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Asarfi Hospital Limited
CIN: U85110JH2005PLC011673

REGISTERED OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
Baramuri, Bishunpur Polytechnic, Dhanbad-828130 Jharkhand	Seepika Gupta, Company Secretary & Compliance Officer	E-mail: cs@asarfihospital.com Tel No: +91 96088 33708	www.asarfi.in

PROMOTERS OF THE COMPANY
Harendra Singh, Nayan Prakash Singh, Udai Pratap Singh, Madhuri Singh and Nitu Singh

DETAILS OF THE ISSUE				
TYPE	FRESH ISSUE SIZE (IN ₹ LAKHS)	OFS SIZE (BY NO. OF SHARES OR BY AMOUNT IN ₹)	TOTAL ISSUE SIZE	ELIGIBILITY
Fresh Issue	₹ 2,693.60 Lakhs	Nil	₹ 2,693.60 Lakhs	THIS ISSUE IS BEING MADE IN TERMS OF REGULATION 229 AND 253(1) OF CHAPTER IX OF THE SEBI (ICDR) REGULATIONS, 2018 AS AMENDED.

DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION – NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES

RISK IN RELATION TO THE FIRST ISSUE

The face value of the Equity Shares is ₹10 each. The Floor Price, Cap Price and Issue Price determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “**Basis for Issue Price**” on page 90 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in 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 issued 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 Prospectus. Specific attention of the investors is invited to the section “**Risk Factors**” beginning on page 25 of this Prospectus.

ISSUER’S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this 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 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 Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

LISTING

The Equity Shares Issued through the Red Herring Prospectus are proposed to be listed on the SME Platform of BSE Limited (“BSE SME”). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, our Company has received “in-principle” approval letter dated July 07, 2023 from BSE Limited (“BSE”) for using its name in the Offer Document for listing of our shares on the SME Platform of BSE. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited (“BSE”).

BOOK RUNNING LEAD MANAGER TO THE ISSUE		
Name and Logo	Contact Person	Email & Telephone
 HEM SECURITIES LIMITED	Akun Goyal	Email: ib@hemsecurities.com Tel. No.: +91- 22- 49060000

REGISTRAR TO THE ISSUE		
Name and Logo	Contact Person	Email & Telephone
 CAMEO CORPORATE SERVICES LIMITED	K. Sreepriya	Email: priya@cameoindia.com Tel No: +91-44-40020700

ISSUE PROGRAMME		
ANCHOR INVESTOR ISSUE OPENED/ CLOSED ON:FRIDAY, JULY 14, 2023	BID/ISSUE OPENED ON: MONDAY, JULY 17, 2023	BID/ISSUE CLOSED ON: WEDNESDAY, JULY 19, 2023



Our Company was originally incorporated as a private limited Company under the name of “Asarfi Hospital Private Limited” on October 04, 2005 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Bihar & Jharkhand, bearing registration number as 011673. Thereafter, our Company was converted from private limited to public limited, pursuant to special resolution passed by the shareholders of the Company at the Extraordinary general meeting held on January 03, 2012 and the name of our Company was changed from “Asarfi Hospital Private Limited” to “Asarfi Hospital Limited” vide fresh certificate of incorporation dated February 08, 2012 issued by the Registrar of Companies, Jharkhand.

Registered Office: Baramuri, Bishunpur Polytechnic, Dhanbad, Jharkhand - 828130, India

Contact Person: Seepika Gupta, Company Secretary & Compliance Officer

Tel No: +91 96088 33708; E-mail: cs@asarfihospital.com ; Website: www.asarfi.in

Promoters of our Company: Harendra Singh, Nayan Prakash Singh, Udai Pratap Singh, Madhuri Singh and Nitu Singh

DETAILS OF THE ISSUE		
INITIAL PUBLIC OFFER OF 51,80,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (THE “EQUITY SHARES”) OF ASARFI HOSPITAL LIMITED (“OUR COMPANY” OR “AHL” OR “THE ISSUER”) AT AN ISSUE PRICE OF ₹ 52/- PER EQUITY SHARE FOR CASH, AGGREGATING UP TO ₹ 2,693.60 LAKHS (“PUBLIC ISSUE”) OUT OF WHICH 2,60,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN ISSUE PRICE OF ₹ 52/- PER EQUITY SHARE FOR CASH, AGGREGATING ₹ 135.20 LAKHS WAS RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE PUBLIC ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 49,20,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN ISSUE PRICE OF ₹ 52/- PER EQUITY SHARE FOR CASH, AGGREGATING UPTO ₹ 2,558.40/- LAKHS IS HEREIN AFTER REFERRED TO AS THE “NET ISSUE”. THE PUBLIC ISSUE AND NET ISSUE SHALL CONSTITUTE 26.33% AND 25.00% RESPECTIVELY OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. <i>* Subject to finalization of Basis of Allotment.</i> THE PRICE BAND AND THE MINIMUM BID LOT WAS DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WAS ADVERTISED IN ALL EDITION OF BUSINESS STANDARD (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND ALL EDITION OF BUSINESS STANDARD (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, AND DHANBAD EDITION OF RANCHI EXPRESS, A HINDI DAILY REGIONAL NEWSPAPER (HINDI ALSO BEING THE REGIONAL LANGUAGE OF DHANBAD WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND WAS MADE AVAILABLE TO THE SME PLATFORM OF BSE (“BSE SME”) FOR THE PURPOSES OF UPLOADING ON THEIR WEBSITE The Issue was made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”) read with Regulation 253 of the SEBI ICDR Regulations, as amended, wherein not more than 50 % of the Net Issue was available for allocation on a proportionate basis to Qualified Institutional Buyers (“QIBs”, the “QIB Portion”), our Company, in consultation with the Book Running Lead Managers, allocated 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations (“Anchor Investor Portion”), Further, not less than 15% of the Net Issue was made available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue was made available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders (except Anchor Investors) were required to mandatorily utilise the Application Supported by Blocked Amount (“ASBA”) process providing details of their respective ASBA accounts, and UPI ID in case of RIBs using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts was blocked by the SCSBs or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors were not permitted to participate in the Issue through the ASBA process. For details, see “<i>Issue Procedure</i>” beginning on page 242 of this Prospectus.		
RISK IN RELATION TO THE FIRST ISSUE		
The face value of the Equity Shares is ₹ 10 each. The Floor Price, Cap Price and Issue Price determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “<i>Basis for Issue Price</i>” on page 90 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.		
GENERAL RISKS		
Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in 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 issued 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 Prospectus. Specific attention of the investors is invited to the section “<i>Risk Factors</i>” beginning on page 25 of this Prospectus.		
ISSUER’S ABSOLUTE RESPONSIBILITY		
The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to the Company and the Issue, which is material in the context of the Issue, that the information contained in this 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 Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.		
LISTING		
The Equity Shares Issued through the Red Herring Prospectus are proposed to be listed on the SME Platform of BSE Limited (“BSE SME”). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, our Company has received “in-principle” approval letter dated July 07, 2023 from BSE Limited (“BSE”) for using its name in the Offer Document for listing of our shares on the SME Platform of BSE. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited (“BSE”).		
BOOK RUNNING LEAD MANAGER TO THE ISSUE		REGISTRAR TO THE ISSUE
		
HEM SECURITIES LIMITED 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, India Tel. No.: +91- 022- 49060000; Fax No.: +91- 022- 22625991 Email: ib@hemsecurities.com Investor Grievance Email: redressal@hemsecurities.com Website: www.hemsecurities.com Contact Person: Mr. Akun Goyal SEBI Registration Number. INM000010981		CAMEO CORPORATE SERVICES LIMITED Address: No.1 Club House Road Chennai-600002 Tamil Nadu, India. Tel No.: +91-44-40020700 Email: priya@cameoindia.com Investor Grievance Email: investor@cameoindia.com Contact Person: K. Sreepriya Vice President & Company Secretary Website: www.cameoindia.com SEBI Registration Number: INR000003753
ISSUE PROGRAMME		
ANCHOR PORTION ISSUE OPENED/ CLOSED*: FRIDAY, JULY 14, 2023	BID/ISSUE OPENED ON: MONDAY, JULY 17, 2023	BID/ISSUE CLOSED ON: WEDNESDAY, JULY 19, 2023

*The Anchor Investor Bidding Date was on Friday, July 14, 2023 one Working Day prior to the Bid/Issue Opening Date.

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SECTION I – GENERAL**DEFINITIONS AND ABBREVIATIONS**

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

The words and expressions used in this Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, 2013, the SEBI (ICDR) Regulations, 2018, the Securities Contracts Regulation Act, 1956 (“SCRA”), the Depositories Act or the rules and regulations made there under.

Notwithstanding the foregoing, terms used in of the sections “Statement of Possible Tax Benefits”, “Financial Information of the Company” and “Main Provisions of the Articles of Association” on page 92, 158 and 258 respectively, shall have the meaning ascribed to such terms in such sections.

