centralised oxygen system. Our department has been vigilant in terms of enforcing COVID-19 preventive measures as well as ensuring appropriate testing & infection control & containment practices. In response to the pandemic, we have also created isolation facilities, established operating procedures on admission, management as well as strengthened our operating procedures on infection prevention & control, and healthcare worker safety.

We provide services which includes: Cardiovascular diseases, Respiratory diseases, Gastrointestinal diseases, Diseases of kidney & urinary tract, Disorder of connective tissue & joints. Special Areas: Diabetic Care, Hypertensive Care, Adult Immunization Care, Allergy Care, Family Medicine.

#### **5. Pediatrics and Pediatrics Surgery**

We deal with a range of pediatrics needs from well babies who need vaccines to the sick one who need advanced and critical care.

#### **Neonatal Intensive Care Unit (NICU/PICU)**

The babies that need intensive medical care are put in the dedicated neonatal ICU units. Each of these specialized NICU units is equipped with advanced technology and have trained and well-experienced professional doctors to assist and provide special care to these little ones. NICUs are designed not only to take care of the sick babies but even those that require specialized nursing care.

#### **6. Gastrointestinal (GI) surgery**

We believe that our qualified surgeons perform GI surgery to treat conditions that affect the digestive tract, which includes the esophagus, stomach, intestines, appendix, gallbladder, pancreas, liver, and bile ducts. The surgeons work as a team to develop a comprehensive treatment plan for patients with disorders affecting the GI tract. Our collaborative approach provides accurate diagnoses and timely surgical intervention when needed. In addition to traditional surgical procedures, we believe that our surgeons are skilled at the most advanced minimally invasive techniques used today. All sort of pertaining to abdomen & various parts of body is performed under the care of most experienced surgeons.

#### **7. Urology**

Our Urology team offers all types of treatment including medical & surgical regarding urinary tract which is performed either open or cystoscopically.

#### **8. Ear, Nose & Throat (ENT)**

The Department of Ear, Nose & Throat (ENT) aims to provide quality medical care and treatment for the entire range of ear, nose and throat problems. The department boasts of an expert team of ENT surgeons, and therapists. Hospital is equipped with the latest operating microscopes and diagnostic video endoscopes. Our trained ENT specialists perform diverse diagnostic, surgical and therapeutic audiology procedures.

## 9. Anesthesiology

Department of Anaesthesiology is concerned with the relief of pain as well as the total care of the patient before, during and after the surgical procedure. The Department of Anaesthesiology focuses on the expert administration of anaesthesia in every surgical specialty. The Department provides anaesthesia services which accommodate surgeries like Orthopaedic, Laparoscopic and Open Abdominal surgeries, Urosurgery, Obstetrics / Gynaecology, ENT etc. All modern and safer drugs required for delivery of Anaesthesia are available for patient's care. In addition, there are facilities available which are helpful in handling critically ill patients and those coming for complicated major surgical procedures. Operation rooms are equipped with Infusion pumps, which help deliver the exact rate and quantity of drugs to patients during the surgical procedure. We use both general and regional anaesthetic techniques or in combination.

**We have a system of pre-operative assessment which is done by the Anesthetics:** All patients are evaluated extensively prior to the administration of anesthesia, both before admission and also in the rooms and wards. The Anesthesia plan and the risks involved are explained to the patient.

**During the Administration of Anesthesia, the care is maintained:** The anesthesia technique is planned for each patient depending on the surgical procedure, the condition of the patient, and the availability of drugs. Each patient is monitored continuously during the procedure.

**Post Anesthesia care:** All patients who undergo surgery under Anesthesia are observed in a modern well equipped postoperative recovery care unit by specially trained nursing staff under the guidance of the Anesthesiologists. Care is taken to provide adequate post-operative pain relief to every patient. Those who need more intense monitoring for a longer period of time are shifted to the critical care unit for further management.

**Post-operative pain management:** Acute Pain Service is provided for acute and immediate post-operative pain management of admitted patients.

## 10. Dental Department

Our Dental Department deals with the prevention, diagnosis, and treatment of conditions, diseases, and disorders of the oral cavity, the maxillofacial region, and its associated structures as it relates to human beings. While the work of dentists is often surgical in nature, they treat many diseases of the oral cavity and face with prescribed medicines. We provide range of dental care from basic diagnosis, routine dental procedures to complex reconstructive surgeries. Services provided by the Hospital is as follows: Oral Maxillofacial Surgery, Dental Implants, General Dentistry, Pedodontics & Preventive Dental Treatment Procedures and Crowns & Bridges.

## 11. Emergency

The Department of Emergency is fully equipped to provide comprehensive & emergency care to the patients in need of medical & surgical intervention to treat critical & acute illness & injuries. This department is overlooked by team of expert surgeons specialized in particular field.

We are well equipped with 24X7 backup of ICU, Radiology Services & Operation Theatre. All Medico legal cases are accepted & ER equipped with facilities of world class equipment's like Defibrillator, multipara monitor, ventilator, portable X-ray, Sonography & 2D Echo machines. Staff is

trained for patient resuscitation. This department consists of trained doctors, critical care specialists & nursing staff, trained for all kind of emergencies.

## **12. Physiotherapy**

Physiotherapy in all departments focuses on the prevention of complications and improvement of the patient's condition, including mobility. Our hospital physiotherapist also performs an initial functional assessment for the purpose of recommending an appropriate framework for further treatment and promoting the continuum of care, including rehabilitation. The physiotherapy service of our hospital contributes to the patient's recovery and his return to mobility and function in active life. The Physiotherapy Department in our hospital is supported by well-trained physiotherapist with diverse expertise. Specialized services include post-fracture stiffness, massage therapy. Our physiotherapy department treats people of various age groups with a wide range of health conditions including problems affecting bones/joints & soft tissues, brain/nervous system, heart & circulation, lungs and breathing. Services provided by us are Electrotherapy, Manual Therapy, Yoga, Taping, Acupressure Therapy, Massage Therapy, Chiropractic, Dry Needling, Modalities used in Electrotherapy are:

1. Deep Heating Modalities: Short Wave Diathermy (SWD), Ultrasound Machine (US)
2. Superficial Heating Modalities: Interferential Therapy (IFT), Transcutaneous Electrical Nerve Stimulation (TENS), Electronic Muscle Stimulation (EMS), Hydrocollator Therapy
3. Continuous passive motion (CPM) Unit
4. Traction Unit: Cervical Traction, Lumbar Traction
5. Cupping Therapy

## **COLLABORATIONS**

We have entered into memorandum of agreement with M/s Shah Medical and General Stores proprietor Mr. Shubham Chhajed which provide medical supplies to the patients admitted in our hospitals.

We also have entered into memorandum of agreement with M/s Shah Pathology Lab, proprietor Ms. Vandana Jadiya.

We also have entered Annual Maintenance Contract with Argon Medical Systems LLP which provide Annual Maintenance Service of Toshiba Asteion Dual slice CT Scanner.

## **INFRASTRUCTURE FACILITIES FOR UTILITIES**

Our registered office and hospital premises are well equipped with computer systems, internet connectivity, other communication equipment, security and other facilities which are required for our business operations to function smoothly. Our offices are well equipped with requisite utilities and facilities including the following:

### ***Power***

Our Company meets its power requirements in our offices from the local electricity supplier and the same is sufficient for our day-to-day functioning.

### ***Water***


Water is required for the drinking, sanitation and fire purpose. Water supply requirement is being fulfilled through water supplied by our municipal corporation and borewell facility available in hospital premises.

## **EXPORT AND EXPORT OBLIGATIONS**



As on date of this Draft Prospectus, our Company does not have any export and export obligations.

## INTELLECTUAL PROPERTY RIGHTS

S. No.	Trademark	Trademark Type	Classes	Applicant	Application No.	Date of Application	Validity/Renewed up to	Registration Status
1.		Device	44	KK Shah Hospitals Limited	5791681	February 03, 2023	Applied	Send To Vienna Codification

## CAPACITY AND CAPACITY UTILIZATION

Capacity and capacity utilization is not applicable to our Company since our business is not in the nature of a manufacturing concern with specified installed capacity.

## HUMAN RESOURCE

Human resource is the key element for developing a company's growth strategy and handling the day-to-day activities within the organization. We focus on attracting and retaining the best possible talent. Our team is a blend of experienced, professional and a strategically organized group of personnel. Our Company does not have any employee unions. Our skilled resource together with our strong management team has enabled us to successfully implement our growth plans.

As on February 28, 2023, we have around 59 employees on our payroll, to look after the day-to-day business operations, below are the details:

Sr. No.	Name of Department	Number of Staff in each department
1.	Orthopaedic Department	2
2.	Gynaecology Department	4
3.	Surgery Department	1
4.	Medicine Department	7
5.	Pediatrics Department	2
6.	Anaesthetic Department	2
7.	Physiotherapy Department	1
8.	Dental Department	1
9.	Radiology Department	1
10.	OT technician	1
11.	Nursing Department	14
12.	Finance & Accounting Department	2
13.	Management	1
14.	Human Resource Department	2
15.	Administration / Reception	4
16.	Marketing & Purchasing Department	2
17.	Security & Safety Department	3
18.	House Keeping	9

## COMPETITION

We operate in a competitive atmosphere. We face varying levels of competition in each micro-market we operate from. Our competition consists of both institutionalized hospitals that have a pan-Indian presence and local physicians and clinics that operate only in particular towns and cities. Some of our competitors may have greater resources than those available to us. We believe that we have been able

to gain a competitive edge over our competition as a result of constant innovation, technical expertise and skilled doctors.

We believe that our experience and reliability record with our patients will be key to overcome competition posed by such organized and unorganized players. We believe that we are able to compete effectively in the market with our quality of services and our reputation.

## MARKETING STRATEGY

We believe in traditional word of mouth marketing strategy which happens when our patients and their relatives refer our hospital to their friends, family members and their knowns also Digital methods of marketing. We use Newspaper Advertisements, hoardings, banners, pole banners, kiosks, bus shelters, bus panels, flyers, etc. to promote our services as it's a primary mode of reaching to the rural sector of the state. We have a strong presence on social media platform and follow a well-planned schedule for social media content delivery which includes topics like health tips, festive greetings. In addition, we have also adopted the concept of health check-up camps not only at our premises but also in the neighborhood residential societies, other institutions such as banks, panchayat, and clubs. We also conduct one-to-one doctor visits in and around the city to introduce our hospital facilities and invite patients for primary level medical treatment. Consequently, we also host events at our hospital where we invite doctors from various specialties and present our stance on selected topic, followed by a healthy discussion. Alongside, we also participate and conduct CME at other healthcare facilities in different parts of the state. In order to foster this sense of community and camaraderie, we also host on site hospital visits for other doctors to give them an opportunity to witness our infrastructure and quality of patient care.

## INSURANCE

As on date of this Draft Prospectus, our Company has following insurance policies:

Sr. No.	Name of the Insurance Company	Type of Policy	Validity Period	Policy No	Sum Insured (₹ in Lakhs)	Premium p.a. (₹ in Lakhs)
1.	ICICI Lombard General Insurance	Professional Indemnity Policy of Dr. Amit Shah	From 14/07/2022 To 13/07/2023	4021/199149201/00/000	50	0.30
2.	ICICI Lombard General Insurance	Professional Indemnity Policy of Dr. Hansa Shah	From 14/07/2022 To 13/07/2023	4021/199149201/00/000	50	0.30
3.	ICICI Lombard General Insurance	Professional Indemnity Policy of Dr. Kirti Kumar Shah	From 14/07/2022 To 13/07/2023	240401492210000030/0030	50	0.30
4.	ICICI Lombard General Insurance	Professional Indemnity Policy of Dr. Milli Shah	From 14/07/2022 To 13/07/2023	4021/199149201/00/000	50	0.30
5.	The New India Assurance Co. Ltd.	Commercial Vehicle Package Policy	From 06/06/2022 To 05/06/2023	45110031220100001511	21	0.23
6.	Apex Ins. Consultant Ltd.	Medical Establishment Policy	From 16/02/2023 To 15/02/2024	240400492210000084	10	0.80

Sr. No.	Name of the Insurance Company	Type of Policy	Validity Period	Policy No	Sum Insured (₹ in Lakhs)	Premium p.a. (₹ in Lakhs)
7.	The New India Assurance Co. Ltd.	Private Car Package Policy	From 17/09/2022 To 16/09/2023	45110031220100004223	5.86	0.14
8.	The New India Assurance Co. Ltd.	Private Car Package Policy	From 14/12/2022 To 13/12/2023	45110031220100007356	2.15	0.07
9.	The Oriental Insurance Co. Ltd.	Private Car Package Policy	Own Damage Cover from 17/01/2023 to 16/01/2024 Motor Liability Cover from 17/01/2023 to 16/01/2026	PPVBU13488702	11.96	0.24

## PROPERTIES

Following Properties are taken on lease / license/ No Objection Certificate (NOC) by our company:

Date of the Agreement/NOC	Name of the Owners	Area of the Property (in square feet)	Address of the Property	Period of Agreement	Rent (Amount in ₹)	Purpose
August 25, 2022	Dr. Hansa Shah	2,739	124, Flat No. 1 & 12 Katju Nagar, Swastik App., Ratlam, Ratlam-457001, Madhya Pradesh, India	NA	NA	Registered Office and Hospital
	Dr. Kirti Kumar Shah	5,172	124, Flat No. 2, 3 & 6 Katju Nagar, Swastik App., Ratlam, Ratlam-457001, Madhya Pradesh, India			
	Sunil Shah	2,400	124, Flat No. 4 Katju Nagar, Swastik App., Ratlam, Ratlam-457001, Madhya Pradesh, India			
	Shailesh Shah	2,400	124, Flat No. 5 Katju Nagar, Swastik App., Ratlam, Ratlam-457001, Madhya Pradesh, India			
	Dr. Amit Shah	722.5	124, Flat No. 7 & 10 Katju Nagar, Swastik App., Ratlam, Ratlam-457001, Madhya Pradesh, India			
	Bhavna	2,400	124, Flat No. 8 Katju			

Date of the Agreement/NOC	Name of Owners	Area of the Property (in square feet)	Address of the Property	Period of Agreement	Rent (Amount in ₹)	Purpose
	Shah		Nagar, Swastik App., Ratlam, Ratlam-457001, Madhya Pradesh, India			
	Dr. Milli Shah	673	124, Flat No. 9 & 11 Katju Nagar, Swastik App., Ratlam, Ratlam-457001, Madhya Pradesh, India			
January 18, 2023	Raysingh Panwar	120	28, Katju Nagar Ratlam - 457001 Madhya Pradesh India	11 months	5,000 p.m.	Physiotherapy Department
January 18, 2023	Narayan Sharam	360	5/51/355, Katju Nagar Ratlam - 457001 Madhya Pradesh India	11 months	15,400 p.m.	Dental Department
January 18, 2023	Vijay Kumar Shrivastav	1500	1, Katju Nagar, Ratlam – 457001, Madhya Pardesh, India	11 months	10,000 p.m.	Staff Quarters

## **KEY INDUSTRY REGULATIONS**

*The following description is a summary of the relevant regulations and policies as prescribed by the GoI and other regulatory bodies that are applicable to our business. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, and the bye laws of the respective local authorities that are available in the public domain. The regulations set out below may not be exhaustive and are merely intended to provide general information to the shareholders and neither designed, nor intended to substitute for professional legal advice. For details of government approvals obtained by us, see the section titled “Government and Other Approvals” on page 189 of this Draft Prospectus.*

### **THE COMPANIES ACT**

The consolidation and amendment in the law relating to the Companies Act, 1956 made way to the enactment of the Companies Act, 2013 and rules made thereunder.

The Companies Act primarily regulates the formation, financing, functioning and restructuring of Companies as separate legal entities. The Act provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. The provisions of the Act state the eligibility, procedure and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law laid down transparency, corporate governance and protection of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

### **SEBI REGULATIONS**

Securities and Exchange Board of India is the regulatory body for securities market transactions including regulation of listing and delisting of securities. It forms various rules and regulations for the regulation of listed entities, transactions of securities, exchange platforms, securities market and intermediaries thereto. Apart from other rules and regulations, listed entities are mainly regulated by SEBI Act, 1992, Securities Contract Regulation Act, 1956, Securities Contracts (Regulation) Rules, 1957, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015.

### **TAX RELATED REGULATIONS**

#### **Income Tax Act, 1961**

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under depending upon its “Residential Status” and “Type of Income” involved. U/s 139(1) every Company is required to file its Income tax return for every Previous Year by 30<sup>th</sup> September of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like are also required to be complied by every Company.

#### **Customs Act, 1962**

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code). Imported goods in India attract basic customs duty, additional customs duty and education cess. The rates of basic customs duty are specified under the Customs Tariff Act 1975. Customs duty is calculated on the transaction

value of the goods. Customs duties are administered by Central Board of Excise and Customs under the Ministry of Finance.

### **State Tax on Profession, Trades, Callings and Employment Rules, 1975**

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional tax is classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner.

## **BUSINESS / TRADE RELATED LAWS / REGULATIONS**

### **Indian Medical Council Act, 1956 (“IMC Act”)**

The IMC Act, and the rules thereunder, provide for the maintenance of a medical register in India and primarily deals with the recognition of medical degrees and the grant of licenses to practice the medical profession in India. The Medical Council of India and respective State Medical Councils are bodies that are set up under the IMC Act to monitor and regulate the registration of medical professionals in India. The Medical Council of India and respective State Medical Councils perform various functions including, the recognition of medical qualifications granted by medical institutions in India, the registration of medical practitioners with recognised medical qualifications, and the establishment and maintenance of uniform standards for medical education in India.

### **Indian Medical Council (Professional Conduct, Etiquette and Ethics) Regulations, 2002 (“IMC Regulations”)**

The IMC Regulations set out the code of medical ethics to be followed by medical practitioners in the conduct of their profession. Only a medical practitioner having qualifications duly recognised by the Medical Council of India and registered with the Medical Council of India or any respective State Medical Council is permitted to practice the modern system of medicine or surgery. The IMC Regulations prescribe the duties of medical practitioners which *inter alia*, include the requirement to maintain good medical practice, maintain medical records, display registration numbers, and use of generic names of drugs. Among various restrictions imposed under the IMC Regulations, a medical practitioner is restricted from directly or indirectly, either by himself / herself, or through a group of physicians or institutions or organisations soliciting patients.

### **Indian Medical Degree Act 1916, The Indian Medical Association (IMA), The National Medical Commission Bill, 2019**

It is an Act to regulate the grant of titles implying qualification in Western medical Science and the assumption and use by unqualified persons of such title. The Act prohibits unauthorised conferment of degrees, etc. except in accordance to exceptions mentioned in Section 3 of the Act and mentions that no person in the States shall confer, grant, or issue, or hold himself out as entitled to confer, grant, or issue any degree, diploma, licence, certificate or other document stating or implying that the holder, grantee or recipient is qualified to practice western medical science

### **Indian Nursing Council Act, 1947**

The Indian Nursing Council Act, 1947 provides for the process and constitution and composition of Nursing Council, its management and process of selecting members, managerial committee, mode of election, terms of office, process, powers and functions and like.

### **Drugs and Cosmetics Act, 1940 (“Drugs and Cosmetics Act”) and Amendment Act 1982**

The Drugs and Cosmetics Act, and the rules thereunder, regulate the import, manufacture, and distribution of drugs in India. Mandating the licensing of import, manufacture, and distribution of drugs in India, the Drugs and Cosmetics Act has been promulgated with a view to ensure that all drugs and cosmetics sold in India are safe, effective, and conform to prescribed quality standards. Apart from having elaborate provisions to check the production and distribution of spurious and substandard drugs in India, the Drugs and Cosmetics Act also prescribes the framework governing the regulatory control over the manufacture and sale of drugs. Drugs that may be sold by a pharmacy or a hospital are classified according to the nature of the license granted, details of which are provided as schedules in the Drugs and Cosmetics Act. The Drugs and Cosmetics Act also prescribes various punishments for contravention of its provisions.

### **Narcotic Drugs and Psychotropic Substances Act, 1985 (“NDPS Act”)**

The NDPS Act, and the rules there under, have been enacted to prohibit persons from producing, manufacturing, cultivating, possessing, selling, purchasing, transporting, storing, and / or consuming narcotic drugs or psychotropic substances. Under the provisions of the NDPS Act, a Narcotics Control Bureau has been set up to monitor the usage of narcotic drugs and psychotropic substances. Chapter IV of the NDPS Act details various offences and sets out the punishment for non-compliance. In accordance thereof, failure to abide with certain provisions of the NDPS Act may be punishable with 171 imprisonment of up to 10 years, which may extend to 20 years. Additionally, offenders may also be punishable with fine, which may extend to Rs.0.2 million.

### **Pharmacy Act, 1948 (“Pharmacy Act”)**

The Pharmacy Act, and the rules there under, have been enacted to regulate the profession of pharmacy in India. The Pharmacy Act *inter alia*, sets out the conditions to be registered as a pharmacist in India. These conditions include the requirement for a person to hold a degree or diploma in pharmacy or pharmaceutical chemistry, or a chemist and druggist diploma awarded by an Indian university or State Government, as the case may be. Additionally, all pharmacists registered under the Pharmacy Act are required to be engaged in the compounding of drugs in a hospital or dispensary, or other place in which drugs are regularly dispensed on prescription of medical practitioners for a total period of not less than five years, prior to being registered. In order to carry out the profession of pharmacy, pharmacists are required to have their names duly entered in the register maintained by the Central Council.

### **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 establishments. The Clinical Establishments Act mandates the registration of therapeutic and diagnostic clinical establishments, across all recognised systems of medicine, with the exception of clinical establishments run by the armed forces. In accordance thereof, the registering authority regulates policy formulation, resource allocation and determination of standards of treatment provided by clinical establishments. This apart, the Clinical Establishments Act lays down guidelines for treatment of common diseases, procedures for registration of such establishments, and also mandates a council body to periodically review the minimum standards followed by clinical establishments.

### **Ethical Guidelines for Biomedical Research on Human Participants, 2006 (“ICMR Code”)**

The ICMR Code sets out various ethical considerations and standards that have to be complied with while handling cases where human beings are involved as biomedical research participants. The ICMR Code *inter alia*, mandates that any research using human participants follow the principles of essentiality, voluntariness, informed consent, community agreement, non-exploitation, privacy, confidentiality, professional competence, and transparency. The ICMR Code accords prime importance to the dignity and well-being of research participants, and requires that all stages of research involving human participants be subject to strict evaluation by a duly constituted ethics committee. This apart, the ICMR Code also deals with the necessity of informed consent of the human participant before involving such person in research. Further, only competent and qualified persons who act with integrity and impartiality are permitted to conduct research on human participants.

### **Transplantation of Human Organs Act, 1994 (“Transplantation Act”)**

The Transplantation Act, and the rules there under, have been enacted to regulate the removal, storage, and transplantation of human organs for therapeutic purposes, and for the prevention of commercial dealings in human organs. The Transplantation Act *inter alia*, deals with the process for transplantation of human organs and tissues from living donors and cadavers, and sets out the roles and responsibilities of regulatory and advisory bodies constituted for monitoring tissue and organ transplantation in India. This apart, the Transplantation Act sets out particulars pertaining to the manpower and facilities required for registration of a hospital as a transplantation centre, and prescribes the minimum qualifications required to practice as transplant surgeons, cornea, or tissue retrieval technicians.

### **Atomic Energy Act, 1962 (“Atomic Energy Act”)**

The Atomic Energy Act, and the rules there under, regulate the development, control, and use of atomic energy for the welfare of the people of India. Restricting the acquisition, production, possession, use, disposal, export, or import of any substances covered under the Atomic Energy Act, or of any minerals from which such substance maybe obtained, the Atomic Energy Act sets out that the aforementioned acts may be undertaken only under a valid license issued by the Central Government. The Atomic Energy Act recognises the Atomic Energy Regulatory Board (“AERB”), a regulatory authority which has been set up to regulate the areas of radiotherapy, nuclear medicine, diagnostic radiology, radioimmunoassay laboratory, and radioisotope laboratory in the field of medicine. Various rules, regulations, procedures, and codes prescribed under the Atomic Energy Act prescribe the norms that govern the production, use, and disposal of atomic energy in medical facilities.

### **Atomic Energy (Radiation Protection) Rules, 2004 (“Radiation Protection Rules”)**

The Radiation Protection Rules prescribed under the Atomic Energy Act *inter alia*, regulates the handling and operation of any radiation generating equipment, and stipulates the requirement for a permission to be obtained for such handling and operating. As per the Radiation Protection Rules, no person is permitted to establish or decommission a radiation installation, or handle or operate any radiation generating equipment, except in accordance with the terms and conditions prescribed under a license obtained in accordance with the Radiation Protection Rules. It may be noted that sources and practices associated with the operation of brachytherapy, deep x-ray units, superficial and contact therapy x-ray units, and nuclear medicine facilities require authorisations under the Radiation Protection Rules. This apart, medical diagnostic equipment such as therapy simulators, analytical x-ray equipment used for research, and nucleonic gauges require registrations under the provisions of the Radiation Protection Rules. Compliance with the provisions of relevant safety codes and standards, as specified by the AERB, is a condition precedent for grant of license under the Radiation Protection Rules.



### **Safety Code for Medical Diagnostic X-Ray Equipment and Installations, 2001 (“X-Ray Safety Code”)**

The X-Ray Safety Code prescribed by the AERB regulates radiation safety in the design, installation, and operation of x-ray generating equipment for medical diagnostic purposes. The X-Ray Safety Code *inter alia*, sets out the requirement to ensure that radiation workers and members of the public are not exposed to radiation in excess of limits permissible by the AERB, and to adopt safety directives from time to time. In addition, the X-Ray Safety Code places a liability on persons using x-ray generating equipment to reduce radiation exposures to levels as low as reasonably achievable, and to ensure the availability of appropriate equipment, personnel, and expertise for the safe use of equipment for patient protection. This apart, the X-Ray Safety Code also prescribes various safety specifications for medical diagnostic x-ray equipment and protective devices, and also sets out key particulars in respect of room layouts for x-ray installation, and the radiation protection standards required to be adopted by entities providing x-ray generating equipment for medical diagnostic purposes.

### **Radiation Surveillance Procedures for Medical Application of Radiation, 1989 (“Radiation Surveillance Procedures”)**

The Radiation Surveillance Procedures, prescribed by the AERB, monitor and regulate the operations and procedures involved in the medical application of radiation. The Radiation Surveillance Procedures *inter alia*, stipulate the requirement for procedures involving radiation equipment to be performed in accordance with a pre planned surveillance programme, in order to ensure the safety of patients. Under the Radiation Surveillance Procedures, persons are permitted to handle radioactive material only after obtaining a valid license from the AERB. Additionally, the Radiation Surveillance Procedures place an obligation on the radiological safety officer to maintain records of radiation incidents, and set out specifications and details in relation to the commissioning and decommissioning of radiation installations, disposal procedures for radioactive effluents, and the various responsibilities of employers.

### **Pre-Conception and Pre-Natal Diagnostic Techniques Act, 1994 (“PNDT Act”)**

The PNDT Act, and the rules there under, have been enacted with the objective of stopping female foeticide, and controlling the declining sex ratio in India. Under the provisions of the PNDT Act, conducting, or helping in the conduct of pre-natal diagnostic techniques in unregistered units, sex selection, conducting pre-natal diagnostic tests for any purposes other than such as permitted under the PNDT Act, and the sale, distribution, supply, renting etc., of any ultrasound machine, or other equipment which is capable of determining the sex of the foetus, are punishable offences. The PNDT Act mandates compulsory registration of all diagnostic laboratories, genetic counseling centers, genetic laboratories, genetic clinics, and ultrasound clinics.

### **Medical Termination of Pregnancy Act, 1971 (“MTP Act”)**

The MTP Act has been enacted to regulate the termination of certain pregnancies by registered medical practitioners in India. The MTP Act *inter alia*, sets out the circumstances under which pregnancies may be terminated by registered medical practitioners, and mentions places where such termination of pregnancy may be under taken. Under the provisions of the MTP Act, the termination of pregnancies by persons who are not registered medical practitioners is a punishable criminal offence. This apart, the MTP Act also protects registered medical practitioners from legal proceedings arising out of any damage caused, or likely to be caused by any act done or intended to be done in good faith.

### **Registration of Births and Deaths Act, 1969 (“RBD Act”)**

The RBD Act was enacted to regulate the registration of births and deaths in India. Under the RBD Act the medical officer of a hospital is required to notify births and deaths occurring in the hospital to

the Registrar appointed under the RBD Act. If the Registrar refuses to register any birth or death, he may be punishable with a fine under the RBD Act. Further, in certain cases, the medical practitioner who attended to the deceased person during his last illness may be required to issue a certificate as to the cause of death.

### **Central Government Health Scheme, 1954 (“CGHS”)**

The CGHS has been promulgated to provide comprehensive medical care to Central Government employees and pensioners. The CGHS provides for diversified health services through allopathic, homeopathic and other systems of medicine. Additionally, the CGHS offers medical facilities to its beneficiaries through wellness centres and polyclinics which are regulated by designated medical officers. The CGHS also sets forth guidelines for issuing medicines, prescribes documents required for obtaining lifesaving drugs, and provides for cashless treatment of certain categories of personnel.

### **ENVIRONMENT LAWS:**

We are subject to various environment regulations as the operation of our establishments might have an impact on the environment in which they are situated. The basic purpose of the statutes given below is to control, abate and prevent pollution. In order to achieve these objectives, State PCB, which are vested with diverse powers to deal with water and air pollution, have been set up in each state and in the Centre. The State PCBs are responsible for setting the standards for maintenance of clean air and water, directing the installation of pollution control devices in industries and undertaking inspection to ensure that industries are functioning in compliance with the standards prescribed. These authorities also have the power of search, seizure and investigation. All industries are required to obtain consent orders from the State PCBs, which are required to be periodically renewed.

### **Environment Protection Act, 1986 (“Environment Act”)**

The Environment Act is an umbrella legislation designed to provide a framework for the Central Government to coordinate activities of various state and central authorities established under previous environmental laws. The Environment Act specifies that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environment pollutants in excess of such standards as may be prescribed. The Environment Act empowers the Central Government to make rules for various purposes viz., to prescribe: (i) the standards of quality of air, water or soil for various areas; (ii) the maximum allowable limits of concentration of various environmental pollutants for different areas; (iii) the procedures and safeguards for the prevention of accidents which may cause environmental pollution and remedial measures for such accidents.

### **Environment (Protection) Rules, 1986 (“Environment Rules”)**

In exercise of powers conferred under the Environment Act, the Central Government notified the Environment Rules. Pursuant to Environment Rules, every person who carries on an industry, operation or process requiring consent under Water (Prevention and Control of Pollution) Act, 1974 or Air (Prevention and Control of Pollution) Act, 1981 or shall submit to the concerned Pollution Control Board (“PCB”) an environmental statement for that financial year in the prescribed form.

### **Air (Prevention and Control of Pollution) Act, 1981 (“Air Act”)**

The Air Act requires any individual, industry or institution responsible for emitting smoke or gases by way of use as fuel or chemical reactions, apply in a prescribed form and obtain consent from the PCB prior to commencing any activity. The PCB is required to grant, or refuse, consent within four months of receipt of the application. The consent may contain conditions relating to specifications of pollution control equipment to be installed. Within a period of four months after the receipt of the application for consent the PCB shall, by order in writing and for reasons to be recorded in the order, grant the

consent applied for subject to such conditions and for such period as may be specified in the order, or refuse consent.

**Water (Prevention and Control of Pollution) Act, 1974 (the “Water Act”), Water (Prevention and Control of Pollution) Cess Act, 1977:**

The Water Act provides for one Central Pollution Control Board, as well as state pollution control boards, to be formed to implement its provisions, including enforcement of standards for factories discharging pollutants into water bodies. The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set down by the State PCB. The Water Act also provides that the consent of the State PCB must be obtained prior to opening of any new outlets or discharges, which are likely to discharge sewage effluent. The Water Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

**Biomedical Waste Management Rules, 2016 (“Biomedical Waste Rules”)**

The Biomedical Waste Rules have been enacted to improve the collection, segregation, processing, treatment, and disposal of biomedical wastes in an environmentally sound manner. The Biomedical Waste Rules apply to all persons who generate, collect, receive, store, transport, + treat, dispose, or handle biomedical waste in any form, including hospitals, nursing homes, clinics, and dispensaries. In accordance with the provisions of the Biomedical Waste Rules, every person handling biomedical waste is required to obtain an authorisation for handling such biomedical waste. Any person having administrative control over an institution generating biomedical waste is under an obligation under the Biomedical Waste Rules to take all necessary steps to ensure that the biomedical waste is handled without any adverse effect to human health, and environment. Such person, referred to as an ‘occupier’ under the Biomedical Waste Rules is required to make provisions for safe storage of segregated biomedical waste, pre-treat laboratory waste (including blood samples), and provide training to all healthcare workers, and others involved in the handling of biomedical waste from time to time.

**Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (“Hazardous Wastes Rules”)**

The Hazardous Wastes Rules have been enacted to ensure resource recovery and disposal of hazardous wastes, as defined under the Hazardous Wastes Rules in an environmentally sound manner. The Hazardous Wastes Rules apply to all persons who handle, generate, collect, store, pack, transport, use, treat, process, recycle, recover, preprocess, co-process, utilise, offer for sale, transfer, or dispose hazardous and other wastes. In accordance with the provisions of the Hazardous Wastes Rules, every person undertaking any of the aforementioned activities with hazardous, and other wastes, is required to obtain an authorisation for undertaking such activities. Further, an occupier is inter alia, under an obligation to ensure the safe and environmentally sound management of hazardous and other wastes. It may be noted that wastes defined under the Hazardous Wastes Rules are to be disposed only in a facility, duly authorised under the provisions of the Hazardous Wastes Rules.

**Public Liability Insurance Act, 1991 (“Public Liability Act”)**

The Public Liability Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the Government by way of a notification dated March 24, 1992. The owner or handler is also required to take out one or more insurance policies insuring against liability under the legislation and renew the same periodically. The Public Liability Act also provides for the establishment of the Environmental Relief Fund, which shall be utilised towards payment of relief granted under the Public Liability Act and a violation of the provisions of the Public Liability Act is punishable with fine or imprisonment or both. The rules made under the Public Liability Act mandate that the employer has to contribute towards the Environment

Relief Fund, a sum equal to the premium paid on the insurance policies. This amount is payable to the insurer.

## **REGULATIONS RELATED TO FOREIGN TRADE AND INVESTMENT**

### **The Foreign Direct Investment**

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP"), has issued consolidated FDI Policy Circular of 2020 ("FDI Policy 2020"), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until the DIPP Offers an updated circular.

The Reserve Bank of India ("RBI") also Offers Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI. In terms of the Master Circular, an Indian company may Offer fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh Offer of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. The Indian company making such fresh Offer of shares would be subject to the reporting requirements, inter-alia with respect to consideration for Offer of shares and also subject to making certain filings including filing of Form FC-GPR.

Under the current FDI Policy of 2020, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present 100 % foreign direct investment through automatic route is permitted in the sector in which our Company operates. Therefore, applicable foreign investment up to 100% is permitted in our company under automatic route.

### **Foreign Exchange Management Act, 1999 ("FEMA") and Regulations framed thereunder.**

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the 'automatic route' within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("FEMA Regulations") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2000 for regulation on exports of goods and services. 100 % FDI is permitted in under the automatic route in the IT sector.

### **Duty Drawback Scheme**

The duty drawback scheme is an option available to exporters. Under this scheme, exporter of goods is allowed to take back refund of money to compensate him for excise duty paid on the inputs used in the products exported by him. It neutralizes the duty impact in the goods exported. Relief of customs and central excise duties suffered on the inputs used in the manufacture of export product is allowed to exporters. The admissible duty drawback amount is paid to exporters by depositing it into their nominated bank account. Section 75 of the Customs Act, 1962 and Section 37 of the Central Excise

Act, 1944, empower the Central Government to grant such duty drawback. Customs, Central Excise Duties and Service Tax Drawback Rules, 1995 (the “Drawback Rules”) have been framed outlining the procedure to be followed for the purpose of grant of duty drawback (for both kinds of duties suffered) by the customs authorities processing export documentation. Under duty drawback scheme, an exporter can opt for either all industry rate of duty drawback scheme or brand rate of duty drawback scheme.

The all industry rate of duty drawback scheme essentially attempts to compensate exporters of various export commodities for average incidence of customs and central excise duties suffered on the inputs used in their manufacture. Brand rate of duty drawback is granted in terms of rules 6 and 7 of the Drawback Rules in cases where the export product does not have any all industry rate or duty drawback rate, or where the all industry rate duty drawback rate notified is considered by the exporter insufficient to compensate for the customs or central excise duties suffered on inputs used in the manufacture of export products. For goods having an all industry rate, the brand rate facility to particular exporters is available only if it is established that the compensation by all industry rate is less than 80% of the actual duties suffered in the manufacture of the export goods.

### **Ownership restrictions of FIIs**

Under the portfolio investment scheme, the total holding of all FIIs together with their sub-accounts in an Indian company is subject to a cap of 24% of the paid-up capital of a company, which may be increased up to the percentage of sectoral cap on FDI in respect of the said company pursuant to a resolution of the board of directors of the company and the approval of the shareholders of the company by a special resolution in a general meeting. The total holding by each FII, or in case an FII is investing on behalf of its sub-account, each sub-account should not exceed 10% of the total paid-up capital of a company.

## **LAWS RELATED TO EMPLOYMENT OF MANPOWER:**

### **The Occupational Safety, Health and Working Conditions Code, 2020**

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this code will be brought into force on a date to be notified by the Central Government.

### **The Code on Social Security, 2020**

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganized Workers' Social Security Act, 2008. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Code on Social Security, 2020. The draft rules provide for operationalization of provisions in the Code on Social Security, 2020 relating to employees' provident fund, employees' state insurance corporation, gratuity, maternity benefit, social security and cess in respect of building and other construction workers, social security for unorganized workers, gig workers and platform workers.

In addition to above, we are subject to wide variety of generally applicable labour laws concerning condition of working, benefit and welfare of our laborers and employees such as the Sexual

Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Employees (Provident Fund and Miscellaneous Provision) Act, 1952.

### **The Industrial Relations Code, 2020 (“Industrial Code”)**

The Ministry of Law and Justice, with an intent to consolidate and amend laws relating to trade unions, conditions of employment in industrial establishment or undertaking, investigation and settlement of industrial dispute, has introduced the Industrial Code. The Code provides that the Central Government may repeal the provisions of the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946, and the Industrial Disputes Act, 1947 and may supersede them with the applicability of any provision of the Industrial Code. The Industrial Code is a central legislation and extends to the whole of India. The Industrial Code empowers the Central Government to require an establishment in which one hundred or more workers are employed or have been employed on any day in the preceding twelve months to constitute a works committee consisting of representatives of employer and workers engaged in the establishment. The code further requires every establishment with twenty or more workers to have grievance redressal committees for resolution of disputes arising out of individual grievances. The code bars the jurisdiction of civil courts to any matter to which the provisions of the Industrial Code apply, and provides for establishment of industrial tribunals for adjudication of such matters. The Industrial Code provides for provisions pertaining to lay-off and retrenchment of employees and closure of establishments and compensation provisions in relation thereto. The Industrial Code provides for monetary fines, penalties and imprisonment in case of contravention of the provisions of the code.

### **Employees Provident Fund and Miscellaneous Provisions Act, 1952**

Under the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952 (EPF Act), compulsory provident fund, family pension fund and deposit linked insurance are payable to employees in factories and other establishments. The legislation provides that an establishment employing more than 20 (twenty) persons, either directly or indirectly, in any capacity whatsoever, is either required to constitute its own provident fund or subscribe to the statutory employee’s provident fund. The employer of such establishment is required to make a monthly contribution to the provident fund equivalent to the amount of the employee’s contribution to the provident fund. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

### **Payment of Gratuity Act, 1972, as amended (the “Gratuity Act”)**

The Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more employees are employed or were employed on any day of the preceding twelve months, as notified by the Central Government from time to time. Penalties are prescribed for non-compliance with statutory provisions.

Under the Gratuity Act, an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement, resignation, superannuation, death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent upon an employee having completed five years of continuous service. The maximum amount of gratuity payable may not exceed 1 million.

Certain other laws and regulations that may be applicable to our Company in India include the following:

- Industrial (Development and Regulation) Act, 1951 (“IDRA”)
- Industrial Disputes Act, 1947 (“ID Act”)

- Payment of Bonus Act, 1965 (“POB Act”)
- Child Labour (Prohibition and Regulation) Act, 1986
- Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("SHWW Act")
- Equal Remuneration Act, 1976 (“ER Act”)
- Contract Labour Regulation and Abolition) Act, 1970 (CLRA) and Contract Labour (Regulation and Abolition) Central Rules, 1971 (Contract Labour Rules)
- Workmen Compensation Act, 1923 (“WCA”)
- Maternity Benefit Act, 1961 ("Maternity Act")
- Industrial Employment Standing Orders Act, 1946

## **PROPERTY RELATED LAWS**

The Company is required to comply with central and state laws in respect of property. Central Laws that may be applicable to our Company's operations include the Land Acquisition Act, 1894, the Transfer of Property Act, 1882, Registration Act, 1908, Indian Stamp Act, 1899, and Indian Easements Act, 1882.

## **OTHER GENERAL RULES AND REGULATIONS:**

### **Intellectual Property Laws**

The Patents Act, 1970 (Patent Act) protects innovations in terms of machinery, development and improvement of existing formulae for manufacturing of various kinds of goods, materials and like. The Trade Marks Act, 1999 (“Trade Marks Act”) provides for application and registration of trademarks in India. It also provides for exclusive rights to marks such as brand, label, and heading and to obtain relief in case of infringement for commercial purposes as a trade description. The Trade Marks Act prohibits registration of deceptively similar trademarks and provides penalties for infringement, falsifying or falsely applying trademarks.

The objective of Designs Act is to promote and protect the design element of industrial production. It is also intended to promote innovative activity in the field of industries. When a design is registered, the proprietor of the design has copyright in the design during ten years from the date of registration.

### **State Laws**

We operate in various states. Accordingly, legislations passed by the state governments are applicable to us in those states. These include legislations relating to, among others, Shops and Establishment Act, classification of fire prevention and safety measures and other local licensing. Further, we require several approvals from local authorities such as municipal bodies. The approvals required may vary depending on the state and the local area.

### **Municipality Laws**

Pursuant to the Constitution (Seventy-Fourth Amendment) Act, 1992, the respective state legislatures in India have power to endow the municipalities with power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India. The respective states of India have enacted laws empowering the municipalities to issue trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

### **Other regulations:**

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, Specific Relief Act 1963, Negotiable Instrument Act 1881, The Information Technology Act, 2000, Sale of Goods Act 1930 and Consumer Protection Act 2019, The Arbitration & Conciliation Act, 1996 are also applicable to the company.



## **HISTORY AND CERTAIN CORPORATE MATTERS**

### **HISTORY AND BACKGROUND**

Our Company was incorporated under the name “*Jeevan Parv Healthcare Limited*” on August 25, 2022 under the provisions of the Companies Act, 2013 and a certificate of incorporation was issued by the Registrar of Companies, Central Registration Centre, Manesar.. Subsequently, our Company has changed its name from “*Jeevan Parv Healthcare Limited*” to “*KK Shah Hospitals Limited*” pursuant to a special resolution passed at the Extra-Ordinary General Meeting of our Company held on September 30, 2022 and a fresh certificate of incorporation dated November 30, 2022 issued by the Registrar of Companies, Gwalior, Madhya Pradesh.

Promoters of our Company are Dr. Amit Shah and Dr. Kirti Kumar Shah.

### **CHANGES IN REGISTERED OFFICE OF OUR COMPANY.**

There has been no change in the Registered Office of our Company since inception till the date of this Draft Prospectus.

The registered office of the Company is situated at 124, Katju Nagar, Swastik App., Ratlam, Ratlam-457001, Madhya Pradesh, India

### **MAIN OBJECTS OF OUR COMPANY**

The Main Objects clause of the Company as per the Memorandum of Association are as under:

1. To take over the existing business of proprietorship concern of Dr. Kirti Kumar Shah, M/s Shah Hospital on going concern basis.
2. To own, establish, run, manage, and maintain, hospitals, research centers, diagnostic centers, blood bank service centers, immunisation centers, medical and other research centers, nursing homes, health centers, rehabilitation centers, clinics, polyclinics, laboratories and to apply or provide utility articles and services to patients, attendants and others using the modern medical science or ancient techniques of ayurveda, homeopathy, naturopathy, yunani, physiotherapy, acupressure, acupuncture or other such known or unknown techniques and to provide aids to medical personnel for research and development and to act and work as consultants in medical profession in India and abroad.
3. To encourage the discovery of new medical and / or surgical management of diseases in traditional or alternative stream of medicines and afflictions and to investigate and make known the nature and merits of investigations and findings and research in the said field and to acquire any patent and licences or other protective devices relating to the results of any discovery, investigations, findings or researches and to acquire any processes upon such terms as may seem expedient and to improve the same and to undertake the manufacture of any product developed, discovered or improved and/or to give licences for the manufacture of the same to others and either to market the same or to grant licences to others to market the same on such terms as the society may deem it fit to do.
4. To provide, encourage, initiate or promote facilities for the discovery, improvement or development of new methods of diagnosis, understanding and prevention and treatment of diseases that may be under the modern medical science or ancient techniques of ayurveda, homeopathy, naturopathy, yunani or other such known or unknown techniques. Conduct and to carry on experiments and to provide funds for research works and for scholarships, stipend, remuneration and / or other payments or aid to any person or persons engaged in research work, or work connected with or conducive to research and to encourage and to improve knowledge of the persons who are engaged in any medical or related profession so as to make available medical relief to the public at large.

5. To acquire, establish, promote, run, manage, act as service provider, act as know-how developer / provider or in any other manner associate/venture in India and/or elsewhere in the world for schools, college, training institute or other educational institutions, kindergarten, nursery, primary, middle, secondary, senior secondary, degree courses in academic or professional streams, vocational or nonvocational courses, computer education, educational & training centres, skill development program in any stream or similar / incidental activity thereto including carrying on the business of learning and skill development, training and placement and running training and professional institutions for providing knowledge in the field of scientific management, commercial, medical, engineering or such all or any other type of education and allied activities connected therewith.

6. To encourage and develop biological and pharmacological standardisation of indigenous medical plants and to work and act as examiners of pharmaceuticals, medicines and drugs manufactured by the manufacturers and others including government and semi-government bodies and also to carry on the profession of pathologists and examinees of soils, materials and to encourage the discovery of new medical and \ or surgical management of diseases and afflictions and to investigate and make the nature and merits of investigation and findings and research in the said field and \ or to acquire any patent and licenses or other protective devises relating to the result of any discovery, investigations, findings or researches and to acquire any processes upon such terms as may seem expedient and to improve the same and to undertake the manufacture of any product developed, discovered or improved and \ or to give licenses for the manufacture of the same to others on such terms as the company may deem it fit to do.

#### **AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION (MOA)**

Since incorporation, the following amendments have been made to the MoA:

<b>Date of Shareholder's Resolution</b>	<b>Clause</b>	<b>Particulars</b>
September 30, 2022	Name Clause	Change in the name of the Company from "Jeevan Parv Healthcare Limited" to "KK Shah Hospitals Limited".
December 31, 2022	Object Clause	<p>Clause III(A) of our Memorandum of Association was amended and following sub clauses are inserted as sub clause no. 5 and 6 immediate after the existing sub clause no.4:</p> <p>5. To acquire, establish, promote, run, manage, act as service provider, act as know-how developer / provider or in any other manner associate/venture in India and/or elsewhere in the world for schools, college, training institute or other educational institutions, kindergarten, nursery, primary, middle, secondary, senior secondary, degree courses in academic or professional streams, vocational or nonvocational courses, computer education, educational &amp; training centres, skill development program in any stream or similar / incidental activity thereto including carrying on the business of learning and skill development, training and placement and running training and professional institutions for providing knowledge in the field of scientific management, commercial, medical, engineering or such all or any other type of education and allied activities connected therewith.</p> <p>6. To encourage and develop biological and</p>

Date of Shareholder's Resolution	Clause	Particulars
		pharmacological standardisation of indigenous medical plants and to work and act as examiners of pharmaceuticals, medicines and drugs manufactured by the manufacturers and others including government and semi-government bodies and also to carry on the profession of pathologists and examinees of soils, materials and to encourage the discovery of new medical and \ or surgical management of diseases and afflictions and to investigate and make the nature and merits of investigation and findings and research in the said field and \ or to acquire any patent and licenses or other protective devises relating to the result of any discovery, investigations, findings or researches and to acquire any processes upon such terms as may seem expedient and to improve the same and to undertake the manufacture of any product developed, discovered or improved and \ or to give licenses for the manufacture of the same to others on such terms as the company may deem it fit to do.
February 13, 2023	Capital Clause	The Authorized Share Capital of the Company has been increased from Rs. 5,00,00,000/- divided into 50,00,000 Equity Shares of ₹10/- each to Rs. 7,50,00,000/- divided into 75,00,000 Equity Shares of ₹10/- each.

#### MAJOR EVENTS, MILESTONES, KEY AWARDS, ACHIEVEMENTS AND ACCOLADES OF OUR COMPANY

The table below sets forth some of the major events and milestones in the history of our Company:

Calendar Year	Event/Milestone
2022	Incorporation of our Company under the name style of Jeevan Parv Healthcare Limited
2022	Change the name of our Company from “Jeevan Parv Healthcare Limited” to “KK Shah Hospitals Limited”
2022	Acquisition of Shah Hospital, a proprietorship firm of Dr. Kirti Shah

There are certain major events or milestones in the history of our Shah Hospitals are as below:

Financial Year	Major Events
1976	Started a clinic in the name of Shah Hospital.
1991	Shah nursing home under the name M/s Shah Maternity and Nursing Home started by Dr. Kirti Shah & Dr. Hansa Shah.
1994	Started paediatric unit having Neonatal Intensive Care Unit (NICU) as an integral part of the Clinic.
2008	Dr. Amit Shah & Dr. Milli Shah joined as an orthopedic & general surgeon respectively.
2008	Started all basic & advanced orthopaedic treatment including trauma, arthroscopy, deformity corrections & joint replacement. In addition, installation of advanced laproscopics system with all sort of laproscopic surgeries
2010	Set-up of Diagnostic Centre

2012	Introduction of advanced diagnostic appliances like CT scan
2012	Established physiotherapy department
2015	Instituted Dental Department with advanced facilities

#### **HOLDING / SUBSIDIARY COMPANY/ JOINT VENTURE AND ASSOCIATE**

As on the date of this Draft Prospectus, our Company does not have a holding or subsidiary company or any joint venture or any associate company.

#### **STRATEGIC PARTNERS**

Our Company does not have any strategic partners as on the date of this Draft Prospectus.

#### **FINANCIAL PARTNERS**

Our Company does not have any financial partners , as on the date of this Draft Prospectus

#### **TIME AND COST OVERRUN IN SETTING UP OF PROJECTS**

As on the date of this Draft Prospectus, there have been no instances of time and cost overruns in setting up of our projects.

#### **LOCK-OUT AND STRIKES**

There have been no instances of strikes or lock-outs at any time in our Company.

#### **INJUNCTION OR RESTRAINING ORDERS**

Our Company is not operating under any injunction or restraining order.

#### **CAPACITY/ FACILITY CREATION, LOCATION OF PLANTS**

For details pertaining to capacity / facility creation, location of plant refers chapter titled “*Business Overview*” beginning on page 113 of this Draft Prospectus.

#### **DETAILS OF LAUNCH OF KEY PRODUCTS, ENTRY IN NEW GEOGRAPHIES OR EXIT FROM EXISTING MARKETS**

For details pertaining to launch of key products or services, entry in new geographies or exit from existing markets, please refer chapter titled “*Business Overview*” on page 113 of this Draft Prospectus.

#### **DEFAULTS OR RESCHEDULING / RESTRUCTURING OF BORROWINGS OF OUR COMPANY WITH FINANCIAL INSTITUTIONS / BANKS**

As on the date of this Draft Prospectus, there have been no defaults or rescheduling/restructuring of our Company current borrowings with any of the financial institutions/banks.

#### **ACQUISITION OR DIVESTMENTS OF BUSINESS / UNDERTAKINGS, MERGERS AND AMALGAMATIONS**

Except for acquisition of Shah Hospital, our Company has not made any material acquisitions or divestments of any business or undertaking and has not undertaken any mergers or amalgamations in the last 10 years

## **REVALUATION OF ASSETS**

Our Company has not revalued its assets since incorporation and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

## **SHAREHOLDERS AND OTHER MATERIAL AGREEMENTS**

We have entered into a business transfer agreement dated December 31, 2022, to acquire the running business of proprietorship firm Shah Hospitals of one of our promoters i.e., Dr. Kirti Kumar Shah except this there are no shareholders and other material agreements, other than those entered into in the ordinary course of business carried on or intended to be carried on by our Company.

## **CHANGES IN THE ACTIVITIES OF OUR COMPANY HAVING MATERIAL EFFECT**

Clause III(A) of our Memorandum of Association was amended and following sub clauses are inserted as sub clause no. 5 and 6 immediate after the existing sub clause no.4:

5. To acquire, establish, promote, run, manage, act as service provider, act as know-how developer / provider or in any other manner associate/venture in India and/or elsewhere in the world for schools, college, training institute or other educational institutions, kindergarten, nursery, primary, middle, secondary, senior secondary, degree courses in academic or professional streams, vocational or nonvocational courses, computer education, educational & training centres, skill development program in any stream or similar / incidental activity thereto including carrying on the business of learning and skill development, training and placement and running training and professional institutions for providing knowledge in the field of scientific management, commercial, medical, engineering or such all or any other type of education and allied activities connected therewith.

6. To encourage and develop biological and pharmacological standardisation of indigenous medical plants and to work and act as examiners of pharmaceuticals, medicines and drugs manufactured by the manufacturers and others including government and semi-government bodies and also to carry on the profession of pathologists and examinees of soils, materials and to encourage the discovery of new medical and \ or surgical management of diseases and afflictions and to investigate and make the nature and merits of investigation and findings and research in the said field and \ or to acquire any patent and licenses or other protective devises relating to the result of any discovery, investigations, findings or researches and to acquire any processes upon such terms as may seem expedient and to improve the same and to undertake the manufacture of any product developed, discovered or improved and \ or to give licenses for the manufacture of the same to others on such terms as the company may deem it fit to do.

Other than as mentioned above, there has been no change in the activities being carried out by our Company which may have a material effect on the profits/ loss of our Company, including discontinuance of the current lines of business, loss of projects or markets and similar fact.

## **DETAILS OF GUARANTEES GIVEN TO THIRD PARTIES BY THE PROMOTERS**

As on the date of this Draft Prospectus, no guarantee has been issued by our Promoters.

## **AGREEMENTS WITH KEY MANAGERIAL PERSONNEL OR A DIRECTOR OR PROMOTERS OR ANY OTHER EMPLOYEE OF THE COMPANY**

There are no agreements entered into by key managerial personnel or a directors or Promoters 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.

## **COLLABORATION**

For details pertaining to launch of key products, entry in new geographies or exit from existing markets, please refer chapter titled “*Business Overview*” on page **113** of this Draft Prospectus.

## **INJUNCTION OR RESTRAINING ORDERS**

There are no injunctions/restraining orders that have been passed against the Company.

**OUR MANAGEMENT**  
**BOARD OF DIRECTORS DETAILS ARE AS FOLLOWS**

In terms of the Articles of Association, our Company is authorized to have 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, in accordance with the provisions of the Companies Act, 2013. As on the date of this Draft Prospectus, our Board comprises of Eight (8) Directors, including, One (1) as Managing Director, One (1) as Whole Time Director, Two (2) Women Executive Directors, Four (4) Independent Directors.

Set forth below, are details regarding our Board as on the date of this Draft Prospectus:

Name, Designation, DIN, Date of Birth, Age, Occupation, Address, Nationality, Original Date of Appointment, Change in Designation and Period of Directorship	Other Directorships as on the date of this Draft Prospectus
<p><b>Dr. Amit Shah</b>  <b>Designation:</b> Chairman and Managing Director  <b>DIN:</b> 09119113  <b>Date of Birth:</b> June 05,1977  <b>Age:</b> 46 years  <b>Occupation:</b> Professional  <b>Address:</b> 50, Katju Nagar, Ratlam, Madhya Pradesh - 457001, India  <b>Nationality:</b> Indian  <b>Original Date of Appointment:</b> August 25, 2022  <b>Change in Designation:</b> February 15, 2023  <b>Period of Directorship:</b> Appointed as Managing Director for a period of 5 (five) years with effect from February 15, 2023</p>	<p>ABM Vineyard and Food Processing Industries Private Limited  Garbhsanskar Yatra Private Limited</p>
<p><b>Dr. Kirti Kumar Shah</b>  <b>Designation:</b> Whole Time Director  <b>DIN:</b> 10039838  <b>Date of Birth:</b> May 02,1949  <b>Age:</b> 74 years  <b>Occupation:</b> Professional  <b>Address:</b> 50, Katju Nagar, Ratlam, Madhya Pradesh-457001, India  <b>Nationality:</b> Indian  <b>Original Date of Appointment:</b> February 15, 2023  <b>Change in Designation:</b> NA  <b>Period of Directorship:</b> Appointed as Whole Time Director for a period of 5 (five) years with effect from February 15, 2023</p>	<p><b>Nil</b></p>
<p><b>Dr. Hansa Shah</b>  <b>Designation:</b> Executive Director  <b>DIN:</b> 09715725  <b>Date of Birth:</b> April 26,1950  <b>Age:</b> 73 years  <b>Occupation:</b> Professional  <b>Address:</b> 50, Katju Nagar, Ratlam, Madhya Pradesh-457001, India  <b>Nationality:</b> Indian  <b>Original Date of Appointment:</b> 25 August, 2022  <b>Change in Designation:</b> NA  <b>Period of Directorship:</b> Since Incorporation, liable to retire by</p>	<p><b>Nil</b></p>

Name, Designation, DIN, Date of Birth, Age, Occupation, Address, Nationality, Original Date of Appointment, Change in Designation and Period of Directorship	Other Directorships as on the date of this Draft Prospectus
rotation.	
<p><b>Dr. Milli Shah</b>  <b>Designation:</b> Executive Director  <b>DIN:</b> 09715726  <b>Date of Birth:</b> 09 April,1979  <b>Age:</b> 44 years  <b>Occupation:</b> Professional  <b>Address:</b> 50, Katju Nagar, Ratlam, Madhya Pradesh-457001, India  <b>Nationality:</b> Indian  <b>Original Date of Appointment:</b> 25 August, 2022  <b>Change in Designation:</b> NA  <b>Period of Directorship:</b> Since Incorporation, liable to retire by rotation</p>	Nil
<p><b>Achint Porwal</b>  <b>Designation:</b> Non-Executive Independent Director  <b>DIN:</b> 06535950  <b>Date of Birth:</b> 20 September,1979  <b>Age:</b> 44 years  <b>Occupation:</b> Business  <b>Address:</b> 17/375, Kanchan Chhaya, Rambagh Collectorate, Ratlam, A lot, Madhya Pradesh-457001, India  <b>Nationality:</b> Indian  <b>Change in Designation:</b> NA  <b>Period of Directorship:</b> 5 consecutive years with effect from February 28, 2023, not liable to retire by rotation</p>	➤ Arihant Purechem Private Limited
<p><b>Gaurav Ajmera</b>  <b>Designation:</b> Non-Executive Independent Director  <b>DIN:</b> 00469427  <b>Date of Birth:</b> 12 June,1982  <b>Age:</b> 40 years  <b>Occupation:</b> Business  <b>Address:</b> 38, Ram Mohalla, Ratlam, Madhya Pradesh-457001, India  <b>Nationality:</b> Indian  <b>Change in Designation:</b> NA  <b>Period of Directorship:</b> 5 consecutive years with effect from February 28, 2023, not liable to retire by rotation</p>	<ul style="list-style-type: none"> <li>➤ Ajmera Ispat Private Limited</li> <li>➤ Abhinandan Ispat Private Limited</li> <li>➤ Ajmera Infrabuild Private Limited</li> </ul>
<p><b>Meetesh Gadia</b>  <b>Designation:</b> Non-Executive Independent Director  <b>DIN:</b> 10042745  <b>Date of Birth:</b> 28 July,1973  <b>Age:</b> 50 years  <b>Occupation:</b> Business  <b>Address:</b> 18, Kasera Bajar, Ratlam, Madhya Pradesh-457001, India  <b>Nationality:</b> Indian  <b>Change in Designation:</b> NA  <b>Period of Directorship:</b> 5 consecutive years with effect from February 28, 2023, not liable to retire by rotation</p>	Nil
<b>Mr. Sanjay Kumar Luniya</b>	Nil



Name, Designation, DIN, Date of Birth, Age, Occupation, Address, Nationality, Original Date of Appointment, Change in Designation and Period of Directorship	Other Directorships as on the date of this Draft Prospectus
<p><b>Designation:</b> Non-Executive Independent Director  <b>DIN:</b> 10046032  <b>Date of Birth:</b> 06 June, 1967  <b>Age:</b> 56 years  <b>Occupation:</b> Business  <b>Address:</b> 36/3,4 Veer Savarkar Marg, Ratlam, Aot, Madhya Pradesh-457001, India  <b>Nationality:</b> Indian  <b>Change in Designation:</b> NA  <b>Period of Directorship:</b> 5 consecutive years with effect from February 28, 2023, not liable to retire by rotation</p>	

### Brief Biographies of our Directors

**Dr. Amit Shah** is one of the Promoters, Chairman and Managing Director of our Company. He has been a Director on our Board since incorporation. He holds a bachelor's degree in medicine and surgery in the year 2005 from North Maharashtra University, Jalgaon. He has also been registered as a member of the Diplomate of the National Board of Examinations, New Delhi for the practice of orthopedics in the year 2010. He was associated with 'Shah Hospital' since 2008 as a consultant doctor. He has more than 12 years of experience in the field of Orthopedics.

**Dr. Kirti Kumar Shah** is one of the Promoters and the Whole-time Director of our Company. He holds a bachelor's degree in medicine and surgery from Mahatma Gandhi Memorial Medical College, Indore in the year 1974. His name is entered in the medical register of the Mahakoshal Medical Council in the year 1975. He played a key role in establishing the Shah Hospital. He has over 40 years of experience in the medical industry. He has been a Director on our Board since February 15, 2023.

**Dr. Hansa Shah** is the Executive Director of our Company. She has been associated with our Company since incorporation. She holds a bachelor's degree in medicine and surgery from South Gujarat university in the year 1977. Her name was entered in the medical register at Mahakoshal Medical Council in the year 1976. She has over 40 years of experience in the medical industry. She has been a Director on our Board since incorporation.

**Dr. Milli Shah** is the Executive Director of our Company. She has been associated with our Company since incorporation. She holds a bachelor's degree in medicine and surgery from Bhavnagar University in the year 2003 and a master's degree in general surgery from Bhavnagar University in 2007. She also secured the first rank at the M.B.B.S. examination of anatomy in the year 1998. Her name is entered into the medical register of the Madhya Pradesh Medical Council in 2011. She was associated with 'Shah Hospital' since 2008 as a consultant doctor. She has experience of over 12 years in the medical industry.

**Achint Porwal** is the Non-Executive Independent Director of our Company since February 28, 2023. He holds a master's degree in commerce from Vikram University, Ujjain in the year 2002. He also serves as a whole-time director of Arihant Purechem Private Limited. He has several years of experience in business development.

**Gaurav Ajmera** is the Non-Executive Independent Director of our Company since February 28, 2023. He is an undergraduate and is associated with Ajmera Ispat Private Limited, Abhinandan Ispat Private Limited, and Ajmera Infrabuild Private Limited and is currently a director on its Board. He has several years of experience in business development.

**Meetesh Gadia** is the Non-Executive Independent Director of our Company. He holds a bachelor's degree in engineering production from the University of Pune in the year 1995. He has a proprietorship firm M/s Gadia Wires and has several years of experience in business development.

**Sanjay Kumar Luniya**, aged 55 years, is the Non-Executive Independent Director of our Company. He holds a bachelor's degree in commerce from Vikram University, Ujjain in the year 1989. He has several years of experience in business development.

### **Relationship between our Directors and Key Managerial Personnel**

Except as disclosed below, none of our Directors are related to each other or to the Key Managerial Personnel of our Company

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Related To</b>	<b>Nature of Relationship</b>
1	Dr. Amit Shah	Dr. Kirti Shah	Father
		Dr. Hansa Shah	Mother
		Dr. Milli Shah	Wife
2	Dr. Kirti Shah	Dr. Amit Shah	Son
		Dr. Hansa Shah	Wife
		Dr. Milli Shah	Daughter in Law
3	Dr. Hansa Shah	Dr. Kirti Shah	Husband
		Dr. Amit Shah	Son
		Dr. Milli Shah	Daughter in Law
4	Dr. Milli Shah	Dr. Amit Shah	Husband
		Dr. Hansa Shah	Mother-in-Law
		Dr. Kirti Shah	Father-in-law

### **Details of any arrangement or understanding with major shareholders, customers, suppliers or others**

As on the date of this Draft Prospectus, our Company has no arrangement or understanding with any major shareholders, customers or suppliers and none of our directors or members of senior management were appointed pursuant to any arrangement or understanding with any major shareholders, customers, suppliers or others.

### **Service contracts with Directors**

Our Company do not have any service contract with the Directors pursuant to which they are entitled to any benefits upon termination of employment.

### **Borrowing Powers of the Board**

Pursuant to our Article of Association and the applicable provision of the Company Act 2013 and pursuant to the special resolution passed by the members at the EGM of the Company held on February 15, 2023, pursuant to Section 180(1)(c) and other applicable provisions of the Companies Act and rules made there under, our Board has been authorized to borrow any sum of money from time to time notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital and free reserves of our Company, provided that the total outstanding amount so borrowed shall not any time exceed the limit of Rs. 20,000 lakhs.

### **Terms of Appointment & Remuneration to Executive Directors**

### **Dr. Amit Shah**

Dr. Amit Shah was appointed as our Chairman and Managing Director with the effect from February 15, 2023, for a period of five (5) years. He shall be paid a remuneration not exceeding Rs.1.08 crore per annum the detail of remuneration as set on below:

<b>Particulars</b>	<b>Remuneration</b>
Basic salary, allowance & perquisites, benefits, and incentive	₹ 1.08 crores

### **Dr. Kirti Kumar Shah**

Dr. Kirti Kumar Shah was appointed as our Whole Time Director with the effect from February 15, 2023 for a period of five (5) years. He shall be paid a remuneration not exceeding Rs.60 Lakhs per annum the detail of remuneration as set on below:

<b>Particulars</b>	<b>Remuneration</b>
Basic salary, allowance & perquisites, benefits, and incentive	₹ 60 Lakhs

### **Dr. Hansa Shah**

Dr. Hansa Shah was appointed as our Executive Director with the effect from August 25, 2022 liable to retire by rotation. He shall be paid a remuneration not exceeding Rs. 60 lakhs per annum with the effect from February 15, 2023.

<b>Particulars</b>	<b>Remuneration</b>
Basic salary, allowance & perquisites, benefits, and incentive	₹ 60 Lakhs

### **Dr. Milli Shah**

Dr. Milli Shah was appointed as our Executive Director with the effect from August 25, 2022 liable to retire by rotation. He shall be paid a remuneration not exceeding Rs.1.08 crore per annum with the effect from February 15, 2023.

<b>Particulars</b>	<b>Remuneration</b>
Basic salary, allowance & perquisites, benefits, and incentive	₹ 1.08 crores

The compensation payable to our Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Section 2(54), Section 2(94), Section 188, Section 196, Section 197, Section 198 and Section 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof).

### **Remuneration paid to Executive Directors for the period ended February 15, 2023:**

<b>Name of the Directors</b>	<b>Amount (Rs. in lakhs)</b>
Dr. Amit Shah	Nil
Dr. Kirti Kumar Shah	Nil
Dr. Hansa Shah	Nil
Dr. Milli Shah	Nil
<b>Total</b>	Nil

Other than the aforementioned remuneration, our Executive directors is not entitled to any other compensation or benefits.

### **Payment or benefit to Non -Executive Directors and Independent Directors of our Company**

Pursuant to Board resolution dated February 13, 2023 each Non-executive and Independent directors are entitled to receive sitting fees of Rs. 2,000 per meeting for attending all Board and Committee Meetings. Further, our Independent Directors may be paid commission and reimbursement of expenses as permitted under the Companies Act and the SEBI Listing Regulations. Our company was incorporated on August 25, 2022 and thus no remuneration was paid to Independent Director during the preceding Financial Year 2021-22.

### **Remuneration paid or payable to our Directors by our Subsidiaries**

There is no subsidiary of our Company. Hence, none of the Directors of our Company has been paid any remuneration, including any contingent or deferred compensation accrued in Financial year 2021-22.

### **Shareholding of Directors in our Company**

As per our AOA, our directors are not required to hold any qualification shares.

The shareholding of our Directors in our Company as on the date of this Draft Prospectus is set forth below:

<b>Name of director</b>	<b>Number of equity shares</b>	<b>Percentage of Pre-Issue Capital (%)</b>
Dr. Amit Shah	10,34,451	21.29
Dr. Kirti Kumar Shah	13,74,408	28.29
Dr. Hansa Shah	13,23,378	27.24
Dr. Milli Shah	8,02,305	16.51
<b>Total</b>	<b>45,34,542</b>	<b>93.33</b>

### **Confirmations**

None of our Directors is or was a director of any listed companies, whose shares have been or were suspended from being traded on any stock exchanges having nationwide terminals, during the five (5) years preceding from the date of this Draft Prospectus, during their term of directorship in such company.

None of our Directors is or was, a director of any listed companies, which has been or were delisted from any stock exchange(s), during their term of directorship in such Company.

None of our Directors have been or was identified as a wilful defaulter or Fraudulent Borrower as defined under SEBI ICDR Regulations.

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 him to become or to help him qualify as a director, or otherwise for services rendered by him or by the firm, trust or company in which he is interested, in connection with the promotion or formation of our Company.

None of the Directors are the fugitive economic offender.

### **Interest of directors**

All our Non-Executive Independent Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of the Board or a committee thereof and as well as to the

extent of reimbursement of expenses payable to them under the Articles. Our Executive Directors deemed to be interested to the extent of remuneration payable to them and professional fees for services rendered by them in profession capacity pursuant to Articles of the Company and resolution approved by the Board of Directors/ Members of our Company, as the case may be, time to time for services rendered as an officer or employee of our Company. The Directors may also be deemed to be interested in the Equity Shares, if any, held by them and/or any Equity Shares that may be held by their relatives, the companies, firms and trusts, in which they are interested as directors, members, partners, trustees, beneficiaries and promoters and in any dividend distribution which may be made by our Company in the future. For the shareholding of the Directors, please refer chapter titled **“Our Management”** on page **149** of this Draft Prospectus.

Other than our promoters’ directors, none of the other Directors have any interest in the promotion of our Company other than in the ordinary course of business.

No sum has been paid or agreed to be paid to our directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce him/her to become, or to qualify him/her as a director, or otherwise for services rendered by him/her or by such firm or company, in connection with the promotion or formation of our Company.

Except as stated in the chapters titled **“Business Overview”** and **“Restated Financial Statement”** beginning on pages **113** and **174** of this Draft Prospectus, none of our directors have any interest in the property acquired or proposed to be acquired by our Company.

#### Interest in promotion of our Company

Except for Dr. Amit Shah, Director, Dr. Kirti Shah, Director, who are the Promoters of our Company, our Directors have no interest in the promotion of our Company as on the date of this Draft Prospectus. Our Directors may also be interested to the extent of the Equity Shares, if any, held by their relatives or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue.

Except mentioned below, our Directors do not have any interest (direct or indirect) in any property acquired by our Company from the date of this Draft Prospectus or proposed to be acquired by our Company or in any transaction with respect to the acquisition of land, construction of building and supply of machinery.

Our certain part of our Registered office of our Company is taken on rent free basis from our directors i.e. Dr Amit Shah, Chairman and Managing Director, Dr. Kirti Shah, Whole Time Director, Dr. Hansa Shah, Executive Director and Dr. Milli Shah, Executive Director of our Company is interested to the extent of the certain part of Registered Office on which our hospital is established.

Name of Director	Address of Property	Interest and nature of interest
Dr. Amit Shah	Flat 10, 124 Katju Nagar, Swastik App., Ratlam, Madhya Pradesh- 45700, India	The said flat has been taken on rent-free basis from Dr. Amit Shah
Dr. Milli Shah	Flat 9 and 11, 124 Katju Nagar, Swastik App., Ratlam, Madhya Pradesh- 45700, India	The said flat has been taken on rent-free basis from Dr. Milli Shah
Dr. Hansa Shah	Flat 1 and 12, 124 Katju Nagar, Swastik App., Ratlam, Madhya Pradesh- 45700, India	The said flat has been taken on rent-free basis from Dr. Hansa Shah
Dr. Kirti Shah	Flat 2,3,6 and 7 124 Katju	The said flat has been taken on

	Nagar, Swastik App., Ratlam, Madhya Pradesh- 45700, India	rent-free basis from Dr. Kirti Kumar Shah
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For more details, please refer to chapter titled “**Risk Factor**” on page 25 of this Draft Prospectus

Except for Shah Hospital, a proprietorship entity of one of our Director Dr. Kirti Shah which had been acquired by our Company, none of our Director are not interested as members of any firm or any company and no sum has been paid or agreed to be paid to our Directors or to such firm or company in cash or shares or otherwise by any person for services rendered by our Directors or by such firm or company in connection with the promotion or formation of our Company.

As on date of this Draft Prospectus, no loans have been availed by our Directors from our Company.

#### **Payment of benefits (non-salary related)**

Except as disclosed above, no amount or benefit has been paid or given since incorporation or is intended to be paid or given to any of our Directors except the remuneration for services rendered and/or sitting fees as Directors.

#### **Contingent and Deferred Compensation payable to Directors.**

No Director has received or is entitled to any contingent or deferred compensation.

#### **Bonus or profit-sharing plan for the Director**

Our Company does not have any bonus or profit-sharing plan for our Directors.