General Terms

Terms	Description
“AHL”, “the Company”, “our Company”, “Issuer” and “Asarfi Hospital Limited”	Asarfi Hospital Limited, a Company incorporated in India under the Companies Act, 1956, having its Registered office at Baramuri, Bishunpur Polytechnic, Dhanbad-828130, Jharkhand.
“we”, “us” and “our”	Unless the context otherwise indicates or implies refers to our Company.
“you”, “your” or “yours”	Prospective investors in this Issue

Company related and Conventional terms

Term	Description
AOA/ Articles/ Articles of Association	Articles of Association of our Company, as amended, from time to time
Audit Committee	The Committee of the Board of Directors constituted as the Company’s Audit Committee in accordance with Section 177 of the Companies Act, 2013 as described in the chapter titled “Our Management” beginning on page 139 of this Prospectus.
Auditors/ Statutory Auditors	The Statutory Auditors of our Company being M/s. D. N. Dokania & Associates, (Firm Registration No. as 050042C).
Bankers to our Company	HDFC Bank Limited
Board of Directors/ the Board/ our Board	The Board of Directors of our Company, including all duly constituted Committees thereof. For further details of our Directors, please refer to section titled “Our Management” beginning on page 139 of this Prospectus.
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company being Harendra Singh
Companies Act/ Act	The Companies Act, 2013 and amendments thereto and erstwhile Companies Act 1956 as applicable
Company Secretary and Compliance Officer	The Company Secretary & Compliance Officer of our Company being Seepika Gupta (M. No.: A37984)
Depositories	National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Director(s) / our Directors	The Director(s) of our Company, unless otherwise specified
DP/ Depository Participant	A depository participant as defined under the Depositories Act
DP ID	Depository’s Participant’s Identity Number
Equity Shareholders/ Shareholders	Persons/ Entities holding Equity Shares of our Company
Equity Shares	Equity Shares of the Company of Face Value of ₹ 10/- each unless otherwise specified in the context thereof.
Fugitive economic offender	Shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018)
Independent Director	An Independent Director as defined under Section 2(47) of the Companies Act, 2013 and as defined under the Listing Regulations. For details of our Independent Directors, see “Our Management” on page 139 of this Prospectus.
ISIN	International Securities Identification Number. In this case being INE0DN001027

Term	Description
Key Management Personnel/ KMP	Key Management Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI Regulations and the Companies Act, 2013. For details, see section titled “Our Management” on page 139 of this Prospectus.
MOA/ Memorandum of Association	Memorandum of Association of Asarfi Hospital Limited as amended from time to time.
MD or Managing Director	The Managing Director of our Company, Udai Pratap Singh
Materiality Policy	The policy adopted by our Board on February 13, 2023 for identification of Group Company, material outstanding litigation and material outstanding dues to creditors, pursuant to the disclosure requirements under the SEBI (ICDR) Regulations, 2018 as amended from time to time.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board constituted in accordance with Section 178 of the Companies Act, 2013 as described in the chapter titled “Our Management” beginning on page 139 of this Prospectus
Non-Executive Director	A Director not being an Executive Director, in our case, Sukanti Kumar Das
NRIs / Non-Resident Indians	A person resident outside India, as defined under Foreign Exchange Management Act, 1999 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.
Promoter(s)	Shall mean promoters of our Company i.e. Harendra Singh, Nayan Prakash Singh, Udai Pratap Singh, Madhuri Singh and Nitu Singh. For further details, please refer to section titled “Our Promoter & Promoter Group” beginning on page 151 of this Prospectus.
Promoter Group	Includes such Persons and companies constituting our Promoter Group covered under Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 as enlisted in the section “Our Promoter and Promoter Group” beginning on page 151 of this Prospectus.
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.
RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time.
Registered Office of our Company	The Registered Office of our Company situated at Baramuri, Bishunpur Polytechnic, Dhanbad-828130 Jharkhand India.
Reserve Bank of India/ RBI	Reserve Bank of India constituted under the RBI Act.
Restated Financial Information/ Statements	The Restated Financial statements of our Company comprising of the Restated Statement of Assets and Liabilities as at March 31, 2023, March 31, 2022 and March 31, 2021 and the Restated Profit & Loss Account and Restated Cash Flows for the period ended March 31, 2023, March 31, 2022 and March 31, 2021 of our Company prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Revised Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto.
RoC/ Registrar of Companies	Unless specified otherwise refers to ROC Jharkhand situated at Ministry Of Corporate Affairs, Mangal Tower, 4 th Floor, Old Hazaribagh Road, Near Kanta Toli Chowk, Ranchi-834001, Jharkhand.
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternate Investments Funds) Regulations, 2012, as amended.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions, notifications and clarifications issued by SEBI from time to time.
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
SEBI Listing Regulations, 2015/ SEBI Listing Regulations/ Listing Regulations/ SEBI (LODR)	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.

Term	Description
SEBI Takeover Regulations or SEBI (SAST) Regulations/ SEBI Takeover Regulations/ Takeover Regulations/ Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
SEBI (PFUTP) Regulations/ PFUTP Regulations	Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
Stakeholders' Relationship Committee	Stakeholders' relationship committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013 and as described in the chapter titled "Our Management" beginning on page 139 of this Prospectus
Stock Exchange	Unless the context requires otherwise, refers to, BSE Limited
Shareholders	Shareholders of our Company from time to time.
Sub- Account	Sub- accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Subscriber to MOA	Initial Subscribers to MOA & AOA being Harendra Singh and Nayan Prakash Singh.

Issue Related Terms

Terms	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by SEBI in this behalf.
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a bidders as proof of registration of the Application.
Allotment/ Allot/ Allotted	Unless the context otherwise requires, means the allotment of Equity Shares, pursuant to the Issue to the successful bidders.
Allotment Advice	A note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee (s)	A successful bidders to whom the Equity Shares are allotted.
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Prospectus and who has Bid for an amount of at least ₹ 200 lakhs.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Managers during the Anchor Investor Bid/ Issue Period.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Prospectus and Prospectus
Anchor Investor Bid/ Issue Period	One Working Day prior to the Bid/ Issue Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed.
Anchor Investor Issue Price	₹ 52/- per Equity Share. The Anchor Investor Issue Price has been decided by our Company in consultation with the Book Running Lead Manager.
Anchor Investor Portion	Up to 60% of the QIB Portion which has been allocated by our Company, in consultation with the Book Running Lead Managers, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
Application Supported by Block Amount (ASBA)	An application, whether physical or electronic, used by ASBA Bidders were blocked by such SCSB to the extent of the appropriate bid amount in relation to a Bid by an ASBA Bidder.
ASBA Account	Account maintained by ASBA Bidders with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a Retail Individual Investor linked to a UPI ID, which will be blocked in relation to a Bid by a Retail Individual Investor Bidding through the UPI Mechanism.
ASBA Application Location(s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata and Ahmedabad.
ASBA Bidder	All Bidders except Anchor Investor.

Terms	Description
ASBA Form/ Bid cum Application	An Application form (with or without UPI ID, as applicable), whether physical or electronic, used by Bidders which were considered as the application for Allotment in terms of the Prospectus or the Prospectus.
Banker to the Issue Agreement	Agreement dated July 04, 2023 entered into amongst the Company, Book Running Lead Manager, the Registrar, Sponsor Bank and the Banker to the Issue.
Bankers to the Issue/ Public Issue Bank/ Sponsor Bank	Banks which are clearing members and registered with SEBI as Bankers to an Issue and with whom the Public Issue Account were opened, in this case being HDFC Bank Limited.
Basis of Allotment	The basis on which the Equity Shares is Allotted to successful bidders under the issue and which is described in the chapter titled “ Issue Procedure ” beginning on page 237 of this Prospectus.
Bid	An indication to make an offer during the Bid/ Issue Period by a Bidder (other than an Anchor Investor) pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Issue Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Prospectus and the Bid cum Application Form. The term “Bidding” shall be construed accordingly.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders Bidding at Cut Off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Retail Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Issue.
Bid Lot	2,000 equity shares and in multiples of 2,000 equity shares thereafter.
Bid/ Issue Closing Date	Except in relation to any Bids received from the Anchor Investors, July 17, 2023
Bid/ Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, July 19, 2023
Bid/ Issue Period	Except in relation to any Bids received from the Anchor Investors, the period between July 17, 2023 and July 19, 2023, inclusive of both days
Bidder/ Applicant	Any investor who has made a bid pursuant to the terms of the Prospectus and the Bid-Cum-Application Form and unless otherwise stated or implied, which includes an ASBA Bidder and an Anchor Investor
Bidding	The process of making a Bid.
Bidding/ Collection Centers	Centers at which the Designated intermediaries accepted the ASBA Forms, i.e. Designated SCSB Branches for SCSBs, specified locations for syndicates, broker centers for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
Book Building Process/ Book Building Method	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made
BRLM/ Book Running Lead Manager	Book Running Lead Manager to the Issue in this case being Hem Securities Limited, SEBI Registered Category I Merchant Banker.
Broker Centres	Broker Centres notified by the Stock Exchanges, where the investors can submit the Bid-cum Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
Business Day	Monday to Friday (except public holidays).
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which have been allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Cap Price	₹ 52/- per Equity Share
Client Id	Client Identification Number maintained with one of the Depositories in relation to Demat account
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Collecting Registrar and Share Transfer Agent	Registrar to an Issue and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Issue and the Stock Exchange.
Cut Off Price	The Issue Price, i.e. ₹ 52/-* per Equity Share finalised by our Company in consultation with the BRLM. Only Retail Individual Investors were entitled to Bid at the Cut-off Price. QIBs (including Anchor Investor) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price.