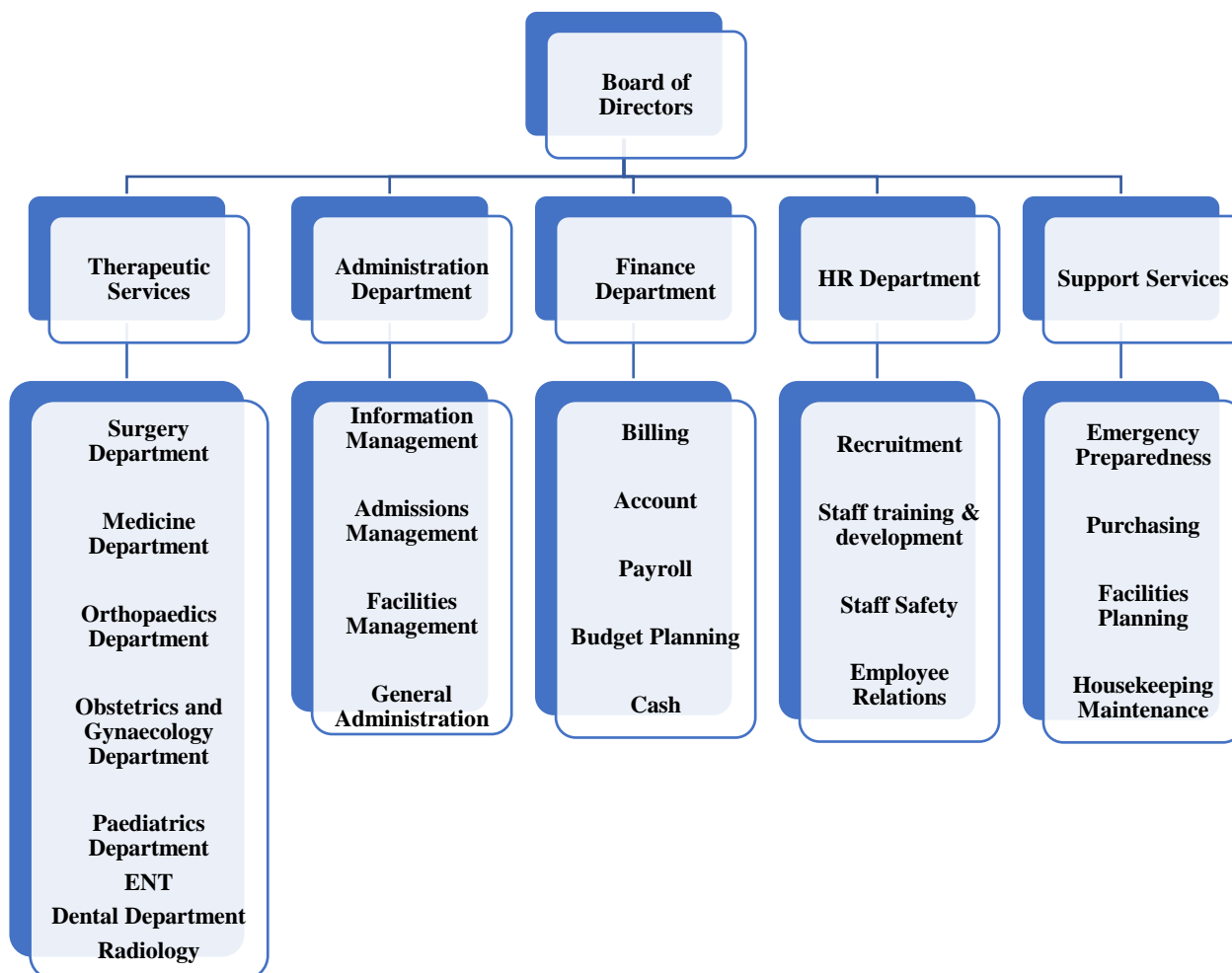
#### **Changes in the board of directors in the last three (3) years immediately preceding the date of Draft Prospectus.**

There has been no change in the Board of Directors, except as stated below during the last three (3) years preceding the date of Draft Prospectus:

<b>Sr. No</b>	<b>Name</b>	<b>Date</b>	<b>Designation</b>	<b>Reason</b>
1.	Dr. Amit Shah	25 August, 2022	Executive Director	Appointment
2.	Dr. Hansa Shah	25 August, 2022	Executive Director	Appointment
3.	Dr. Milli Shah	25 August, 2022	Executive Director	Appointment
4.	Dr. Amit Shah	February 15, 2023	Chairman and Managing Director	Change in Designation
5.	Dr. Kirti Kumar Shah	February 15, 2023	Whole Time Director	Appointment
6.	Achint Porwal	February 28, 2023	Non-Executive Independent Director	Appointment
7.	Gaurav Ajmera	February 28, 2023	Non-Executive Independent Director	Appointment
8.	Meetesh Gadia	February 28, 2023	Non-Executive Independent Director	Appointment
9.	Sanjay Kumar Luniya	February 28, 2023	Non-Executive Independent Director	Appointment

#### **Management Organization Structure**

**The following chart depicts our Management Organization Structure**



## Corporate Governance

In addition to the applicable provisions of the Companies Act, 2013, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (ICDR) Regulations, 2018 will be applicable to our Company immediately upon the listing of our Company’s Equity Shares on the SME platform of BSE (“BSE SME”). The requirements pertaining to the Composition of the Board of Directors and the constitution of the committees such as the Audit Committee, Stakeholders

Relationship Committee, Nomination and Remuneration Committees and Corporate Social Responsibility Committee as applicable on us, have been complied with.

Our Board has been constituted in compliance with the Companies Act, 2013 and in accordance with the best practices in corporate governance. Our Board functions either as a full board or through various committees constituted to oversee specific operational areas. The executive management provides our Board detailed reports on its performance periodically.

Our Board of Directors consist of Eight (8) directors of which two (4) are Independent Directors, and we have one women director on the Board. The constitution of our Board is in compliance with Section 149 of the Companies Act, 2013.

**Our Company has constituted the following committees:**

**Audit Committee**

Our Company has constituted an Audit Committee as per Section 177 and other applicable provisions of Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Power) Rules, 2014 and applicable Clauses of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable guidelines vide resolution passed in the meeting of our Board dated February 28, 2023. The constitution of the Audit Committee is as follows:

Name of Director	Position in the Committee	Designation
Achint Porwal	Chairman	Non-Executive Independent Director
Sanjay Kumar Luniya	Member	Non-Executive Independent Director
Dr. Amit Shah	Member	Chairman and Managing Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Audit Committee.

The scope and function of the Audit Committee is in accordance with section 177 of the Companies Act. The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reason for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the Audit committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

**Tenure:**

The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

**Meetings of the Committee:**

The committee shall meet at least four times in a year and not more than 120 days shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two Independent members at each meeting.

**Role and Powers**

The Role of Audit Committee together with its powers as Part C of Schedule II of SEBI Listing Regulation, 2015 as amended and Companies Act, 2013 shall be as under:



## Role of Audit Committee

- oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - 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;
  - changes, if any, in accounting policies and practices and reasons for the same; major accounting entries involving estimates based on the exercise of judgment by management;
  - significant adjustments made in the financial statements arising out of audit findings; compliance with listing and other legal requirements relating to financial statements; disclosure of any related party transactions; modified opinion(s) in the draft audit report;
- reviewing, with the management, the half yearly financial statements before submission to the board for approval;
- 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 / Draft Prospectus / 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 the Board to take up steps in this matter;
- review and monitoring the auditor's independence, performance and effectiveness of audit process;
- approval or any subsequent modification of transactions of our Company with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of our Company, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 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;
- discussion with internal auditors of any significant findings and follow up there on;
- the Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the Company;
- reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- 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;
- the Audit Committee shall have authority to investigate into any matter in relation to the items specified in section 177(4) of Companies Act 2013 or referred to it by the Board;
- 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;
- to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

- to review the functioning of the whistle blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- to oversee and review the functioning of the vigil mechanism which shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases;
- Audit Committee will facilitate KMP/auditor(s) of the Company to be heard in its meetings;
- reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding ₹100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
- consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;
- To investigate any other matters referred to by the Board of Directors; and
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee or containing into SEBI Listing Regulations 2015.

### **Mandatory review by the Audit Committee**

The Audit Committee will mandatorily review the following: management discussion and analysis of financial condition and results of operations; statement of significant related party transactions (as defined by the audit committee), submitted by the management; management letters / letters of internal control weaknesses issued by the statutory auditors; internal audit reports relating to internal control weaknesses; the appointment, removal and terms of remuneration of the chief internal auditor; statement of deviations: quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations; annual statement of funds utilized for purposes other than those stated in the Issue document/ Prospectus/notice in terms of Regulation 32(7) of SEBI Listing Regulations.

## **2. Nomination and Remuneration Committee**

Our Company has constituted Nomination and Remuneration Committee in terms of Section 178, Schedule V and other applicable provisions of Companies Act, 2013 read with rule 6 of the Companies (Meetings of Board and its Power) Rules, 2014 and applicable clauses of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable guidelines, in the meeting of the Board of Directors held on February 28, 2023. The Nomination and Remuneration Committee presently consists of the following Directors of the Board.

<b>Name of Director</b>	<b>Position in the Committee</b>	<b>Designation</b>
Mr. Sanjay Kumar Luniya	Chairman	Non-Executive Independent Director
Mr. Gaurav Ajmera	Member	Non-Executive Independent Director
Mr. Meetesh Gadia	Member	Non-Executive Independent Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Stakeholder's Relationship Committee.

### **Tenure:**

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

## Meetings:

The committee shall meet as and when the need arises for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. The Chairperson of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders queries; however, it shall be up to the chairperson to decide who shall answer the queries.

## Role of Terms of Reference:

- Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;
- formulation of criteria to determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of directors, key managerial personnel and other employees; 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. use the services of external agencies, if required consider candidates from a wide range of backgrounds, having due regard to diversity; and consider the time commitments of the candidates. formulation of criteria for evaluation of performance of independent directors and the board of directors; devising a policy on diversity of board of directors; decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors;
- Determine our Company's policy on specific remuneration package for the Managing Director /Executive Director including pension rights; Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose; identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal; 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; decide the amount of Commission payable to the Whole Time Directors; Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc; and to formulate and administer the Employee Stock Option Scheme; and recommend to the Board all remuneration, in whatever form, payable to senior management.

## 3. Stakeholders Relationship Committee

Our Company has constituted the Stakeholders Relationship Committee in terms of Section 178 sub section (5) and other applicable provisions of Companies Act, 2013 read with Rule 6 of the Companies (Meeting of Board and its Power) Rules, 2014 and applicable clauses of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in the meeting of Board of Directors dated February 28, 2023. The Stakeholders Relationship Committee presently consists of the following Directors of the Board:

Name of Director	Position in the Committee	Designation
Mr. Meetesh Gadia	Chairman	Non-Executive Independent Director
Mr. Sanjay Kumar Luniya	Member	Non-Executive Independent

Name of Director	Position in the Committee	Designation
		Director
Dr. Kirti Kumar Shah	Member	Whole Time Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Stakeholder's Relationship Committee.

#### **Tenure:**

The Stakeholders Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholders Relationship Committee as approved by the Board.

#### **Meetings:**

The Stakeholders Relationship Committee is required to meet at least once a year and report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum shall be two members present.

#### **Terms of Reference:**

Redressal of shareholders' and investors' complaints, including and in respect of:

The role of Stakeholder Relationship Committee, together with its powers, is as follows:

Redressal of shareholders' and investors' complaints, including and in respect of:

1. Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the space at back for recording transfers have been fully utilized.
2. Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
3. Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
4. Review the process and mechanism of redressal of Shareholders' /Investor's grievance and suggest measures of improving the system of redressal of Shareholders' /Investors' grievances.
5. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
6. Reviewing on a periodic basis the approval/refusal of transfer or transmission of shares, debentures or any other securities;
7. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
8. Allotment and listing of shares;
9. Review of measures taken for effective exercise of voting rights by shareholders.
10. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
11. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
12. Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities and Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 as amended from time to time.
13. Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting, and
14. Carrying out any other function contained in the equity listing agreements as and when

amended from time to time.

### **Policy on disclosures and internal procedure for prevention of Insider Trading**

The provisions of regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the BSE SME. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges. The Board of Directors at their meeting held on February 28, 2023 have approved and adopted the policy for prevention of insider trading.

The Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the Board.

### **Policy for determination of materiality & materiality of Related Party Transactions and on dealing with Related Party Transactions**

The provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on BSE SME. We shall comply with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on listing of Equity Shares on the BSE SME. The Board of Directors at their meeting held on February 28, 2023 have approved and adopted the policy for determination of materiality and determination of materiality of related party transactions and on dealing with related party transactions.

### **Our Key Managerial Personnel**

Our Company is managed by our Board of Directors, assisted by qualified experienced professionals, who are permanent employees of our Company. Following are the Key Managerial Personnel of our Company:

#### **Brief Profile of Key Managerial Personnel:**

#### **Saloni Badjatya, Company Secretary and Compliance Officer**

**Saloni Badjatya**, aged 27 years, is Company Secretary and Compliance Officer of our Company. She was appointed by our Board of Directors in their meeting held on February 09, 2023. She is an associate member of the Institute of Company Secretaries of India. She has worked as an assistant company secretary in M/s Rajratan Global Wire Limited, Indore, a BSE and NSE Listed Company. She holds the degree in bachelors of commerce from Devi Ahilya Vishwavidyalaya Indore (Formerly known as University of Indore), LLB from Devi Ahilya University Indore in the year 2019, and LLM from Renaissance University, Indore in the year 2020. She is responsible for the secretarial and compliance division of our Company.

#### **Vaishale Bohra, Chief Financial Officer**

**Vaishale Bohra**, aged 26 years, is the Chief Financial Officer of our Company. She has been appointed by the Board of Directors of our Company as Chief Financial Officer with effect from February 09, 2023. She holds a degree of bachelor of commerce from Vikram University, Ujjain in the year 2017 and has also cleared CA intermediate examination.

\*Our Company have filed the DIR -12 form with respect to appointment of Vaishale Bohra as Chief Financial Officer of our Company, her name is still not reflecting under the master data of the MCA portal of our Company due to an glitches/error. For further details please see chapter "**Risk Factor**" – beginning on page 25 of this Draft Prospectus.

### **Dr. Amit Shah, Managing Director**

For the complete profile of Dr. Amit Shah, along with details of his educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, see heading *“Brief Biographies of our Directors”* in chapter titled *“Our Management”* beginning on page 149 of this Draft Prospectus.

### **Dr. Kirti Kumar Shah, Whole-Time Director**

For the complete profile of Dr. Kirti Kumar Shah, along with details of her educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, see heading *“Brief Biographies of our Directors”* in chapter titled *“Our Management”* beginning on page 149 of this Draft Prospectus.

### **Nature of any family relation between any of the key managerial personnel**

Except, Dr. Amit Shah and Dr. Kirti Kumar Shah who are son and father, none of the Key Managerial Personnel are related to each other.

### **Arrangement and Understanding with Major Shareholders/Customers/ Suppliers**

As on the date of this Draft Prospectus, our Company has no arrangement or understanding with any major shareholders, customers or suppliers or others, pursuant to which any of the Key Managerial Personnel were selected as a Key Managerial Personnel.

### **Bonus or profit-sharing plan of the Key Managerial Personnel**

Except as disclosed above in “Interest of Directors” with respect to the Executive Directors, none of our Key Managerial Personnel are party to any bonus or profit-sharing plan of our Company.

### **Payment or Benefits to of Our KMPs (non-salary related)**

No non - salary amount or benefit has been paid or given to any of our Key Managerial Personnel within the two preceding years or is intended to be paid or given

### **Interest of Key Managerial Personnel**

Other than as disclosed in this section and in *“Our Management - Interest of Directors”* beginning on page 149, the Key Managerial Personnel of our Company do not 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 and reimbursement of expenses incurred by them during the ordinary course of business. Also, Dr. Amit Shah and Dr. Kirti Kumar Shah is interested in our Company to the extent of use of premise owned by them, as Registered Office of the Company, without any consideration. The Key Managerial Personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of Equity Shares, if any, held by them in the Company.

### **Service Contracts with Directors and Key Managerial Personnel**

No officer of our Company, including our Directors and the Key Managerial Personnel has entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

### **Contingent and deferred compensation payable to our Key Managerial Personnel**

There is no contingent or deferred compensation accrued for the Financial year 2021-22 and payable to our Key Managerial Personnel, which does not form a part of their remuneration.

### **Compensation paid to Key Managerial Personnel during last financial year**

Saloni Badjatya has been appointed as Company Secretary and Compliance Officer w.e.f. February 09, 2023 Hence, she has not received remuneration for the last financial Year 2021-22.

Vaishale Bohra has been appointed as Chief Financial Officer w.e.f February 09, 2023. Hence, she has not received remuneration for the last financial Year 2021-22

### **Bonus or profit-sharing plan for Key Managerial Personnel**

None of our Key Managerial Personnel are party to any bonus or profit-sharing plan of our Company.

### **Status of Permanent Employment of KMPs**

All the key managerial personnel mentioned above are permanent employees of our Company.

### **Shareholding of the Key Managerial Personnel**

Except as disclosed in “Shareholding of Directors in our Company” please refer to the chapter titled “*Capital Structure*” beginning on page 66 of this Draft Prospectus, none of our Key Managerial Personnel hold any Equity Shares in our Company as on the date of this Draft Prospectus

### **Changes in Key Managerial Personnel during preceding Three (3) Years**

Except as mentioned below, there has been no change in Key Managerial Personnel during the last three (3) years preceding the date of this Draft Prospectus:

<b>Name of KMP</b>	<b>Date of Change in Designation / Appointment</b>	<b>Designation</b>	<b>Reason</b>
Dr. Amit Shah	February 15, 2023	Managing Director	Change in Designation
Dr. Kirti Kumar Shah	February 15, 2023	Whole Time Director	Appointment
Saloni Badjatya	February 09, 2023	Company Secretary and Compliance Officer	Appointment
Vaishale Bohra	February 09, 2023	Chief Financial Officer	Appointment

### **Attrition**

None of our key management personnel attrition rate is high as compared to the industry.

### **Employee Stock Option or Employee Stock Purchase**

As on the date of this Draft Prospectus, our Company does not have any employment stock option scheme.

### **Payment or Benefit to officers of our Company (non-salary related)**

Except as disclosed in this Draft Prospectus other than any statutory payments made by our Company to its KMPs in last three (3) Preceding Financial Years, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees.

For further details, please refer to the chapters titled “*Business Overview*” and “*Restated Financial Statement*” beginning on pages **113** and **174** respectively of this Draft Prospectus.



## OUR PROMOTER AND PROMOTER GROUP

### OUR PROMOTERS

Dr. Amit Shah and Dr. Kirti Kumar Shah are the Promoters of our Company. As on the date of this Draft Prospectus, our Promoters holds in aggregate 24,08,859 Equity Shares of face value Rs. 10.00/- each, representing 49.58 % of the issued, subscribed and paid-up Equity Share Capital of our Company. For details of the build-up of our Promoters' shareholding in our Company, please refer to the chapters titled "*Capital Structure –Shareholding of our Promoters*" beginning on page no. 66 of this Draft Prospectus.

### BRIEF PROFILE OF OUR PROMOTERS ARE AS FOLLOWS:

	<p><b>Dr. Amit Shah</b>, aged 45 years. He is the Promoter, Chairman and Managing Director of the Company.</p> <p><b>Date of Birth:</b> 05 June,1977</p> <p><b>Address:</b> 50, Katju Nagar, Ratlam, Madhya Pradesh-457001, India</p> <p><b>Permanent Account Number:</b> AYPPS7974N</p> <p>For the complete profile of Dr. Amit Shah along with the details of his experience in the business, educational qualifications, positions / posts held in the past and other directorships, special achievements, business and other activities, please refer to the chapter title "<i>Our Management - Brief profile of our Directors</i>" beginning on page 149 of this Draft Prospectus.</p>
	<p><b>Dr. Kirti Kumar Shah</b>, aged 73 years. He is the Promoter and Whole Time Director of the Company.</p> <p><b>Date of Birth:</b> 02 May,1949</p> <p><b>Address:</b> 50, Katju Nagar, Ratlam, Madhya Pradesh-457001, India</p> <p><b>Permanent Account Number:</b> AEAPS6190P</p> <p>For the complete profile of Dr. Kirti Kumar Shah along with the details of his experience in the business, educational qualifications, positions / posts held in the past and other directorships, special achievements, business and other activities, please refer to the chapter title "<i>Our Management - Brief profile of our Directors</i>" beginning on page 149 of this Draft Prospectus.</p>

### DECLARATION

Our Company confirms that the Permanent Account Number (PAN), Bank Account Number(s), Aadhar Card Number, Driving License Number and Passport Number(s) of our Promoters shall be submitted to the Stock Exchange at the time of filing this Draft Prospectus. One of our Promoters Dr.

Kirti Kumar Shah has confirmed that he has not renewed his driving license number as on the date of this Draft Prospectus.

Our Promoters have confirmed that they have not been identified as wilful defaulters or fraudulent borrower by the RBI or any other governmental authority.

Our Promoters has not been declared as a fugitive economic offender under the provisions of section 12 of the Fugitive Economic Offenders Act, 2018.

No violations of securities law have been committed by our Promoters or members of our Promoter Group or any Group Companies in the past or is currently pending against them. None of (i) our Promoters and members of our Promoter Group or persons in control of or on the boards of bodies corporate forming part of our Group Companies (ii) the Companies with which any of our Promoters are or were associated as a promoter, director or person in control, are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

## **OTHER VENTURES OF OUR PROMOTERS**

Other than as disclosed in the chapters titled ***“Our Promoter and Promoter Group”*** beginning on page **167** of this Draft Prospectus, our Promoters are not involved in any other ventures.

## **EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY**

For details in relation to experience of our Promoters in the business of our Company, please refer to the chapter titled ***“Our Management”*** beginning on page **149** of this Draft Prospectus.

## **CHANGE IN MANAGEMENT AND CONTROL OF OUR COMPANY**

Our Promoters are the Original Promoters of the Company and there has not been any change in the management or control of our Company in the five years immediately preceding the date of this Draft Prospectus.

For further details, please refer to the chapter titled ***“Capital Structure - Details of shareholding of our Promoter and members of the Promoter Group in our Company”***, beginning on page **66** of this Draft Prospectus. There has been no change in control in the last five years preceding the date of this Draft Prospectus.

## **INTEREST OF PROMOTERS**

Our Promoters are interested in our Company to the extent (1) that they have promoted our Company; (2) of their respective shareholding, the shareholding of their relatives and entities in which the Promoters are interested and which hold Equity Shares in our Company and the dividend payable upon such shareholding, if any, and other distributions in respect of the Equity Shares held by them, their relatives or such entities, if any; (3) employment related benefits paid by our Company i.e. remuneration, professional fees payable in terms of profession capacity and reimbursement of expenses payable to them in such capacity of Directors and Key Managerial Personnel of our Company;. For further details, please refer to the heading ***“Summary of Related Party Transactions”*** in chapter titled ***“Summary of Offer Document”***, ***“Capital Structure”***, ***“History and Certain Corporate Matters”*** beginning on pages **20, 66, 143** respectively of this Draft Prospectus.

## **Interest in the properties of our Company**

Except as disclosed below, our Promoters do not have any interest in any property acquired by our Company during the three years immediately preceding the date of this Draft Prospectus or any property proposed to be acquired by our Company:

Our certain part of the Registered office of our Company is taken on rent-free basis from our Promoter and members of our Promoter Group i.e Dr Amit Shah, Director, Dr Kirti Shah, Director, Dr Hansa Shah and Dr Milli Shah, of our Company is interested to the extent of the certain part of Registered Office on which our hospital is established.

Name of Promoter and Promoter Group	Address of Property	Interest and nature of interest
Dr. Amit Shah	124, Flat No. 10 Katju Nagar, Swastik App., Ratlam, Ratlam-457001, Madhya Pradesh, India	The said flat has been taken on rent-free basis from Dr Amit Shah, Dr.Milli Shah, Dr Hansa Shah and Dr. Kirti Shah
Dr. Milli Shah	124, Flat No. 9 & 11 Katju Nagar, Swastik App., Ratlam, Ratlam-457001, Madhya Pradesh, India	
Dr. Hansa Shah	124, Flat No. 1 & 12 Katju Nagar, Swastik App., Ratlam, Ratlam-457001, Madhya Pradesh, India	
Dr. Kirti Shah	124, Flat No. 2, 3, 6 & 7 Katju Nagar, Swastik App., Ratlam, Ratlam-457001, Madhya Pradesh, India	

Except as mentioned in the chapters titled “**Business Overview**”, “**Our Management**” and “**Restated Financial Statement**” beginning on pages **113**, **149** and **174** respectively of this Draft Prospectus, neither the Promoters nor any member of the Promoter group have any interest in any property acquired by or proposed to be acquired by our Company since incorporation.

#### **Interest of Promoters in the Promotion of our Company**

Our Company is promoted by the Promoters in order to carry on its business. Our Promoters are interested in our Company to the extent of their shareholding and directorship in our Company and the dividend declared, if any, by our Company.

#### **Business Interest**

Except as stated otherwise in this Draft Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the personal guarantee given by our Promoter other than in the normal course of business. For further details, please refer to heading “**Related Party Transactions**” in the chapter titled “**Restated Financial Statements**” beginning on page **174** of this Draft Prospectus.

#### **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 the Draft 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 Promoters in acquisition of land, construction of building and supply of machinery, etc**

Except mentioned below, , our Promoters are not interested in any transaction for acquisition of land, construction of buildings and supply of machinery as on this date of filing of the Draft Prospectus

However machinery are in the name of proprietorship firm M/s Shah Hospital which our Company had acquired the business.

## **COMMON PURSUITS OF OUR PROMOTERS**

Our Promoters are not involved with any ventures which are in the same line of activity or business as that of our Company.

## **PAYMENT OF AMOUNTS OR BENEFITS TO THE PROMOTERS OR PROMOTER GROUP DURING THE LAST TWO YEARS**

Except as stated in the Chapter titled “*Restated Financial Statements*” and “*Our Management*” beginning on page 174 and 149 of this Draft Prospectus, there has been no payment of benefits to our Promoters or Promoter Group during the two years preceding the date of this Draft Prospectus.

## **MATERIAL GUARANTEES**

Our Promoters have not given any material guarantees to any third parties with respect to Equity shares as on the date of this Draft Prospectus.

## **COMPANIES WITH WHICH OUR PROMOTER HAS DISASSOCIATED IN THE LAST THREE (3) YEARS**

Except mentioned below, our Promoters have not disassociated themselves from any companies, firms or entities during the last three years preceding the date of this Draft Prospectus.

M/s. Shah Hospital which was acquired by our Company through business transfer agreement dated December 31, 2022

## **OUR PROMOTER GROUP**

Our Promoters Group in terms of Regulations 2(1) (pp) of the SEBI (ICDR) Regulations 2018, are as under:

*A. The natural persons who are part of the Promoter Group (due to their relationships with our Promoters), other than our Promoters, are as follows:*

<b>Relationship with Promoter</b>	<b>Dr. Amit Shah</b>
<b>Father</b>	Dr. Kirti Kumar Shah
<b>Mother</b>	Dr. Hansa Shah
<b>Brother</b>	-
<b>Sister</b>	Mehta Sejal Jigar
<b>Spouse</b>	Dr. Milli Shah
<b>Son</b>	Parv Shah <sup>#</sup>
<b>Son-in-law</b>	-
<b>Daughters</b>	Tiyana Shah <sup>#</sup> Tiyara Shah <sup>#</sup>
<b>Daughter in-law</b>	-

<b>Relationship with Promoter</b>	<b>Dr. Amit Shah</b>
<b>Spouse's Father</b>	Agarwal Raman Binjraj*
<b>Spouse's Mother</b>	Agarwal Manju Raman*
<b>Spouse's Brother</b>	Milan Agrawal
<b>Spouse's Sister</b>	-

\* Agarwal Raman Binjraj and Agarwal Manju Raman are the Residents of Kenya.

# Parv Shah, Tiyana Shah and Tiyara Shah are minor, not holding PAN card.

<b>Relationship with Promoter</b>	<b>Dr. Kirti Kumar Shah</b>
<b>Father</b>	Late Chimanlal Shah
<b>Mother</b>	Late Rambha Ben Shah
<b>Brothers</b>	Late. Dhirajlal Shah Himmatlal Shah
<b>Sister</b>	Late. Sharda Ben
<b>Spouse</b>	Dr. Hansa Shah
<b>Son</b>	Dr. Amit Shah
<b>Son-in-law</b>	Jigar Dilipkumar Mehta
<b>Daughter</b>	Mehta Sejal Jigar
<b>Daughter in-law</b>	Dr. Milli Shah
<b>Spouse's Father</b>	Late Maneklal Shah
<b>Spouse's Mother</b>	Late Kanta Ben
<b>Spouse's Brother</b>	Shirish Maneklal Shah Prabodh Maneklal Shah Naresh Maneklal Shah
<b>Spouse's Sister</b>	Late. Prafula Ben Minaxiben Sunilbhai Shah Rekha Madhur Shah Alka B Shah Neha Nitinbhai Ajmera

**B. Our Promoter Group as defined under Regulation 2(1)(pp) of SEBI ICDR Regulations 2018 includes entities, companies, firms, proprietorships and HUFs which form part of our Promoter Group are as follows:**

Garbhsanskar Yatra Private Limited  
 ABM Vineyard and Food Processing Industries Private Limited  
 Amit Kumar Shah HUF  
 Naresh Maneklal Shah HUF  
 Dr. Kirti Shah HUF  
 Jigar Dilip Mehta (HUF)  
 Hansa Kirti Kumar Shah Sahayta Trust

## **OUR GROUP COMPANIES**

In terms of the SEBI ICDR Regulations, the terms “*group companies*”, include (i) *such companies (other than promoters* and subsidiaries with which the relevant issuer company had related party transactions, had related party transactions during the period for which financial information is disclosed, in accordance with accounting standards 18 as per Audited Financial Statement, and (ii) any other companies considered material by the board of directors of the issuer company.

Accordingly, for (i) above, all such companies (other than the promoters) with which there were related party transactions during the periods covered in the Audited Financial Statements, as covered under the applicable accounting standards, shall be considered as ‘Group Companies’ of the Company in terms of the SEBI ICDR Regulations.

Further, for (ii) above, the Board pursuant to the materiality policy has determined that a company (other than the companies covered under the schedule of related party transactions as per the Audited Financial Statements) shall be considered “material” and will be disclosed as a ‘group company’ in the offer documents and the Company has entered into one or more transactions with such company during the last completed Financial year (or relevant sub period, if applicable), which individually in value exceeds 10% of the net profits after tax for our Company for the last completed Financial as per the Restated Financial Statements shall be considered as material.

Accordingly, based on the parameters outlined above, as on the date of this Draft Prospectus, our Company does not have any group companies.

## **DIVIDEND POLICY**

The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and the Companies Act. The declaration of dividend, if any, will depend on a number of factors, including but not limited to the future expansion plans and capital requirements, profit earned during the financial year, capital requirements, and surpluses, contractual restrictions, liquidity and applicable taxes including dividend distribution tax payable by our Company and any other factors considered by our Board of Directors. The Articles of Association also provides discretion to our Board to declare and pay interim dividends. 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.

All dividend payments are made in cash to the Shareholders of our Company. Our Company has not adopted any Dividend Distribution Policy as on the date of this Draft Prospectus since the requirements under Regulation 43A of SEBI Listing Regulations are not applicable to the Company. However, depending upon the availability of distributable profits and fund flow, dividends maybe recommended by the Board of Directors and shall pay dividends in accordance with the provisions of the Companies Act, 2013, the Memorandum of Association and Articles of Association and other Applicable Laws.

**Our Company has not declared and/or paid any dividend on the Equity Shares since incorporation.**

**SECTION VI – FINANCIAL STATEMENTS  
RESTATED FINANCIAL STATEMENT**

*[The Remainder of this Page has intentionally been left blank]*



**INDEPENDENT AUDITORS' REPORT ON RESTATED FINANCIAL INFORMATION**

(As required by Section 26 of Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014)

**To,  
The Board of Directors,  
KK Shah Hospitals Limited**

Dear Sir,

We have examined the attached Restated Audited Financial Information of KK Shah Hospitals Limited (formerly known as Jeevan Parv Healthcare Limited) ( hereunder referred to “the Company”, “Issuer”) comprising the Restated Statement of Assets and Liabilities as at February 15, 2023 the Restated Statement of Profit & Loss, the Restated Cash Flow Statement for the stub period ended on February 15, 2023 the Summary statement of Significant Accounting Policies and other explanatory Information (Collectively the Restated Financial Information) as approved by the Board of Directors in their meeting held on March 10, 2023 for the purpose of inclusion in the Offer Document, prepared by the Company in connection with its Initial Public Offer of Equity Shares (IPO) and prepared in terms of the requirement of:-

- a) Section 26 of Part I of Chapter III of the Companies Act, 2013 as amended (the “Act”);;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (“ICDR Regulations”) as amended (ICDR Regulations”); and
- c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India as amended from time to time. (“The Guidance Note”).

The Company’s Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the offer document to be filed with Stock Exchange, Securities and Exchange Board of India, and Registrar of Companies, Gwalior in connection with the proposed IPO. The Restated Financial Information have been prepared by the management of the Company for the stub period ended on February 15, 2023, \on the basis of preparation stated in ANNEXURE – D to the Restated Financial Information. The Board of Directors of the company’s responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information.

We have examined such Restated Financial Information taking into consideration:

- a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated February 20, 2023 in connection with the proposed IPO of equity shares of the Company;
- b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
- c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and ,
- d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

These Restated Financial Information have been compiled by the management from:

- a) Audited financial statements of company as at and for the stub period ended on February 15, 2023 prepared by us in accordance with the Accounting Standards as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India.



# A Y & COMPANY

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Gopal Bari, Ajmer Road, Jaipur (Raj.)

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The audit report on the financial statements were modified and included following matter(s) giving rise to modifications on the financial statements as at and for the period ended on February 15, 2023:-

- a) The Restated Financial Information or Restated Summary Financial Statement have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial period to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any;
- b) The Restated Financial Information or Restated Summary Financial Statement have been made after incorporating adjustments for prior period and other material amounts in the respective financial period to which they relate and there are no qualifications which require adjustments;
- c) Extra-ordinary items that needs to be disclosed separately in the accounts has been disclosed wherever required;
- d) There were no qualifications in the Audit Report issued by us for the Period Ended February 15, 2023 which would require adjustments in this Restated Financial Statements of the Company;
- e) Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in ANNEXURE – D to this report;
- f) Adjustments in Restated Financial Information or Restated Summary Financial Statement have been made in accordance with the correct accounting policies,
- g) There was no change in accounting policies, which needs to be adjusted in the Restated Financial Information or Restated Summary Financial Statement;
- h) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Information or Restated Summary Financial Statement
- i) The Company has not paid any dividend since its incorporation.

In accordance with the requirements of Part I of Chapter III of Act including rules made there under, ICDR Regulations, Guidance Note and Engagement Letter, we report that:

- a) The “Restated Statement of Assets and Liabilities” as set out in ANNEXURE – A to this report, of the Company as at February 15, 2023 is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in ANNEXURE – D to this Report.
- b) The “Restated Statement of Profit and Loss” as set out in ANNEXURE – B to this report, of the Company for the stub period Ended on February 15, 2023 is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in ANNEXURE – D to this Report.
- c) The “Restated Statement of Cash Flow” as set out in ANNEXURE – C to this report, of the Company for the stub period ended on February 15, 2023 is prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in ANNEXURE – D to this Report.



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We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the stub Period ended on February 15, 2023 proposed to be included in the Draft Prospectus / Prospectus (“Offer Document”) for the proposed IPO.

Restated Statement of Share Capital, Reserves And Surplus	Annexure – A.1 & Annexure – A.2
Restated Statement of Deferred Tax Assets	Annexure – A.3
Restated Statement of Short Term Borrowing	Annexure – A.4
Restated Statement of Trade Payables	Annexure – A.5
Restated Statement of Other Current Liabilities And Short Term Provisions	Annexure – A.6 & Annexure – A.7
Restated Statement of Fixed Assets	Annexure – A.8
Restated Statement of Long Term Loans & Advances	Annexure – A.9
Restated Statement of Trade Receivables	Annexure – A.10
Restated Statement of Cash & Cash Equivalents	Annexure – A.11
Restated Statement of Short Term Loans & Advances	Annexure – A.12
Restated Statement of Other Current Assets	Annexure – A.13
Restated Statement of Revenue from Operations	Annexure – B.1
Restated Statement of Employee Benefit Expenses	Annexure - B.2
Restated Statement of Depreciation & Amortization	Annexure – B.3
Restated Statement of Other Expenses	Annexure – B.4
Restated Statement of Deferred Tax Expenses	Annexure – B.5
Material Adjustment to the Restated Financial	Annexure – E
Restated Statement of Tax shelter	Annexure – F
Restated Statement of Capitalization	Annexure – G
Restated Statement of Contingent Liabilities	Annexure – H
Restated Statement of Accounting Ratios	Annexure – I
Restated Statement of related party transaction	Annexure – J

In our opinion and to the best of information and explanation provided to us, the Restated Financial Information of the Company, read with significant accounting policies and notes to accounts as appearing in ANNEXURE – D are prepared after providing appropriate adjustments and regroupings as considered appropriate.

We, M/s. A Y & Company, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and hold a valid peer review certificate issued by the “Peer Review Board” of the ICAI.

The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.

The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.

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

In our opinion, the above financial information contained in ANNEXURE – A to J of this report read with the respective Significant Accounting Polices and Notes to Accounts as set out in ANNEXURE – D are prepared after making adjustments



## **A Y & COMPANY**

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and regrouping as considered appropriate and have been prepared in accordance with the Companies Act, ICDR Regulations, Engagement Letter and Guidance Note.

Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the IPO-SME for Proposed Issue of Equity Shares of the Company and our report should not be used, referred to or distributed for any other purpose without our prior consent in writing.

**For, M/s A Y & CO.**

**Chartered Accountants**

**Firm Registration Number: - 020829C**

**Peer Review No. – 013225**

**CA Arpit Gupta**

**(Partner)**

**Membership No.421544**

**UDIN - 23421544BGSPYU1852**

**Date: 10.03.2023**

**Place: Ratlam**

**KK SHAH HOSPITALS LIMITED**  
**(Formerly Known as Jeevan Parv Healthcare Limited)**  
**ANNEXURE – A : RESTATED STATEMENT OF ASSETS AND LIABILITIES**

(Rs. in Lakhs)

Sr. No.	Particulars	Note No.	As at 15th February 2023
<b>A.</b>	<b>Equity and Liabilities</b>		
<b>1</b>	<b>Shareholders' Funds</b>		
	Share Capital	A.1	485.85
	Reserves & Surplus	A.2	17.35
	<b>Share application money pending allotment</b>		
<b>2</b>	<b>Non-Current Liabilities</b>		
	Long-Term Borrowings		-
	Other Non-Current Liabilities		
	Long-Term Provisions		-
	Deferred Tax Liabilities (Net)	A.3	0.61
<b>3</b>	<b>Current Liabilities</b>		
	Short Term Borrowings	A.4	-
	Trade Payables :	A.5	
	(A) total outstanding dues of micro enterprises and small enterprises; and		-
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises		1.91
	Other Current Liabilities	A.6	24.66
	Short Term Provisions	A.7	4.71
	<b>Total</b>		<b>535.09</b>
<b>B.</b>	<b>Assets</b>		
<b>1</b>	<b>Non-Current Assets</b>		
	Property, Plant and Equipment		
	Tangible Assets	A.8	128.58
	Capital Work In Progress	A.8	-
	Intangible Assets	A.8	-
	Non-Current Investments		-
	Deferred Tax Assets	A.4	-
	Long Term Loans & Advances	A.9	1.88
	Other Non Current Assets		-
<b>2</b>	<b>Current Assets</b>		
	Current Investments		
	Inventories		-
	Trade Receivables	A.10	5.42
	Cash and Cash Equivalents	A.11	373.38
	Short-Term Loans and Advances	A.12	20.22
	Other Current Assets	A.13	5.61
	<b>Total</b>		<b>535.09</b>

**Note :** The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,B & C

**KK SHAH HOSPITALS LIMITED**  
**(Formerly Known as Jeevan Parv Healthcare Limited)**  
**ANNEXURE – B : RESTATED STATEMENT OF PROFIT AND LOSS**

(Rs. in Lakhs)

Sr. No	Particulars	Note No.	For the period ended from 25th August 2022 to 15th February 2023
<b>A.</b>	<b>Revenue:</b>		
	Revenue from Operations	<b>B.1</b>	118.37
	Other income		0.00
	<b>Total revenue</b>		<b>118.37</b>
<b>B.</b>	<b>Expenses:</b>		
	Cost of Material Consumed		0.00
	Purchase of Stock in Trade		0.00
	Change in Inventories of Finished Goods, WIP & Stock in Trade		-
	Employees Benefit Expenses	<b>B.2</b>	26.63
	Finance costs		-
	Depreciation and Amortization	<b>B.3</b>	5.43
	Other expenses	<b>B.4</b>	65.20
	<b>Total Expenses</b>		<b>97.27</b>
	<b>Profit before exceptional and extraordinary items and tax</b>		<b>21.10</b>
	Exceptional Items		-
	<b>Profit before extraordinary items and tax</b>		<b>21.10</b>
	Extraordinary items		-
	<b>Profit before tax</b>		<b>21.10</b>
	<b>Tax expense :</b>		
	Current tax		4.71
	Deferred Tax	<b>B.5</b>	0.61
	Profit (Loss) for the period from continuing operations		<b>15.79</b>
	<b>Earning per equity share in Rs.:</b>		
	(1) Basic		0.33
	(2) Diluted		0.33

**Note :** The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A&C.

**KK SHAH HOSPITALS LIMITED**  
**(Formerly Known as Jeevan Parv Healthcare Limited)**  
**ANNEXURE – C: RESTATED STATEMENT OF CASH FLOWS**

(Rs. in Lakhs)

Particulars	For the period ended from 25th August 2022 to 15th February 2023
	2021
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>	
Profit/ (Loss) before tax	21.10
Adjustments for:	
Depreciation	5.43
Finance Cost	-
<b>Operating profit before working capital changes</b>	<b>26.54</b>
Movements in working capital :	
(Increase)/Decrease in Inventories	-
(Increase)/Decrease in Trade Receivables	(5.42)
(Increase)/Decrease in Short Term Loans & Advances	(20.22)
(Increase)/Decrease in Other Current Assets	(5.61)
Increase/(Decrease) in Trade Payables	1.91
Increase/(Decrease) in Other Current Liabilities	24.66
<b>Cash generated from operations</b>	<b>21.86</b>
Income tax paid during the year	-
<b>Net cash from operating activities (A)</b>	<b>21.86</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>	
Purchase of Fixed Assets	(134.02)
(Increase)/Decrease in Long Term Loans & Advances	(1.88)
<b>Net cash from investing activities (B)</b>	<b>(135.90)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>	
Proceeds from Issue of Share Capital/Securities Premium	487.41
Payment of Finance Cost	-
Increase/(Decrease) in Short Term Borrowings	-
Proceeds from Long Term Borrowings	-
<b>Net cash from financing activities (C)</b>	<b>487.41</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>373.37</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>-</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>373.38</b>
<b>Cash and Cash equivalents comprises of</b>	
<b>Cash in Hand</b>	<b>21.68</b>
<b>Balance with Banks</b>	<b>351.70</b>

**Note :** The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure C,A&B.

**SUMMARY SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS AS RESTATED****A. COMPANY INFORMATION**

Our Company was originally incorporated under the name “*Jeevan Parv Healthcare Limited*” on August 25, 2022 under the provisions of the Companies Act, 2013 and Certificate of Incorporation was issued by the Registrar of Companies, Central Registration Centre, Manesar. The Corporate Identification Number of our Company is U85100MP2022PLC062407. Subsequently, our Company has changed its name from “*Jeevan Parv Healthcare Limited*” to “*KK Shah Hospitals Limited*” pursuant to a Special Resolution passed at the Extra-Ordinary General Meeting of our Company held on September 30, 2022 and a fresh Certificate of Incorporation dated November 30, 2022 issued by the Registrar of Companies, Gwalior, Madhya Pradesh. Consequently, our Company has acquired the entire running business with the assets and liabilities of M/s Shah Hospital, sole proprietorship concern of one of our Promoters Dr. Kirti Kumar Shah vide Business Transfer Agreement dated December 31, 2022.

**SIGNIFICANT ACCOUNTING POLICIES****1. Accounting Convention**

The financial statement are prepared under the historical cost convention on the “Accrual Concept” and Going Concern assumption of accountancy in accordance with the accounting principles generally accepted in India and comply with the accounting standards as prescribed by Companies (Accounting Standard) Rules, 2006 and with the relevant provisions of the Companies Act, 2013 and rules made there under.

**2. Use of Estimates**

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities on the date of the financial statement and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which results are known/materialized.

**3. Property, Plant and Equipment**

Property, Plant and Equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises of all expenses incurred to bring the assets to its present location and condition. Borrowing cost directly attributable to the acquisition /construction are included in the cost of fixed assets. Adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

In case of new projects / expansion of existing projects, expenditure incurred during construction / preoperative period including interest and finance charge on specific / general purpose loans, prior to commencement of commercial production are capitalized. The same are allocated to the respective t on completion of construction / erection of the capital project / fixed assets.

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future economic benefits from the existing asset beyond its previously assessed standard of performance.

Capital assets (including expenditure incurred during the construction period) under erection / installation are stated in the Balance Sheet as “Capital Work in Progress.”

**4. Impairment of Assets**

At each balance sheet date, the Company reviews the carrying amount of its fixed assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an



asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the assets and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the assets.

## **5. Depreciation**

All fixed assets, except capital work in progress, are depreciated on WDV Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Depreciation on additions to / deletions from fixed assets made during the period is provided on pro-rata basis from / up to the date of such addition /deletion as the case may be.

## **6. Investments**

Investments are classified into current investments and non-current investments. Current investments i.e. investments that are readily realizable and intended to be held for not more than a year valued at cost. Any permanent reduction in the carrying amount or any reversals of such, reductions are charged or credited to the Statement of Profit & loss Account.

Non-current investments are stated at cost. Provision for diminution in the value of these investments is made only if such decline is other than temporary, in the opinion of the management.

## **7. Inventories**

The Company is in the providing of services so that it does not hold any inventories.

## **8. Revenue Recognition**

Revenue from the operations is recognized on generally accepted accounting principal and when it is earned and no significant uncertainty exists as to its ultimate collection and includes taxes, wherever applicable.

The capital gain on sale of investments if any are recognized on completion of transaction. No notional profit/loss are recognized on such investments.

Interest income is recognized on time proportion basis, when it is accrued and due for payment.

## **9. Borrowing Cost**

Borrowing cost that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying assets is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

## **10. Employee Benefits**

Short – term employee benefits are recognized as an expense at the undiscounted amount in the profit & loss account of the year in which the related service is rendered.

Post employment and other long term employee benefits are recognized as an expense in the profit & loss account for the year in which the liabilities are crystallized.

## **11. Taxes on Income**

Income tax expenses for the year comprises of current tax and deferred tax. Current tax provision is determined on the basis of taxable income computed as per the provisions of the Income Tax Act. Deferred tax is recognized for all timing differences that are capable of reversal in one or more subsequent periods subject to conditions of prudence and by applying tax rates that have been substantively enacted by the balance sheet date.

## **12. Foreign Currency Translation**

- a) Transaction denominated in foreign currencies are recorded at the exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the year end are restated at closing rate..
- b) Any exchange difference on account of settlement of foreign currency transaction and restatement of monetary assets and liabilities denominated in foreign currency is recognized in the statement of Profit & loss Account.

### 13. Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

### B. NOTES ON ACCOUNTS

1. The financial statements including financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.

#### 2. Post Employment Benefits:

Since the company has not completed 5 years from its incorporation so that provision for gratuity has not been valued.

#### 3. Provisions, Contingent Liabilities and Contingent Assets (AS 29)

Contingent liabilities and commitments (to the extent not provided for). There are no contingent liabilities as on February 15, 2023.

#### 4. Segment Reporting

The Company at present is engaged in the providing healthcare services which constitutes a single business segment. In view of above, primary and secondary reporting disclosures for business/ geographical segment as envisaged in AS –17 are not applicable to the Company.

#### 5. Accounting For Deferred Taxes on Income (AS 22)

Particulars	For The Stub Period Ended
	From 25th Aug 2022 to 15th February 2023
WDV as per Companies Act, 2013 (A)	128.58
WDV as per Income tax Act, 1961 (B)	126.17
Difference in WDV (A-B)	2.41
Deferred Tax (Asset)/ Liability '(C)	0.61
Resated Closing Balance of Deferred Tax (Asset)/ Liability (C+D)	0.61
Deferred Tax (Assets)/ Liability charged to Profit & Loss	0.61

### 6. MATERIAL ADJUSTMENT TO THE RESTATED FINANCIAL STATEMENT

#### 1. Material Regrouping:

Appropriate adjustments have been made in the Restated Financial Statements of Assets and Liabilities, Profit and Losses and Cash Flows, wherever required, by reclassification of the corresponding items of

income, expenses, assets and liabilities in order to bring them in line with the regroupings as per the audited financial statements of the company and the requirements of SEBI Regulations.

## 2. Material Adjustments:

The Summary of results of restatement made in the Audited Financial Statements for the respective period/years and its impact on the profit/ (loss) of the Company is as follows:

Particulars	For The Period Ended Feb 15 2023
<b>(A) Net Profits as per audited financial statements (A)</b>	15.79
<b>Add/(Less) : Adjustments in Restated Financial Statements</b>	-
<b>Total Adjustments (B)</b>	-
<b>Restated Profit/ (Loss) (A+B)</b>	<b>15.79</b>

## Reconciliation Statement between Restated Reserve & Surplus affecting Equity due to Adjustment made in Restated Financial Statements:

Particulars	As at Feb 15 2023
<b>Equity Share Capital &amp; Reserves &amp; Surplus as per Audited financial Statement</b>	503.20
Add/(Less) : Adjustments on account of change in Profit/Loss	
Total Adjustments (B)	-
<b>Equity Share Capital &amp; Reserves &amp; Surplus as per Restated Financial Statement</b>	<b>503.20</b>

## 7. Trade Payable Ageing Summary

As on 15.02.2023 :

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 yr.	1-2 yrs.	2-3 yrs.	More than 3 yrs.	
MSME	--	--	--	--	--
Others	1.91	--	--	--	1.91
Disputed dues - MSME	--	--	--	--	--
Disputed dues - Others	--	--	--	--	--

## 8. Trade Receivable Ageing Summary

As on 15.02.2023

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 yrs.	2-3 yrs.	More than 3 yrs.	
(i) Undisputed Trade receivables- considered good	5.42	--	--	--	--	5.42
(ii) Undisputed Trade Receivables- Considered Doubtful	--	--	--	--	--	--
(iii) Disputed	--	--	--	--	--	--

Trade Receivables considered good						
(iv) Disputed Trade Receivables considered doubtful	--	--	--	--		--

## 9. Restated Statement of Accounting Ratios:

S. No.	Particular	Numerator	February 15, 2023
		Denominator	
(a)	Current Ratio	Current Assets	12.94
		Current Liabilities	
(b)	Return on Equity Ratio	Profit After Tax	3.14%
		Average Shareholders Equity	
(c)	Net capital turnover ratio (in times)	Turnover	0.32
		Net Working Capital	
(d)	Net profit ratio	Profit After Tax	13.34%
		Total Sales	
(e)	Return on Capital employed	Operating Profit	5.27%
		Total Capital Employed	
(f)	Return on investment.	Profit After Tax	3.25%
		Initial Value of Investments	

ANNEXURE - A.1 : Restated Statement of Share Capital

Particulars	As At 15th February
	2023
<b>Equity Share Capital</b>	
<b>Authorised Share Capital</b>	
75,00,000 Equity Shares of Rs. 10 Each (Previous Year Nil)	750.00
<b>Total</b>	<b>750.00</b>
<b>Issued, Subscribed &amp; Fully Paid Up Share Capital</b>	
48,58,542 Equity Shares of Rs. 10 Each (Previous Year Nil)	485.85
<b>Total</b>	<b>485.85</b>

Notes :

A.1.1 Right, Preferences and Restrictions attached to Shares :

The Company has one class of equity shares having a par value of Rs. 10/- per share. Each Shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion of their shareholding.

A.1.2 Restated Statement of Reconciliation of Number of Equity Shares

Particulars	As At 15th February
	2023
<b>Equity Shares</b>	
Shares outstanding at the beginning of the Period	-
Shares issued during the Period	48,58,542
Share outstanding at the end of the Period	<b>48,58,542</b>

ANNEXURE – A.2 : Restated Statement of Reserves and Surplus

Particulars	As At 15th February
	2023
<b>Reserves &amp; Surplus</b>	
<b>I. Securities Premium</b>	
Balance as at the beginning of the Period	-
Addition during the Period	481.41
Less : Issue of Bonus Share	479.86
Balance as at the end of the Period	<b>1.55</b>
<b>Balance in Statement of Profit &amp; Loss</b>	
Balance as at the beginning of the Period	-
Add: Profit for the Period	15.79
Less : Bonus Shares Issued during the Period	-
Balance as at the end of the Period	<b>15.79</b>
<b>Grand Total</b>	<b>17.35</b>

Note A.2.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE – A.3 : Restated Statement of Deferred Tax Assets/(liabilities)

Particulars	As At 15th February
	2023
<b>Deferred Tax Assets</b>	
Related to Fixed Assets	(0.61)
<b>Total (a)</b>	<b>(0.61)</b>
<b>Deferred Tax Liability</b>	
Related to Fixed Assets	-
<b>Total (b)</b>	<b>0.00</b>
<b>Net deferred tax asset/(liability)((a)-(b))</b>	<b>(0.61)</b>

Note A.3.1 : The above statements should be read with the significant accounting policies and notes to restated summary, statement of assets and

ANNEXURE – A.4 : Restated Statement of Short Term Borrowings

Particulars	As At 15th February
	2023
<b>Secured:</b>	
Current Maturities of Long Term Debt	-
<b>Unsecured:</b>	
From Directors	-
<b>Total</b>	<b>-</b>

Note A.4.1 : There were no re-schedulement or default in the repayment of loans taken by the Company.

Note A.4.2 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE – A.5 : Restated Statement of Trade Payables

Particulars	As At 15th February
	2023
<b>Trade Payables due to</b>	
- Micro and Small Enterprises	-
<b>- Others</b>	
- Promotor/Promotor Group	-
- Others	1.91
<b>Total</b>	<b>1.91</b>

Note A.5.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE – A.6 : Restated Statement of Other Current Liabilities

Particulars	As At 15th February
	2023
<b>Statutory Dues Payable</b>	
Statutory Dues Payable	2.67
Professional Fees Payable	8.30
Expenses Payable	12.58
Advance from Patients	1.11
<b>Grand Total</b>	<b>24.66</b>

Note A.6.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE – A.7 : Restated Statement of Short Term Provisions

Particulars	As At 15th February
	2023
<b>Provision for Income Tax</b>	
Provision for Income Tax	4.71
<b>Grand Total</b>	<b>4.71</b>

Note A.7.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

ANNEXURE – A.9 : Restated Statement of Long Term Loans & Advances

(Rs. In Lakhs)

Particulars	As At 15th February	
	2023	
Deposits		1.88
<b>Grand Total</b>		<b>1.88</b>
Note A.9.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.		

ANNEXURE – A.10 : Restated Statement of Trade Receivables

(Rs. In Lakhs)

Particulars	As At 15th February	
	2023	
<b>Outstanding for a period exceeding six months (Unsecured and considered Good)</b>		
From Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies.		-
Others		
<b>Outstanding for a period not exceeding 6 months (Unsecured and considered Good)</b>		
From Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies.		
Others		5.42
<b>Grand Total</b>		<b>5.42</b>
Note A.10.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.		

ANNEXURE – A.11 : Restated Statement of Cash and Bank Balances

(Rs. In Lakhs)

Particulars	As At 15th February	
	2023	
<b>Cash &amp; Cash Equivalents</b>		
Cash in hand		21.68
Balances with Banks:		
In Current Accounts		351.70
Sweep Deposit		-
<b>Grand Total</b>		<b>373.38</b>
Note A.11.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.		

ANNEXURE – A.12 : Restated Statement of Short Term Loans & Advances

(Rs. In Lakhs)

Particulars	As At 15th February	
	2023	
Advance to Suppliers		19.57
Advances to Others		0.66
<b>Grand Total</b>		<b>20.22</b>
Note A.12.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.		

ANNEXURE – A.13 : Restated Statement of Other Current Assets

(Rs. In Lakhs)

Particulars	As At 15th February	
	2023	
Prepaid IPO Expenses		5.61
<b>Grand Total</b>		<b>5.61</b>
Note A.13.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.		

ANNEXURE – B.1: Restated Statement of Revenue from Operations

(Rs. In Lakhs)

Particulars	For The Stub Period Ended	
	From 25th Aug 2022 to 15th February 2023	
<b>Turnover from Sales of Services</b>		
Domestic Sales		118.37
<b>Revenue from operations</b>		<b>118.37</b>
Note B.1.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.		

**ANNEXURE – B.2 : Restated Statement of Employee Benefit Expenses**

Particulars	For The Stub Period Ended
	From 25th Aug 2022 to 15th February 2023
Salary Expenses	25.19
Contribution to Statutory Funds	1.44
<b>Grand Total</b>	<b>26.63</b>
Note B.2.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D.A,B,C.	

**ANNEXURE – B.3 : Restated Statement of Depreciation**

(Rs. In Lakhs)

Particulars	For The Stub Period Ended
	From 25th Aug 2022 to 15th February 2023
Depreciation Expenses	5.43
<b>Grand Total</b>	<b>5.43</b>
Note B.3.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D.A,B,C.	

**ANNEXURE – B.4 : Restated Statement of Other Expenses**

(Rs. In Lakhs)

Particulars	For The Stub Period Ended
	From 25th Aug 2022 to 15th February 2023
Computer Maintenance	0.16
Bank Charges	0.01
Courier charges	0.01
Dental Clinic Expenses	1.48
Dental Clinic Rent	0.85
Discount	0.32
Electricity Charges	1.82
Fire Audit Expenses	0.10
Freight & Cartage	0.06
Generator Expenses	0.06
Hospital Expenses	3.12
ICU Expenses	0.52
Medical & Surgical Items	0.07
Newspaper & periodicals	0.02
Professional Fees	54.91
Rent Paid	0.45
ROC Filing Fees	0.01
Printing & Stationary Expenses	0.43
Telephone Expenses	0.20
Trade Mark Registraton Fees	0.07
Vehicle Running & Maintenance	0.53
<b>Grand Total</b>	<b>65.20</b>
Note B.4.1 : The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D.A,B,C.	

**ANNEXURE – B.5 : Restated Statement of Deferred Tax (Assets)/Liabilities**

(Rs. In Lakhs)

Particulars	For The Stub Period Ended
	From 25th Aug 2022 to 15th February 2023
WDV as per Companies Act, 2013 (A)	128.58
WDV as per Income tax Act, 1961 (B)	126.17
Difference in WDV (A-B)	2.41
Deferred Tax (Asset)/ Liability (C)	0.61
Restated Closing Balance of Deferred Tax (Asset)/ Liability (C+D)	0.61
Deferred Tax (Assets)/ Liability charged to Profit & Loss	0.61
Note B.5.1 : The above statements should be read with the significant accounting policies and notes to restated summary, statement of assets and liabilities, profits and losses and cash flows appearing in Annexure D.A,B,C	

**A.8. Property, Plant & Equipments**

As At 15-02-2023

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 25th August 2022	Additions	Deletion/Sale	Balance as at 15th February 2023	Balance as at 25th August 2022	Depreciation charge for the period	Deletion-Sale/Loss	Balance as at 15th February 2023	Balance as at 25th August 2022	Balance as at 15th February 2023
	(Amount in Rs.)	(Amount in Rs.)	(Amount in Rs.)	(Amount in Rs.)	(Amount in Rs.)	(Amount in Rs.)	(Amount in Rs.)	(Amount in Rs.)	(Amount in Rs.)	(Amount in Rs.)
<b>Tangible Assets</b>										
Plant & Machinery	-	77.81	-	77.81	-	2.73	-	2.73	-	75.08
Office Equipments	-	5.73	-	5.73	-	0.24	-	0.24	-	5.49
Furniture & Fixtures	-	7.23	-	7.23	-	0.32	-	0.32	-	6.92
Vehicles	-	37.43	-	37.43	-	1.59	-	1.59	-	35.84
Computers	-	5.81	-	5.81	-	0.56	-	0.56	-	5.25
<b>Grand Total</b>	-	134.02	-	134.02	-	5.43	-	5.43	-	128.58



**A.1.3 Details of Shareholding more than 5% of the aggregate shares in the company**

Name of Shareholder	15-Feb-23	
Dr. Amit Shah	1034451	21.29%
Dr. Milli Shah	802305	16.51%
Dr. Hansa Shah	1323378	27.24%
Dr. Kirti Kumar Shah	1374408	28.29%

**Note :** The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure A,B,C,D.

**A.1.4 Shareholding of Promotors**

Name of Shareholder	15-Feb-23	
Dr. Kirti Kumar Shah	1374408	28.29%
Dr. Amit Shah	1034451	21.29%

**Note :** The above statements should be read with the significant accounting policies and notes to restated summary, profits and

**ANNEXURE – E : STATEMENT OF MATERIAL ADJUSTMENT TO THE RESTATED FINANCIAL STATEMENT**

**1 Material Regrouping**

Appropriate adjustments have been made in the Restated Standalone Financial Statements of Assets and Liabilities, Profit and Losses and Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities in order to bring them in line with the regroupings as per the audited financial statements of the company and the requirements of SEBI Regulations.

**2. Material Adjustments :**

The Summary of results of restatement made in the Audited Financial Statements for the respective years and its impact on the profit/(loss) of the Company is as follows:

Particulars	For The Period Ended Feb 15 2023
<b>(A) Net Profits as per audited financial statements (A)</b>	15.79
<b>Add/(Less) : Adjustments in Restated Financial Statements</b>	-
<b>Total Adjustments (B)</b>	-
<b>Restated Profit/ (Loss) (A+B)</b>	<b>15.79</b>

**Reconciliation Statement between Restated Reserve & Surplus affecting Equity due to Adjustment made in Restated Fi**

Particulars	As at Feb 15 2023
<b>Equity Share Capital &amp; Reserves &amp; Surplus as per Audited financial Statement</b>	503.20
Add/(Less) : Adjustments on account of change in Profit/Loss	
<b>Total Adjustments (B)</b>	-
<b>Equity Share Capital &amp; Reserves &amp; Surplus as per Restated Financial Statement</b>	<b>503.20</b>

**ANNEXURE - F : RESTATED STATEMENT OF TAX SHELTERS**

Sr. No	Particulars	As at Feb 15
		2023
<b>A</b>	<b>Restated Profit before tax</b>	21.10
	Short Term Capital Gain at special rate	
	Normal Corporate Tax Rates (%)	25.17%
	Short Term Capital Gain at special rate	
	MAT Tax Rates (%)	15.60%
<b>B</b>	<b>Tax thereon (including surcharge and education cess)</b>	
	Tax on normal profits	5.31
	Short Term Capital Gain at special rate	
	<b>Total</b>	<b>5.31</b>
	<b>Adjustments:</b>	
<b>C</b>	<b>Permanent Differences</b>	
	Deduction allowed under Income Tax Act	-
	Exempt Income	-
	Allowance of Expenses under the Income Tax Act Section 35	-
	Disallowance of Income under the Income Tax Act	-
	Disallowance of Expenses under the Income Tax Act	-
	<b>Total Permanent Differences</b>	<b>-</b>
<b>D</b>	<b>Timing Differences</b>	
	Difference between Depreciation as per Income tax, 1961 and Companies Act 2013	(2.41)
	<b>Total Timing Differences</b>	<b>(2.41)</b>
<b>E</b>	<b>Net Adjustments E= (C+D)</b>	<b>(2.41)</b>
<b>F</b>	<b>Tax expense/(saving) thereon</b>	<b>(0.61)</b>
<b>G</b>	<b>Total Income/(loss) (A+E)</b>	<b>18.69</b>
	Taxable Income/ (Loss) as per MAT	21.10
<b>I</b>	<b>Income Tax as per normal provision</b>	4.71
<b>J</b>	<b>Income Tax under Minimum Alternative Tax under Section 115 JB of the Income Tax Act</b>	3.29
	<b>Net Tax Expenses (Higher of I,J)</b>	4.71
<b>K</b>	Relief u/s 90/91	
	<b>Total Current Tax Expenses</b>	<b>4.71</b>
<b>L</b>	Adjustment for Interest on income tax/ others	
	<b>Total Current Tax Expenses</b>	<b>4.71</b>

**Note :** The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.

## ANNEXURE - G : RESTATED STATEMENT OF CAPITALISATION

(Rs. In Lakhs)

Sr. No	Particulars	Pre issue	Post issue
	<b>Debts</b>		
A	Long Term Debt*	-	-
B	Short Term Debt	-	-
C	<b>Total Debt</b>	-	-
	<b>Equity Shareholders Funds</b>		
	Equity Share Capital#	485.85	538.85
	Reserves and Surplus	17.35	178.34
D	<b>Total Equity</b>	<b>503.20</b>	<b>717.19</b>
	Long Term Debt/ Equity Ratio (A/D)	-	-
	Total Debt/ Equity Ratio (C/D)	-	-
Notes :			
* The amounts are consider as outstanding as on 15.02.2023			

**ANNEXURE - H : RESTATED STATEMENT OF CONTINGENT LIABILITIES**
**(Rs. In Lakhs)**

Particulars	As at 15th Feb
	2023
1. Bank Guarantee/ LC Discounting for which FDR margin money has been given to the bank as Security	0.00
2. Capital Commitment	0.00
3. Income Tax Demand	0.00
4. TDS Demands	0.00
5. ESIC Demand	0.00
<b>Total</b>	<b>0.00</b>

**ANNEXURE - I : RESTATED STATEMENT OF ACCOUNTING RATIOS**
**(Rs. In Lakhs)**

Particulars	As at 15th Feb
	2023
Restated PAT as per P&L Account (Rs. in Lakhs)	15.79
<b>EBITDA</b>	26.54
<b>Actual No. of Equity Shares outstanding at the end of the period</b>	48,58,542
Weighted Average Number of Equity Shares at the end of the Period (Note -2)	48,58,542
Net Worth	503.20
Current Assets	404.63
Current Liabilities	31.27
<b>Earnings Per Share</b>	
Basic EPS (Pre Bonus)	0.33
Eps (Post Bonus)	0.33
<b>Return on Net Worth (%)</b>	3.14%
<b>Net Asset Value Per Share</b>	10.36
<b>Current Ratio</b>	12.94
<b>EBITDA</b>	26.54
Nominal Value per Equity share(Rs.)	10

\* The Company does not have any diluted potential Equity Shares. Consequently the basic and diluted profit/earning per share of the company remain the same.

Notes :

- 1) The ratios have been calculated as below:
  - a) Basic Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Equity Shares outstanding during the year.
  - b) Diluted Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Diluted Potential Equity Shares outstanding during the year.
  - c) Return on Net Worth (%) = Restated PAT attributable to Equity Shareholders/ Net Worth X 100
  - d) Restated Net Asset Value per equity share (Rs.) = Restated Net Worth as at the end of the year/ Total Number of Equity Shares outstanding during the year.
- 2) Weighted Average Number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor.
- 3) Earnings Per Share calculation are in accordance with Accounting Standard 20- Earnings Per Share, notified under the Companies (Accounting Standards) Rules 2006, as amended.
- 4) Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss)
- 5) The figures disclosed above are based on the Restated Financial Statements of the Company.

**ANNEXURE - J(i) : RESTATED STATEMENT OF RELATED PARTY DISCLOSURES**

As required under Accounting Standard 18 "Related Party Disclosures" as notified pursuant to Company (Accounting Standard) Rules 2006, following are details of transactions during the period with related parties of the company as defined in AS 18.

**i. List of Related Parties and Nature of Relationship :**

<b>Particulars</b>	<b>Name of Related Parties</b>
<b>1. Other Related Parties:</b>	
a) Key Management Personnel's	Dr, Amit Shah
	Dr. Kirti Kumar Shah
	Dr. Hansa Shah
	Dr. Mili Shah
	Vaishale Bohra
<b>Note 1 :</b> The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.	

**ANNEXURE - J(ii) - Transactions carried out with related parties referred to in (1) above, in ordinary course of business:**

**(Rs. In Lakhs)**

Nature of Transactions	Name of Related Parties	As at 15th February
		2023
Professional Fees	<b>Dr. Amit Shah</b>	14.00
	Dr. Kirti Kumar Shah	6.00
	Dr. Hansa Shah	6.00
	Dr. Milli Shah	10.00
Salary	Vaishale Bohra	0.63
<b>Note :</b> The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.		

**ANNEXURE - J(iii) - Clsoing Balances with related parties referred to in (1) above, in ordinary course of business:**

**(Rs. In Lakhs)**

<b>Payable/Receivable</b>	<b>Name of Related Parties</b>	<b>As at 15th February</b>
		<b>2023</b>
Payable	Vaishale Bohra	0.23

**Note :** The above statements should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure D,A,B,C.



## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

You should read the following discussion of our financial position and results of operations together with our Restated Financial Statements which have been included in this Draft Prospectus. The following discussion and analysis of our financial position and results of operations is based on our Restated Financial Statements for the period ended February 15, 2023 including the related notes and reports, included in this Draft Prospectus prepared in accordance with requirements of the Companies Act and restated in accordance with the SEBI Regulations, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our Company's financial information. Our Financial Statements, as restated have been derived from our audited financial statements for the respective period and years. Accordingly, the degree to which our Restated Financial Statements will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Ind AS, Companies Act, SEBI Regulations and other relevant accounting practices in India. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year ("Fiscal Year") are to the twelve-month period ended March 31 of that year.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under "**Risk Factors**" and "**Forward Looking Statements**" beginning on pages **25** and **16**, respectively, and elsewhere in this Draft Prospectus.

In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to KK Shah Hospitals Limited and, our Company. Unless otherwise indicated, financial information included herein are based on our "**Restated Financial Statements**" for the period ended February 15, 2023 beginning on page no. **174** of this Draft Prospectus.

### BUSINESS OVERVIEW

With a view to provide healthcare facilities to the people of Ratlam, Dr. Kirti Kumar Shah, one of our promoters started with a clinic in the, Ratlam city in the year 1976 which was further transformed into a nursing home in the year 1991. Further, he has also set-up the hospital in the name of "Shah Hospital" and roped in renowned doctors. Our Company has acquired the proprietorship firm of M/s Shah Hospital, one of our Promoter Dr. Kirti Kumar Shah vide Business Transfer Agreement dated December 31, 2022.

For further details, please refer chapter titled "**Business Overview**" beginning on page **113** of this Draft Prospectus.

### SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL PERIOD i.e. FEBRUARY 15, 2023

In the opinion of the Board of Directors of our Company, since February 15, 2023, there have not arisen any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months.

### SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled "**Risk Factors**" beginning on page **25**, of this Draft Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Changes in laws and regulations that apply to our industry;

- Increase in the competition of our industry;
- Changes in Fiscal, Economic or Political conditions in India;
- Failure to comply with regulations prescribed by authorities of the jurisdiction in which we operate;
- Competition with existing and new entrants;

## SIGNIFICANT ACCOUNTING POLICIES

- The Restated Financial Information or Restated Summary Financial Statement have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial period to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any;
- The Restated Financial Information or Restated Summary Financial Statement have been made after incorporating adjustments for prior period and other material amounts in the respective financial period to which they relate and there are no qualifications which require adjustments;

For more details kindly refer to **Annexure D** chapter titled “*Restated Financial Statements*” beginning on page **174** of this Draft Prospectus.

## Key Performance Indicators of our Company

(₹. In Lakhs except percentages and ratios)

Particulars	For the period ended on February 15, 2023*
Revenue from operations	118.37
Growth in Revenue from Operations	-
EBITDA	26.54
EBITDA Margin	22.42%
PAT	15.79
PAT Margin	13.33%
Net Worth	503.20
Return on Net Worth	3.14%

\*Not annualized

Notes:

Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.

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

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

‘EBITDA Margin’ is calculated as EBITDA divided by Revenue from Operations

‘PAT Margin’ is calculated as PAT for the period/year divided by revenue from operations.

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

Return on Net Worth is calculated as PAT attributable to Equity Shareholders divided by Net Worth

## DISCUSSION ON RESULTS OF OPERATIONS

The following table sets forth financial data from our restated financial statements of profit & loss for the period ended **February 15, 2023**, the components of which are also expressed as a percentage of total revenue for such periods:

(₹ in Lakhs)

Particulars	Period ended February 15, 2023	
	Rs. in lakhs	%*
<b>(A) REVENUE</b>		

Particulars	Period ended February 15, 2023	
	Rs. in lakhs	%*
Revenue from Operations	118.37	100.00
Other Income	0.00	0.00
<b>Total Revenue</b>	<b>118.37</b>	<b>100.00</b>
<b>(B) EXPENDITURE</b>		
Cost of materials consumed	0.00	0.00
Purchases of Stock-in-Trade	0.00	0.00
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	0.00	0.00
Employee Benefits Expenses	26.63	22.50
Finance Costs	0.00	0.00
Depreciation and Amortization Expense	5.43	4.59
Other Expenses	65.20	55.08
<b>Total Expenditure</b>	<b>97.27</b>	<b>82.17</b>
<b>Profit Before Exceptional and Extraordinary Items and Tax</b>	<b>21.10</b>	<b>17.83</b>
Exceptional Items	0.00	0.00
<b>Profit Before Extraordinary Items and Tax</b>	<b>21.10</b>	<b>17.83</b>
Extraordinary Items	0.00	0.00
<b>Profit Before Tax</b>	<b>21.10</b>	<b>17.83</b>
<b>Tax Expense:</b>		
(1) Current tax	4.71	3.97
(2) Deferred tax	0.61	0.51
<b>Profit (Loss) from the period from continuing operations</b>	<b>15.79</b>	<b>13.34</b>
Profit/(Loss) from discontinuing operations	0.00	0.00
Tax expense of discontinuing operations	0.00	0.00
Profit/(Loss) from discontinuing operations after tax	0.00	0.00
<b>Profit/(Loss) for the period</b>	<b>15.79</b>	<b>13.34</b>

\*(%) column represents percentage of total revenue.

## Key Components of our Statement of Profit and Loss Based on our Restated Financial Statements

### Income

Our total income comprises of revenue from operations and other income.

### Revenue from Operations

Our revenue from operations represents revenue generated from provision of healthcare services. The company is engaged in the business of healthcare i.e., hospital. For detail, please refer to section “**Business Overview**” on page 113 of this Draft Prospectus.

Our total expenditure primarily consists of Employees Benefit Expenses, Finance costs, Depreciation and Amortization and Other expenses.

### Employee Benefit Expenses

Employee benefit expenses comprises of Salary Expenses and Contribution to Statutory Funds.

### Depreciation & Amortisation Cost

Depreciation and amortization expense consist of depreciation on plant & machinery office equipment furniture & fixtures vehicles computers

### **Other Expenses**

Other expenses are consisting of computer maintenance, bank charges, courier charges, dental clinic expenses, dental clinic rent, discount electricity charges, fire audit expenses, freight & cartage, generator expenses, hospital expenses, ICU expenses, medical & surgical items, newspaper & periodicals, professional fees, rent paid, roc filing fees, printing & stationary expenses, telephone expenses, trade mark registration, fees vehicle running and maintenance.

### **Provision for Tax**

The provision for current taxation is computed in accordance with relevant tax regulation. Deferred tax is recognized on timing differences between the accounting and the taxable income for the year and quantified using the tax rates and laws enacted or subsequently enacted as on balance sheet date.

### **FOR THE PERIOD ENDED ON FEBRUARY 15, 2023**

#### **Income:**

#### **Total Revenue**

Our total revenue amounted to Rs. 118.37 Lakhs for the period ended February 15, 2023 which is on account of revenue from operations and other income as described below:

#### **Revenue from Operations**

Our revenue from operations for the period ended February 15, 2023 was Rs. 118.37 Lakhs which is about 100% of the total revenue which comes from provision of healthcare services i.e., hospital

#### **Expenditure:**

#### **Employee Benefits Expenses**

The employee benefits expenses for the months period ended February 15, 2023 is Rs. 26.63 Lakhs which is about 22.50% of the total revenue.

#### **Other Expenses**

Other Expenses for the period ended February 15, 2023 is Rs. 65.20 Lakhs which is about 55.08 % of the total revenue. This expense includes computer maintenance, bank charges, courier charges, dental clinic expenses, dental clinic rent, discount electricity charges, fire audit expenses, freight & cartage, generator expenses, hospital expenses, ICU expenses, medical & surgical items, newspaper & periodicals, professional fees, rent paid, roc filing fees, printing & stationary expenses, telephone expenses, trade mark registration, fees vehicle running and maintenance.

#### **Depreciation and Amortization Expenses**

Depreciation for the period ended February 15, 2023 is Rs. 5.43 Lakhs which is about 4.59% of the total revenue.

#### **Tax expense**

Our total tax expenses for the period ended February 15, 2023 was Rs. 5.31 Lakhs.

Our tax expenses comprised (i) current tax amounting to Rs. 4.71 Lakhs, and (ii) deferred tax amounting to Rs. 0.61 Lakhs.

### **Profit after Tax**

Profit after tax for the period ended February 15, 2023 is Rs. 15.79 Lakhs which is about 13.34% of the total revenue.

### **Information required as per Item 11 (II) (C) (iv) of Part A of Schedule VI to the SEBI Regulations:**

#### **Unusual or infrequent events or transactions**

To our knowledge there have been no unusual or infrequent events or transactions that have taken place during the period ended February 15, 2023.

#### **Significant economic changes that materially affected 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 arising from the trends identified above in 'Factors Affecting our Results of Operations' and the uncertainties described in the section entitled "**Risk Factors**" beginning on page 25 of this Draft Prospectus. To our knowledge, except as we have described in this Draft Prospectus, there are no known factors which we expect to bring about significant economic changes.

#### **Income and Sales on account of major product/main activities**

Income and sales of our Company on account of main activities derives from provisions of healthcare services.

#### **Whether the company has followed any unorthodox procedure for recording sales and revenues**

Our Company has not followed any unorthodox procedure for recording sales and revenues.

#### **Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.**

Apart from the risks as disclosed under Section titled "**Risk Factors**" beginning on page 25 of this Draft Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

#### **Total turnover of each major industry segment in which the issuer company operated.**

The Company is engaged in the business of hospital, as available, has been included in the chapter titled "**Business Overview**" beginning on page 113 of this Draft Prospectus.