Terms	Description
	*Subject to finalization of basis of allotment
Demographic Details	The demographic details of the applicants such as their Address, PAN, name of the applicants father/husband, investor status, Occupation and Bank Account details.
Depositor/ Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Designated CDP Locations	Such locations of the CDPs where Applicant submitted the Bid-cum-Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid-Cum-Application Forms are available on the website of the Stock Exchange i.e. www.bseindia.com
Designated Date	The date on which the funds from the Anchor Escrow Accounts, the funds blocked by the SCSBs and Sponsor Bank are transferred from ASBA Accounts specified by the ASBA Bidder to the Public Issue Account and/or Refund Account and/or are unblocked, as applicable in terms of Red Herring Prospectus.
Designated Intermediaries/ Collecting Agent	An SCSB's with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock Broker registered with recognized Stock Exchange, a Depository Participant, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
Designated Market Maker	Hem Finlease Private Limited
Designated RTA Locations	Such locations of the RTAs where Bidder submitted the Bid-Cum-Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid-Cum-Application Forms are available on the websites of the Stock Exchange i.e. www.bseindia.com .
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the Applicant and a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognized=yes . Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	BSE Ltd. ("SME Exchange") ("BSE SME")
DP ID	Depository's Participant's Identity Number
DP/ Depository Participant	A depository participant as defined under the Depositories Act, 1996
Draft Red Herring Prospectus	Draft Red Herring Prospectus dated June 26, 2023 as being filed with BSE SME
Electronic Transfer of Funds	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
Eligible NRI	A Non Resident Indian in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom this Prospectus will constitute an invitation to subscribe for the Equity Shares.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity shares issued thereby and who have opened Demat accounts with SEBI registered qualified depository participants.
Escrow Account(s)	The account(s) opened with the Escrow Collection Bank and in whose favour the Anchor Investors transferred money through NACH/direct credit/ NEFT/ RTGS in respect of the Bid Amount when submitting a Bid.
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 Bidder/ Applicant/ Bidders	Bidder(s) whose name have been mentioned in the Bid cum Application Form or the Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	₹ 51/- per Equity Share
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI/ Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

Terms	Description
General Corporate Purposes	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the offer document. Provided that any issue related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the offer document.
General Information Document (GID)	The General Information Document for investing in public issues, prepared and issued in accordance with the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 and the UPI Circulars. The General Information Document shall be available on the websites of the Stock Exchanges, and the Book Running Lead Managers.
Issue Agreement	The Issue Agreement dated June 22, 2023 between our Company and Book Running Lead Manager, Hem Securities Limited.
Issue Price	₹ 52/- per Equity Share i.e. the final price at which the Equity Shares will be allotted in terms of this Prospectus as determined by our company in consultation with BRLM
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled “Objects of the Issue” beginning on page 78 of this Prospectus.
Issue/ Public Issue/ Issue size/ Initial Public Issue/ Initial Public Offering/ IPO	The Initial Public Issue of upto 51,80,000 Equity shares of ₹ 10/- each at issue price of ₹ 52/- per Equity share, including a premium of ₹ 42/- per equity share aggregating to ₹ 2,693.60 lakhs
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the Stock Exchange.
Lot Size	2,000 Equity Shares
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 Maker Reservation Portion	The reserved portion of 2,60,000 Equity Shares of ₹10 each at an Issue price of ₹ 52/- each is aggregating to ₹ 135.20 Lakhs to be subscribed by Market Maker in this issue.
Market Making Agreement	The Market Making Agreement dated June 28, 2023 between our Company, Book Running Lead Manager and Market Maker, Hem Finlease Private Limited.
Mutual Fund Portion	5% of the Net QIB Portion (other than anchor allocation), which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Issue Price.
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 49,20,000 equity Shares of ₹10/- each at a price of ₹ 52/- per Equity Share (the “Issue Price”), including a share premium of ₹ 42/- per equity share aggregating to ₹ 2,693.60 Lakhs.
Net Proceeds	The Issue Proceeds received from the fresh Issue excluding Issue related expenses. For further information on the use of Issue Proceeds and Issue expenses, please refer to the section titled “Objects of the Issue” beginning on page 78 of this Prospectus.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors
Non- Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
Non-Institutional Bidders	All Bidders that are not QIBs, RIBs or Eligible Employees Bidding in the Employee Reservation Portion and who have Bid for Equity Shares, for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Issue being not less than 15% of the Issue, consisting of 7,38,000 Equity Shares, which were made available for allocation on a proportionate basis to Non Institutional Investors, subject to valid Bids being received at or above the Issue Price.
Other Investor	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Overseas Corporate Body/ OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable.
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability

Terms	Description
	company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Price Band	Price Band of a minimum price (Floor Price) of ₹ 51/- and the maximum price (Cap Price) of ₹ 52/- and includes revisions thereof. The Price Band will be decided by our Company in consultation with the BRLM and was advertised in all editions of the English national newspaper Business Standard, all editions of Hindi national newspaper Business Standard and Dhanbad Edition of Regional newspaper Ranchi Express where the registered office of the company is situated, each with wide circulation at least two working days prior to the Bid/ Issue Opening Date.
Pricing Date	The date on which our Company in consultation with the BRLM, will finalized the Issue Price i.e. July 21, 2023.
Prospectus	The Prospectus dated July 21, 2023, to be filed with the Registrar of Companies in accordance with the provisions of Section 26 & 32 of the Companies Act, 2013, containing, inter alia, the Issue Price, size of the Issue and certain other information.
Public Issue Account	Account opened with the Bankers to the Issue to receive monies from the SCSBs from the bank account of the Applicant, on the Designated Date.
QIB Category/ QIB Portion	The portion of the Net Issue (including the Anchor Investor Portion) being not more than 50% of the Net Issue, consisting of 24,60,000 Equity Shares aggregating to ₹ 1,279.20 lakhs were made available for allocation to QIBs (including Anchor Investors) on a proportionate basis (in which allocation to Anchor Investor were made available on a discretionary basis, as determined by our Company in consultation with the BRLMs), subject to valid Bids being received at or above the Issue Price.
Qualified Institutional Buyers/ QIBs/ QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Red Herring Prospectus / RHP	The Red herring prospectus dated July 10, 2023 issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which does not have complete particulars of the price at which the Equity Shares offered and the size of the Issue including any addenda or corrigenda thereto. The Red Herring Prospectus was filed with the RoC at least three Working Days before the Bid/Issue Opening Date and has become the Prospectus upon filing with the RoC after the Pricing Date
Refund Account	The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors has made.
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 was opened, in this case being HDFC Bank Limited.
Refund through electronic transfer of funds	Refunds through NECS, direct credit, RTGS or NEFT, as applicable.
Registered Broker	The stockbrokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids
Registrar Agreement	The agreement dated June 22, 2023 entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
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/ Registrar to the Issue/ RTA/ RTI	Registrar to the Issue, in this case being Cameo Corporate Services Limited.
Regulation S	Regulation S under the U.S. Securities Act of 1933, as amended from time to time.
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2018.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Retail Individual Bidders/ RIBs/ Retail Individual Investors/ RIIs	Individual Bidders, submitting Bids, who have Bid for Equity Shares for an amount not more than ₹ 2,00,000/- in any of the bidding options in the Net Issue (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).
Retail Portion	The portion of the Issue being not less than 35% of the Net Issue, consisting of 17,22,000 Equity Shares, which was made available for allocation to Retail Individual Bidders (subject to valid Bids having been received at or above the Issue Price).
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in any of their Bid-cum-Application Forms or any previous Revision Form(s), as

Terms	Description
	applicable. QIBs and Non-Institutional Investors are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage.
Securities laws	Means the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board.
SEBI (ICDR) Regulations/ ICDR Regulation/ Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time.
SEBI Act/ SEBI	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Listing Regulations, 2015/ SEBI Listing Regulations/ Listing Regulations/ SEBI (LODR)	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
Self-Certified Syndicate Bank(s) / SCSB(s)	Shall mean a Banker to an Issue registered under Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time.
SME Exchange	SME Platform of the BSE i.e. BSE SME.
Specified Locations	Collection centres where the SCSBs shall accept application form, a list of which is available on the website of SEBI (https://www.sebi.gov.in/) and updated from time to time.
Specified Securities	Equity shares offered through this Prospectus.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI, which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI (National Payments Corporation of India) in order to push the mandate, collect requests and / or payment instructions of the Retail Investors into the UPI.
Sub Syndicate Member	A SEBI Registered member of BSE appointed by the BRLM and/ or syndicate member to act as a Sub Syndicate Member in the Issue.
Syndicate	Includes the BRLM, Syndicate Members and Sub Syndicate Members.
Syndicate Agreement	The agreement dated June 28, 2023 entered into amongst our Company, the BRLM and the Syndicate Members, in relation to the collection of Bids in this Issue.
Syndicate ASBA Bidding Locations	Bidding Centers where an ASBA Bidder can submit their Bid in terms of SEBI Circular no. CIR/CFD/DIL/1/2011 dated April 29, 2011, namely Mumbai, Chennai, Kolkata, Delhi
Syndicate Members/ Members of the Syndicate	Intermediaries registered with SEBI eligible to act as a syndicate member and who is permitted to carry on the activity as an underwriter, in this case being Hem Finlease Private Limited.
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Transaction Registration Slip/ TRS	The slip or document issued by the member of the Syndicate or SCSB (only on demand) as the case may be, to the Applicant as proof of registration of the Application.
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Underwriter	The BRLM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations, 2018 and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The Agreement dated June 28, 2023 entered between the Underwriter, BRLM and our Company.
UPI	UPI is an instant payment system developed by the NCPI, it enables merging several banking features, seamless fund routing & merchant payment into one hood. UPI allow instant transfer of money between any two bank accounts using a payment address which uniquely identifies a person's bank account
UPI Circulars	SEBI circular no. CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no.

Terms	Description
	SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI Circular no SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 SEBI Circular No: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request/ Mandate Request	A request (intimating the RII by way of notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
UPI Mechanism	The mechanism that was used by an RIB to make a Bid in the Offer in accordance with the UPI Circulars on Streamlining of Public Issues
UPI PIN	Password to authenticate UPI transaction
Venture Capital Fund/ VCF	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
Wilful Defaulter(s)	Wilful defaulter as defined under Regulation 2(1)(lll) of the SEBI (ICDR) Regulations, 2018.
Working Day	In accordance with Regulation 2(1) (mmm) of SEBI (ICDR) Regulations, 2018, working days means, all days on which commercial banks in Mumbai are open for business. However, in respect of– (a) announcement of Price Band; and (b) Issue period, working days shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; (c) the time period between the Bid/ Issue Closing Date and the listing of the Equity Shares on the Stock Exchange, working day shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per circulars issued by SEBI.

Technical and Industry Related Terms

Term	Description
3D	3-Dimensional
4D	4-Dimensional
AB-PMJAY	Ayushman Bharat - Pradhan Mantri Jan Arogya Yojana
ACL	Anterior Cruciate Ligament
AICD	Automatic Implantable Cardioverter Defibrillator
ALOS	Average Length of Stay
ARPOB	Average Revenue Per Occupied Bed
BP	Blood Pressure
BRIC	Brazil, Russia, India, China, and South Africa
BSNL	Bharat Sanchar Nigam Limited
C-Arm	Computer Assisted Radio Monitoring
CATHLAB	Catheterization laboratory
CAZRI	Central Arid Zone Research Institute
CCU	Intensive care unit
CDSO	Central Drugs Standard Control Organisation
CGHS	Central Government Health Scheme
CIMFR	Central Institute of Mining and Fuel Research
CME	Continuous Medical Education
CPAP	Continuous Positive Airway Pressure
CRPF	Central Reserve Police Force
CRT	Cathode Ray Tube
CSSD	Central Sterile Supply Department

Term	Description
CT Scan	Computed Tomography Scan
CTVS-OT	Cardiothoracic and Vascular Surgeons Operation Theatre
CVP	Central Venous Pressure
DDT	Dialysis Technician
DMLT	Diploma in Medical Laboratory Technology
DPCO	Drugs (Prices Control) Order, 2013
EAP	East Asia and Pacific
EBITDA	EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income
EBITDA Margin	EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations
ECA	Europe and Central Asia
ECG	Electrocardiogram
ECHS	Ex-Servicemen Contributory Health Scheme
EEG	Electroencephalogram
EMDE	Emerging Market and Developing Economies
EMG	Electromyography
ENT	Ear Nose Throat
ESIC	ESIC
FFR	Fractional Flow Reserve
FIDE	International Chess Federation
FPI	Foreign Portfolio Investment
HDU	High-dependency unit
HEPA	High Efficiency Particulate Air
HPV DNA	Human Papillomavirus Deoxyribonucleic Acid
ICAR	Indian Council of Agricultural Research
ICAR-CCARI	Indian Council of Agricultural Research-Central Coastal Agricultural Research Institute
ICP	Increased Intracranial Pressure
ICU	Critical Care Unit
IISF	India International Science Festival
IPD	Invasive Pneumococcal Disease
IPQC	In Process Quality Control
IPR	Intellectual Property Rights
ISMU	Indian School of Mines University
IT	Information Technology
ITU	Intensive Treatment Unit
JIADA	Jharkhand Industrial Area Development Authority
KVA	Kilo voltage
KWH	Kilowatt-hour
LAC	Latin America and the Caribbean
LIC	Low-income countries
LMT	Lakh Metric Tonnes
MBBS	Bachelor of Medicine, Bachelor of Surgery
MN	Million
MNA/MENA	Middle East and North Africa
MoSPI	Ministry of Statistics & Programme Implementation
MRI	Magnetic Resonance Imaging
MT	Metric Ton
NABH	National Accreditation Board for Hospitals
NABL Accredited	Accredited by National Accreditation Board for Testing and Calibration Laboratories
NHA	National Health Agency
NHAI	National Highways Authority of India
NHS	National Health Stack
NICU	Neonatal Intensive Care Unit
NPPA	National Pharmaceutical Pricing Authority
OPD	Outpatient Department
OTDC	Odisha Tourism Development Corporation
P & M	Plant and Machinery
PAP	Prostatic Acid Phosphatase
PAT	PAT is calculated as Profit before tax – Tax Expenses

Term	Description
PAT Margin	PAT Margin is calculated as PAT for the period/year divided by Revenue from Operations
PCL	Posterior Cruciate Ligament
PICU	Pediatric Intensive Care Unit
PMSSY	Pradhan Mantri Swasthya Suraksha Yojana
PPN	Preferred Provider Network
PRVC	Pressure-Regulated Volume Control
PS	Pulmonary Stenosis
QA	Quality Assurance
QC	Quality Control
R&D	Research and development
Return on Capital Employed	Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus total borrowings {current & non-current}
Return on Equity	Return on Equity is ratio of Profit after Tax and Average Shareholder Equity
Revenue from operations	Revenue from operations is the total revenue generated by our Company from the sale of products
SAR	South Asia
SICU	Surgical Intensive Care Unit
SIMV	Synchronized Intermittent Mandatory Ventilation
SSA	Sub-Saharan Africa
TAT	Turnaround Time
TMT	Thermo Mechanically Treated
TPA	Third Party Administrator
U.K.	United Kingdom
U.S./U.S.A.	United States of America
UNEA	United Nations Environment Programme
USG	Ultrasound Sonography Test
WHO	World Health Organization
WHO	World Health Organization
X-Ray	X- Radiation

Conventional terms and Abbreviations

Abbreviation	Full Form
Rs./ Rupees/ INR/ ₹	Indian Rupees, the legal currency of the Republic of India
AS / Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
ASBA	Applications Supported by Blocked Amount
Amt.	Amount
AIF	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
AY	Assessment Year
AOA	Articles of Association
Approx	Approximately
B. A	Bachelor of Arts
B. Com	Bachelor of Commerce
B. E	Bachelor of Engineering
B. Sc	Bachelor of Science
B. Tech	Bachelor of Technology
Bn	Billion
BG/LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
BRLM	Book Running Lead Manager
BSE	BSE Limited
CDSL	Central Depository Services (India) Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note

Abbreviation	Full Form
Companies Act, 2013	Companies Act, 2013 to the extent in force pursuant to the notification of sections of the Companies Act, 2013 along with the relevant rules made thereunder as amended.
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions that have ceased upon notification of the Companies Act, 2013) along with the relevant rules made thereunder.
CA	Chartered Accountant
CAIIB	Certified Associate of Indian Institute of Bankers
CB	Controlling Branch
CC	Cash Credit
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CS	Company Secretary
CS & CO	Company Secretary & Compliance Officer
CFO	Chief Financial Officer
CSR	Corporate Social Responsibility
C.P.C.	Code of Civil Procedure, 1908
CrPC	Code of Criminal Procedure, 1973
CENVAT	Central Value Added Tax
CST	Central Sales Tax
CWA/ICWA	Cost and Works Accountant
CMD	Chairman and Managing Director
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
DP	Depository Participant
DP ID	Depository Participant's Identification Number
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortization
ECS	Electronic Clearing System
ESIC	Employee's State Insurance Corporation
EPFA	Employee's Provident Funds and Miscellaneous Provisions Act, 1952
EMI	Equated Monthly Installment
EPS	Earnings Per Share
EGM /EOGM	Extraordinary General Meeting
ESOP	Employee Stock Option Plan
EXIM/ EXIM Policy	Export – Import Policy
FCNR Account	Foreign Currency Non Resident Account
FIPB	Foreign Investment Promotion Board
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FEMA	Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under.
FCNR Account	Foreign Currency Non Resident Account
FBT	Fringe Benefit Tax
FDI	Foreign Direct Investment
FIs	Financial Institutions
FIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FPIs	“Foreign Portfolio Investor” means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities And Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act, 1992
FTA	Foreign Trade Agreement
FVCI	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FEMA	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Finance Act	Finance Act, 1994
Fraudulent Borrower	A fraudulent borrower as defined in Regulation 2(1)(III) of the SEBI ICDR Regulations.
FV	Face Value
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018

Abbreviation	Full Form
Gol/Government	Government of India
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
GST	Goods and Services Tax
GVA	Gross Value Added
HUF	Hindu Undivided Family
HNI	High Net Worth Individual
HSL	Hem Securities Limited
IBC	The Insolvency and Bankruptcy Code, 2016
ICAI	The Institute of Chartered Accountants of India
ISIN	International Securities Identification Number
IST	Indian Standard Time
ICWAI	The Institute of Cost Accountants of India
IMF	International Monetary Fund
IIP	Index of Industrial Production
IPO	Initial Public Offer
ICSI	The Institute of Company Secretaries of India
IT	Information Technology
IFRS	International Financial Reporting Standards
I.T. Act	Income Tax Act, 1961, as amended from time to time
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
Indian GAAP	Generally Accepted Accounting Principles in India
Ind AS	Indian Accounting Standards as referred to in and notified by the Ind AS Rules
Ind AS Rules	The Companies (Indian Accounting Standard) Rules, 2015
IRDA	Insurance Regulatory and Development Authority
JV/ Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
KMP	Key Managerial Personnel
LLB	Bachelor of Law
Ltd.	Limited
LLP	Limited Liability Partnership
MAT	Minimum Alternate Tax
MoF	Ministry of Finance, Government of India
MoU	Memorandum of Understanding
M. A	Master of Arts
MCA	Ministry of Corporate Affairs, Government of India
M. B. A	Master of Business Administration
MAT	Minimum Alternate Tax
M. Com	Master of Commerce
Mn	Million
M. E	Master of Engineering
M. Tech	Masters of Technology
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MSME	Micro, Small and Medium Enterprises
MAPIN	Market Participants and Investors Database
NA	Not Applicable
NCLT	National Company Law Tribunal
Networth	The aggregate of paid up Share Capital and Share Premium account and Reserves and Surplus(Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure(to the extent not written off) and debit balance of Profit & Loss Account
NACH	National Automated Clearing House
NEFT	National Electronic Funds Transfer
NECS	National Electronic Clearing System
NAV	Net Asset Value
NCT	National Capital Territory
NPV	Net Present Value
NRIs	Non-Resident Indians