#### **Status of any publicly announced new products or business segment.**

Our Company has not announced any new services or business segment.

#### **Seasonality of Business.**

While we do not characterize our business as seasonal, our income and profits may vary from quarter to quarter depending on factors including change in weather, outbreak of viral and seasonal diseases.

#### **Any significant dependence on a single or few suppliers or customers.**

Our Company is not dependent on any single or few suppliers or customers.

#### **Competitive conditions.**

Competitive conditions are as described under the Chapters titled “*Industry Overview*” and “*Business Overview*” beginning on pages 97 and 113, respectively of this Draft Prospectus.

**Material developments subsequent to February 15, 2023**

Except as disclosed in this Draft Prospectus, there are no significant developments or circumstances that have arisen since February 15, 2023, the date of the last financial statements included in this Draft Prospectus:

Further, except as disclosed in this Draft Prospectus, there are no circumstances that have arisen since February 15, 2023, the date of the last financial statements included in this Draft Prospectus, which materially and adversely affect or is likely to affect our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next twelve months.

**SECTION VII – LEGAL AND OTHER INFORMATION**  
**OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPEMENT**

*Except as stated below there is no (i) pending criminal litigation involving our Company, Directors, Promoters or Group Companies; (ii) actions taken by statutory or regulatory authorities involving our Company, Directors, Promoters or Group Companies; (iii) outstanding claims involving our Company, Directors, Promoters or Group Companies for any direct and indirect tax liabilities; (iv) outstanding proceedings initiated against our Company for economic offences; (v) defaults or non-payment of statutory dues by our Company; (vi) material fraud against our Company in the last five years immediately preceding the year of this Draft Prospectus; (vii) inquiry, inspection or investigation initiated or conducted under the Companies Act 2013 or any previous companies law against our Company during the last five years immediately preceding the year of this Draft Prospectus and if there were prosecutions filed (whether pending or not); (viii) fines imposed or compounding of offences for our Company in the last five years immediately preceding the year of this Draft Prospectus; (ix) litigation or legal action against our Promoters by any ministry or Government department or statutory authority during the last five years immediately preceding the year of this Draft Prospectus; (x) pending litigations involving our Company, Directors, Promoters, Group Companies or any other person, as determined to be material by the Company's Board of Directors in accordance with the SEBI (ICDR) Regulations; or (xi) outstanding dues to creditors of our Company as determined to be material by our Company's Board of Directors in accordance with the SEBI (ICDR) Regulations and dues to small scale undertakings and other creditors.*

*For the purpose of material litigation in (x) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigations to be disclosed by our Company in this Draft Prospectus:*

- a) All criminal proceedings, statutory or regulatory actions and taxation matters, involving our Company, Promoters, Directors, or Group Companies, as the case may be shall be deemed to be material;*
- b) All pending litigation involving our Company, Promoters, Directors, or Group Companies as the case may be, other than criminal proceedings, statutory or regulatory actions and taxation matters, would be considered 'material' (a) the monetary amount of claim by or against the entity or person in any such pending matter(s) is in excess of 10% of the net profits after tax of our Company for the most recent audited fiscal period; or (b) where the monetary liability is not quantifiable, each such case involving our Company, Promoters, Directors, or Group Companies, whose outcome would have a bearing on the business operations, prospects or reputation of our Company and as required under the SEBI Regulations have been disclosed on our website at <http://shahhospitalratlam.com/>.*
- c) Notices received by our Company, Promoters, Directors, or Group Companies, as the case may be, from third parties (excluding statutory/regulatory authorities or notices threatening criminal action) shall, in any event, not be evaluated for materiality until such time that the Company / Directors / Promoters / Group Companies, as the case may be, are impleaded as parties in proceedings before any judicial forum.*

*Our Company, our Promoters and/or our Directors, have not been declared as wilful defaulters by the RBI or any governmental authority, have not been debarred from dealing in securities and/or accessing capital markets by the SEBI and no disciplinary action has been taken by the SEBI or any stock exchanges against our Company, our Promoters or our Directors, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.*

**OUTSTANDING TAXATION MATTERS INVOLVING OUR COMPANY, DIRECTORS, PROMOTERS AND SUBSIDIARIES**

**PART 1: LITIGATION RELATING TO OUR COMPANY  
A. FILED AGAINST OUR COMPANY**

**1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

Indirect Tax: NIL

Direct Tax: NIL

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**B. CASES FILED BY OUR COMPANY**

**1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

NIL

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**PART 2: LITIGATION RELATING TO OUR DIRECTORS AND PROMOTERS OF THE  
COMPANY**

**A. LITIGATION AGAINST OUR DIRECTORS AND PROMOTERS**

**1) Litigation involving Criminal Laws**



**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

**Indirect Tax: NIL**

**Direct Tax:**

**Dr. Kirti Kumar Shah (Whole-time Director and Promoter)**

**A.Y. 2022-23**

As per details available on the website of the Income Tax Department, Dr. Kirti Kumar Shah (hereinafter referred to as the "assessee") has been issued with an adjustment notice u/s. 143(1)(a) of the Income Tax Act, 1961, bearing DINEFL/2223/G22/ITR000432311415 dated February 02, 2023 proposing adjustment u/s. 143(1)(a) of the Act for A.Y. 2022-23. and the same is pending for the response by the assessee and the return for the year is under processing.

**A.Y. 2018-19**

As per details available on the website of the Income Tax Department, Dr. Kirti Kumar Shah (hereinafter referred to as the "Assessee") have been issued with an adjustment notice u/s. 143(1)(a) of the Income Tax Act, 1961 dated March 17, 2019 proposing adjustment u/s. 143(1)(a) of the Act for A.Y. 2018-19 and the same is pending for the response of the Assessee.

**A.Y. 2008-09**

As per details available on the website of the Income Tax Department, Dr. Kirti Kumar Shah (hereinafter referred to as the "assessee") has been issued with a demand notice u/s. 143(1)(a) of the Income Tax Act, 1961 bearing reference no. 2010200851087816063T dated February 20, 2010, for an amount of Rs. 1,76,967/- and an interest amount of Rs. 88,100/- for A.Y. 2008-09. Currently interest of Rs. 88,100/- is pending and the same has been disputed by the assessee and is pending for payment

**Dr. Hansa Shah (Executive Director)**

**A.Y. 2013-14**

As per details available on the website of the Income Tax Department, Dr. Hansa Shah (hereinafter referred to as the "assessee") has been issued with a demand notice u/s. 143(1)(a) of the Income Tax Act, 1961 bearing reference no. 2015201337004408312T dated May 03, 2015, for an amount of Rs. 16,060/- for A.Y. 2013-14 and the same has been disputed by the assessee and is pending for payment.

**Gaurav Ajmera (Non- Executive Independent Director)**

**A.Y. 2013-14**

## **A.Y. 2011-12 till A.Y. 2017-18**

As per information made available from the office of SP, ATS, Jaipur about 3 persons traveling by Mumbai – Jaipur superfast train on November 14, 2016 from Ratlam, Madhya Pradesh to Jaipur carrying cash of approximately Rs. 50.00 Lakhs. Accordingly, they were followed and Mr. Gaurav Ajmera, Ms. Bhavi Ajmera, and Mr. Dilip Patidar (all three persons) were intercepted at the Durgapura Railway Station, Jaipur by the ATS team with the support of local GRP staff and after preliminary investigation and physical search of their belongings by the police, cash of approximately Rs. 50.00 Lakhs was found from their possession and then all the three persons were handed over to GRP, Jaipur by the ATS Jaipur. As the cash was unexplained, a warrant u/s. 132A of the Income Tax Act was issued by the Principal Director of Income Tax, Investigation, Jaipur, Rajasthan, and the same was served upon Shri Gaurav Ajmera (hereinafter referred to as “the assessee”). The case was later centralized with the office of DCIT Central-2, Indore vide order dated March 06, 2017 passed u/s. 127 of the Income Tax Act by the Principal Commissioner of Income tax. Accordingly notices u/s. 153A for A.Y. 2011-12 to 2016-17 and notice u/s. 143(2) for the A.Y. 2017-18 were issued on August 13, 2018. The Assessee in response to the notices filed return of income on September 26, 2018 for A.Y. 2011-12 to 2014-15 and on October 01, 2018, for A.Y. 2016-17. Later on detailed questionnaire along with notice u/s. 142(1) for the A.Y. 2011-12 to 2017-18 were issued on September 19, 2018 which were duly served upon the assessee. The assessee through his authorized representative attended the proceedings from time to time and furnished details along with supporting documents. During the course of proceedings, the summons was issued u/s. 131 of the Act, against all three persons and their statements, were recorded. According to which it was concluded that the seized cash of Rs. 49.99 lakhs belonged to Mr. Gaurav Ajmera but the source could not be explained. Later the assessee was issued with an assessment order dated 29.12.2018, u/s. 153A r.w.s. 143(3) for A.Y.s 2011-12 to 2016-17 and u/s. 143(3) of the Act for A.Y. 2017-18 passed by the DCIT, Central-2, Indore raising a demand of Rs. 48,13,050/-. The Order was appealed against by the assessee vide appeal no. CIT(A)-3, Bhopal / IT-11259/2018-19/340 dated 09.01.2019 on various grounds and the same has been rejected vide order dated 10.03.2022 passed by CIT Appeals-3, Bhopal.

Further separate penalty proceedings u/s. 271AAB of the act were initiated against the assessee for the concealed income of Rs. 49.99 Lakhs for A.Y. 2017-18 and the assessee has been issued with a notice u/s. 271AAB(1) of the Act, bearing reference no. 2019201740402703716T dated June 26, 2019 levying a penalty of Rs. 6,19,900/- u/s. 271AAB for the A.Y. 2017-18 and the same is pending under Appeal with Commissioner of Income Tax Appeal, Bhopal vide appeal no. CIT(A), Bhopal-3/10261/2019-20.

Further as per details available on the website of Income Tax department, a notice u/s. 143(1)(a) bearing reference no. 2018201737032138054T dated September 06, 2018 an interest amount of Rs. 2,75,574/- and vide another order passed u/s. 271AAB(1) bearing reference no. 2019201740402703716T dated 26.06.2019 a demand of Rs. 4,96,800/- in addition to an interest amount of Rs. 1,71,272/- is pending to be paid. Both the demand notices have been disputed by the assessee and are pending for further action.

## **5) Other Pending Litigation based on Materiality Policy of our Company**

1. Mr. Gaurav Ajmera (Independent Director)  
**Harishankar Kumawat(Applicant) V/s. 1. M/s. Ajmera Ispat Private Limited Pending and 2. M/s. Ajmera Ispat Private Limited through director Mr. Gaurav Ajmera (Respondent) (Case Registration no. RCS B/0000025/2022, Filing Number 806/2022 dated July 11, 2022 CNR No. MP4301-004261-2022) pending with the Court of IV Civil Judge, Class-II, District Court, Ratlam under Order 6, 7 of Code of Civil Procedure, 1908.**

As alleged, the applicant herein was engaged by the Respondent herein to complete certain repairing work on contractual basis and the said work was accordingly completed by the applicant herein during the period between September 26, 2020 till April 04, 2021 and accordingly an invoice for a total amount of Rs. 9,41,389/- dated January 07, 2021 was served upon the respondent. The Applicant herein claims to have received an amount of Rs. 7,90,000/- out of the total invoice and an amount of Rs. 1,51,389/- have been kept pending by the respondent. Being aggrieved by the pendency of the part of invoice by the respondent, the applicant herein filed the present suit with the concerned Court of Jurisdiction claiming a net amount of Rs. 1,53,890/- (Rs. 2500/- being cost of notice and other legal procedure added) along with an interest at the rate of 12% p.a. till the date of realization and the matter is pending for jurisdiction.

## **B. LITIGATION FILED BY OUR DIRECTORS AND PROMOTERS**

### **1) Litigation involving Criminal Laws**

NIL

### **2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

### **3) Disciplinary Actions by Authorities**

NIL

### **4) Litigation involving Tax Liability**

NIL

### **5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

## **PART 3: LITIGATION RELATING TO OUR SUBSIDIARIES and GROUP COMPANIES**

### **A. LITIGATION AGAINST OUR SUBSIDIARIES and GROUP COMPANIES**

#### **1) Litigation involving Criminal Laws**

NIL

#### **2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

#### **3) Disciplinary Actions by Authorities**

NIL

#### **4) Litigation involving Tax Liability**

NIL

#### **5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**B. LITIGATION FILED BY OUR SUBSIDIARIES and GROUP COMPANIES:**

**1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

NIL

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**DISCIPLINARY ACTION INCLUDING PENALTY IMPOSED BY SEBI OR STOCK EXCHANGES AGAINST THE PROMOTERS, DIRECTORS, GROUP COMPANIES AND PROMOTOR GROUP DURING THE LAST 5 FINANCIAL YEARS**

As on the date of this draft Prospectus, there are no disciplinary actions including penalties imposed by SEBI or Stock Exchanges against the Promoters, Directors or Group Companies during the last 5 financial years including outstanding actions except as disclosed above.

**PAST INQUIRIES, INSPECTIONS OR INVESTIGATIONS**

There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law in the last five years immediately preceding the year of this Draft Prospectus in the case of our Company, Promoter, or Directors. Other than as described above, there have been no prosecutions filed (whether pending or not) fines imposed, or compounding of offenses in the last five years immediately preceding the year of the Draft Prospectus.

**OUTSTANDING LITIGATION AGAINST OTHER PERSONS AND COMPANIES WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY**

As on the date of this Draft Prospectus, there is no outstanding litigation against other persons and companies whose outcome could have a material adverse effect on our Company.

**PROCEEDINGS INITIATED AGAINST OUR COMPANY FOR ECONOMIC OFFENCES**

As on the date of this Draft Prospectus, there are no proceedings initiated against our Company for any economic offences.

**NON-PAYMENT OF STATUTORY DUES**

As on the date of this Draft Prospectus, there have been no (i) instances of non-payment or defaults in payment of statutory dues by our Company, (ii) over dues to companies or financial institutions by our Company, (iii) defaults against companies or financial institutions by our Company, or (iv) contingent liabilities not paid for.

### **MATERIAL FRAUDS AGAINST OUR COMPANY**

There have been no material frauds committed against our Company in the five years preceding the year of this Draft Prospectus.

### **DISCLOSURES PERTAINING TO WILFUL DEFAULTERS**

Neither our Company, nor our Promoters, nor Group Companies and nor Directors have been categorized or identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

### **DISCLOSURES PERTAINING TO FRAUDULENT BORROWER**

Our Company or any of our Promoters or Group Companies or Directors are not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.

### **MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE**

Except as disclosed in the chapter titled "*Management's Discussion & Analysis of Financial Conditions & Results of Operations*" beginning on page 175 there have been no material developments that have occurred after the Restated Financial Information disclosed in this Draft Prospectus.

### **OUTSTANDING DUES TO CREDITORS**

As per the Materiality Policy, a creditor of our Company shall be considered to be material ("Material Creditors") for the purpose of disclosure in this Draft Prospectus, if amounts due to such creditor by our Company is equal to, or in excess of, 10% of the trade payables of our Company as per audited previous full-year financial years

As at February 15, 2023, we had 12 creditors and the aggregate amount outstanding to such creditors was ₹1.91 Lakhs. Accordingly, a creditor has been considered 'material' by our Company if the amount due to such creditor exceeds ₹ 0.191 Lakhs, as at February15, 2023. As at February15, 2023, outstanding dues to Material Creditors, Micro, Small, And Medium Enterprises ("MSME"), and other creditors were as follows–

<b>Particulars</b>	<b>Number of creditors</b>	<b>Amount involved in Rs. In Lakhs</b>
<b>MSME</b>	Nil	Nil
<b>Material Creditor</b>	3	1.21
<b>Other Creditors</b>	9	0.70
<b>Total Outstanding Dues</b>	12	1.91

The details pertaining to amounts due towards the material creditors are available on the website of our Company at [www.shahhospitalratlam.com](http://www.shahhospitalratlam.com)

Information provided on the website of our Company is not a part of this Draft Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of

information, including our Company's website, [www.shahhospitalratlam.com](http://www.shahhospitalratlam.com) would be doing so at their own risk.

For further details please refer to the chapter titled "*Restated Financial Statements*" beginning on page **174** of this Draft Prospectus.

## GOVERNMENT AND OTHER APPROVALS

*We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business (as applicable on the date of this Draft Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business.*

*In view of the approvals listed below, we can undertake this Issue and our current/proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Prospectus.*

*For Issue related approvals obtained by our Company, see “Other Regulatory and Statutory Disclosures” on page 196 of this Draft Prospectus. For the incorporation details of our Company, see “History and Certain Corporate Matters” on page 143 of this Draft Prospectus. For details of the risk associated with a delay in obtaining, or not obtaining, the requisite material approvals, see “Risk Factors – We are required to obtain, renew or maintain statutory and regulatory permits, licenses and approvals to operate our business, and any delay or inability in obtaining, renewing or maintaining such permits, licenses and approvals could result in an adverse effect on our results of operations” on page 25 of this Draft Prospectus.*

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities. The following are the details of licenses, permissions and approvals obtained by the Company under various central and state laws for carrying out its business:

### **Approvals In Relation to Our Company’s incorporation**

1. Certificate of incorporation dated August 25, 2022 was issued to our Company by the RoC under the Companies Act, 2013 as "JEEVAN PARV HEALTHCARE LIMITED" (Company registration no. U85100MP2022PLC062407)
2. Fresh certificate of incorporation dated November 13, 2022 pursuant to change of the name of the Company from “JEEVAN PARV HEALTHCARE LIMITED” to “KK SHAH HOSPITALS LIMITED”, Corporate Identification No.: U85100MP2022PLC062407) was issued to our Company by the RoC.

### **Approvals in relation to the Issue**

#### ***Corporate Approvals***

1. Our Board of Directors has, pursuant to resolutions passed at its meeting held on February 13, 2023 authorized the Issue, subject to the approval by the shareholders of our Company under section 62(1) (c) of the Companies Act, 2013.
2. Our shareholders have, pursuant to a resolution dated February 15, 2023 under Section 62(1) (c) of the Companies Act, 2013, authorized the Issue.
3. Our Board of Directors has, pursuant to a resolution dated March 15, 2023 and authorized our Company to take necessary action for filing the Draft Prospectus and Prospectus respectively with BSE SME.

#### ***Approvals from Stock Exchange***

1. Our Company has received in- principle listing approval from the BSE SME dated [●] for listing of Equity Shares issued pursuant to the issue.

***Other Approvals***

1. The Company has entered into a tripartite agreement dated January 11, 2023 with the Central Depository Services (India) Limited (CDSL) and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited, for the dematerialization of its shares.
2. The Company has entered into an agreement dated January 11, 2023 with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited, for the dematerialization of its shares.

**APPROVALS / LICENSES / PERMISSIONS IN RELATION TO OUR BUSINESS:**

**Tax Related Approvals**

S.No	Description	Address of Place of Business / Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
1.	Permanent Account Number (PAN)	--	AAFCJ7324Q	Income Tax Department	--	Valid till Cancelled
2.	Tax Deduction Account Number (TAN)	M/s. KK Shah Hospitals Limited, 124, KatjuNagar,Swastik App,Ratlam-457001, Madhya Pradesh	BPLJ05020B	Income Tax Department	August 25,2022	Valid till Cancelled

**Registrations related to Labour Laws:**

S.No	Description	Address	License Number	Issuing Authority	Date of issue	Date of Expiry
1.	Registration under The Madhya Pradesh Shops and Establishments Act, 1958	124katju Nagar Swastik App Ratlam Dist.-Ratlam	RATL230216S E012040	District Labour Office, RATLAM	February 17, 2023	Valid till Cancelled
2.	Udyam Registration Certificate	Limited,124,Katju Nagar,Ratlam-457001, Madhya Pradesh	UDYAM-MP-37-0016272	Ministry of Micro Small & Medium Enterprises	January 25,2023	Valid till Cancelled
3.	Labour Identification Number (LIN)/ShramP	124,Katju Nagar, Ratlam-	1-9886-6103-9	Ministry of Labour and Employment	December 07, 2022	Valid till Cancelled



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4	Registration under State Insurance Act (ESIC)	124,Katju Nagar, Ratlam-	81000431610001401	Employees State Insurance Corporation	September 06, 2022	Valid till Cancelled
5	Registration under the Employees Provident fund (EPF)	M/s. Shah Hospital	MPUJJ0024012000	Employee's Provident Fund Organization		Valid till Cancelled

**Business Related Approvals/ Memberships taken in the name of the Company:**

S.No	Description	Address of Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
1.	BMW Membership Certificate	M/s. K K Shah Hospitals Limited, 124,Swastik Apartment,KatjuNagar,Ratlam	Membership No.PHCF-013-020-RTM	Biomedical Waste Management System, Ratlam	December 15,2022	December 31,2024
2.	Fire Certificate	M/s. Kk Shah Hospitals Limited, 124,Katju Nagar, Ratlam	Ref. No. 43/SFP/20-21	Safe Secure Communications	January 31, 2023	--

**Business Related Approvals existing in the name of erstwhile proprietorship firm:**


S.No.	Description	Address of Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
1.	Registration for Operation of Medical Diagnostic X-Ray Equipment "C-Arm"	,124,Katju Nagar, Ratlam, Near BSNL Office, Ratlam-457001, Madhya Pradesh	Case File Number-MP-36578-RF-XR-005 Document No.20-LOP-489362 Equipment ID-G-XR-127583	Atomic Energy Regulatory Board, Radiological Safety Division,Mumbai	March 04,2020	March 04,2025
2.	Registration For Operation Of Medical Diagnostic X- Ray Equipment Radiography Fixed	,124,Katju Nagar, Ratlam, Near BSNL Office, Ratlam-457001, Madhya Pradesh	Case File Number-MP-36578-RF-XR-002 Document No.17-LOEE-164718 Equipment ID-G-XR-63018	Atomic Energy Regulatory Board, Radiological Safety Division,Mumbai	May 21,2022	May 21,2027
3.	Registration For Operation Of Medical	,124,Katju Nagar, Ratlam,	Case File Number-MP-36578-RF-XR-	Atomic Energy Regulatory	August 13, 2018	August 13,2023

	Diagnostic X- Ray Equipment Bone Densitometer (BMD)	Near BSNL Office, Ratlam-457001, Madhya Pradesh	003 Document No.18-LOP-307314 Equipment ID-G-XR-92650	Board, Radiological Safety Division, Mumbai		
4.	PCPNDT Certificate	M/s. Shah Hospital, Katju Nagar, Ratlam	MP/PCPNDT/RT M/16/06	Office Of The Collectorate, Ratlam, Madhya Pradesh	March 31,2022	March 29, 2027
5.	Nagar Nigam License	,124, Katju Nagar, Ratlam-457001, Madhya Pradesh	Registration Number-8000488481	Ratlam Nagar Nigam	April 01, 2022	March 31,2023
6.	Certificate of Registration Dr. Kirti Shah registered under office of chief district officer as Shah Hospital to carry on the said Nursing Home 1 under the Allopathy system of medicine  Form the License under the section 4 and section 4(3) of the Madhya Pradesh Upcharyagriha Taha Rujopchar Sambandhi Sthapanaye (Registrikaran Tatha Anugyan) Adhiniyam, 1973	,124, Katju Nagar, Ratlam Nagar Nigam, Ratlam	Registration No. N-H/20/08	Office Of The Chief Medical & Health Officer, Ratlam	April 01, 2020	March 31,2023
7.	Consent to operate u/s. 25 of the Water (Prevention & Control of Pollution) Act, 1974 and Section 21 of Air (Prevention & Control of Pollution) Act, 1981	M/s. Shah Maternity & Nursing Home, 124, Kadju Nagar, Dist. Ratlam, Madhya Pradesh	Certificate No./MPPCB/UJJ Consent No.AWHB-80082	M.P. Pollution Control Board, Ujjan	July 01,2020	June 31,2023
8.	NABH Certificate	M/s. Shah Hospital, 124, Katju Nagar, Ratlam-457001,	Certificate No. PES HCO-2021-5428	National Accreditation Board for Hospitals & Healthcare Providers	November 30,2021	November 29,2023

		Madhya Pradesh				
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### Intellectual Property

#### Trademarks registered/Objected/Abandoned in the name of our company

S. No	Brand Name/Logo Trademark	Classes	Nature of Trademark and registration number	Owner	Date of Application	Authority	Current Status
1.	Device "SHAH" 	44	5791681	M/s. Kk Shah Hospitals Limited, 124-Katju Nagar, Swastik App. Ratlam-457001, Madhya Pradesh	February 03, 2023	Registrar Of Trademark, Mumbai	Send To Vienna Codification

#### Domain Name

S.No	Domain Name and ID	Registry Domain ID	Registrant Name, ID and Address	Creation Date	Registry Expiry Date
1.	http://shahhospitalratlam.com	2632166177_DOMAIN_COM-VRSN	Shah Hospital	August 07, 2021	August 07, 2023

For information about the intellectual property of our Company, see **“Business Overview – Intellectual Property”** on page 113 and for risks associated with our intellectual property, see **“Risk Factors – Our Company name and logo is not registered as on date of this Draft Prospectus. We may be unable to adequately protect our intellectual property. Furthermore, we may be subject to claims alleging breach of third-party intellectual property rights”** on page 25

#### LICENSES APPLIED FOR:

S.No.	Description	Address of Premises	Authority to which application made	Date of Application	Acknowledgement no.
1.	PT Employer Registration Form 1	M/s. K K Shah Hospitals Limited, 124, Swastik Apartment, Ka	Ratlam Municipal Corporation	--	Tin/Ack No. 94010021728805

		tju Nagar, Ratlam			
2	Certificate of Registration under the Madhya Pradesh Upcharyagriha Taha RujopcharSambandhiSthapana (RegistrikanTathaAnugyan) Adhinyam, 1973	M/s. K K Shah Hospitals Limited, 124, Swastik Apartment,Ka tju Nagar, Ratlam	Office Of The Chief Medical & Health Officer, Ratlam	January 17, 2023	--
3.	NABH Certificate	M/s. K K Shah Hospitals Limited, 124, Swastik Apartment,Ka tju Nagar, Ratlam	National Accreditation Board for Hospitals & Healthcare Providers	February 26, 2023	--
4.	Nagar Nigam License	M/s. K K Shah Hospitals Limited, 124, Swastik Apartment,Ka tju Nagar, Ratlam	Ratlam Nagar Nigam	February 26, 2023	--
5.	Registration for Operation of Medical Diagnostic X-Ray Equipment "C-Arm	M/s. K K Shah Hospitals Limited, 124, Swastik Apartment,Ka tju Nagar, Ratlam	Atomic Energy Regulatory Board	February 26, 2023	--
6.	Registration For Operation Of Medical Diagnostic X- Ray Equipment – Radiography Fixed	M/s. K K Shah Hospitals Limited, 124, Swastik Apartment,Ka tju Nagar, Ratlam	Atomic Energy Regulatory Board	February 26, 2023	--
7.	Registration For Operation Of Medical Diagnostic X- Ray Equipment Bone Densitometer (BMD)	M/s. K K Shah Hospitals Limited, 124, Swastik Apartment,Ka tju Nagar,	Atomic Energy Regulatory Board	February 26, 2023	--

		Ratlam			
8.	Consent to operate u/s. 25 of the Water (Prevention & Control of Pollution) Act, 1974 and Section 21 of Air (Prevention & Control of Pollution) Act, 1981	M/s. K K Shah Hospitals Limited, 124, Swastik Apartment, Kaju Nagar, Ratlam	M.P. Pollution Control Board, Ujjain	February 03, 2023	1262160 (CCA-Amendment)

In addition to above licenses and approvals and except as stated in this chapter, it is hereby mentioned that no application has been made for license / approvals required by the Company and no approval is pending in respect of any such application made with any of the authorities except that for change of name of the Company pursuant to change of its name from Jeevan Parv Healthcare Limited to KK Shah Hospitals Limited and changes in existing licences held by M/s. Shah Hospital which was later taken over by M/s. KK Shah Hospitals Limited upon its incorporation, vide Business Transfer Agreement dated December 31, 2022 .

## **OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **AUTHORITY FOR THE ISSUE**

The Issue has been authorised by a resolution of the Board of Directors passed at their meeting held on February 13, 2023 subject to the approval of shareholders of our Company through a special resolution to be passed, pursuant to Section 62(1)(c) of the Companies Act, 2013.

The members of our Company have approved this Issue by a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extraordinary General Meeting of our Company held on February 15, 2023.

Our Board has approved this Draft Prospectus and Prospectus through its resolution dated March 15, 2023 and [•] respectively

We have received In-Principle Approval from BSE vide their letter dated [•] to use the name of BSE in this Draft Prospectus for listing of our Equity Shares on BSE SME. BSE is the Designated Stock Exchange.

### **PROHIBITION BY THE SEBI OR OTHER GOVERNMENTAL AUTHORITIES**

Our Company, our Promoters, our Promoter Group, our Directors, person in control of our Company, have not been prohibited from accessing the capital market for any reason or restrained from buying, selling or dealing in securities, under any order or directions by the SEBI or securities market regulator or any other regulatory or government authorities as on date of this Draft Prospectus.

The listing of any securities of our Company has never been refused by any of the Stock Exchanges in India.

Further, none of our Promoters or Directors are declared as fugitive economic offenders under Fugitive Economic Offenders Act, 2018.

### **ASSOCIATION WITH SECURITIES MARKET**

None of our Directors in any manner are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as promoters or directors.

### **PROHIBITION BY RBI**

Neither our Company, our subsidiary, our Promoters, our Directors, the relatives (as defined under the Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a willful defaulter or a fraudulent borrower by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter titled “*Outstanding Litigations and Material Development*” beginning on page 181 of this Draft Prospectus.

### **COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018**

Our Company, Promoters and members of the Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 as amended (“**SBO Rules**”), to the extent applicable to each of them as on the date of this Draft Prospectus.

### **ELIGIBILITY FOR THE ISSUE**

Our company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, 2018; and this Issue is an “Initial Public Issue” in terms of the SEBI (ICDR) Regulations, 2018.

Our company is eligible for the Issue in accordance with Regulation 229(1) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue face value capital is less than or equal to ten crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the SME Platform of BSE Limited or “BSE SME”). Our Company also complies with eligibility conditions laid by SME Platform of BSE Limited for listing of Equity Shares.

**We confirm that:**

- a. In accordance with Regulation 246 the SEBI (ICDR) Regulations, 2018, the Lead Managers shall ensure that the Issuer shall file copy of the Draft Prospectus / Prospectus with SEBI along with Due Diligence certificate including additional confirmations as required at the time of filing the Draft Prospectus / Prospectus to SEBI.
- b. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, 2018, this Issue has been one hundred (100) percent underwritten and that the Lead Managers to the Issue has underwritten at least 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to the Chapter “**General Information**” beginning on page 55 of this Draft Prospectus.
- c. In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our Lead Manager submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies. Further, in terms of Regulation 246(2), SEBI shall not
- d. issue observation on the Draft Prospectus/ Prospectus.
- e. In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, 2018, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, failing which the entire application monies shall be refunded forthwith, in accordance with the SEBI ICDR Regulations and other applicable laws.
- f. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we shall enter into an agreement with the Lead Managers and Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this issue. For further details of the arrangement of market making please see “**General Information**” on page 55 of this Draft Prospectus.
- g. Our Company was incorporated on August 25, 2022, under the Companies Act, 2013 with the Registrar of Companies, Central Registration Centre.
- h. The proprietorship firm of M/s Shah Hospitals which has been taken over by our Company has a combined track record of 3 years.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

Our Company is also eligible for the Issue in accordance with eligibility norms for Listing on BSE Limited which states as follows:

**The issuer should be a Company incorporated Under Companies Act, 2013**

Our Company is incorporated under the Companies Act, 2013.

**The post issue paid up capital of the company (face value) shall not be more than Rs. 25 crores.**

The post issue paid up capital of the Company will be less than Rs. 25 crores.

#### **Net Tangible Assets of ₹ 150.00 Lakhs**

The Company's Net Tangible Assets as on February 15, 2023 is ₹ 503.20 Lakhs.

#### **Track Record**

**A) The Proprietorship firm which has been taken over by our Company have combined track record of 3 years.**

Our Company satisfies the criteria of Track Record

*(₹ in lakhs)*

Particulars	As on February 15, 2023	As on December 15, 2022	As on March 31, 2022	As on March 31, 2021	As on March 31, 2020
Proprietor's Capital	503.20	150.91	304.36	280.91	263.62
Revenue from Operation	118.37	412.35	505.02	326.76	346.76
Net Profit/(Loss)	15.79	81.53	49.43	37.85	62.80

The above details of Past Three years are extracted from Income Tax return filed by Proprietorship firm "Shah Hospitals" of our Promoter Dr. Kirti Kumar Shah.

**B) Our Company's net worth and cash accruals from operations (earnings before depreciation and tax), based on the Restated Financial Statements included in this Draft Prospectus for the period ended on February 15, 2023 is set forth below and its net-worth should be positive.**

*(Rs. in lakhs)*

Particulars	As on February 15, 2023
Net Worth	503.20
Net Tangible Assets	503.20
Cash Accruals	26.00

- (i) *Net Worth has been computed as the aggregate of equity shares capital and reserves (excluding revaluation reserves) and after deducting miscellaneous expenditure not written off, if any.*
- (ii) *Net Tangible Assets is total tangible assets less outside liabilities.*
- (iii) *Cash accruals has been defined as the Earnings before depreciation and tax from operations*

**The company shall mandatorily facilitate trading in demat securities and enter into an agreement with both the depositories.**

Our Company shall mandatorily facilitate trading in Demat securities for which we have entered into an agreement with the Central Depository Services Limited (CDSL) dated January 11, 2023 and National Securities Depository Limited dated January 11, 2023 for establishing connectivity. The Company's shares bear an ISIN: INE00H401016

**Company shall mandatorily have a website.**



Our Company has a live and operational website is [www.shahhospitalratlam.com](http://www.shahhospitalratlam.com)

**Other Listing Condition:**

Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).

There is no winding up petition against the company that has been admitted by the Court and accepted by a court or a Liquidator has not been appointed.

There has been no change in the promoter/s of the Company in preceding one year from the date of filing application to BSE Limited for listing on SME segment.

We confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the SME Platform of the BSE Limited.

**SEBI DISCLAIMER CLAUSE**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF DRAFT PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT PROSPECTUS. THE LEFT LEAD MANAGER, FEDEX SECURITIES PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT PROSPECTUS, THE LEFT LEAD MANAGER ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEFT LEAD MANAGER, FEDEX SECURITIES PRIVATE LIMITED HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED MARCH 15, 2023 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOUSER REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THIS DRAFT PROSPECTUS/PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER OF THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO, TAKE UP AT ANY POINT OF TIME, WITH THE LEFT LEAD MANAGER, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT PROSPECTUS/PROSPECTUS.**

**ALL LEGAL REQUIREMENTS PERTAINING TO THIS ISSUE WILL BE COMPLIED WITH AT THE TIME OF FILING OF THE DRAFT PROSPECTUS/PROSPECTUS WITH THE REGISTRAR OF COMPANIES, GWALIOR, IN TERMS OF SECTION 26 OF THE COMPANIES ACT, 2013.**

## **DISCLAIMER FROM OUR COMPANY, OUR DIRECTORS AND THE LEAD MANAGERS**

Our Company, our Directors and the LMs accept no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisements or any other material issued by or at our instance and anyone placing reliance on any other source of information, including our Company's website [www.shahhospitalratlam.com](http://www.shahhospitalratlam.com) would be doing so at his or her own risk.

The LMs accept no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement entered into between the Underwriters and our Company. All information shall be made available by our Company and the LMs to the investors and the public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever.

The Lead Managers and their associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, our Promoters, members of the Promoter Group, and their respective directors and officers, group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Promoters, members of the Promoter Group, and their respective directors, officers, group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

## **DISCLAIMER IN RESPECT OF JURISDICTION**

This issue is being made in India to persons resident in India including Indian Nationals Resident in India who are not companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian Financial Institutions, Commercial Banks, Regional Rural Banks, Co-Operative Banks (subject to RBI permission), or Trusts under the applicable trust law and who are authorized under their constitution to hold and invest in shares, and any FII Sub –Account registered with SEBI which is a Foreign Corporate or Foreign Individual, Permitted Insurance Companies and Pension Funds and to FIIs and Eligible NRIs. This Draft Prospectus does not, however, constitute an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Draft Prospectus comes is required to inform him or herself about and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Ratlam, Madhya Pradesh, India only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose.

No action has been, or will be, taken to permit a public Issuing in any jurisdiction be required for that purpose, except that this Prospectus ion where action would have been filed with BSE India observations and BSE India for its India will give its observations in due course. Accordingly, the Equity Shares represented hereby may not be issued or sold, directly or indirectly, and this Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Accordingly, the Equity Shares represented hereby may not be Issued or sold, directly or indirectly, and this Draft Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no

change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

#### **DISCLAIMER CLAUSE OF THE SME PLATFORM OF BSE LIMITED**

As required, a copy of this Draft Prospectus has been submitted to BSE Limited. The Disclaimer Clause as intimated by the BSE Limited to us, post scrutiny of this Draft Prospectus will be produced by our Company in the Prospectus.

#### **DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT.**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

**Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.**

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

#### **LISTING**

Our company has obtained In-Principle Approval from BSE Limited vide letter dated [●] to use name of BSE Limited in this Draft Prospectus for listing of equity shares on SME Platform of BSE Limited. In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, there is requirement of obtaining In-principle approval from SME Platform of BSE Limited. Application will be made to the SME Platform of BSE Limited for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE Limited is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the issue.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the SME Platform of BSE Limited, the Company shall forthwith unblock, without interest, all moneys received from the applicants in pursuance of the Prospectus. If such money is not unblocked within four days after our Company becomes liable to unblock it then our Company and every officer in default shall, on and from such expiry of four days, be liable to unblock such application money, with interest at the rate of 15% per annum on application money, as prescribed under as prescribed under Section 40 of the Companies Act, 2013. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of the BSE Limited mentioned above are taken within Six Working Days from the Issue Closing Date.