Abbreviation	Full Form
NRE Account	Non Resident External Account
NRO Account	Non Resident Ordinary Account
NSE	National Stock Exchange of India Limited
NOC	No Objection Certificate
NSDL	National Securities Depository Limited
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Issue.
P.A.	Per Annum
PF	Provident Fund
PG	Post Graduate
PGDBA	Post Graduate Diploma in Business Administration
PLR	Prime Lending Rate
PAC	Persons Acting in Concert
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
P.O.	Purchase Order
PBT	Profit Before Tax
PLI	Postal Life Insurance
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt.	Private
Q.C.	Quality Control
RoC	Registrar of Companies
RBI	The Reserve Bank of India
Registration Act	Registration Act, 1908
ROE	Return on Equity
R&D	Research & Development
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SME	Small and Medium Enterprises
SCSB	Self-Certified syndicate Banks
STT	Securities Transaction Tax
Sub-Account	Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Sec.	Section
SPV	Special Purpose Vehicle
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
Trade Marks Act	Trade Marks Act, 1999
TIN	Taxpayers Identification Number
UIN	Unique identification number
U.N.	United Nations
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the United States of America
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
VAT	Value Added Tax
VCF/ Venture Capital Fund	Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
Wilful Defaulter(s)	Company or person categorised as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the

Abbreviation	Full Form
	guidelines on wilful defaulters issued by the Reserve Bank of India and includes any company whose director or promoter is categorised as such and as defined under Regulation 2(1)(III) of the SEBI (ICDR) Regulations, 2018.
WDV	Written Down Value
WTD	Whole Time Director
w.e.f.	With effect from
-, (₹)	Represent Outflow

The words and expressions used but not defined in this Prospectus will have the same meaning as assigned to such terms under the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 (the “SEBI Act”), the SCRA, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, terms in “**Main Provisions of the Articles of Association**”, “**Statement of Possible Tax Benefits**”, “**Industry Overview**”, “**Regulations and Policies in India**”, “**Financial Information of the Company**”, “**Outstanding Litigations and Material Developments**” and “**Issue Procedure**”, will have the meaning ascribed to such terms in these respective sections.

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

Certain Conventions

All references in the Prospectus to “India” are to the Republic of India. All references in the Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America.

In this Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lac / Lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crore”. In this Prospectus, any discrepancies in any table between total and the sum 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. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

Use of Financial Data

Unless stated otherwise, throughout this Prospectus, all figures have been expressed in Rupees and Lakh. Unless stated otherwise, the financial data in the Prospectus is derived from our restated financial information prepared for the financial year ended March 31, 2023, March 31, 2022 and March 31, 2021 in accordance with Indian GAAP, the Companies Act and SEBI (ICDR) Regulations, 2018 included under Section titled **“Financial Information of the Company”** beginning on page 158 of this Prospectus.

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

Any percentage amounts, as set forth in **“Risk Factors”**, **“Our Business”**, **“Management’s Discussion and Analysis of Financial Condition and Results of Operations”** and elsewhere in the Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, 2018, as stated in the report of our Peer Review Auditor, set out in section titled **“Financial Information of the Company”** beginning on page 158 of this Prospectus. As on date of this Prospectus, we do not have any Subsidiary, Associate or Joint Venture. Our fiscal year commences on April 1 of every year and ends on March 31st of every next year.

For additional definitions used in this Prospectus, see the section **“Definitions and Abbreviations”** on page 1 of this Red Prospectus. In the section titled **“Main Provisions of the Articles of Association”**, on page 258 of the Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

Use of Industry & Market Data

Unless stated otherwise, industry and market data and forecast used throughout the Prospectus was obtained from internal Company reports, data, websites, Industry publications report as well as Government Publications. Industry publication data and website data generally state that the information contained therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Although, we believe industry and market data used in the Prospectus is reliable, it has not been independently verified by us or the BRLM or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. 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 market and industry sources.

In accordance with the SEBI (ICDR) Regulations, 2018 the section titled **“Basis for Issue Price”** on page 87 of the Prospectus includes information relating to our peer group company. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.

Currency of Financial Presentation

All references to “Rupees” or “INR” or “₹” or “₹” are to Indian Rupees, the official currency of the Republic of India. Except where specified, including in the section titled **“Industry Overview”** throughout the Prospectus all figures have been expressed in Lakhs.

Any percentage amounts, as set forth in **“Risk Factors”**, **“Our Business”**, **“Management’s Discussion and Analysis of Financial Conditions and Results of Operations”** on page 25, 106 and 192 respectively of this Prospectus, unless otherwise indicated, have been calculated based on our restated financial statements prepared in accordance with Indian GAAP.

The Prospectus contains conversion of certain US Dollar and other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI (ICDR) Regulations, 2018. These conversions should not be construed as a representation that those US Dollar or other currency amounts could have been, or can be converted into Indian Rupees, at any particular rate.

FORWARD LOOKING STATEMENTS

This Prospectus includes certain “forward-looking statements”. We have included statements in the Prospectus which contain words or phrases such as “will”, “aim”, “is likely to result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions, that are “forward-looking statements”. Also, statements which describe our strategies, objectives, plans or goals are also forward looking statements.

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

1. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
2. Any change in government policies resulting in increases in taxes payable by us;
3. Our ability to retain our key managements persons and other employees;
4. Changes in laws and regulations that apply to the industries in which we operate.
5. Our failure to keep pace with rapid changes in technology;
6. Our ability to make interest and principal payments on our existing debt obligations and satisfy the other covenants contained in our existing debt agreements;
7. General economic, political and other risks that are out of our control;
8. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
9. Company’s ability to successfully implement its growth strategy and expansion plans;
10. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
11. Inability to successfully obtain registrations in a timely manner or at all;
12. Occurrence of Environmental Problems & Uninsured Losses;
13. Conflicts of interest with affiliated companies, the promoter group and other related parties;
14. Any adverse outcome in the legal proceedings in which we are involved;
15. Concentration of ownership among our Promoter;
16. The performance of the financial markets in India and globally;
17. Global distress due to pandemic, war or by any other reason.

For further discussion of factors that could cause our actual results to differ, see the Section titled **“Risk Factors”, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations”** beginning on page 25, 106 and 192 respectively of the Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

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

Neither our Company or our Directors or our Officers or Book Running Lead Manager or Underwriter nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the BRLM will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permission by the Stock Exchange for the Equity Shares allotted pursuant to this Issue.

SECTION II – SUMMARY OF PROSPECTUS**A. OVERVIEW OF BUSINESS**

Asarfi Hospital Limited, is a 250 bedded multi-speciality hospital, which is serving people for over one and half decade by providing healthcare services in Dhanbad, Jharkhand. Accredited by National Accreditation Board for Testing and Calibration Laboratories (“NABL Accredited”), we are an integrated healthcare service provider, committed to deliver valued healthcare services to our patients that includes prevention, treatment and proper rehabilitation.

B. OVERVIEW OF THE 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. 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. 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. 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

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

C. PROMOTERS

Harendra Singh, Nayan Prakash Singh, Udai Pratap Singh, Madhuri Singh and Nitu Singh are the Promoters of our Company.

D. DETAILS OF THE ISSUE

This is an Initial Public Issue of upto 51,80,000 Equity Shares of face value of ₹ 10 each of our Company for cash at a price of ₹ 52/- per Equity Share (including a share premium of ₹ 42/- per Equity Share) aggregating to ₹ 2693.60 lakhs (“**The Issue**”), out of which 2,60,000 Equity Shares of face value of ₹ 10 each for cash at a price of ₹ 52/- per Equity Share aggregating up to ₹ 135.20 lakhs will be reserved for subscription by the market maker to the issue (the “**Market Maker Reservation Portion**”). The Issue less Market Maker Reservation Portion i.e. Issue of 49,20,000 Equity Shares of face value of ₹ 10 each, at an issue price of ₹ 52/- per Equity Share for cash, aggregating to ₹ 2558.40 lakhs is hereinafter referred to as the “**Net Issue**”. The Public Issue and Net Issue will constitute 26.79% and 25.00 % respectively of the post- issue paid-up Equity Share capital of our Company.

E. OBJECTS OF THE ISSUE

Our Company intends to utilize the Proceeds of the Issue to meet the following objects:-

Sr. No.	Particulars	Amount (₹ in lakhs)
1.	Part Funding of Capital Expenditure of Cancer Hospital at Ranguni, Jharkhand	1,221.60
2.	Acquiring Land on Leasehold basis for Health Management and Research Institute at Ranchi, Jharkhand	765.43
3.	General Corporate Purpose	323.24
	Total	2,310.27

F. PRE-ISSUE SHAREHOLDING OF PROMOTERS AND PROMOTER GROUP

Our Promoters and Promoter Group collectively holds 1,20,36,580 Equity shares of our Company aggregating to 83.03% of the pre-issue paid-up Share Capital of our Company. Following are the details of the shareholding of the Promoters and Promoter Group, as on date of this Prospectus:

Sr. No	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
	Promoters (A)				
1.	Harendra Singh	36,95,900	25.49	36,95,900	18.78
2.	Nayan Prakash Singh	34,89,960	24.07	34,89,960	17.74
3.	Udai Pratap Singh	23,54,360	16.24	23,54,360	11.96
4.	Madhuri Singh	7,90,880	5.46	7,90,880	4.02
5.	Nitu Singh	5,68,060	3.92	5,68,060	2.89
	Sub Total (A)	1,08,99,160	75.18	1,08,99,160	55.39
	Promoter Group (B)				
6.	ASAP Impact Private Limited	6,54,540	4.51	6,54,540	3.33
7.	Rajeev Ranjan Singh	2,33,580	1.61	2,33,580	1.19

Sr. No	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
8.	Ritesh Kumar Singh	68,700	0.47	68,700	0.35
9.	Mahesh Singh	66,600	0.46	66,600	0.34
10.	Asarfi Devi	60,000	0.41	60,000	0.30
11.	Prabha Singh	39,000	0.27	39,000	0.20
12.	Prema Singh	15,000	0.10	15,000	0.08
	Sub Total (B)	11,37,420	7.85	11,37,420	5.78
	Total (A) + (B)	1,20,36,580	83.03	1,20,36,580	61.17

G. SUMMARY OF FINANCIAL INFORMATION

Following are the details as per the restated financial statements for the financial years ended on March 31, 2023, March 31, 2022 and March 31, 2021:

Particulars	(₹ in lakhs)		
	March 31, 2023	March 31, 2022	March 31, 2021
Equity Share Capital	1,449.73	124.95	124.95
Net Worth	4,184.26	2,262.73	1,689.90
Total Income	7,303.26	6,619.54	5,439.90
Profit after tax	801.53	572.84	353.43
Earnings per Share (based on weighted average number of shares)	7.58	7.64	4.71
Net Asset Value per Share (based on weighted average number of shares)	28.86	30.18	22.54
Total Borrowings	1,720.20	1,163.31	713.36

H. AUDITOR QUALIFICATIONS

There are no audit qualifications which have not been given effect in the restated financial information.

I. SUMMARY OF OUTSTANDING LITIGATIONS

Our Board, in its meeting held on February 13, 2023 determined that outstanding legal proceedings involving the Company, its Directors and Promoter will be considered as material litigation ("*Material Litigation*") if the aggregate amount involved in such individual litigation exceeds 1% of profit after tax of the Company, as per the last restated financial statements of the Company or such litigations outcome could have a material impact on the business, operations, prospects or reputations of the Company. A brief detail of such outstanding litigations as on the date of this Prospectus are as follows:

Litigations filed by our Company:-

Outstanding Litigation	Number of Matter	(₹ in lakhs)	
		Financial Implications to the Extent Quantifiable	
Company:			
Criminal proceedings filed by the Company	1	Not ascertainable	
Other pending material litigations against the Company	9	290.24 (to the extent ascertainable)	
Other pending material litigations against the Company	2	2.10	
Promoters and Directors:			
Criminal proceedings filed against the Promoters and Directors	5	Not ascertainable	
Claims related to Direct Tax	14	5.24	

*Amount mentioned to the extent quantifiable. The amount may be subject to additional interest/other charges being levied by the concerned authorities which are unascertainable as on date of this Prospectus.

For further details, please refer to the chapter titled "*Outstanding Litigations and Material Developments*" on page 200 of this Prospectus.

J. RISK FACTORS

For details on the risks involved in our business, please see the Chapter titled "*Risk Factors*" beginning on page 25 of this Prospectus.

K. SUMMARY OF CONTINGENT LIABILITIES AND COMMITMENTS

Following is the summary of the Contingent Liabilities And Commitments of the Company:

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
A. Contingent Liabilities			
Claim against the company not acknowledged as debt			
Income Tax Liability	7.93	5.35	5.35
Bank Guarantees	24.00	20.00	13.00
Other money for which company is contingently liable	-	-	-
B. Commitments			
Estimated Value of Contracts remaining to be executed on capital account and not provided for (net of advances)	4,562.15		
Uncalled liability on shares and other investments partly paid	-	-	-
Other Commitments	-	-	-
Total (A +B)	4,594.08	25.35	18.35

Notes:

*1. The Company has made payment of Rs. 7.93 lakhs on June 21, 2023, against the said demand.

2. The Bank Guarantee has been given to Corporates for Corporate Tie-up as Security.

For further details, please refer to Note-23 Contingent Liabilities of the chapter titled “Financial Information of the Company” on page 158 of this Prospectus.

L. SUMMARY OF RELATED PARTY TRANSACTIONS

Following is the summary of the related party transactions entered by the Company (based on Restated Financial Statements) for the financial year ended on March 31, 2023, March 31, 2022 and March 31, 2021:

(₹ in lakhs)

Name of the Party	Nature of Relation	Nature of Transaction	Amount of Transactions Debited in 2020-21	Amount of Transactions Credited in 2020-21	Amount Outstanding as on 31.03.2021 (Payable)/ Receivable
Udai Pratap Singh	Director/ Promoter	Remuneration & Incentive	7.77	7.80	0.03
		Unsecured loan	-	-	-
Madhuri Singh	Director/ Promoter	Remuneration & Incentive	5.89	6.00	0.11
		Rent	6.96	7.20	0.24
		Unsecured loan	-	-	-
Gopal Singh	Relative of Director	Remuneration	2.00	5.40	3.40
Sukanti Kumar Das	Director	Professional Fees	29.60	29.60	-
Harendra Singh	Director/ Promoter	Salary	18.68	15.00	(3.68)
		Unsecured loan	-	-	-
Nayan Prakash Singh	Relative of Director/ Promoter	Salary	7.17	7.20	0.03
		Unsecured loan	-	-	-
Nitu Singh	Relative of Director/ Promoter	Salary	9.32	9.60	0.28
		Unsecured loan	-	-	-
Virendra Singh	Shareholder	Unsecured loan	-	-	-
Asap Impact Pvt. Ltd.	Director is a Promoter of Company	Rent	-	-	-
		Contract Service	-	-	-
		Sales & Supply	-	-	-

(₹ in lakhs)

Name of the Party	Nature of Relation	Nature of Transaction	Amount of Transactions Debited in 2021-22	Amount of Transactions Credited in 2021-22	Amount Outstanding as on 31.03.2022 (Payable)/ Receivable
Udai Pratap Singh	Director/ Promoter	Remuneration & Incentive	17.72	18.40	0.68

Name of the Party	Nature of Relation	Nature of Transaction	Amount of Transactions Debited in 2021-22	Amount of Transactions Credited in 2021-22	Amount Outstanding as on 31.03.2022 (Payable)/ Receivable
		Unsecured loan	-	-	-
Madhuri Singh	Director/ Promoter	Remuneration & Incentive	11.96	12.42	0.46
		Rent	6.66	7.20	0.54
		Unsecured loan	-	-	-
Gopal Singh	Relative of Director	Remuneration	6.89	9.94	3.05
Sukanti Kumar Das	Director	Professional Fees	13.46	14.23	0.77
Harendra Singh	Director/ Promoter	Salary	34.13	35.73	1.60
		Unsecured loan	-	-	-
Nayan Prakash Singh	Relative of Director/ Promoter	Salary	11.72	11.82	0.10
		Unsecured loan	-	-	-
Nitu Singh	Relative of Director/ Promoter	Salary	8.89	9.60	0.71
		Unsecured loan	-	-	-
Virendra Singh	Shareholder	Unsecured loan	-	-	-
Asap Impact Pvt. Ltd.	Director is a Promoter of Company	Rent	-	-	-
		Contract Service	-	-	-
		Sales & Supply	-	-	-

(₹ in lakhs)

Name of the Party	Nature of Relation	Nature of Transaction	Amount of Transactions Debited in 2022-23	Amount of Transactions Credited in 2022-23	Amount Outstanding as on 31.03.2023 (Payable)/ Receivable
Udai Pratap Singh	Director/ Promoter	Remuneration & Incentive	9.21	10.50	1.29
		Unsecured loan	154.47	154.47	-
Madhuri Singh	Director/ Promoter	Remuneration & Incentive	2.25	6.00	3.75
		Rent	-	-	-
		Unsecured loan	50.00	50.00	-
Gopal Singh	Relative of Director	Remuneration	5.68	8.40	2.72
Sukanti Kumar Das	Director	Professional Fees	17.10	17.43	0.33
Amit Kumar Barnwal	Director	Director Sitting Fees	0.64	0.76	0.12
Harendra Singh	Director/ Promoter	Salary	25.30	27.00	1.70
		Unsecured loan	205.00	205.00	-
Nayan Prakash Singh	Relative of Director/ Promoter	Salary	12.43	13.41	0.98
		Unsecured loan	208.00	208.00	-
Nitu Singh	Relative of Director/ Promoter	Salary	10.51	14.70	4.19
		Unsecured loan	15.00	15.00	-
Virendra Singh	Shareholder	Unsecured loan	12.00	12.00	-
Asap Impact Pvt. Ltd.	Director is a Promoter of Company	Rent	-	-	-
		Contract Service	37.87	40.04	2.17
		Royalty Income	0.76		(0.76)

Note: The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

For further details, please refer to the Annexure XXIX– Related Party Disclosures of chapter titled “**Financial Information of the Company**” on page 158 of this Prospectus.