#### **CONSENTS**

The written consents of our Promoters, Directors, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Reviewed Auditor, Legal Advisor to the Issue, Bankers to our Company, Lead Managers, Registrar to the Issue, Underwriter, Market Maker, Banker to Issue and Sponsor Bank to act in their respective capacities have been obtained and will be filed along with a copy of the Prospectus with the ROC, as required under Sections 26 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/S A Y & Company, Chartered Accountants, Peer Review Auditors, of the Company have agreed to provide their written consent to the inclusion of their report, restated financial statements and statement of Tax Benefits dated March 10, 2023 and March 10, 2023 respectively, which may be available to the Company and its shareholders, included in this Draft Prospectus in the form and context in which they appear therein and such consent and reports have not been withdrawn up to the time of delivery of the Prospectus with ROC.

## **IMPERSONATION**

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

*“Any person who –*

*(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*

*(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or vis-à-vis 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 of Companies Act, 2013.”*

The liability prescribed under Section 447 of the Companies Act, 2013, includes imprisonment for a term of not less than six months extending up to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

## **PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGERS**

For details regarding the price information and track record of the past issue handled by Fedex Securities Private Limited, as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by SEBI, please refer Annexure "A" and the website of Lead Manager at [www.fedsec.in](http://www.fedsec.in)

**Annexure A**

**DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY FEDEX SECURITIES PRIVATE LIMITED**

**TABLE 1**

Sr. No.	Issue Name	Issue Size (Cr)	Issue Price (Rs.)	Listing date	Opening price on listing date	+/- % change in closing price, [ +/- % change in closing benchmark]-30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [ +/- % change in closing benchmark]-90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [ +/- % change in closing benchmark]-180 <sup>th</sup> calendar days from listing
1.	Aashka Hospitals Limited	101.64	121	September 01, 2021	121.1	-58.68% (3.12%)	-64.34% (-0.14%)	-62.89% (-1.90%)
2.	Euro Panel Products Limited	45.15	70	December 24, 2021	70.00	62.36% (0.85%)	39.29% (1.42%)	36.14% (-8.03%)
3.	Wherrelz IT Solutions Limited	2.011	171	December 29, 2021	173.05	19.88% (-0.92%)	18.13% (-0.37%)	16.96% (-8.11%)
4.	Sunrise Efficient Marketing Limited	16.69	121	April 12, 2022	121.25	0.41% (-7.66%)	-20.00% (-7.14%)	-9.92% (-1.00%)
5.	Le Merite Exports Limited	48.00	75	May 09, 2022	75	-5.13% (0.70%)	-16.00% (7.50%)	-15.27% (273.89%)
6.	Kesar India Limited	15.82	170	July 12, 2022	172.5	47.35% (9.15%)	31.76% (7.62%)	1.18% (12.73%)
7.	Virtuoso Optoelectronics Limited	30.24	56	Thursday, September 15, 2022	117	183.75% (-3.36%)	145.54% 4.34%	Not Applicable
8.	Tapi Fruit Processing Limited	5.21	48	Thursday, September 22, 2022	52.10	4.38% (-0.30%)	41.67% 4.29%	Not Applicable
9.	Moxsh Overseas Educon Limited	10.42	153	December 30, 2022	131.00	-28.76% (-0.09%)	Not Applicable	Not Applicable
10.	Lead Reclaim and Rubber Products Limited	487.50	25	February 21, 2023	27.50	Not Applicable	Not Applicable	Not Applicable

Sources: All share price data is from [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)

**Note:**

Opening price information as disclosed on the website of the Designated Stock Exchange.

Change in closing price over the issue/offer price as disclosed on Designated Stock Exchange.

For change in closing price over the closing price as on the listing date, 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.

In case 30th/90th/180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered.

In case 30th/90th/180th days, scrips are not traded then last trading price has been considered.

This disclosure is restricted to last 10 issues handled by the Lead Manager.

**TABLE 2: SUMMARY STATEMENT OF DISCLOSURE**

Financial year	Total no. of IPO	Total funds Raised (Rs.. Cr)	Nos of IPOs trading at discount on 30th Calendar Day from listing date			Nos of IPOs trading at premium on 30 <sup>th</sup> Calendar Day from listing date			Nos of IPOs trading at discount on 180 <sup>th</sup> Calendar Day from listing date			Nos of IPOs trading at premium on 180 <sup>th</sup> Calendar Day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less Than 25%
<b>2020-21</b>	*2	<b>49.64</b>	-	-	1	-	-	1	-	-	1	1	-	-
<b>2021-22</b>	**5	<b>153.99</b>	1	-	2	1	-	1	1	1	-	-	1	2
<b>2022-23</b>	***7	<b>131.26</b>	-	1	1	1	1	2	-	-	3	-	-	1

\*The script of Atam Valves Limited and Rangoli Tradecomm Limited were listed on October 6, 2020 and March 22, 2021 respectively.

\*\*The script of Rajeshwari Cans Limited, Kuberan Global Edu Solutions Limited, Aashka Hospitals Limited, Euro Panel Products Limited and Wherrelz IT Solutions Limited were listed on April 15, 2021, May 05, 2021, September 01, 2021, December 24, 2021 and December 29, 2021 respectively.

\*\*\* The scripts of Sunrise Efficient Marketing Limited, Le Merite Exports Limited and Kesar India Limited were listed on April 12, 2022, May 09, 2022 and July 12, 2022, respectively. The scripts of Virtuoso Optoelectronics Limited and Tapi Fruit Processing Limited were listed on September 15, 2022 and September 22, 2022, respectively and have not completed 180 calendar days and script of Moxsh Overseas Educon Limited and Lead Reclaim and Rubber Product were listed December 30, 2022 and February 21, 2023, respectively and have not completed 90 calendar days and 30 calendar days respectively

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect max. 10 issues (initial public offerings managed by the Lead Manager. Hence, disclosures pertaining to recent 10 issues handled by Lead Manager are provided. Track Record of past issues handled by Fedex Securities Private Limited.

### TRACK RECORD OF PAST ISSUES HANDLED BY FEDEX SECURITIES PRIVATE LIMITED

For details regarding track record of the Lead Manager to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Lead Manager at: [www.fedsec.in](http://www.fedsec.in).

### STATEMENT ON PRICE INFORMATION OF PAST ISSUES HANDLED BY SHRENI SHARES PRIVATE LIMITED.

Sr. No.	Issue name	Issue size (₹ Crores)	Issue price (Rs.)	Listing Date	Opening price on Listing Date (in Rs.)	+/- % change in closing price, [+/- % change in closing benchmark] - 30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180 <sup>th</sup> calendar days from listing
1.	Ekennis Software Service Limited	2.88	72.00	March 07, 2022	80.00	+41.32% [+13.88%]	+25.00% [+5.54%]	+166.67% [+11.28%]
2.	Fidel Softech Limited	13.50	37.00	June 10, 2022	59.10	+52.30% [+0.12%]	+117.57% [+8.78%]	+77.43% [+15.07%]
3.	SKP Bearing Industries Limited	30.80	70.00	July 13, 2022	73.00	+15.71% [+10.60%]	+117.86% [+7.98%]	+179.07% [+11.85%]
4.	Olatech Solutions Limited	1.89	27.00	August 29, 2022	51.30	+205.56% [-1.49%]	+281.30% [+7.45%]	+185.56% [+2.57%]
5.	Ameya Precision Engineers Limited	7.14	34.00	September 08, 2022	68.40	+63.38% [-2.72%]	+41.18% [+4.74%]	+8.53% [-0.49%]
6.	DAPS Advertising Limited	5.10	30.00	November 14, 2022	57.00	+27.00% [+1.56%]	-3.33% [-1.44%]	-
7.	Amiable Logistics (India) Limited	4.37	81.00	November 16, 2022	129.95	+22.53% [+0.03%]	+11.11% [-3.47%]	-
8.	PNGS Fashion Jewellery Limited	7.80	30.00	December 20, 2022	57.00	+421.00% [-1.06%]	-	-
9.	Arihant Academy Limited	14.72	90.00	December 29, 2022	120.10	+53.50% [-3.22%]	-	-
10.	Srivasavi Adhesive Tapes Limited	15.50	41.00	March 09, 2023	40.00	-	-	-

Source: [www.bseindia.com](http://www.bseindia.com) / [www.nseindia.com](http://www.nseindia.com)

#### Notes:

The BSE SENSEX and CNX NIFTY are considered as the Benchmark Index.

Price on BSE/NSE are considered for all the above calculations.

*In case 30th, 90th and 180th day is not a trading day, closing price of the next trading day has been considered.*

*In case 30th, 90th and 180th day, scripts are not traded then the last trading price has been considered. Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information.*

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the Lead Manager. Hence, disclosure pertaining to recent 10 issues handled by the lead manager are provided.

**Summary statement of price information of past issues handled by Shreni Shares Private Limited:**

Financial Year	Total number of IPOs	Total funds raised (₹ Crores)	Nos. of IPOs trading at discount on as on 30 <sup>th</sup> calendar days from listing date			Nos. of IPOs trading at premium on as on 30 <sup>th</sup> calendar days from listing date			Nos. of IPOs trading at discount as on 180 <sup>th</sup> calendar days from listing date			Nos. of IPOs trading at premium as on 180 <sup>th</sup> calendar days 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%
2022-2023 <sup>#</sup>	9**	100.81	-	-	-	5	1	2	-	-	-	2	-	-
2021-2022	5*	25.00	-	-	-	1	1	3	-	-	-	1	1	3
2020-2021	4*	11.32	-	1	1	-	-	2	1	-	1	2	-	-

\* The script of KSolves India Limited, Bodhi Tree Multimedia Limited, Shine Fashions (India) Limited and Adjia Technologies Limited were listed on July 6, 2020, October 21, 2020, November 2, 2020 and March 15, 2021 respectively.

\*\* The script of Getalong Enterprise Limited, DMR Hydroengineering & Infrastructures Limited, Alkosign Limited, Quality RO Industries Limited and Ekennis Software Service Limited were listed on October 08, 2021, December 07, 2021, February 01, 2022, February 09, 2022 and March 07, 2022 respectively.

\*\*\* The script of Fidel Softech Limited, SKP Bearing Industries Limited, Olatech Solutions Limited, Ameya Precision Engineers Limited, DAPS Advertising Limited, Amiable Logistics (India) Limited, PNGS Gargi Fashion Jewellery Limited, Arihant Academy Limited and Srivasavi Adhesive Tapes Limited were listed on June 10, 2022, July 13, 2022, August 29, 2022, September 08, 2022, November 14, 2022, November 16, 2022, December 20, 2022, December 29, 2022 and March 09, 2023 respectively.

# The script of DAPS Advertising Limited, Amiable Logistics (India) Limited, PNGS Gargi Fashion Jewellery Limited, Arihant Academy Limited and Srivasavi Adhesive Tapes Limited have not completed 180 Days from the date of listing.



*Note: Rights Issues lead managed by Shreni Shares Private Limited have not been included in the abovementioned Summary Statement of Disclosure as the disclosure is limited to IPOs only.*

## **EXPERT OPINION**

Our Company has not obtained any expert opinions other than as disclosed below.

Except the report of the Statutory and Peer Reviewed Auditors on “*Statement of Tax Benefits*” and report on “*Restated Financial Statements*” on page **93** and **174** of this Draft Prospectus and our Company has not obtained any expert opinion.

In addition, our Company has received written consent dated March 14, 2023 from J D Shah associates, Chartered Accountants, to include its name as a practicing chartered accountant under Section 26(5) of the Companies Act and as an “expert” as defined under Section 2(38) of the Companies Act in respect of certain operational and financial data being certified by it.

Here, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act

## **PREVIOUS PUBLIC OR RIGHTS ISSUE**

Except as stated in the chapter titled “*Capital Structure*” beginning on page **66** of this Draft Prospectus, we have not made any previous rights and / or public issues during the last Five (5) years and are an “Unlisted Issuer” in terms of SEBI (ICDR) Regulations and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations.

## **COMMISSION OR BROKERAGE**

We have not made any public issue in last five (5) years. Hence, no sums have been paid or payable as Commission or Brokerage.

## **CAPITAL ISSUE DURING THE PREVIOUS THREE (3) YEARS BY ISSUER, LISTED GROUP COMPANIES AND SUBSIDIARIES OF OUR COMPANY**

Except as disclosed in Chapter titled “*Capital Structure*” on page **66** of this Draft Prospectus our Company has not made any capital issue during the previous three (3) years. Further Our Company do not have any listed group Companies/ Subsidiaries / Associates.

## **PERFORMANCE VIS-À-VIS objects;**

Except as stated in the chapter titled “*Capital Structure*” beginning on page **66** of this Draft Prospectus, we have not made any previous rights and / or public issues during the last five (5) years and are an “Unlisted Issuer” in terms of SEBI (ICDR) Regulations and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations, the relevant data regarding performance vis-à-vis objects is not available with the Company.

None of our Group Companies have their equity shares listed on any stock exchange.

## **EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS GRANTED BY SEBI**

Our Company has not undertaken any exemption with related to provision of securities law granted by SEBI.

### **STOCK MARKET DATA FOR OUR EQUITY SHARES**

This being an Initial Public Offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange.

### **MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The Company has appointed Bigshare Services Private Limited as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

The Registrar to the Issue will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be co-ordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven business days from the 165 date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Our Company will obtain authentication on the SCORES and will comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013, SEBI circular (CIR/OIAE/1/2014) dated December 18, 2014 and SEBI circular (SEBI/HO/OIAE/IGRD/CIR/P/2021/642) dated October 14, 2021 and any amendment thereto, in relation to redressal of investor grievances through SCORES, prior to filing the Prospectus.

Further, none of our subsidiary companies or Group Companies are listed on any stock exchange, so disclosure regarding mechanism for redressal of investor grievances for our subsidiary companies are not applicable.

SEBI, by way of its circular dated March 16, 2021 as amended by its circulars dated June 2, 2021 and April 20, 2022, has identified the need to put in place measures, in order to streamline the processing of ASBA applications through the UPI Mechanism and redressal of investor grievances 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. Pursuant to the circular dated March 16, 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 Bank containing statistical details of mandate blocks / unblocks; (iv) limiting the facility of reinitiating UPI Bids to Syndicate Members to once per Bid / Batch; 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.

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 / Issue Closing Date, in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, 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 / Issue Closing Date by the intermediary responsible for causing such delay in unblocking.

The LMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. The following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues, 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 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
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 finalization 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 Lead Manager 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. The processing fees for applications made by UPI Applicants using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with 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.

Our Company, the LMs and the Registrar to the Issue 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.

## **DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY**

The Company has appointed Registrar to the Issue, to handle the investor grievances in co-ordination with our Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to the Issue to ensure that the investor grievances are settled expeditiously and satisfactorily. The Registrar to the Issue will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be coordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process and UPI may be addressed to the SCSBs, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven (7) business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA applicants or UPI Payment Mechanism Applicants. Our Company, the Lead Managers and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs / Sponsor Bank including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

Our Company will obtain authentication on the SCORES in compliance with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013, SEBI Circular (CIR/OIAE/1/2014) dated December 18, 2014, and SEBI circular (SEBI/HO/OIAE/IGRD/CIR/P/2021/642) dated October 14, 2021 in relation to redressal of investor grievances through SCORES.

Our Company has constituted a Stakeholders Relationship Committee of the Board vide resolution passed on February 28, 2023. For further details, please refer the chapter titled "***Our Management***" beginning on page no. **149** of this Prospectus.

Our Company has also appointed Ms. Saloni Badjatya as the Company Secretary and Compliance Officer of our company, for this Issue she may be contacted in case of any pre-issue or post-issue related problems at the following address:

**KK Shah Hospitals Limited**  
124, Katju Nagar, Swastik App.,

Ratlam - 457001  
Madhya Pradesh, India.  
Tel No.: 07412230199  
Email: [info@shahhospitalratlam.com](mailto:info@shahhospitalratlam.com)  
Website: [www.shahhospitalratlam.com](http://www.shahhospitalratlam.com)

#### **STATUS OF INVESTOR COMPLAINTS**

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Prospectus and hence there are no pending investor complaints as on the date of this Draft Prospectus.

## SECTION VIII – ISSUE INFORMATION

### TERMS OF ISSUE

*The Equity Shares being issued are subject to the provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018, SCRA, SCRR, our Memorandum and Articles of Association, SEBI Listing Regulation, the terms of this Draft Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of this Issue. 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 Exchange, the RBI, ROC and/or other authorities, as in force on the date of the Issue and to the extent applicable.*

*Please note that, in terms of Regulation 256 of the SEBI ICDR Regulations 2018 read with SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the applicants have to compulsorily apply through the ASBA Process and further in terms of SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, and as modified through its circular SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 (together, the “UPI Circular”) in relation to clarifications on streamlining the process of public issue of equity shares and convertibles it has proposed to introduce an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. Currently, for application by RIIs through Designated Intermediaries, the existing process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds is discontinued and RIIs submitting their Application Forms through Designated Intermediaries (other than SCSBs) can only use the UPI mechanism with existing timeline of T+6 days until March 31, 2020 (“UPI Phase II”). Further SEBI through its circular no SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 has decided to continue with the Phase II of the UPI ASBA till further notice.*

*Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application for Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.*

#### **Authority for the Issue**

The present Public Issue of 19,50,000 Equity Shares which have been authorized by a resolution of the Board of Directors of our Company at their meeting held on February 13, 2023 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra-ordinary General Meeting held on February 15, 2023 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

#### **Ranking of Equity Shares**

The Equity Shares being issued and transferred in the issue shall be subject to the provisions of the Companies Act 2013 and our Memorandum and Articles of Association, SEBI ICDR Regulations, SCRA and shall rank pari-passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the section titled “*Main Provisions of the Articles of Association*” beginning on page 266 of this Draft Prospectus.

## **Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and approved by the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company.

We shall pay dividends in cash and as per provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors. For further details, please refer to sections titled "*Dividend Policy*" and "*Main Provisions of Articles of Association*" beginning on pages 173 and 266 respectively of this Draft Prospectus.

## **Face Value and Issue Price**

*The face value of the Equity Shares is Rs. 10.00/- each and the Issue Price is Rs. 51/- per Equity Share (including premium of Rs. 41/- per Equity Share).*

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled "*Basis for Issue Price*" beginning on page 88 of this Draft Prospectus. At any given point of time there shall be only one denomination for the Equity Shares.

## **Compliance with Disclosure and Accounting Norms**

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

## **Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity shareholders shall have the following rights:

1. Right to receive dividend, if declared;
2. Right to receive Annual Reports and notices to members;
3. Right to attend general meetings and exercise voting rights, unless prohibited by law;
4. Right to vote on a poll either in person or by proxy in accordance with the provisions of the Companies Act, 2013;
5. Right to receive offer/ issue for rights shares and be allotted bonus shares, if announced;
6. Right to receive surplus on liquidation subject to any statutory and other preferential claim being satisfied;
7. Right of free transferability subject to applicable law, including any RBI rules and regulations; and
8. Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, the terms of the SEBI Listing Regulations, and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the section titled "*Main Provisions of Articles of Association*" beginning on page 266 of this Draft Prospectus.

## **Minimum Application Value; Market Lot and Trading Lot**

The trading of the Equity Shares will happen in the minimum contract size of 2,000 Equity Shares and the same may be modified by SME Platform of BSE Limited i.e BSE SME from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of 2,000 Equity Share subject to a minimum allotment of 2,000 Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

In accordance with Regulation 267(2) of the SEBI (ICDR) Regulations 2018 the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

### **Minimum Number of Allottees**

In accordance with Regulation 268 of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be fifty (50) shareholders failing which the entire application monies shall be refunded forthwith, in accordance with the SEBI ICDR Regulations and other applicable laws.

### **Jurisdiction**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Ratlam, Madhya Pradesh, India.

The Equity Shares have not been and will not be registered under the U.S Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S Securities Act and referred to in this Draft Prospectus as “U.S. QIBs”, for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Prospectus as “QIBs”) in transactions exempt from, or not subject to, the registration requirements of the U.S Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### **Joint Holders**

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

### **Nomination Facility to Investor**

In accordance with Section 72 of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014, the sole or first applicant, along with other joint applicant, may nominate any one (1) person in whom, in the event of the death of sole applicant or in case of Joint Applicants, death of all the Applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to



the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in accordance to Section 72 (4) of the Companies Act, 2013, 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 the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

1. to register himself or herself as the holder of the Equity Shares; or
2. to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

**Period of Operation of Subscription List of Public Issue**

<b>ISSUE OPENS ON</b>	[•]
<b>ISSUE CLOSES ON</b>	[•]
<b>FINALISATION OF BASIS OF ALLOTMENT WITH THE DESIGNATED STOCK EXCHANGE</b>	[•]
<b>INITIATION OF REFUNDS / UNBLOCKING OF FUNDS FROM ASBA ACCOUNT</b>	[•]
<b>CREDIT OF EQUITY SHARES TO DEMAT ACCOUNTS OF ALLOTTEES</b>	[•]
<b>COMMENCEMENT OF TRADING OF THE EQUITY SHARES ON THE STOCK EXCHANGE</b>	[•]

*UPI mandate end time and date was at 05:00 pm on Issue Closing Date i.e. [•].*

1. *In terms of Regulation 265 of ICDR Regulations, the issue shall be open after at least three (3) working days from the date of filing the Draft Prospectus with the Registrar of Companies.*
2. *In terms of Regulation 266 (3) of ICDR Regulations, in case of force majeure, banking strike or similar circumstances or for reason considered necessary by our Company, our Company may, for reasons to be recorded in writing, extend the Issue Period disclosed in the Draft Prospectus, for a minimum period of three (3) working days, subject to the Issue Period not exceeding ten (10) working days*

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 [●] taken within six (6) Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company, or any delays in receiving the final listing and trading approval from [●]. The Commencement of trading of the Equity Shares will be entirely at the discretion of [●] and in accordance with the applicable laws.

**Submission of Application Forms:**

<b>Issue period (except the Issue Closing Date)</b>	
Submission and Revision of Application Form	Only between 10.00 a.m. to 5.00 p.m. IST
<b>Issue Closing Date</b>	
Submission and Revision of Application Form	Only between 10.00 a.m. to 3.00 p.m. IST

***On the Issue Closing Date, the Applications shall be uploaded until:***

1. Until 4.00 p.m. IST in case of application by QIBs and Non – Institutional Investors and
2. Until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Retail Individual Investors through UPI, where the Application Amount is up to ₹ 500,000

*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/Issue Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated in accordance with applicable law by the intermediary responsible for causing such delay in unblocking, which period shall start from the day following the receipt of a complaint from the Bidder. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and 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 and SEBI Circular No: SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/76 dated May 30, 2022 shall be deemed to be incorporated in the deemed agreement of the Bank with the SCSBs to the extent applicable, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable.*

*The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and 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*

Due to limitation of time available for uploading the application forms on the Issue Closing Date, Applicants are advised to submit their applications one (1) day prior to the Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Issue Closing Date. Any time mentioned in the Draft Prospectus are Indian Standard Time (IST). Applicants are cautioned that, in the event a large number of Application Forms are received on the Issue Closing Date, as is typically experienced in public issues,

some Application Forms may not get uploaded due to the lack of sufficient time. Such Application Forms that cannot be uploaded will not be considered for allocation under this Issue.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the LM is liable for any failure in uploading the Application Forms due to faults in any software/hardware system or otherwise.

Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. /IPO/25101-6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids were not 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.

In case of discrepancy in data entered in the electronic book vis-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges were taken as the final data for the purpose of Allotment

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any further notification from the SEBI after filing of this Draft Prospectus may result in changes in the timelines.

**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.**

**It is clarified that applications not uploaded on the electronic bidding system or in respect of which the full application Amount is not blocked by SCSBs or under the UPI Mechanism, as the case may be, would be rejected.**

In case of force majeure, banking strike or similar circumstances, the issuer may, for reasons to be recorded in writing, extend the (Issue) period disclosed in the Draft Prospectus, for a minimum period of three (3) working days, subject to the Issue Period not exceeding ten (10) working days.

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Applicants can revise or withdraw their Application Forms prior to the Issue Closing Date. Allocation to Retail Individual Applicants, in this Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular Applicant, the details as per the file received [●] may be taken as the final data for the purpose of Allotment.

### **Minimum Subscription**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten as per Regulation 260(1) of SEBI ICDR Regulation.

If the issuer does not receive the subscription of hundred per cent (100%) of the Issue through Draft Prospectus on the date of closure of the issue including devolvement of underwriters, if any, or if the subscription level falls below hundred per cent (100%) after the closure of issue on account of withdrawal of applications, or after technical rejections, or if the listing or trading permission is not obtained from the

stock exchange for the securities so Issued under the Draft Prospectus, the issuer shall forthwith refund the entire subscription amount received failing to which the entire application monies shall be refunded forthwith, in accordance with the SEBI ICDR Regulations and other applicable laws.

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than fifty (50), failing which the entire application monies shall be refunded forthwith, in accordance with the SEBI ICDR Regulations and other applicable laws.

### **Arrangements for Disposal of Odd Lots**

The trading of the equity shares will happen in the minimum contract size of 2000 Equity shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the market maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the 2000.

### **Withdrawal of the Issue**

Our Company in consultation with the Lead Manager, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager through, the Registrar to the Issue, shall notify the SCSBs or the Sponsor Bank to unblock the bank accounts of the ASBA Bidders within one (1) working day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed. If the Issue is withdrawn after the designated Date, amounts that have been credited to the Public Issue Account shall be transferred to the Refund Account.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final ROC approval of the Draft Prospectus after it is registered with the ROC. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue, our Company shall file a fresh Draft Prospectus/ Prospectus.

### **Restrictions, if any on Transfer and Transmission of Equity Shares**

Except for lock-in of the Pre-Issue Equity Shares and Promoters' minimum contribution in the Issue as detailed in the chapter titled "**Capital Structure**" beginning on page 66 of this Draft Prospectus, and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details, please refer to the section titled "**Main Provisions of the Articles of Association**" beginning on page 266 of this Draft Prospectus.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.*

### **New Financial Instruments**

As on the date of this Draft Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoters, to acquire or receive any Equity Shares after the Issue. Further, our Company is not issuing any new financial instruments through this Issue.

### **Application by Eligible NRIs, FPIs or VCFs registered with SEBI**

Application by eligible NRIs, FPIs Registered with SEBI, VCFs, AIFs registered with SEBI and QFIs is to be understood that there is no reservation for Eligible NRIs or FPIs or QFIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs, VCFs or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

### **As per the extent Guidelines of the Government of India, OCBs cannot participate in this Issue.**

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors. The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

### **Allotment of Equity Shares Only in Dematerialized Form**

In terms of Section 29 of the Companies Act 2013, the Equity Shares shall be Allotted only in dematerialized form. As per the existing SEBI ICDR Regulations, 2018 the trading of the Equity Shares shall only be in dematerialized form for all investors.

In this context, two agreements will be signed by our Company with the respective Depositories and the Registrar to the Issue before filing this Draft Prospectus:

1. Tripartite dated January 11, 2023 among CDSL, our Company and the Registrar to the Issue; and
2. Tripartite agreement dated January 11, 2023 among NSDL, our Company and the Registrar to the Issue

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. Applicants will not have the option of getting Allotment of the Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

### **MIGRATION TO MAIN BOARD**

As per the provisions of the Chapter IX of the SEBI ICDR Regulations, our Company may migrate to the main board of BSE from the BSE SME on a later date subject to the following:

1. If the paid-up capital of the Company is likely to increase above Rs.25 crores by virtue of any further offer of capital by way of rights, preferential offer, bonus offer etc. (which has been approved by a

special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the Company has obtained in-principal approval from the main board), we shall have to apply to BSE Limited for listing our shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

2. If the paid-up capital of the Company is more than Rs.10 crores but below Rs.25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter shareholders in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

## **MARKET MAKING**

The shares offered through this issue is proposed to be listed on the SME Platform of BSE Limited, wherein the Lead Managers to this Issue shall ensure compulsory Market Making through the registered Market Makers of the [●] for a minimum period of three (3) years from the date of listing of shares offered through this Draft Prospectus. For further details of the market making arrangement please refer the chapter titled “*General Information*” beginning on page 55 of this Draft Prospectus.

### ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (1) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue Face value capital is less than or equal to Rs. 10 crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the SME platform of BSE Limited i.e. BSE SME). For further details regarding the salient features and terms of such an issue please refer to the chapters titled “*Terms of the Issue*” and “*Issue Procedure*” beginning on pages 212 and 223 respectively of this Draft Prospectus.

Fresh issue of 19,50,000 equity shares of face value of Rs. 10.00/- each for cash at a price of Rs. 51/- per equity share including a share premium of Rs. 41/- per equity share (the “issue price”) aggregating to Rs. 994.5 Lakhs. (“the issue”) by our company.

Particulars	Net Issue to Public	Market Maker Reservation Portion
<b>Number of Equity Shares</b>	18,52,000	98,000
<b>Percentage of Issue Size available for allocation</b>	94.97%	5.03%
<b>Basis of Allotment/Allocation if respective category is oversubscribed</b>	Proportionate subject to minimum allotment of 2000 Equity Shares and Further allotment in multiples of 2000 Equity Shares each.	Firm Allotment
<b>Mode of Application</b>	Retail Individual Investor may apply through UPI Payment Mechanism. All other applicants and Retail Individual Investors (whose bank do not provide UPI ID) shall apply through ASBA process only.	Through ASBA mode Only.
<b>Minimum Application Size</b>	<p><b>For Other than Retail Individual Investors:</b></p> <p>Such number of Equity Shares in multiples of 2000 Equity Shares such that the Application Value exceeds Rs. 2,00,000</p> <p><b>For Retail Individuals:</b></p> <p>Such number of equity Shares so that the Application Value does not exceed Rs. 2,00,000/-</p>	98,000 Equity Shares
<b>Maximum Bid</b>	<p><b>For Other than Retail Individual Investors:</b></p> <p>The maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations applicable.</p>	98,000 Equity Shares

Particulars	Net Issue to Public	Market Maker Reservation Portion
	<p><b>For Retail Individuals:</b></p> <p>Such number of equity Shares so that the Application Value does not exceed Rs. 2,00,000/-</p>	
<b>Mode of Allotment</b>	Compulsorily in dematerialized mode	Compulsorily in dematerialized mode
<b>Trading Lot</b>	2000 Equity Shares	2000 Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
<b>Terms of payment</b>	In case of ASBA, the entire application amount shall be blocked at the time of submission of Application Form to the SCSBs and in case of UPI as an alternate mechanism, application amount shall be blocked at the confirmation of mandate collection request by the Applicant.	

\* 50 % of the shares offered in the Net Issue to Public portion are reserved for applications whose value is below Rs. 2,00,000 and the balance 50 % of the shares are available for applications whose value is above Rs. 2,00,000.

*Note:*

- 1. In case of joint application, the Application Form should contain only the name of First Applicant whose name should also appear as the first holder of beneficiary account held in joint names. The signature of only such First Applicant would be required in the Application Form and such First Applicant would be deemed to have signed on behalf of joint holders.*
- 2. Applicants will be required to confirm and will be deemed to have represented to our Company, the LM, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares in this Issue.*
- 3. SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.*

*This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018. For further details please refer chapter titled “**Issue Procedure**” beginning on page 223 of this Draft Prospectus.*



## ISSUE PROCEDURE

All Applicants should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular SEBI/HO/CFD/DIL2/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the “General Information Document”), which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the Securities contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchange and the LM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue, especially in relation to the process for Applications by Retail Individual Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Issue; (ii) maximum and minimum Issue size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Applicants; (v) Issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the Issue; (vi) General instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint applications in cases of individual, multiple applications 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 (xiv) interest in case of delay in Allotment or refund.

SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Applications by RIIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applications with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”), Further pursuant to SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. The final reduced timeline of T+3 days be made effective using the UPI Mechanism for applications by RIIs (“UPI Phase III”), as may be prescribed by SEBI. The Issue will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to 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/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 has 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, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, are deemed to form part of this Draft Prospectus.

*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 Issue Closing Date, the Applicant shall be compensated at a uniform rate of Rs. 100 per day for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The LM 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 circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, has reduced the timelines for refund of Application money to four days.*

The revisions of the circular dated June 02, 2021 are elaborated as under: -

1. SCSB's shall continue to send SMS alerts during the actual block/debit/unblock of UPI mandate in the prescribed format, the details of total number of shares applied/allotted/non-allotted etc. shall be included in SMS for Public Issues opening on/after January 01, 2022.
2. The automated web portal shall be live and operational after due testing and mock trials with the CUG entities for Public Issues opening on or after October 01, 2021. The requisite information on this automated portal shall be updated periodically in intervals not exceeding two hours.
3. In the interim, for the Public Issues opening from the date of this circular and till the automated web portal is live and operational, the Sponsor Banks shall send the details to the e-mail address of CUG entities periodically in intervals not exceeding three hours. In case of exceptional events viz., technical issues with UPI handles/PSPs/TPAPS/SCSB's etc., the same shall be intimated immediately to the CUG entities so as to facilitate the flow of information in the Public Issue process.
4. The Stock Exchanges and Book Running Lead Managers shall facilitate providing the requisite data of CUG entities to Sponsor Bank for the development of automated web portal. Such information shall be provided to the Sponsor Bank before opening of the Public Issue.
5. The Registrar to the Issue shall provide the allotment/ revoke files to the Sponsor Bank by 8:00 PM on T+3 i.e., the day when the Basis of Allotment (BOA) has to be finalized.
6. The Sponsor Bank shall execute the online mandate revoke file for Non-Allottees/ Partial Allottees and provide pending applications for unblock, if any, to the Registrar to the Issue, not later than 5:00 PM on BOA+1.
7. Subsequent to the receipt of the pending applications for unblock from the Sponsor Bank, the Registrar to the Issue shall submit the bank-wise pending UPI applications for unblock to the SCSBs, not later than 6:30 PM on BOA+1 and ensure that the unblocking is completed on T+4.

Our Company and Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and is not liable for any amendment, modification or change in the applicable law, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that their application 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 Draft Prospectus and the Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form. Further, the Company and the LM are not liable for any adverse occurrences' consequent to the implementation of the UPI Mechanism for application in this Issue.

## **PHASED IMPLEMENTATION OF UNIFIED PAYMENTS INTERFACE**

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, 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 the ASBA) for applications by RIIs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circular proposes to introduce and implement the UPI payment 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 is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual had the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six working days.

***Phase II:***

This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further still, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount is continued till further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six working days during this phase.

***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.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI payment mechanism.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement of or 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 Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law.

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the Lead Manager.

## **FIXED PRICE ISSUE PROCEDURE**

The Issue is being made under Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 through a Fixed Price Process. Wherein a minimum 50% of the Net Issue is allocated for Retail Individual Applicants and the balance shall be offered to individual applicants other than Retail Individual Applicants and other investors including Corporate Bodies or Institutions, QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price.

Additionally, if the Retail Individual Applicants category is entitled to more than fifty per cent on proportionate basis, the Retail Individual Applicants shall be allocated that higher percentage. However, the Application by an Applicant should not exceed the investment limits prescribed under the relevant regulations/statutory guidelines.

Subject to the valid Applications being received at the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. 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 a combination of categories at the discretion of our Company in consultation with the LM and the Stock Exchange are required to submit their Applications to the Application Collecting Intermediaries i.e. SCSB or Registered Brokers of Stock Exchanges or Registrar to the Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non-Institutional Applicants and Retail Individual Applicants, the Company would have a right to reject the Applications only on technical grounds. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchange, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected.

**Investors should note that Equity Shares will be allotted to successful Applicants in dematerialized form only. The Equity Shares on Allotment shall be traded only in the dematerialize segment of the Stock Exchange, as mandated by SEBI. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN and Beneficiary Account Number/UPI ID (for RII Applicants using the UPI Mechanism), shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchanges, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. However, the Investors may get the Equity Shares rematerialized subsequent to the allotment.**

## **ELECTRONIC REGISTRATION OF APPLICATIONS**

1. The Designated Intermediary may register the Application using the online facilities of the Stock Exchange. The Designated Intermediaries can also set up facilities for off-line electronic registration of

Applications, subject to the condition that they may subsequently upload the off-line data file into the online facilities for Fixed Process on a regular basis before the closure of the Issuer.

2. On the Application/Issuer Closing Date, the Designated Intermediaries may upload the Applications till such time as may be permitted by the Stock Exchange and as disclosed in the Draft Prospectus.
3. Only Applications that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 p.m. IST on the next Working Day following the Application/Issuer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Application/Issuer Period after which the Stock Exchange send the information to the Registrar to the Issue for further processing.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI ICDR Regulations, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

#### **AVAILABILITY OF DRAFT PROSPECTUS, PROSPECTUS AND APPLICATION FORMS**

Copies of the Application Form and the Abridged Prospectus will be available at the offices of the LM, the Designated Intermediaries at Bidding Centers, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the Stock Exchange(s), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one (1) day prior to the Issue Opening Date.

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Draft Prospectus / Prospectus. All the Applicants (other than Anchor Investor and Retail Individual Investor using UPI Payment Mechanism) shall mandatorily participate in the Issue only through the ASBA process for application. ASBA applicants must provide bank account details and authorization to block funds in the relevant space provided in the Application Form and the Application Forms that do not contain such details are liable to be rejected.

Retail Individual Investors submitting their application form to any Designated Intermediaries (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 Application Form. Retail Individual Investors submitting their application form to any Designated Intermediaries (other than SCSBs) failed to mention UPI ID are liable to be rejected. Retail Individual Investors may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of the SEBI.

ASBA Applicants shall ensure that the applications are made on Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centres only (except in case of electronic Bid cum Application Forms) and the Bid cum Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form
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Resident Indians / Eligible NRIs applying on a non-repatriation basis (ASBA)	White*
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)	Blue*

\*Excluding electronic Application Form.

Notes: (1) Electronic Bid cum Application forms and the abridged prospectus were available for download on the respective websites at [www.bseindia.com](http://www.bseindia.com).

In case of ASBA Forms, Designated Intermediaries shall upload the relevant Application details in the electronic Bidding system of the Stock Exchanges. Subsequently, for ASBA Forms (other than RIIs using UPI mechanism) Designated Intermediaries (other than SCSBs) shall submit/deliver the Application Form (except the Application Form from a RIIs using the UPI mechanism) to the respective SCSBs, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank. For RIIs using UPI mechanism, the Stock Exchanges shall share the Application details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIIs for blocking of funds.

Application Forms will also be available on the website of the BSE ([www.bseindia.com](http://www.bseindia.com)). Same Application Form applies to all ASBA Applicants/ Retail Individual Investors applying through UPI mechanism, irrespective of whether they are submitted to the SCSBs, to the Registered Brokers, to Registrars to an Issue and Share Transfer Agents, Depository Participants or to the Syndicate (in Specified Cities).