M. DETAILS OF FINANCING ARRANGEMENTS

There are no financing arrangements whereby the promoters, members of the Promoter Group, the directors of the issuer and their relatives have financed the purchase by any other person of securities of the issuer other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of this Prospectus.

N. WEIGHTED AVERAGE PRICE OF THE SHARES ACQUIRED BY PROMOTERS IN LAST ONE YEAR

The weighted average cost of acquisition of shares acquired by Promoters in last one year are set forth in the table below:

Sr. No.	Name of the Promoter	No. of Shares acquired in last one year	Weighted Average Price (in ₹)
1.	Harendra Singh	34,93,250	12.87
2.	Nayan Prakash Singh	32,73,300	10.67
3.	Udai Pratap Singh	23,46,030	8.53
4.	Madhuri Singh	7,48,300	9.14
5.	Nitu Singh	5,06,650	8.05

O. AVERAGE COST OF ACQUISITION OF SHARES

The average cost of acquisition of Equity Shares by our Promoters are set forth in the table below:

Sr. No.	Name of the Promoter	No. of Shares held	Average cost of Acquisition (in ₹)
1.	Harendra Singh	36,95,900	14.36
2.	Nayan Prakash Singh	34,89,960	12.46
3.	Udai Pratap Singh	23,54,360	8.71
4.	Madhuri Singh	7,90,880	11.82
5.	Nitu Singh	5,68,060	12.91

P. PRE-IPO PLACEMENT

Our Company is not considering any Pre-IPO placement of equity shares of the Company.

Q. EQUITY SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH

Except as set out below, we have not issued Equity Shares for consideration other than cash in the last one year.

Date of Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Reason of Allotment	Benefits Accrued to our Company	Name of Allottees	No. of Shares Allottered
September 02, 2022	62,47,750	10.00	Nil	Bonus Issue in the ratio of 5:1	Capitalization of Reserves & Surplus	Nayan Prakash Singh	10,83,300
						Harendra Singh	10,13,250
						Udai Pratap Singh	7,32,800
						ASAP Impact Private Limited	5,45,450
						Gopal Singh	3,93,850
						Nitu Singh	3,07,050
						Sukanti Kumar Das	2,76,250
						Madhuri Singh	2,12,900
						Rajeev Ranjan Singh	1,94,650
						Saroj Singh	1,68,150
						Bandana Das	1,27,750
						Jai Prakash Singh	1,25,050
						Sudha Singh	1,16,650
						Lily Singh	1,16,650
						Manisha Sinha	1,08,350
						Arnab Kumar Das	83,000
						Rajesh Kumar Singh	83,000
						Virendra Singh	58,350
						Ritesh Kumar Singh	57,250
						Mahesh Singh	55,500
						Asarfi Devi	50,000
						Rajesh Kumar Singh	50,000
						Dinesh Prasad Bhadani	45,900

Date of Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Reason of Allotment	Benefits Accrued to our Company	Name of Allottees	No. of Shares Allotteeed
						Arun Kumar Singh	43,900
						Arpita Das	41,550
						Prabha Singh	32,500
						Binod Singh	25,000
						Sanjay Kumar Singh	25,000
						Anil Kumar Singh	14,150
						Prema Devi	12,500
						Gopla Kr. Srivastava	9,100
						Shrikant Gupta	9,100
						Chandra Shekhar Suman	9,100
						Girija Nandan Singh	9,100
						Chandrani Sengupta	8,350
						Chandra Bhushan Singh	2,300
						Dr Mangesh Kumar	1,000
						TOTAL	62,47,750
October 01, 2022	60,00,000	10/-	10/-	Conversion of Unsecured Loan to Equity	Reduction in Debt component of the Company	Harendra Singh	20,00,000
						Nayan Prakash Singh	18,80,000
						Udai Pratap Singh	13,50,000
						Madhuri Singh	5,00,000
						Nitu Singh	1,50,000
						Virendra Singh	1,20,000
						TOTAL	60,00,000

R. DETAILS OF SPLIT/CONSOLIDATION OF OUR EQUITY SHARES IN THE LAST ONE YEAR FROM THE DATE OF THIS PROSPECTUS:

Our Company has not undertaken any split/ consolidation of our Equity Shares in the last one year till the date of this Prospectus.

S. EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI

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

SECTION III: RISK FACTORS

An investment in our Equity Shares involves a high degree of financial risk. Prospective investors should carefully consider all the information in the Prospectus, particularly the **“Financial Information of the Company”** and the related notes, **“Our Business”** and **“Management’s Discussion and Analysis of Financial Condition and Results of Operations”** on page 158, 106 and 192 respectively of this Prospectus and the risks and uncertainties described below, before making a decision to invest in our Equity Shares.

The risk factors set forth below are not exhaustive and do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. Any of the following risks, individually or together, could adversely affect our business, financial condition, results of operations or prospects, which could result in a decline in the value of our Equity Shares and the loss of all or part of your investment in our Equity Shares. While we have described the risks and uncertainties that our management believes are material, these risks and uncertainties may not be the only risks and uncertainties we face. Additional risks and uncertainties, including those we currently are not aware of or deem immaterial, may also have an adverse effect on our business, results of operations, financial condition and prospects.

This Prospectus contains forward-looking statements that involve risks 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 Prospectus. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors below. However, there are risk factors the potential effects of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. 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 the risks involved. You should not invest in this Issue unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the 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.

Note:

The risk factors as envisaged by the management along with the proposals to address the risk if any. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial implication of any of the risks described in this section.

In this Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in **“Risk Factors”** on page 25 and **“Management’s Discussion and Analysis of Financial Condition and Results of Operations”** on page 192 of this Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in the **“Restated Financial Statements”**.

INTERNAL RISK FACTORS

1. **Our Company, Directors and Promoters are parties to certain legal proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, result of operations and financial conditions.**

Our Company, Directors and Promoters are parties to certain legal proceedings which are pending at different levels of adjudication before competent authority. We cannot assure you that these proceedings will be decided in our favour. Further, there is no assurance that similar proceedings will not be initiated against us, our Directors or Promoters in the future. Any adverse outcome in any of the below mentioned proceedings could have an adverse effect on our reputation and may affect our future business, prospects, financial condition and results of operations. It may further divert the attention of our management and promoters and waste our corporate resources. For details of these proceedings, see **“Outstanding Litigation and Material Developments”** on beginning from page 200 of this Prospectus. A classification of these legal and other proceedings is given below:

(₹ in Lakhs)

Outstanding Litigation	Number of Matter	Financial Implications to the Extent Quantifiable
Company:		
Criminal proceedings filed by the Company	1	Not ascertainable
Other pending material litigations against the Company	9	290.24 (to the extent ascertainable)
Other pending material litigations against the Company	2	2.10
Promoters and Directors:		
Criminal proceedings filed against the Promoters and Directors	5	Not ascertainable
Claims related to Direct Tax	14	5.24

*Amount mentioned to the extent quantifiable. The amount may be subject to additional interest/other charges being levied by the concerned authorities which are unascertainable as on date of this Prospectus.

2. We do not hold, or may not be able to prove that we hold, good title to the leasehold land situated at Ranguni, Dhanbad on which our cancer hospital and educational institute building has been constructed.

Our Company is involved in certain litigations which is related to the title of the land on which our cancer hospital and educational institute building is being constructed. The litigation relates to the land acquired by our Company admeasuring 9.55 acres from Jharkhand Industrial Area Development Authority on long term lease basis for 30 years. The said allotted land was a part of the disputed land and certain parties have alleged that the land does not belong to the State of Jharkhand / Jharkhand Industrial Area Development Authority and hence the said land cannot be leased out to our Company. The High Court of Jharkhand vide its Order dated 30.06.2022 has observed that the state had no title to transfer by lease these plots to the Company. Whereas, the Company is free to make a claim according to law against the State. The State is also free to acquire the land according to law. In the said order the High Court has directed the matter to be remanded to the Court below for passing order on the petition of both the sides that culminated in the impugned order dated 05.06.2014. The resolution of the said litigation as mentioned above is subject to legal uncertainties. Legal disputes in respect of land title can take several years and considerable expense, management time and attention to resolve as they become the subject of court proceedings. If any new developments arise in this matter, such as any rulings against us by appellate courts, we may need to write off the certain assets relating to building construction and other assets that could adversely impact our financial statements. Further, an adverse outcome in any of these proceedings may affect our reputation, standing and future business, which could have an adverse effect on our business, prospects, financial condition and results of operations. For further details of outstanding litigation in relation to the title of our land parcels, see **“Outstanding Litigation and Material Developments”** on page 200.

3. We are highly dependent on our healthcare professionals, including doctors, nurses that we engage on a consultancy basis, and our business and financial results could be impacted if we are not able to attract and retain such healthcare professionals.

Our operations depend on the efforts, ability and experience of our healthcare professionals, including our doctors, nurses, consultants and other medical staff at our hospital. A majority of our doctors are not our employees. As on May 31, 2023, we had 70 doctors of whom 42 doctors were Full Time Doctors and 28 doctors were Visiting Doctors. Our performance and the execution of our business strategies depend substantially on our ability to attract, recruit and retain leading healthcare professionals in a particular specialty or in a region relevant to our growth plans. We compete with other healthcare services providers in recruiting and retaining trained healthcare professionals, which are in shortage in the market.