For all IPOs 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, QIB and NIB and also for all modes through which the applications are processed.

Non Institutional bidding through UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form. UPI applicants bidding using the UPI Mechanism.

In case of ASBA Forms, 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 Bidding using the UPI Mechanism) 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(s). For UPI Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate a UPI Mandate Request to such UPI Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate RIBs (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank(s), 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 Bank(s) and the issuer bank. The Sponsor Bank(s) 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.

For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Issue Closing Date (“Cut-Off Time”). Accordingly, UPI Bidders should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

The Sponsor Bank(s) 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 Bank(s) 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 Bank(s) 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 Bank(s) on a continuous basis.

The Sponsor Bank(s) 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.

### **SUBMISSION AND ACCEPTANCE OF APPLICATION FORM**

Pursuant to SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 Dated November 10, 2015, an Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following Intermediaries (Collectively called “Designated Intermediaries”).

Sr No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (“broker”)
4.	A depository participant (“DP”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	Registrar to an issue and share transfer agent (“RTA”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

Designated Intermediaries shall submit Application Forms to SCSBs only

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For</b>	<b>Applications</b>	After accepting the form, SCSB shall capture and upload the relevant
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<b>submitted by investors to SCSB:</b>	details in the electronic bidding system as specified by the stock exchanges(s) and may by blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For Applications submitted by investors to intermediaries other than SCSBs without use of UPI for payment:</b>	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	After accepting the application form, respective intermediary shall capture and upload the relevant bid details, including UPI ID, in the electronic bidding system of stock exchange(s). Stock Exchange shall share bid details including the UPI ID with Sponsor Bank on a continuous basis, to enable Sponsor Bank to initiate mandate request on investors for blocking of funds. Sponsor Bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his / her mobile application, associated with UPI ID linked bank account

Stock exchange(s) shall validate the electronic bid details with depository's records for DP ID/ClientID and PAN, on a real time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Application are deemed to have authorised our Company to make the necessary changes in the Draft prospectus, without prior or subsequent notice of such changes to the Applicants.

### **WHO CAN APPLY?**

In addition to the category of Applicants set forth under General Information Document, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

1. Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows:  
—Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
3. Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;



6. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
7. FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
8. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
9. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the non-Institutional investor's category;
10. Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
11. Foreign Venture Capital Investors registered with the SEBI;
12. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
13. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
14. Insurance Companies registered with Insurance Regulatory and Development Authority, India;
15. Provident Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
16. Pension Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
17. National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
18. Insurance funds set up and managed by army, navy or air force of the Union of India;
19. Multilateral and bilateral development financial institution;
20. Eligible QFIs;
21. Insurance funds set up and managed by army, navy or air force of the Union of India;
22. Insurance funds set up and managed by the Department of Posts, India;
23. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications not to be made by:**

1. Minors (except under guardianship)

2. Partnership firms or their nominees
3. Foreign Nationals (except NRI)
4. Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.

**The Equity Shares have not been and will not be registered under the U.S Securities Act or any other applicable law of the United States and, unless so registered, 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. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S Securities Act and referred to in this Draft Prospectus as “U.S. QIBs”, for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Prospectus as “QIBs”) in transactions exempt from, or not subject to, the registration requirements of the U.S Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulations S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.**

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

#### **MAXIMUM AND MINIMUM APPLICATION SIZE**

##### ***For Retail Individual Applicants***

The Application must be for a minimum of 6000 Equity Shares and in multiples of 6000 Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed Rs. 2,00,000. In case of revision of Applications, the Retail Individual Investors have to ensure that the Application Price does not exceed Rs. 2,00,000.

##### ***For Other than Retail Individual Investors (Non-Institutional Investors and QIBs):***

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds Rs. 2,00,000 and in multiples of 6000 Equity Shares thereafter. An Application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant and Non-Institutional Investor cannot withdraw its Application after the Issue Closing Date and is required to pay 100% Bid Amount upon submission of Bid.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non-Institutional Portion.

**Applicants are advised to ensure that any single application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Prospectus.**

### **Participation by associates/affiliates of Lead Manager**

The Lead Manager shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the Lead Manager may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Category where the allotment is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the LM, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

### **Option to Subscribe to the Issue**

1. Our Company shall allot the specified securities in dematerialised form only. Investors opting for allotment in dematerialised form may get the specified securities rematerialized subsequent to allotment.
2. The equity shares, on allotment, shall be traded on stock exchange in demat segment only.
3. A single application from any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines.

### **Application By HUF**

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals.

### **Application by Mutual Funds**

As per the current regulations, the following restrictions are applicable for investments by mutual funds: Application made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made. In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one (1) scheme of the mutual fund will not be treated as multiple Applications, provided, that the Applications clearly indicate the scheme concerned for which the Application has been made.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be attached with the Application Form. Failing this, our Company reserves the right to reject their Application in whole or in part, in either case, without assigning any reason thereof.

No mutual fund scheme shall invest more than 10% of its net asset value in the equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

#### **Application by Indian Public including eligible NRIs applying on Non-Repatriation**

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and not in the names of Minors (other than minor having valid depository accounts as per demographic details provided by the depository), Foreign Nationals, Non Residents (except for those applying on non-repatriation), trusts (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a Company), Hindu Undivided Families (HUF), partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF.

Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE / FCNR accounts as well as NRO accounts.

An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public.

#### **Application by Eligible NRIs/FII's on Repatriation Basis**

Eligible NRIs may obtain copies of Application Form from the Designated Intermediaries. Eligible NRI Applicants applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Applicants applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary ("NRO") accounts for the full Application Amount, at the time of the submission of the Application Form. NRIs applying in the Issue through the UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such Application.

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour).

Pursuant to the provisions of the FEMA regulations, investments by NRIs under the Portfolio Investment Scheme ("PIS") is subject to certain limits, i.e., 10.00% of the paid-up equity share capital of the company. Such limit for NRI investment under the PIS route can be increased by passing a board resolution, followed by a special resolution by the shareholders, subject to prior intimation to the RBI. Our Company has not passed any resolution to increase this limit and hence investments by NRIs under the PIS will be subject to a limit of 10% of the paid-up equity capital of the Company.

#### **Application by FPIs**

In terms of the FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post- Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the

total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased upto the sectoral cap by way of a resolution passed by our Board followed by a special resolution passed by the shareholders of our Company and subject to prior intimation to the RBI.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital of our Company, 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 the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the FPI Regulations, an FPI, by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' nor An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. In case of Applications made by FPIs, a verified true copy of the certificate of registration issued by the designated Depository Participant under the FPI Regulations is required to be attached along with the Application form, failing which our Company reserves the right to reject the Application without assigning any reasons thereof.

#### **Application by SEBI registered VCFs, AIFs and FVCIs**

SEBI VCF Regulations and SEBI FVCI Regulations inter alia prescribe the investment restrictions on the VCFs and FVCIs registered with SEBI. Further, SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

Accordingly, the holding by any individual VCF registered with SEBI in one (1) venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds, in the aggregate, in certain specified instruments, which includes subscription to an initial public offering.

Category I and II AIFs cannot invest more than 25% of their corpus in one (1) investee company. A category III AIF cannot invest more than 10% of their investible funds in one (1) investee company. A venture capital fund registered as a category I AIF, as defined in SEBI AIF Regulations, cannot invest more than 1/3<sup>rd</sup> of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under SEBI AIF Regulations shall continue to be regulated by SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of SEBI AIF Regulations.

Further, according to SEBI ICDR Regulations, the shareholding of VCFs and category I AIFs or FVCI held in a company prior to making an initial public offering would be exempt from lock-in requirements provided that such equity shares held are locked in for a period of at least one (1) year from the date of purchase by such VCF or category I AIFs or FVCI.

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 or the LM will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency. There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.**

#### **Application by provident funds/ pension funds**

In case of Applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs. 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject their Application, without assigning any reason thereof.

#### **Application by limited liability partnerships**

In case of Applications 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 Application Form. Failing this, our Company reserves the right to reject their Application without assigning any reason thereof.

#### **Application by Banking Companies**

In case of Application 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 Application Form, failing which our Company reserves the right to reject any Application by a banking company, without assigning any reason therefor.

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 Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

#### **Application by Insurance Companies**

In case of Application made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject their Application without assigning any reason thereof.

Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time including the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 (“IRDA Investment Regulations”).

1. Equity shares of a company: the lower of 10% of the investee company’s outstanding equity shares (face value) or 10% of the respective fund in case of a life insurer/investment assets in case of a general insurer or a reinsurer;
2. The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or a reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
3. The industry sector in which the investee company operates: not more than 15% of the respective fund of a life insurer or general insurance or 15% of the investment assets, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) or (iii) above, as the case may be.

The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of Rs. 2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of Rs. 500,000 million or more but less than Rs. 2,500,000 million.

Insurer companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by the IRDA from time to time including the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (“IRDA Investment Regulations”).

### **Application by SCSBs**

SCSBs participating in the Issue are required to comply with the terms of SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.

### **Application by Systemically Important Non-Banking Financial Companies**

In case of Application made by systemically important non-banking financial companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application, without assigning any reason thereof. Systemically important non-banking financial companies participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

### **Application under Power of Attorney**

In case of Application made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, FPIs, Mutual Funds, Eligible QFIs, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts,

India or the National Investment Fund, provident funds with a minimum corpus of Rs. 2,500 Lakhs and pension funds with a minimum corpus of Rs. 2,500 Lakhs (in each case, subject to applicable law and in accordance with their respective constitutional documents), 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, as applicable must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject their Application in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

1. With respect to Applications by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form.
2. With respect to Applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Application Form.
3. With respect to Applications made by provident funds with a minimum corpus of Rs. 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form.
4. With respect to Applications 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 Application Form.
5. Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application form, subject to such terms and conditions that our Company and the Lead Manager may deem fit.

The Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

#### **Application by OCBs**

In accordance with RBI regulations, OCBs cannot participate in this Issue.

#### **ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS**

**In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.**



Lists of banks that have been notified by SEBI to act as SCSB (Self-Certified Syndicate Banks) for the ASBA Process are provided on <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

### **ASBA Process and Electronic Registration of Application**

Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant (“ASBA Account”) is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Lead Manager.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB or Registered Brokers or Registered RTA's or DPs registered with SEBI. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

**APPLICATION FORM SHALL BEAR THE STAMP OF THE SYNDICATE MEMBER/SCSBS/REGISTRAR AND SHARE TRANSFER AGENTS/DEPOSITORY PARTICIPANTS/STOCK BROKERS AND IF NOT, THE SAME SHALL BE REJECTED.**

### **Who can apply?**

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process.

### **Mode of Payment**

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

**Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, draft, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.**

After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

### **Unblocking of ASBA Account**

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

### **Terms of payment**

The entire Issue price of Rs. 51/- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants. SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs. The Applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

### **Payment Mechanism**

The Applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the bid Amount (issue price) in the bank account specified in the Application Form. The SCSB shall keep the bid Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the bid Amount. However, Non-Retail Investors shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Bid Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Bid Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Bid by the ASBA Bidder, as the case may be.

### **PROCEDURE FOR UNIFIED PAYMENT INTERFACE (UPI)**

**In accordance to the SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, to stream line the process of public issue of Equity Shares and convertibles, Phase II shall become effective from July 01, 2019, thereafter for applications by Retail Individual Investors through intermediaries, where the existing process of investor submitting application form with any intermediaries along with bank account details and movement of such application forms from intermediaries to self-certified Syndicate Banks (SCSBs) for blocking of funds, will be discontinued. For such applications only the UPI mechanism would be permissible mode.**

### **Who can apply through UPI Mode?**

Only Retail Individual Investors are allowed to use UPI for the payment in public issues. Qualified Institutional Buyers and High-Net worth Investors shall continue to apply as per the existing process.

### **Process**

**Applications through UPI in IPOs (Public Issue) can be made only through the SCSBs/mobile applications whose name appears on the SEBI website: [www.sebi.gov.in](http://www.sebi.gov.in).**

### **Blocking of Funds:**

1. Investors shall create UPI ID
2. Investors shall submit their IPO applications through intermediaries and the investors shall enter UPI ID in the application form
3. Thereafter, intermediary shall upload the bid details and UPI ID in the electronic bidding system of the Stock Exchange
4. Stock Exchange shall validate the bid details on the real time basis with depository's records and shall bring the inconsistencies to the notice of intermediaries for rectification and re-submission
5. Stock Exchange shall share the details including UPI ID with Sponsor Bank, to enable the Sponsor Bank to initiate the request for the blocking of funds
6. Thereafter the investor shall receive notification and shall confirm the request by entering valid UPI PIN and upon such acceptance of request, funds would get blocked and intimation shall be given to the investor regarding blocking of funds

### **Unblocking of funds:**

1. After the issue close day, the RTA on the basis of bidding and blocking received from stock exchange undertake a reconciliation and shall prepare Basis of Allotment.
2. Upon approval of such basis, instructions would be sent to the Sponsor Bank to initiate process for credit of funds in the public issue escrow account and unblocking of excess funds
3. Based on authorization given by the investor using UPI PIN at the time of blocking of funds, equivalent to the allotment, would be debited from investors account and excess funds, if any, would be unblocked.

**Further, RIIs would continue to have an option to modify or withdraw the bid till the closure of the issue period. For each such modification of application, RIIs shall submit a revised application and shall receive a mandate request from the Sponsor Bank to be validated as per the process indicated above. Hence, applications made through UPI ID for payment the same shall be revised by using UPI ID only.**

## **REJECTION GROUNDS UNDER UPI PAYMENT MECHANISM**

An investor making application using any of channels under UPI Payments Mechanism, shall use only his/her own bank account or only his/ her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account.

## **LIST OF BANKS PROVIDING UPI FACILITY**

An investor shall ensure that when applying in the IPO using UPI facility, the name of his Bank shall appear in the list of SCSBs as displayed on the SEBI website.

A list of SCSBs and mobile application which are live for applying in public issues using UPI mechanism is provided on the SEBI Website at the following path:

*Home >> Intermediaries/Market Infrastructure Institutions >> Recognised Intermediaries >> Self Certified Syndicate Banks eligible as Issuer Banks for UPI.*

Investors whose Bank is not live on UPI as on the date of the aforesaid circular, may use the other alternate channels available to them viz. submission of application form with SCSBs or using the facility of linked online trading, demat and bank account (Channel I or II at para 5.1 SEBI circular bearing no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018).

## **ELECTRONIC REGISTRATION OF APPLICATIONS**

1. The Designated Intermediary will register the Applications using the on-line facilities of the Stock Exchanges. There will be at least one on-line connectivity facility in each city, where a stock exchange is located in India and where Applications are being accepted. The Lead Manager, our Company and the Registrar are not responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Applications accepted by the Designated Intermediary, (ii) the Applications uploaded by the Designated Intermediary, (iii) the Applications accepted but not uploaded by the Designated Intermediary or (iv) Applications accepted and uploaded without blocking funds.
2. The Designated Intermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Applications accepted by the Designated Intermediary, (ii) the Applications uploaded by the Designated Intermediary, (iii) the Applications accepted but not uploaded by the Designated Intermediary and (iv) Applications accepted and uploaded without blocking funds. It shall be presumed that for Applications uploaded by the Designated Intermediary, the full Application Amount has been blocked.
3. In case of apparent data entry error either by the Designated Intermediary in entering the Application Form number in their respective schedules other things remaining unchanged, the Application Form may be considered as valid and such exceptions may be recorded in minutes of the meeting submitted

to Stock Exchange.

4. The Designated Intermediary will undertake modification of selected fields in the Application details already uploaded within before 1.00 p.m. of the next Working Day from the Issue Closing Date.
5. The Stock Exchanges will offer an electronic facility for registering Applications for the Issue. This facility will be available with the Designated Intermediary and their authorized agents during the Issue Period. The Designated Branches or the Agents of the Designated Intermediary can also set up facilities for off-line electronic registration of Applications subject to the condition that they will subsequently upload the off-line data file into the on-line facilities on a regular basis. On the Issue Closing Date, the Designated Intermediary shall upload the Applications till such time as may be permitted by the Stock Exchanges. This information will be available with the Lead Manager on a regular basis. Applicants are cautioned that a high inflow of high volumes on the last day of the Issue Period may lead to some Applications received on the last day not being uploaded and such Applications will not be considered for allocation.
6. At the time of registering each Application submitted by an Applicant, Designated Intermediary shall enter the following details of the investor in the on-line system, as applicable:
  1. Name of the Applicant;
  2. IPO Name;
  3. Application Form number;
  4. Investor Category;
  5. PAN (of First Applicant, if more than one Applicant);
  6. DP ID of the demat account of the Applicant;
  7. Client Identification Number of the demat account of the Applicant;
  8. UPI ID (RIIs applying through UPI Mechanism)
  9. Numbers of Equity Shares Applied for;
  10. Location of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  11. Bank account number
  12. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic Application Form number which shall be system generated.
13. The Designated intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively. The registration of the Application by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.

14. Such acknowledgement will be non-negotiable and by itself will not create any obligation of any kind.
15. In case of QIB Applicants, the Lead Manager has the right to accept the Application or reject it. However, the rejection should be made at the time of receiving the Application and only after assigning a reason for such rejection in writing. In case on Non-Institutional Applicants and Retail Individual Applicants, Applications would be rejected on the technical grounds.
16. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
17. Only Applications that are uploaded on the online IPO system of the Stock Exchanges shall be considered for allocation/Allotment. The Designated Intermediary will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the PAN, DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar will receive this data from the Stock Exchanges and will validate the electronic Application details with depository's records. In case no corresponding record is available with depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such Applications are liable to be rejected.

#### **WITHDRAWAL OF APPLICATIONS**

RIIs can withdraw their applications until Issue Closing Date. In case a RII wishes to withdraw the applications during the Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB or Sponsor Bank in the ASBA Account.

The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

#### **SIGNING OF UNDERWRITING AGREEMENT**

The issue is 100% Underwritten. For further details please refer to the Chapter titled "**General Information**" on page 55 of this Draft Prospectus.

#### **FILING OF THE PROSPECTUS**

For filing details, please refer to the Chapter titled "**General Information**" beginning on page 55 of this Draft Prospectus.

#### **PRE-ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act, 2013, the Company shall, after filing the Draft Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language

national daily newspaper and one regional newspaper with wide circulation where registered office of the Company is situated.

### **PRICE DISCOVERY AND ALLOCATION OF EQUITY SHARES**

1. The Issue is being made through the Fixed Price Process where in up to Equity Shares shall be reserved for Market Maker. Equity shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid Application being received from Retail Individual Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on proportionate basis to Non-Retail Applicants.
2. Under- subscription if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Stock Exchange.
3. Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
4. In terms of SEBI Regulations, Non-Retail Investors shall not be allowed to either withdraw or lower the size of their applications at any stage.
5. Allotment status details shall be available on the website of the Registrar to the Issue.

### **ISSUANCE OF ALLOTMENT ADVICE**

Upon approval of the Basis of Allotment by the Designated stock exchange, the Registrar shall upload on its website. On the basis of approved basis of allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue. Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been allotted Equity Shares in the Issue.

1. The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.
2. Issuer will ensure that: (i) the allotment of the equity shares; and (ii) initiate corporate action for credit of shares to the successful applicant's Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.
3. The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

### **ISSUANCE OF CONFIRMATION ALLOCATION NOTE ("CAN")**

1. A physical book is prepared by the Registrar on the basis of the Application Forms received from Investors. Based on the physical book and at the discretion of the Company in consultation with the LM, selected Investors will be sent a CAN and if required, a revised CAN.
2. In the event that the Issue Price is higher than the Investor Allocation Price: Investors will be sent a revised CAN within 1 (one) day of the Pricing Date indicating the number of Equity Shares allocated to such Investor and the pay-in date for payment of the balance amount. Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Investors.
3. In the event the Issue Price is lower than the Investor Allocation Price: Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

### **DESIGNATED DATE**

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

### **GENERAL INSTRUCTIONS**

Applicants are requested to note the additional instructions provided below.

#### **Do's:**

1. Check if you are eligible to apply as per the terms of the Draft Prospectus and under applicable law, rules, regulations, guidelines and approvals; All Applicants should submit their bids through the ASBA process only;
2. Read all the instructions carefully and complete the Application Form;
3. Ensure that the details about the PAN, UPI ID (if applicable), DP ID and Client ID are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
4. Ensure that your Application Form, bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Collection Centre within the prescribed time, except in case of electronic for Retail Individual Investors using UPI mechanism, may submit their ASBA forms with Designated Intermediary and ensure that it contains the stamp of such Designated Intermediary;
5. Ensure that the signature of the First Applicant in case of joint Applications, is included in the Application Forms;
6. If the first applicant is not the ASBA account holder (or the UPI- linked bank account holder as the case may be), ensure that the Application Form is signed by the ASBA account holder (or the UPI-linked bank account holder as the case may be). Ensure that you have mentioned the correct bank account number and UPI ID in the Application Form;
7. All Applicants (other than Anchor Investors and RII using UPI Mechanism) should apply through the ASBA process only. RII not using UPI mechanism, should submit their application form directly with SCSB's and not with any designated intermediary.



8. With respect to Applications by SCSBs, ensure that you have a separate account in your own name with any other SCSB having clear demarcated funds for applying under the ASBA process and that such separate account (with any other SCSB) is used as the ASBA Account with respect to your Application;
9. Ensure that you request for and receive a stamped acknowledgement of your Application;
10. Ensure that you have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;
11. Instruct your respective banks to not release the funds blocked in the ASBA Account under the ASBA process. Retail Individual Investors using the UPI Mechanism, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment, in a timely manner.
12. Submit revised Applications to the same Designated Intermediary, as applicable, through whom the original Application was placed and obtain a revised TRS;
13. Except for Applications (i) on behalf of the central or state governments and the officials appointed by the courts, who, in terms of SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market and (ii) Applications by persons resident in the state of Sikkim, who, in terms of SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants 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 Applicants residing in the state of Sikkim is subject to (a) the demographic details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the demographic details evidencing the same. All other applications in which PAN is not mentioned will be rejected.
14. Ensure that the Demographic Details are updated, true and correct in all respects;
15. 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;
16. Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint application, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names;
17. Ensure that the category and sub-category under which the Application is being submitted is clearly specified in the Application Form;
18. Ensure that in case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
19. If you are resident outside India, ensure that Applications by you are in compliance with applicable foreign and Indian laws;

20. Since the allotment will be in dematerialised form only, Applicants should note that in case the DP ID, the Client ID, UPI ID (where applicable) and the PAN mentioned in the Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, match with the DP ID, Client ID (where applicable) and PAN available in the Depository database otherwise liable to be rejected; Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
21. Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Draft Prospectus;
22. Ensure that you have correctly signed the authorization /undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;
23. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than Retail Individual Investors Bidding using the UPI Mechanism) in the Bid cum Application Form and such ASBA account belongs to you and no one else. Further, Retail Individual Investors using the UPI Mechanism must also mention their UPI ID and shall use only his/her own bank account which is linked to his/her UPI ID;
24. Retail Individual Investors Bidding using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;
25. Retail Individual Investors Bidding using the UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. Retail Individual Investors shall ensure that the name of the app and the UPI handle which is used for making the application appears on the list displayed on the SEBI website. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;
26. Applicants, other than Retail Individual Investors using the UPI Mechanism, shall ensure that they have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the Application Form to the relevant Designated Intermediaries;
27. Ensure that the depository account is active, the correct DP ID, Client ID and the PAN are mentioned in their Application Form and that the name of the Applicant, the DP ID, Client ID and the PAN entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID and PAN available in the Depository database;
28. In case of ASBA Applicants (other than Retail Individual Investors 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>);

29. Once the Sponsor Bank Issues the UPI Mandate Request, the Retail Individual Investors would be required to proceed to authorise the blocking of funds by confirming or accepting the UPI Mandate Request;
30. Ensure that you have correctly signed the authorisation/undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;
31. Retail Individual Investors who wish to revise their applications using the UPI Mechanism, should submit the revised Application with the Designated Intermediaries, pursuant to which Retail Individual Investors should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Application Amount in the Retail Individual Investors ASBA Account.
32. Retail Individual Investors using the UPI Mechanism shall ensure that details of the Application are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a Retail Individual Investor shall be deemed to have verified the attachment containing the application details of the Retail Individual Investor in the UPI Mandate Request and have agreed to block the entire Application Amount and authorized the Sponsor Bank to block the Application Amount specified in the Application Form;
33. Retail Individual Investors applied using the UPI Mechanism should mention valid UPI ID of only the applicant (in case of single account) and of the first applicant (in case of joint account) in the Application Form;
34. Retail Individual Investors using the UPI Mechanism who have revised their applications subsequent to making the initial Application should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Application Amount and subsequent debit of funds in case of Allotment in a timely manner;
35. Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Draft Prospectus;
36. Ensure that ASBA bidders shall ensure that bids above ₹500,000, are uploaded only by the SCSBs;
37. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form;
38. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press release dated June 25, 2021.

**Don'ts:**

1. Do not apply for lower than the minimum Application size;
2. Do not apply at a Price different from the Price mentioned herein or in the Application Form;
3. Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest or any mode other than blocked amounts in the bank account maintained with SCSB;

4. Do not apply by another Application Form after submission of Application to the Designated Intermediary.
5. Do not submit the Application Forms with the Banker(s) to the Issue (assuming that such bank is not a SCSB), our Company, the LM or the Registrar to the Issue (assuming that the Registrar to the Issue is not one of the RTAs) or any non-SCSB bank;
6. Do not apply on an Application Form that does not have the stamp of the Designated Intermediary;
7. Do not submit the Application Forms to any non-SCSB bank or our Company;
8. Do not apply on a physical Application Form that does not have the stamp of the relevant Designated Intermediary;
9. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
10. If you are a Retail Individual Investor and are using UPI Mechanism, do not submit more than one Application Form for each UPI ID;
11. Do not submit the Application Forms to any Designated Intermediary that is not authorised to collect the relevant Application Forms or to our Company;
12. If you are a Retail Individual Applicant, do not apply for an exceeding Rs. 200,000;
13. Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue 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 the Draft Prospectus;
14. Do not submit the General Index Register number instead of the PAN;
15. As an ASBA Applicant, do not submit the Application without ensuring that funds equivalent to the entire Application Amount are available to be blocked in the relevant ASBA Account and as in the case of Retail Individual Investors using the UPI Mechanism shall ensure that funds equivalent to the entire application amount are available in the UPI linked bank account where funds for making the bids are available.
16. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
17. If you are a Retail Individual Investor and are using UPI Mechanism, do not make the ASBA application using third party bank account or using third party linked bank account UPI ID;
18. Do not submit Applications on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant;
19. If you are a QIB, do not submit your Application after 3.00 pm on the Issue Closing Date for QIBs;
20. If you are a Non-Institutional Applicant or Retail Individual Applicant, do not submit your Application after 3.00 pm on the Issue Closing Date;

21. Do not submit an Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
22. Do not submit an Application 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 Depositories);
23. Do not withdraw your application or lower the size of your application (in terms of quantity of the Equity Shares or the Application Amount) at any stage, if you are a QIB or a Non-Institutional Investor. Retail Individual Investors can revise their applications during the Issue Period and withdraw their Applicants on or before the Issue Closing Date;
24. Do not apply for shares more than specified by respective Stock Exchanges for each category;
25. 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 Applications submitted by Retail Individual Investor using the UPI mechanism;
26. If you are a QIB or a Non-Institutional Applicant, do not withdraw your Application or lower the size of your Application (in terms of quantity of the Equity Shares or the Application Amount) at any stage;
27. Do not apply if you are an OCB.
28. Do not submit incorrect UPI ID details, if you are a Retail Individual Investors applying through UPI Mechanism;
29. Do not submit ASBA Forms at a location other than the Specified Locations or to the brokers other than the Registered Brokers at a location other than the Broker Centres; and
30. Do not submit ASBA Forms to a Designated Intermediary at a Collection Centre unless the SCSB where the ASBA Account is maintained, as specified in the ASBA Form, has named at least one (1) branch in the relevant Collection Centre, 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>). The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.
31. Do not submit a Bid cum Application Form with third party UPI ID or using a third-party bank account (in case of Bids submitted by Retail Individual Investors using the UPI Mechanism)

**The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.**

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 in accordance with applicable law. 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, as amended pursuant to 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, in case of delays in resolving investor grievances in relation to blocking / unblocking of funds.

#### **Instructions for completing the Application Form**

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form submitted. Application form submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application forms submitted by Applicants whose beneficiary account is inactive shall be rejected. SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit application forms in public issues using the stock broker (“broker”) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of Stock Exchange.

### **Applicant’s Depository Account and Bank Details**

**Please note that, providing bank account details in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be rejected.**

Applicants should note that on the basis of name of the Applicants, Depository Participant’s name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicant’s bank account details, MICR code and occupation (hereinafter referred to as ‘Demographic Details’). These Bank Account details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants’ sole risk and neither the Lead Manager nor the Registrar to the Issue or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue. By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

### **Payment by Stock Invest**

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003 04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

## **OTHER INSTRUCTIONS**

### **JOINT APPLICATIONS IN THE CASE OF INDIVIDUALS**

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

## **MULTIPLE APPLICATIONS**

An Applicant should submit only one Application (and not more than one). Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same. In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

1. All applications are electronically strung on first name, address (1<sup>st</sup> line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications.
2. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
3. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made. In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of know your client norms by the depositories. The Company reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple Applications and are liable to be rejected. The Company, in consultation with the Lead Manager reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple Applications is given below:

1. All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII subaccounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
2. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

## **PERMANENT ACCOUNT NUMBER (“PAN”)**

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (PAN) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. Applications without the PAN will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

**Our Company/ Registrar to the Issue, Lead Manager can, however, accept the Application(s) which PAN is wrongly entered into by ASBA SCSB’s in the ASBA system, without any fault on the part of Applicant.**

## **RIGHT TO REJECT APPLICATIONS**

In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds. It should be noted that RIIs using third party bank account for the payment in the public issue using UPI facility or using third party UPI ID linked bank account are liable to be rejected.

## **GROUND FOR TECHNICAL REJECTIONS**

Applicants are requested to note that Application may be rejected on the following additional technical grounds.

1. Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
2. In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
3. Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
4. PAN not mentioned in the Application Form;
5. GIR number furnished instead of PAN;
6. Applications for lower number of Equity Shares than specified for that category of investors;
7. Applications at a price other than the Fixed Price of the Issue;
8. Applications for number of Equity Shares which are not in multiples as stated in the chapter titled “Issue Structure”;
9. Category not ticked;
10. Multiple Applications as defined in the Draft Prospectus;
11. In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;



12. Applications accompanied by Stock invest/ money order/ postal order/ cash;
13. Signature of the First Applicant or sole Applicant is missing;
14. Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
15. In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
16. Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
17. Applications by OCBs;
18. Applications by US persons other than in reliance on Regulations or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
19. Bids submitted without instruction to the SCSBs to block the entire Bid Amount
20. Applications not duly signed;
21. Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
22. Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
23. Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
24. Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
25. Applications or revisions thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 3.00 pm on the Issue Closing Date;
26. Applications not containing the details of Bank Account and/or Depositories Account.
27. Applications under the UPI Mechanism submitted by Retail Individual Investors using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
28. Application submitted by Retail Individual Investors using the UPI Mechanism through an SCSB and/or using a Mobile App or UPI handle, not listed on the website of SEBI;
29. Applications submitted on a plain paper.
30. Applications by person for whom PAN details have not been verified and whose beneficiary accounts are 'suspended for credit' in terms of SEBI circular (reference number: CIR/MRD/DP/ 22 /2010) dated

July 29, 2010;

31. Applications by person for whom PAN details have not been verified and whose beneficiary accounts are 'suspended for credit' in terms of SEBI circular (reference number: CIR/MRD/DP/ 22 /2010) dated July 29, 2010;
32. Bids submitted by UPI Application using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
33. Applicants which do not contain details of the Application Amount and the bank account details in the ASBA Form;
34. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank(s))
35. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Banks
36. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date where the Bid Amount is in excess of ₹ 500,000, and Bids by UPI Bidders uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchanges where the Bid Amount is up to ₹ 500,000

#### **EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL AND CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent.

1. A tripartite agreement dated January 11, 2023 with NSDL, our Company and Registrar to the Issue;
2. A tripartite agreement dated January 11, 2023 with CDSL, our Company and Registrar to the Issue;

The Company's shares bear an ISIN No: INE00H401016An applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.

1. The applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's Identification number) appearing in the Application Form or Revision Form.
2. Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).
3. Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
4. If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.

5. The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis-à-vis those with their Depository Participant.
6. It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
7. The trading of the Equity Shares of our Company would be only in dematerialized form.

## COMMUNICATIONS

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and a copy of the acknowledgement slip.

**Investors can contact the Company Secretary and Compliance Officer or the Registrar to the Issue in case of any Pre-Issue or Post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.**

<p><b>FEDEX SECURITIES PRIVATE LIMITED</b>            B7, 3rd Floor, Jay Chambers, Dayaldas Road, Vile Parle (East), Mumbai - 400 057, Maharashtra, India.  <b>Tel No:</b> +91 81049 85249  <b>Fax No.:</b> 022 2618 6966  <b>E-mail:</b> mb@fedsec.in  <b>Website:</b> <a href="http://www.fedsec.in">www.fedsec.in</a>  <b>Contact Person:</b> Saipan Sanghvi  <b>SEBI Registration Number:</b> INM000010163  <b>Investor Grievance E-mail:</b> <a href="mailto:mb@fedsec.in">mb@fedsec.in</a></p>	<p><b>BIGSHARE SERVICES PRIVATE LIMITED</b>            Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400 093, Maharashtra, India  <b>Tel No:</b> 022 – 6263 8200  <b>Fax No:</b> +91-022-62638299  <b>E-mail Id:</b> <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a>  <b>Website:</b> <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>  <b>Contact Person:</b> Mr. Swapnil Kate  <b>SEBI Registration No:</b> INR000001385  <b>Investor Grievance Email:</b> <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a></p>
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## Disposal of Applications

With respect to Investors, our Company shall ensure dispatch of Allotment Advice, refund orders (except for applicants who receive refunds through electronic transfer of funds) and give benefit to the beneficiary account of Depository Participants of the Applicants and submit the documents pertaining to the Allocation to the Stock Exchange(s) on the Investor Bidding Date. In case of Applicants who receive refunds through NECS, NEFT, direct credit or RTGS, the refund instructions will be given to the clearing system within 6 Working Days from the Bid/Issue Closing Date.

## IMPERSONATION

Attention of the Applicant 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:

1. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
2. 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 shall be liable for action under Section 447”.

Section 447 of Companies Act, 2013 deals with ‘Fraud’ and prescribed a punishment of “imprisonment for a term which shall not be less than 6 (six) months but which may extend to 10 (ten) years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to 3 (three) times the amount involved in the fraud”.

### **NAMES OF ENTITIES RESPONSIBLE FOR FINALISING THE BASIS OF ALLOTMENT IN A FAIR AND PROPER MANNER**

The authorised employees of the Stock Exchange, along with the Lead Manager and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

### **BASIS OF ALLOTMENT**

Allotment will be made in consultation with the Stock Exchange. In the event of over subscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than **2000** equity shares the allotment will be made as follows:
  1. Each successful applicant shall be allotted 2000 equity shares; and
  2. The successful applicants out of the total applicants for that category shall be determined by the draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
3. If the proportionate allotment to an applicant works out to a number that is not a multiple of 2000 equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 2000 equity shares subject to a minimum allotment of 2000 equity shares.
4. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful

applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the lower nearest multiple of 2000 equity shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this Draft Prospectus.

5. Since present issue is a fixed price issue, the allocation in the net Issue to the public category in terms of Regulation 253 of the SEBI (ICDR) Regulations, 2018 shall be made as follows:
  1. A minimum of 50% of the net Issue of shares to the Public shall initially be made available for allotment to retail individual investors as the case may be.
  2. The balance net Issue of shares to the public shall be made available for allotment to a) individual applicants other than retails individual investors and b) other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
  3. The unsubscribed portion of the net to any one of the categories specified in (a) or (b) shall/may be made available for allocation to applicants in the other category, if so required.

If the retail individual investor is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.

Please note that the Allotment to each Retail Individual Investor shall not be less than the minimum application lot, subject to availability of Equity Shares in the Retail portion. The remaining available Equity Shares, if any in Retail portion shall be allotted on a proportionate basis to Retail individual Investor in the manner in this para titled "***Basis of Allotment***" of this Draft Prospectus.

'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000/- Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with the Stock Exchange.

#### **BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION**

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size as specified shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange.

The Executive Director/Managing Director of the Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

**As per the RBI regulations, OCBs are not permitted to participate in the Issue.**

**There is no reservation for Non-Residents, NRIs, FPIs and foreign venture capital funds and all Non-Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.**

#### **AT PAR FACILITY**

Letters of Allotment or refund orders or instructions to Self-Certified Syndicate Banks in Application Supported by Blocked Amount process. The issuer shall ensure that “at par” facility is provided for encashment of refund orders for applications other than Application Supported by Blocked Amount process.

## **GROUND FOR REFUND**

### *Non-Receipt of Listing Permission*

An Issuer makes an Application to the Stock Exchange for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchange from where such permission is sought are disclosed in this Draft Prospectus. The designated Stock Exchange may be as disclosed in the Draft Prospectus with which the Basis of Allotment may be finalised.

If the permission to deal in and official quotation of the Equity Shares are not granted by Stock Exchange, the Issuer may forthwith repay, without interest, all money received from the Applicants in pursuance of this Draft Prospectus.

In the event that the listing of the Equity Shares does not occur in the manner described in this Draft Prospectus, the Lead Manager and Registrar to the Issue shall intimate Public Issue bank / Bankers to the Issue and Public Issue Bank/Bankers to the Issue shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Manager and the Registrar for further payment to the beneficiary Applicants.

If such money is not repaid within Four days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, and as disclosed in this Draft Prospectus.

### *Minimum Subscription*

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per section 39 of the Companies Act, 2013, if the "Stated Minimum Amount" has not been subscribed and the sum payable on application money has to be returned within such period of 30 days from the date of the Draft Prospectus, the application money has to be returned within such period as may be prescribed. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of underwriters within Sixty Days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer become liable to pay the amount, the Issuer shall pay interest prescribed under section 73 of the Companies Act, 1956 (or the Company shall follow any other substitutional or additional provisions as has been or may be notified under the Companies Act, 2013).

### *Minimum Number of Allottees*

The Issuer may ensure that the number of Allottees to whom Equity Shares may be allotted may not be less than fifty (50), failing which the entire application monies may be refunded forthwith.

## **MODE OF REFUNDS**

1. In case of ASBA Bids: Within Four (4) Working Days of the Bid / Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on

unsuccessful Bid, for any excess amount blocked on Application, for any ASBA Bids withdrawn, rejected or unsuccessful or in the event of withdrawal or failure of the Offer.

2. In the case of Applicant from Eligible NRIs and FPIs, refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/ or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Company may not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.
3. In case of Investors: Within Four (4) Working Days of the Bid/Issue Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Investors. In case of Investors, the Registrar to the Issue may obtain from the depositories, the Bidders' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Investors in their Investor Application Forms for refunds. Accordingly, Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Investors' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Banks, may be liable to compensate the Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay.

#### **MODE OF MAKING REFUNDS FOR APPLICANTS OTHER THAN ASBA APPLICANTS**

The payment of refund, if any, may be done through various modes as mentioned below:

1. **NECS** - Payment of refund may be done through NECS for Applicants having an account at any of the centers specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the Bidder as obtained from the Depository;
2. **NEFT** - Payment of refund may be undertaken through NEFT wherever the branch of the Applicants' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Applicants through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;
3. **Direct Credit** - Applicants having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;
4. **RTGS** - Applicants having a bank account at any of the centres notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS. The IFSC code shall be obtained from the demographic details. Investors should note that on the basis of PAN of the bidder, DP ID and beneficiary account number provided by them in the Bid cum Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicant's account details, IFSC code, MICR code and occupation (hereinafter referred to as "Demographic Details"). The bank account details for would be used giving refunds. Hence, Applicants are advised to immediately update their bank account details as appearing on the

records of the Depository Participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at their sole risk and neither the BRLM or the Registrar to the Issue or the Escrow Collection Banks nor the Company shall have any responsibility and undertake any liability for the same; and

5. Please note that refunds, on account of our Company not receiving the minimum subscription of 100% of the Issue, shall be credited only to the bank account from which the Applicant Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers etc. Applicants may refer to this Draft Prospectus.

### **INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND**

The issuer shall allot securities offered to the public shall be made within the period prescribed by the Board. The issuer shall also pay interest at the rate of fifteen per cent. per annum (15% p.a.) if the allotment letters or refund orders have not been despatched to the applicants or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner within eight days from the date of the closure of the issue. However, applications received after the closure of issue in fulfilment of underwriting obligations to meet the minimum subscription requirement, shall not be entitled for the said interest.

### **COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING**

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchange are taken within 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instruction for credit of Equity Shares to the beneficiary account with DPs, and dispatch the allotment Advise within 4 Working Days of the Issue Closing Date.

### **UNDERTAKING BY OUR COMPANY**

Our Company undertakes the following:

1. That the complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (Six) working days of closure of the Issue;
3. That funds required for making refunds / unblocking to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by us;
4. That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the specified period of closure of the issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
5. That no further issue of Equity Shares shall be made till the Equity Shares offered through this Draft Prospectus are listed or until the Application monies are refunded on account of non-listing, under subscription etc.



6. That adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of Allotment; and
7. That if our Company does not proceed with the Issue after the Issue Closing Date, the reason thereof shall be given as a public notice which will be issued by our Company within two (2) days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. Stock Exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
8. That if our Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh Draft Prospectus with Stock Exchange/ RoC / SEBI, in the event our Company subsequently decides to proceed with the Issue;

### **Utilization of Issue Proceeds**

Our Board certifies that:

1. All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act; 2013
2. Details of all monies utilized out of the Issue shall be disclosed and continue to be disclosed till any part of the issue proceeds remains unutilized under an appropriate separate head in the Company's balance sheet indicating the purpose for which such monies have been utilized;
3. Details of all unutilized monies out of the Issue, if any shall be disclosed under an appropriate 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 Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment (“FDI”) through press notes and press releases. The DPIIT, issued the Consolidated FDI Policy Circular of 2020 (“FDI Policy”), which, with effect from October 15, 2020, subsumes and supersedes all press notes, press releases, clarifications, circulars issued by the DPIIT, which were in force as on October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that: (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investment in this Issue shall be on the basis of the FEMA Rules. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government, as prescribed in the 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. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India.

As per the FDI policy, FDI in companies engaged in the wholesale trading sector, which is the sector in which our Company operates, is permitted up to 100% of the paid-up share capital of such company under the automatic route.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue. For further details, see “*Issue Procedure*” on page 223 of this Draft Prospectus. Each Investor should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Investor shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Issue/Period.

**The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be**

**offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the Securities Act and referred to in this Draft Prospectus as “U.S. QIBs”) in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.**

**For the avoidance of doubt, the term “U.S. QIBs” does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Prospectus as “QIBs”.**

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Issue may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

The above information is given for the benefit of the Investors. Our Company, and the LMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Investors are advised to make their independent investigations, seek independent legal advice about its ability to participate in the Issue and ensure that the number of Equity Shares Issue for do not exceed the applicable limits under laws or regulations.

**SECTION IX – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION  
THE COMPANIES ACT, 2013 COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION OF  
KK SHAH HOSPITALS LIMITED  
(Incorporated under the Companies Act, 2013)**

Sr. No.	Particulars	
1.	No regulation contained in Table “F” in the First Schedule to Companies Act, 2013 shall apply to this Company but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.	<b>Table F Not Applicable.</b>
	<b>Interpretation Clause</b>	
2.	In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:	
	(a) "The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force.	<b>Act</b>
	(b) “These Articles" means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution.	<b>Articles</b>
	(c) “Auditors" means and includes those persons appointed as such for the time being of the Company.	<b>Auditors</b>
	(d) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.	<b>Capital</b>
	(e) “The Company” shall mean KK SHAH HOSPITALS LIMITED	

	(f) "Executor" or "Administrator" means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.	<b>Executor or Administrator</b>
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# Amended vide Special Resolution passed at Extra Ordinary General Meeting of Members of the Company dated September 30, 2022

	(g) "Legal Representative" means a person who in law represents the estate of a deceased Member.	<b>Legal Representative</b>
	(h) Words importing the masculine gender also include the feminine gender.	<b>Gender</b>
	(i) "In Writing" and "Written" includes printing lithography and other modes of representing or reproducing words in a visible form.	<b>In Writing and Written</b>
	(j) The marginal notes hereto shall not affect the construction thereof.	<b>Marginal notes</b>
	(k) "Meeting" or "General Meeting" means a meeting of members.	<b>Meeting or General Meeting</b>
	(l) "Month" means a calendar month.	<b>Month</b>
	(m) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.	<b>Annual General Meeting</b>
	(n) "Extra-Ordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.	<b>Extra-Ordinary General Meeting</b>
	(o) "National Holiday" means and includes a day declared as National Holiday by the Central Government.	<b>National Holiday</b>
	(p) "Non-retiring Directors" means a director not subject to retirement by rotation.	<b>Non-retiring Directors</b>
	(q) "Office" means the registered Office for the time being of the Company.	<b>Office</b>
	(r) "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by Section 114 of the Act.	<b>Ordinary and Special Resolution</b>

	(s) "Person" shall be deemed to include corporations and firms as well as individuals.	<b>Person</b>
	(t) "Proxy" means an instrument whereby any person is authorized to vote for a member at General Meeting or Poll and includes attorney duly constituted under the power of attorney.	<b>Proxy</b>
	(u) "The Register of Members" means the Register of Members to be kept pursuant to Section 88(1) (a) of the Act.	<b>Register of Members</b>
	(v) "Seal" means the common seal for the time being of the Company.	<b>Seal</b>
	(w) "Special Resolution" shall have the meanings assigned to it by Section 114 of the Act.	<b>Special Resolution</b>
	(x) Words importing the Singular number include where the context admits or requires the plural number and vice versa.	<b>Singular number</b>
	(y) "The Statutes" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company.	<b>Statutes</b>
	(z) "These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.	<b>These presents</b>
	(aa) "Variation" shall include abrogation; and "vary" shall include abrogate.	<b>Variation</b>
	(bb) "Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.	<b>Year and Financial Year</b>
	Save as aforesaid any words and expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modifications thereof for the time being in force.	<b>Expressions in the Act to bear the same meaning in Articles</b>
	<b>CAPITAL</b>	
<b>3.</b>	(a) The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time.	<b>Authorized Capital.</b>
	(b) The minimum paid up Share capital of the Company shall be Rs. 1,00,000/- or such other higher sum as may be prescribed in the Act from time to time.	
<b>4.</b>	The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The	<b>Increase of capital by the Company how carried into effect</b>

	<p>new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Act.</p>	
5.	<p>Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.</p>	<p><b>New Capital same as existing capital</b></p>
6.	<p>The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.</p>	<p><b>Non Voting Shares</b></p>
7.	<p>Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.</p>	<p><b>Redeemable Preference Shares</b></p>
8.	<p>The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.</p>	<p><b>Voting rights of preference shares</b></p>
9.	<p>On the issue of redeemable preference shares under the provisions of Article 7 hereof, the</p>	

	<p>following provisions-shall take effect:</p> <p>(a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption;</p> <p>(b) No such Shares shall be redeemed unless they are fully paid;</p> <p>(c) Subject to section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed;</p> <p>(d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and</p> <p>(e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital</p>	
<p><b>10.</b></p>	<p>The Company may (subject to the provisions of sections 52, 55, 56, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce</p> <p>(a) the share capital;</p> <p>(b) any capital redemption reserve account; or</p> <p>(c) any security premium account</p> <p>In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were</p>	<p><b>Reduction of capital</b></p>



	omitted.	
<b>11.</b>	Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.	<b>Debentures</b>
<b>12.</b>	The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.	<b>Issue of Sweat Equity Shares</b>
<b>13.</b>	The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.	<b>ESOP</b>
<b>14.</b>	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.	<b>Buy Back of shares</b>
<b>15.</b>	Subject to the provisions of Section 61of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or	<b>Consolidation, Sub-Division And Cancellation</b>

	agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.	
<b>16.</b>	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.	<b>Issue of Depository Receipts</b>
<b>17.</b>	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder.	<b>Issue of Securities</b>
	<b>MODIFICATION OF CLASS RIGHTS</b>	
<b>18.</b>	<p>(a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a 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 to every such separate class of meeting.</p> <p>Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.</p>	<b>Modification of rights</b>
	(b) The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further	<b>New Issue of Shares not to affect rights attached to existing shares of that class.</b>

	shares ranking pari passu therewith.	
<b>19.</b>	Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the company in the 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 Directors think fit, and may issue and allot shares in the capital of the company 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 and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.	<b>Shares at the disposal of the Directors.</b>
<b>20.</b>	The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.	<b>Power to issue shares on preferential basis.</b>
<b>21.</b>	The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be subdivided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.	<b>Shares should be Numbered progressively and no share to be subdivided.</b>
<b>22.</b>	An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.	<b>Acceptance of Shares.</b>
<b>23.</b>	Subject to the provisions of the Act and these Articles, the Directors may allot and issue	<b>Directors may allot shares as full paid-up</b>

	shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.	
<b>24.</b>	The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.	<b>Deposit and call etc.to be a debt payable immediately.</b>
<b>25.</b>	Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.	<b>Liability of Members.</b>
<b>26.</b>	Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.	<b>Registration of Shares.</b>
	<b>RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT</b>	
<b>27.</b>	The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections 39 of the Act	
	<b>CERTIFICATES</b>	
<b>28.</b>	(a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several	<b>Share Certificates.</b>

certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, 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 of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.

(b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled,

	<p>but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act.</p> <p>(c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.</p>	
29.	<p>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, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem 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 the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- 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 no further space on the back thereof for endorsement of transfer.</p> <p>Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf.</p> <p>The provisions of this Article shall mutatis mutandis apply to debentures of the Company.</p>	<b>Issue of new certificates in place of those defaced, lost or destroyed.</b>
30.	<p>(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except</p>	<b>The first named joint holder deemed Sole holder.</b>

	voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.	
	(b) The Company shall not be bound to register more than three persons as the joint holders of any share.	<b>Maximum number of joint holders.</b>
<b>31.</b>	Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.	<b>Company not bound to recognise any interest in share other than that of registered holders.</b>
<b>32.</b>	If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.	<b>Installment on shares to be duly paid.</b>
	<b>UNDERWRITING AND BROKERAGE</b>	
<b>33.</b>	Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.	<b>Commission</b>

34.	The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.	<b>Brokerage</b>
<b>CALLS</b>		
35.	<p>(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board.</p> <p>(2) A call may be revoked or postponed at the discretion of the Board.</p> <p>(3) A call may be made payable by installments.</p>	<b>Directors may make calls</b>
36.	Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.	<b>Notice of Calls</b>
37.	A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.	<b>Calls to date from resolution.</b>
38.	Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.	<b>Calls on uniform basis.</b>
39.	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and	<b>Directors may extend time.</b>



	favour.	
<b>40.</b>	If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 21% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.	<b>Calls to carry interest.</b>
<b>41.</b>	If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.	<b>Sums deemed to be calls.</b>
<b>42.</b>	On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, if shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.	<b>Proof on trial of suit for money due on shares.</b>
<b>43.</b>	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in	<b>Judgment, decree, partial payment motto proceed for</b>

	<p>respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.</p>	<p><b>forfeiture.</b></p>
<p><b>44.</b></p>	<p>(a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits.</p> <p>(b) No Member paying any such sum in advance shall be entitled to 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 this Article shall mutatis mutandis apply to calls on debentures issued by the Company.</p>	<p><b>Payments in Anticipation of calls may carry interest</b></p>
	<p style="text-align: center;"><b>LIEN</b></p>	
<p><b>45.</b></p>	<p>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) 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. And such lien shall</p>	<p><b>Company to have Lien on shares.</b></p>

	<p>extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. 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. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.</p>	
46.	<p>For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfillment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.</p>	<b>As to enforcing lien by sale.</b>
47.	<p>The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to 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.</p>	<b>Application of proceeds of sale.</b>
	<p><b>FORFEITURE AND SURRENDER OF SHARES</b></p>	
48.	<p>If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at</p>	<b>If call or installment not paid, notice maybe given.</b>

	<p>any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.</p>	
<b>49.</b>	<p>The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid.</p> <p>The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.</p>	<b>Terms of notice.</b>
<b>50.</b>	<p>If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.</p>	<b>On default of payment, shares to be forfeited.</b>
<b>51.</b>	<p>When any shares have been forfeited, notice of the forfeiture shall be given to the member in</p>	<b>Notice of forfeiture to a</b>

	whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.	<b>Member</b>
<b>52.</b>	Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.	<b>Forfeited shares to be property of the Company and may be sold etc.</b>
<b>53.</b>	Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.	<b>Members still liable to pay money owing at time of forfeiture and interest.</b>
<b>54.</b>	The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.	<b>Effect of forfeiture.</b>
<b>55.</b>	A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.	<b>Evidence of Forfeiture.</b>
<b>56.</b>	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularly or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or	<b>Title of purchaser and allottee of Forfeited shares.</b>

	other disposal of the shares.	
57.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.	<b>Cancellation of share certificate in respect of forfeited shares.</b>
58.	In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.	<b>Forfeiture may be remitted.</b>
59.	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.	<b>Validity of sale</b>
60.	The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.	<b>Surrender of shares.</b>
	<b>TRANSFER AND TRANSMISSION OF SHARES</b>	

61.	<p>(a) Subject to provisions of Article 82, the instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee.</p> <p>(b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.</p>	<b>Execution of the instrument of shares.</b>
62.	<p>Subject to provisions of Article 82, the instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof.</p> <p>The instrument of transfer shall be in a common form approved by the Exchange;</p>	<b>Transfer Form.</b>
63.	<p>The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository and shares under transfer are in dematerialized form and a proper instrument of transfer is delivered through depository participant, provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.</p>	<b>Transfer not to be registered except in dematerialized form and on production of instrument of transfer.</b>
64.	<p>Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register—</p> <p>(a) any transfer of shares on which the company has a lien.</p> <p>That registration of transfer shall however 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;</p>	<b>Directors may refuse to register transfer.</b>
65.	<p>If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the</p>	<b>Notice of refusal to be given to transferor and</b>

	date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.	<b>transferee.</b>
<b>66.</b>	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.	<b>No fee on transfer.</b>
<b>67.</b>	The Board of Directors shall have power on giving not less than seven days previous notice in accordance with section 91 and rules made thereunder close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.	<b>Closure of Register of Members or debenture holder or other security holders.</b>
<b>68.</b>	The instrument of transfer shall after registration be retained by the Company and shall remain in its 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 the transfer deeds with the Company after such period as they may determine.	<b>Custody of transfer Deeds.</b>
<b>69.</b>	Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.	<b>Application for transfer of partly paid shares.</b>
<b>70.</b>	For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time	<b>Notice to transferee.</b>



	at which it would have been delivered in the ordinary course of post.	
71.	<p>(a) On the death of a Member, the survivor or survivors, where the Member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only person recognized by the Company as having any title to his interest in the shares.</p> <p>(b) Before recognising any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India.</p> <p>Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate</p> <p>(c) Nothing in clause (a) above 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.</p>	<b>Recognition of legal representative.</b>
72.	The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters	<b>Titles of Shares of deceased Member</b>

	of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 of the Companies Act.	
73.	Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.	<b>Notice of application when to be given</b>
74.	Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.	<b>Registration of persons entitled to share otherwise than by transfer (transmission clause).</b>
75.	Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.	<b>Refusal to register nominee.</b>
76.	Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that	<b>Board may require evidence of transmission.</b>

	there shall not be any obligation on the Company or the Directors to accept any indemnity.	
77.	The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.	<b>Company not liable for disregard of a notice prohibiting registration of transfer.</b>
78.	In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.	<b>Form of transfer Outside India.</b>
79.	No transfer shall be made to any minor, insolvent or person of unsound mind.	<b>No transfer to insolvent etc.</b>
	<b>NOMINATION</b>	
80.	(i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013 shall apply in respect of such nomination. (ii) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the	<b>Nomination</b>

	<p>lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014</p> <p>(iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination.</p> <p>(iv) If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.</p>	
<b>81.</b>	<p>A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-</p> <p>(i) to be registered himself as holder of the security, as the case may be; or</p> <p>(ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made;</p> <p>(iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be;</p> <p>(iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.</p> <p>Provided further 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 or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.</p>	<b>Transmission of Securities by nominee</b>

	<b>DEMATERIALIZATION OF SHARES</b>	
<b>82.</b>	<p>Subject to the provisions of the Act and Rules made thereunder the Company will offer its members facility to hold securities issued by it in dematerialized form.</p> <p>All the fresh securities to be issued by the company will be in dematerialized form.</p> <p>Any person seeking transfer of shares, shall first get his / her shares dematerialized before execution of instrument of transfer.</p>	<b>Dematerialisation of Securities</b>
	<b>JOINT HOLDER</b>	
<b>83.</b>	Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.	<b>Joint Holders</b>
<b>84.</b>	(a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.	<b>Joint and several liabilities for all payments in respect of shares.</b>
	(b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly with any other person;	<b>Title of survivors.</b>
	(c) Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and	<b>Receipts of one sufficient.</b>
	(d) only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.	<b>Delivery of certificate and giving of notices to first named holders.</b>
	<b>SHARE WARRANTS</b>	

85.	The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of the Share, and authenticated by such evidence(if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.	<b>Power to issue share warrants</b>
86.	<p>(a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant.</p> <p>(b) Not more than one person shall be recognized as depositor of the Share warrant.</p> <p>(c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.</p>	<b>Deposit of share warrants</b>
87.	<p>(a) Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notice from the Company.</p> <p>(b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company.</p>	<b>Privileges and disabilities of the holders of share warrant</b>
88.	The Board may, from time to time, make by-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or	<b>Issue of new share warrant coupons</b>

	destruction.	
	<b>CONVERSION OF SHARES INTO STOCK</b>	
<b>89.</b>	<p>The Company may, by ordinary resolution in General Meeting.</p> <p>(a) convert any fully paid-up shares into stock; and</p> <p>(b) re-convert any stock into fully paid-up shares of any denomination.</p>	<b>Conversion of shares into stock or reconversion.</b>
<b>90.</b>	<p>The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation 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.</p>	<b>Transfer of stock.</b>
<b>91.</b>	<p>The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.</p>	<b>Rights of stockholders.</b>
<b>92.</b>	<p>Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words “share” and “shareholders” in those regulations shall include “stock” and “stockholders” respectively.</p>	<b>Regulations.</b>
	<b>BORROWING POWERS</b>	
<b>93.</b>	<p>Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit</p> <p>or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other</p>	<b>Power to borrow.</b>

	<p>manner, or from any person, firm, company, co-operative society, any body corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.</p>	
<b>94.</b>	<p>Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.</p>	<b>Issue of discount etc. or with special privileges.</b>
<b>95.</b>	<p>The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charter, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be.</p>	<b>Securing payment or repayment of Moneys borrowed.</b>
<b>96.</b>	Any bonds, debentures, debenture-stock or their	<b>Bonds, Debentures etc. to be</b>



	securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.	<b>under the control of the Directors.</b>
<b>97.</b>	If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.	<b>Mortgage of uncalled Capital.</b>
<b>98.</b>	Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.	<b>Indemnity may be given.</b>
	<b>MEETINGS OF MEMBERS</b>	
<b>99.</b>	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.	<b>Distinction between AGM &amp; EGM.</b>
<b>100.</b>	(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the members	<b>Extra-Ordinary General Meeting by Board and by requisition</b>
	(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of	<b>When a Director or any two Members may call an Extra Ordinary General Meeting</b>

	the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.	
<b>101.</b>	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.	<b>Meeting not to transact business not mentioned in notice.</b>
<b>102.</b>	The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take the chair then the Members present shall elect one of the members to be the Chairman of the meeting.	<b>Chairman of General Meeting</b>
<b>103.</b>	No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.	<b>Business confined to election of Chairman whilst chair is vacant.</b>
<b>104.</b>	<p>(a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.</p> <p>(b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p> <p>(c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.</p> <p>(d) 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.</p>	<b>Chairman with consent may adjourn meeting.</b>
<b>105.</b>	In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as	<b>Chairman's casting vote.</b>

	a Member.	
<b>106.</b>	Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.	<b>In what case poll taken without adjournment.</b>
<b>107.</b>	The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.	<b>Demand for poll not to prevent transaction of other business.</b>
	<b>VOTES OF MEMBERS</b>	
<b>108.</b>	No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum 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 or lien.	<b>Members in arrears not to vote.</b>
<b>109.</b>	Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.	<b>Number of votes each member entitled.</b>
<b>110.</b>	On a poll taken at a 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	<b>Casting of votes by a member entitled to more than one vote.</b>

	he uses.	
<b>111.</b>	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor 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.	<b>Vote of member of unsound mind and of minor</b>
<b>112.</b>	Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.	<b>Postal Ballot</b>
<b>113.</b>	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	<b>E-Voting</b>
<b>114.</b>	(a) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joints holders thereof. (b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.	<b>Votes of joint members.</b>
<b>115.</b>	Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles	<b>Votes may be given by proxy or by representative</b>
<b>116.</b>	A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section	<b>Representation of a body corporate.</b>

	113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.	
<b>117.</b>	(a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.	<b>Members paying money in advance.</b>
	(b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.	<b>Members not prohibited if share not held for any specified period.</b>
<b>118.</b>	Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnity (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.	<b>Votes in respect of shares of deceased or insolvent members.</b>
<b>119.</b>	No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.	<b>No votes by proxy on show of hands.</b>

120.	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 of the company not less than 48 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 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.	<b>Appointment of a Proxy.</b>
121.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	<b>Form of proxy.</b>
122.	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.	<b>Validity of votes given by proxy notwithstanding death of a member.</b>
123.	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.	<b>Time for objections to votes.</b>
124.	Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	<b>Chairperson of the Meeting to be the judge of validity of any vote.</b>
<b>DIRECTORS</b>		
125.	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution	<b>Number of Directors</b>

126.	A Director of the Company shall not be bound to hold any Qualification Shares in the Company.	<b>Qualification shares.</b>
127.	<p>(a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement</p> <p>(b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled.</p> <p>(c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board.</p> <p>(d) The Nominee Director/s shall, notwithstanding anything to the contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.</p>	<b>Nominee Directors.</b>
128.	The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the	<b>Appointment of alternate Director.</b>

	Alternate Director.	
<b>129.</b>	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.	<b>Additional Director</b>
<b>130.</b>	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, 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, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.	<b>Directors power to fill casual vacancies.</b>
<b>131.</b>	Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof.	<b>Sitting Fees.</b>
<b>132.</b>	The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.	<b>Travelling expenses Incurred by Director on Company's business.</b>
	<b>PROCEEDING OF THE BOARD OF DIRECTORS</b>	
<b>133.</b>	(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit. (b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.	<b>Meetings of Directors.</b>
<b>134.</b>	(a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five	<b>Chairperson</b>



	<p>minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting.</p> <p>(b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.</p>	
<b>135.</b>	<p>Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman will have a second or casting vote.</p>	<b>Questions at Board meeting how decided.</b>
<b>136.</b>	<p>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.</p>	<b>Continuing directors may act notwithstanding any vacancy in the Board</b>
<b>137.</b>	<p>Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.</p>	<b>Directors may appoint committee.</b>
<b>138.</b>	<p>The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.</p>	<b>Committee Meeting show to be governed.</b>
<b>139.</b>	<p>(a) A committee may elect a Chairperson of its meetings.</p> <p>(b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding</p>	<b>Chairperson of Committee Meetings</b>

	the meeting, the members present may choose one of their members to be Chairperson of the meeting.	
<b>140.</b>	(a) A committee may meet and adjourn as it thinks fit. (b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.	<b>Meetings of the Committee</b>
<b>141.</b>	Subject to the provisions of the Act, 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 such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been 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.	<b>Acts of Board or Committee shall be valid notwithstanding defect in appointment.</b>
	<b>RETIREMENT AND ROTATION OF DIRECTORS</b>	
<b>142.</b>	Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.	<b>Power to fill casual vacancy</b>
	<b>POWERS OF THE BOARD</b>	
<b>143.</b>	The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However 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	<b>Powers of the Board</b>

	not been made.	
<b>144.</b>	Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say	<b>Certain powers of the Board</b>
	(1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India.	<b>To acquire any property , rights etc.</b>
	(2) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.	<b>To take on Lease.</b>
	(3) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.	<b>To erect &amp; construct.</b>
	(4) At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.	<b>To pay for property.</b>

	(5) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.	<b>To insure properties of the Company.</b>
	(6) To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.	<b>To open Bank accounts.</b>
	(7) To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.	<b>To secure contracts by way of mortgage.</b>
	(8) To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.	<b>To accept surrender of shares.</b>
	(9) To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.	<b>To appoint trustees for the Company.</b>
	(10) To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.	<b>To conduct legal proceedings.</b>
	(11) To act on behalf of the Company in all matters relating to bankruptcy insolvency.	<b>Bankruptcy &amp; Insolvency</b>
	(12) To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.	<b>To issue receipts &amp; give discharge.</b>

	(13) Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.	<b>To invest and deal with money of the Company.</b>
	(14) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;	<b>To give Security by way of indemnity.</b>
	(15) To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.	<b>To determine signing powers.</b>
	(16) To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.	<b>Commission or share in profits.</b>
	(17) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents, that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.	<b>Bonus etc. to employees.</b>
	(18) To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures	<b>Transfer to Reserve Funds.</b>

	<p>or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the deprecation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.</p>	
	<p>(19) To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit</p>	<p><b>To appoint and remove officers and other employees.</b></p>

	and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.	
	(20) At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.	<b>To appoint Attorneys.</b>
	(21) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.	<b>To enter into contracts.</b>
	(22) From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.	<b>To make rules.</b>
	(23) To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.	<b>To effect contracts etc.</b>
	(24) To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or	<b>To apply &amp; obtain concessions licenses etc.</b>

	<p>municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.</p>	
	<p>(25) To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents.</p>	<p><b>To pay commissions or interest.</b></p>
	<p>(26) To redeem preference shares.</p>	<p><b>To redeem preference shares.</b></p>
	<p>(27) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.</p>	<p><b>To assist charitable or benevolent institutions.</b></p>
	<p>(28) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.</p>	
	<p>(29) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.</p>	
	<p>(30) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to</p>	



	<p>assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.</p>	
	<p>(31) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.</p> <p>(32) To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.</p> <p>(33) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.</p> <p>(34) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.</p> <p>(35) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.</p> <p>(36) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in</p>	

	<p>cash or otherwise as it thinks fit.</p> <p>(37) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.</p> <p>(38) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.</p>	
	<b>AND WHOLE-TIME DIRECTORS</b>	
<b>145.</b>	<p>(a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.</p> <p>(b) The Managing Director or Managing Directors or whole-time Director or whole-time Directors so appointed shall be liable to retire by rotation. A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.</p>	<b>Powers to appoint Managing/Whole Time Directors.</b>
<b>146.</b>	The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.	<b>Remuneration of Managing or Whole Time Director.</b>
<b>147.</b>	(1) Subject to control, direction and supervision of the Board of Directors, the day-to-day management of the company will be in the hands of the Managing Director or Whole-time	<b>Powers and duties of Managing Director or Whole-Time Director.</b>

	<p>Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board.</p> <p>(2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers.</p> <p>(3) The Company’s General Meeting may also from time to time appoint any Managing Director or Managing Directors or Wholetime Director or Wholetime Directors of the Company and may exercise all the powers referred to in these Articles.</p> <p>(4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.</p> <p>(5) Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.</p>	
	<p><b>Officer, Manager, Company Secretary or Chief Financial Officer</b></p>	
<p><b>148.</b></p>	<p>(a) Subject to the provisions of the Act,—  (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such</p>	<p><b>Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial</b></p>

	<p>remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;</p> <p>(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</p> <p>(b) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.</p>	<b>Officer</b>
	<b>THE SEAL</b>	
<b>149.</b>	<p>(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.</p> <p>(b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.</p>	<b>The seal, its custody and use.</b>
<b>150.</b>	The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.	<b>Deeds how executed.</b>
	<b>Dividend and Reserves</b>	
<b>151.</b>	(1) 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	<b>Division of profits.</b>

	<p>the shares.</p> <p>(2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.</p> <p>(3) 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.</p>	
<b>152.</b>	<p>General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.</p>	<b>The company in General Meeting may declare Dividends.</b>
<b>153.</b>	<p>(a) 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 equalizing 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.</p> <p>(b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p>	<b>Transfer to reserves</b>
<b>154.</b>	<p>Subject to the provisions of section 123, 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.</p>	<b>Interim Dividend.</b>
<b>155.</b>	<p>The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.</p>	<b>Debts may be deducted.</b>
<b>156.</b>	<p>No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes</p>	<b>Capital paid up in advance not to earn dividend.</b>

	of this articles as paid on the share.	
<b>157.</b>	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.	<b>Dividends in proportion to amount paid-up.</b>
<b>158.</b>	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.	<b>Retention of dividends until completion of transfer under Articles.</b>
<b>159.</b>	No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.	<b>No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.</b>
<b>160.</b>	A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.	<b>Effect of transfer of shares.</b>
<b>161.</b>	Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.	<b>Dividend to joint holders.</b>
<b>162.</b>	(a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque 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, or to such person and to such address as the holder or joint holders may in writing direct. (b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.	<b>Dividends how remitted.</b>

<b>163.</b>	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.	<b>Notice of dividend.</b>
<b>164.</b>	No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.	<b>No interest on Dividends.</b>
<b>CAPITALIZATION</b>		
<b>165.</b>	<p>(1) The Company in General Meeting may, upon the recommendation of the Board, resolve:</p> <p>(a) that it is desirable to capitalize 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</p> <p>(b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> <p>(2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards:</p> <p>(i) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or</p> <p>(iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).</p> <p>(3) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares.</p> <p>(4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p>	<b>Capitalization.</b>
<b>166.</b>	<p>(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall —</p> <p>(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and</p> <p>(b) generally to do all acts and things required</p>	<b>Fractional Certificates.</b>

	<p>to give effect thereto.</p> <p>(2) The Board shall have full power –</p> <p>(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also</p> <p>(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.</p> <p>(3) Any agreement made under such authority shall be effective and binding on all such members.</p> <p>(4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.</p>	
<b>167.</b>	<p>(1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges.</p> <p>(2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.</p>	<b>Inspection of Minutes Books of General Meetings.</b>
<b>168.</b>	<p>(a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.</p> <p>(b) No member (not being a director) shall have</p>	<b>Inspection of Accounts</b>



	any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.	
	<b>FOREIGN REGISTER</b>	
<b>169.</b>	The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.	<b>Foreign Register.</b>
	<b>DOCUMENTS AND SERVICE OF NOTICES</b>	
<b>170.</b>	Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed.	<b>Signing of documents &amp; notices to be served or given.</b>
<b>171.</b>	Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.	<b>Authentication of documents and proceedings.</b>
	<b>WINDING UP</b>	
<b>172.</b>	<p>Subject to the provisions of Chapter XX of the Act and rules made thereunder—</p> <p>(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.</p> <p>(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.</p> <p>(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so</p>	

	that no member shall be compelled to accept any shares or other securities whereon there is any liability.	
	<b>INDEMNITY</b>	
<b>173.</b>	Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.	<b>Directors' and others right to indemnity.</b>
<b>174.</b>	Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense 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 the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same	<b>Not responsible for acts of others</b>

	happens through his own dishonesty.	
	<b>SECRECY</b>	
<b>175.</b>	(a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.	<b>Secrecy</b>
	(b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.	<b>Access to property information etc.</b>

**SECTION X – OTHER INFORMATION**  
**MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The copies of the following documents and contracts which have been entered into or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Prospectus) which are or may be deemed material will be attached to the copy of the Draft Prospectus which will be filed with the Registrar of Companies for registration. Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at 124, Katju Nagar, Swastik App., Ratlam, Ratlam-457001, Madhya Pradesh, India, between 10.00 a.m. and 5.00 p.m. (IST) on all Working Days from the date of this Draft Prospectus until the Issue Closing Date.

Any of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

**A) Material contracts for the Issue**

1. Issue Agreement dated March 10, 2023 between our Company and the Lead Managers.
2. Registrar Agreement dated March 10, 2023 between our Company and Registrar to the Issue.
3. Underwriting Agreement dated [●] amongst our Company, the Underwriter and the Lead Managers.
4. Market Making Agreement dated [●] amongst our Company, Market Maker and the Lead Managers.
5. Bankers to the Issue Agreement dated [●] amongst our Company, the Lead Managers, Banker(s) to the Issue and the Registrar to the Issue.
6. Tripartite agreement dated January 11, 2023 amongst our Company, Central Depository Services (India) Limited and Registrar to the Issue.
7. Tripartite agreement dated January 11, 2023 amongst our Company, National Securities Depository Limited and Registrar to the Issue.
8. Business Transfer Agreement between M/s Shah Hospital (formerly known as Shah Maternity and Nursing Home) vide it's sole proprietor Dr. Kirti Kumar Shah and KK Shah Hospitals Limited dated December 31, 2022.

**2. Material documents for the Issue**

1. Certified true copy of the Memorandum of Association and Articles of Association of our Company, as amended.
2. Certificate of Incorporation dated 25.08.2022 from the Registrar of Companies, Gwalior, under the Companies Act, 2013 as “Jeevan Parv Healthcare Limited” (CIN U85100MP2022PLC062407).
3. Fresh Certificate of Incorporation dated 30.11.2022 pursuant to Change of the Name of the Company from Jeevan Parv Healthcare Limited to KK Shah Hospitals Limited, bearing CIN U85100MP2022PLC062407 issued by the Registrar of Companies, Gwalior.
4. Resolutions of the Board of Directors dated February 13, 2023 in relation to the Issue and other related matters.
5. Shareholders’ resolution dated February 15, 2023 in relation to the Issue and other related matters.
6. Consents of our Promoters, Directors, our Company Secretary and Compliance Officer, our Chief Financial Officer, Doctors, Statutory Auditors and Peer Reviewed Auditor, Practicing Chartered Accountants, Lead Managers, Legal Advisor to the Issue, the Registrar to the Issue, Underwriter to the Issue, Bankers to our Company, Market Maker and Banker to the Issue to include their names in this Draft Prospectus and to act in their respective capacities.

7. Statutory Auditors and Peer Reviewed Auditor Report dated March 10, 2023 on Restated Financial Statements of our Company for the period ended on February 15,2023.
8. The Report dated March 10, 2023 from the Statutory Auditors and Peer Reviewed Auditor of our Company, confirming the Statement of Possible Tax Benefits available to our Company and its Shareholders as disclosed in this Draft Prospectus.
9. Copy of approval from BSE vide letter dated [●] to use the name of BSE in this Draft Prospectus/ the Prospectus for listing of Equity Shares on the BSE SME.
10. Due diligence certificate shall be submitted to SEBI by Lead Manager to the Issue.
11. Certificate on KPI's issued by J D Shah associates, Chartered Accountants dated March 15, 2023.
12. Board Resolution dated March 15, 2023 for the approval of this Draft Prospectus.

Any of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time, if so required, in the interest of our Company or if required by the other parties, without reference to the Equity Shareholders, subject to compliance with applicable law.

### DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this Draft Prospectus are true and correct.

### SIGNED BY ALL THE DIRECTORS OF OUR COMPANY

NAME OF DIRECTOR AND DIN	DESIGNATION	SIGNATURE
Dr. Amit Shah DIN: 09119113	Chairman and Managing Director	Sd/-
Dr. Kirti Kumar Shah DIN: 1003983	Whole Time Director	Sd/-
Dr. Hansa Shah DIN: 09715725	Executive Director	Sd/-
Dr. Milli Shah DIN: 09715726	Executive Director	Sd/-
Mr. Achint Porwal DIN: 06535950	Non-Executive Independent Director	Sd/-
Mr. Gaurav Ajmera DIN: 00469427	Non-Executive Independent Director	Sd/-
Mr. Meetesh Gadia DIN: 10042745	Non-Executive Independent Director	Sd/-
Mr. Sanjay Kumar Luniya DIN: 10046032	Non-Executive Independent Director	Sd/-

### SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Ms. Vaishale Bohra PAN: ANVPB8127D	Sd/-
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### SIGNED BY THE COMPANY SECRETARY AND COMPLIANCE OFFICER OF OUR COMPANY

Ms. Saloni Badjatya PAN: BYPPG5583C	Sd/-
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**Date:** March 15, 2023

**Place:** Ratlam, Madhya Pradesh