Factors that healthcare professionals consider important before deciding where they will work include emoluments and incentives, reputation of the healthcare establishment, quality of the facilities, academic and research opportunities, and a sufficient number of patients and surgeries made available to them. There can be no assurance that healthcare professionals will conclude that we compare favourably with other healthcare service providers on these factors. We seek to attract healthcare professionals who has large patient bases and referral networks, and it may be difficult to negotiate favourable terms and arrangements with these professionals. We typically agree to pay our specialist physicians a professional fee based on the services they provide. Depending on market conditions and scarcity of the trained professionals, we may have to increase the fees and salaries (as applicable) paid to our healthcare professionals and consultants, and there would be no assurance that we will be able to control such expenses completely as planned. If we are unable to make payments to these consultants or other healthcare professionals on time, or if our relationship with them deteriorates, or these professionals receive better opportunities with other healthcare service providers, we may be unable to retain them.

Failure to attract and retain sufficient qualified healthcare professionals for our hospital could adversely affect our business, financial condition, results of operations, cash flows and prospects. Certain patients choose our hospital because of the reputation of some of our individual doctors. If we fail to retain these key doctors, we may not be able to attract such patients, which may have an adverse impact on the patient volume and our profitability at such locations.

There is no assurance that our consultant doctors will continue to provide services to us or devote the whole of their time to our hospital. 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 hospital 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 hospital and adversely affect the level of our patient intake which may have an impact on our business, results of operations and cash flows.

Our performance also depends on our ability to identify, attract and retain other healthcare professionals, including nurses. We have experienced, and expect to continue to experience pressure to increase wages and other benefits, due to a general shortage of qualified nurses and paramedical staff in India.

As a multi-specialty hospital operator, we must attract and retain qualified healthcare professionals in a wide range of specialty areas, and there may be fewer qualified professionals and competition for these individuals in a particular specialty area at the time when our staffing needs arise. We may also face heightened challenges in attracting sophisticated and efficient healthcare professionals at peripheral units, as healthcare professionals usually prefer to settle down in major cities and metropolitan areas. We may experience a slower-than-usual growth rate in peripheral units due to the lack of qualified healthcare professionals.

If we are unable to attract or retain healthcare professionals as required, we may not be able to maintain the quality of our services and we may have to face admissions fewer patients to our hospital, thereby having a material adverse effect on our business, financial condition, results of operations, cash flows and prospects. We may also be required to incur increased costs to retain and recruit medical personnel, which may have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.

4. Our industry is highly regulated and requires us to obtain, renew and maintain statutory and regulatory permits, accreditations, licenses and comply with applicable safety, health, environmental, labour and other governmental regulations. Any regulatory changes or violations of such rules and regulations may adversely affect our business, financial condition and results of operations.

Healthcare providers are subject to a wide variety of governmental, state and local environmental and occupational health and safety and other laws and regulations. Further, we are required to obtain and renew from time to time, a number of approvals, accreditations, licenses, registrations and permits from governmental and regulatory authorities such as in relation to establishment of hospitals, operation of our hospitals, procurement and operation of medical and other equipment, storage and sale of drugs. In particular, we are required to obtain certificate of registrations for carrying on certain of our business activities including from the Government of India, the State Governments and other such regulatory authorities that are subject to numerous conditions. For a description of the approvals and licenses obtained by us, see **“Government and Other Approvals”** on page 209. Moreover, health and safety laws and regulations in India have become increasingly stringent over time, and it is possible that they will become more stringent in the future. For detailed information in relation to the rules and regulations applicable to us, see **“Key Industry Regulations and Policies”** on page 124.

The regulatory licenses that we require are typically granted for a limited term and are subject to renewal at the end of such terms. Further, we cannot assure you that the approvals, licenses, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Any failure to renew the approvals that have expired or apply for and obtain the required approvals, licenses, registrations or permits, or any suspension or revocation of any of the approvals, licenses, registrations and permits that have been or may be issued to us, may impede our operations and may have an adverse effect on our business, financial condition and results of operations. For a description of the pending approvals and licenses, see **“Government and Other Approvals”** on page 209.

We also maintain certain accreditations, including accreditations from the National Accreditation Board for Hospitals and Healthcare Providers (“NABH”) for our hospital, accreditations from National Accreditation Board for Testing and Calibration Laboratories (“NABL”) for our laboratory. Our NABH accreditation has been expired on March 02, 2023 and the same has been applied by us for renewal. If we lose current accreditations or fail to renew such re-accreditations of our hospital by NABH, NABL and other agencies, or if we fail to obtain additional accreditations for our hospitals, our reputation, business operations could be adversely affected. Furthermore, in the event certain accreditations are made compulsory, either by law or as a condition for empanelment, our business, financial condition, results of operations and cash flows as we may not be able to obtain such accreditation in a timely manner, or at all.

In addition, as we are in process to start a new cancer hospital and educational institute, we will need to obtain additional approvals or licenses that are required to operate such hospital and institute respectively. If we fail to obtain or renew any applicable approvals, accreditations, licenses, registrations or consents in a timely manner, or at all, we may not be able to start such operations, which consequently may affect our business, cash flows or results of operations. For details of pending approvals, please refer to chapter titled **“Government and other Statutory Approvals”** on page 209 of this RHP.

Further, if we fail to comply with the requirements for applicable quality standards, or if we are otherwise unable to obtain or renew such quality accreditations in the future, in a timely manner, or at all, our business and prospects may be adversely affected. The qualifications and practice of our healthcare professionals is also strictly regulated by applicable laws, regulations, policies and guidelines, as well as by applicable codes of professional conduct or ethics. If our healthcare professionals fail to comply with applicable laws, regulations, policies or guidelines, they and/or we may be subject to penalties including fines, loss of licenses or restrictions on our healthcare facilities and operations, which could materially and adversely affect our business and reputation.

We may incur substantial costs in order to comply with current or future laws, rules and regulations, and we may not be able to maintain, at all times, full compliance with such laws, regulations, policies and guidelines. These current or future laws, rules and regulations may also impede our operations and impact our continued growth. Any non-compliance with the applicable laws, rules and regulations may subject us to regulatory action, including penalties and other civil or criminal proceedings, which may materially and adversely affect our business, prospects and reputation. There is no assurance that we will not be subject to such actions in the future, which could materially and adversely affect our business and reputation.

5. Our ability to provide affordable healthcare depends on the maintenance of a high volume of patients, occupancy rates, managing operating & project costs and effective capital management. Any increase in such costs could adversely affect our business, financial condition and results of operations.

Our ability to provide affordable healthcare depends on our ability to maintain a high volume of patients, occupancy rates, and effectively manage capital, project costs, operating costs and capital expenditure.

Patient volume is affected by, among others, factors out of our control such as seasonal illness cycles, climate and weather conditions, and the employment status of individuals. As a result, our hospitals may experience a decrease in in-patient volume in times of an economic downturn or stagnation. Our inpatient admissions and treatment contribute significantly to our revenue, compared to our outpatient consultative care. In the event there is a decline in the number of inpatients serviced by us, our financial condition and results of operations will materially stand impacted. Set out below are details in relation to our in-patient and out-patient volume and revenue for the periods indicated:

(₹ in lakhs)

Departments	March 31, 2023	March 31, 2022	March 31, 2021
Inpatient Volume	8,036	7,503	6,864
Outpatient Volume	70,868	65,563	58,542
Revenue from Inpatients (₹ in lakhs)	6,128.13	5,093.36	4,245.96
Revenue from Outpatients (₹ in lakhs)	942.20	1,483.68	1,166.21

Our ability to effectively manage our capital is crucial to our ability to maintain our cost structure and any adverse development relating to patient volume and our operating or project cost may adversely affect our financial position and performance and require us to increase the fees charged to our patients, which may have a material adverse impact on our business, financial condition and results of operations. While we seek to manage our pricing model in light of these costs, we may not always be able to do so, including due to our fee arrangements and existing contracts, as well as regulatory restrictions.

There is no assurance that we will be able to maintain or improve our admissions and occupancy rates as compared to the increase in our total capital expenditures in the future. Any failure by us to maintain or improve our admissions or occupancy rates may result in an ineffective deployment of capital expenditure and reduced profit margins, which may have an adverse impact on our business, financial condition, and results of operations.

6. We derive a significant portion of our revenues from our tie up arrangements with Governmental organizations, insurance companies, third party administrators and corporations. The loss of any one or more of our major customers would have a material effect on our business operations and profitability.

Our revenue comes from in-patient and out-patient and through tie-up arrangements with governmental organisations, insurance companies, third party administrators and corporate entities. While our In-patient and Out patients cannot be categorised under the top ten category however based on the patients who come through Governmental organisations, insurance companies, TPA's and corporate entities under the tie-up arrangements, our top 10 customers relating to such entities contribute 37.05%, 37.02% and 37.14% of our revenues during the financial year 2022-23, 2021-22 and 2020-21 respectively. Such tie-ups/contracts are typically for a specified term and we are exposed to the consequences of early termination. If at the time of contract renewal, our negotiations fail, including due to a failure to agree on the pricing for our services, our revenues and profitability would be affected due to significant loss incurred by us. Any commercial disputes with such parties or any inability to renew these contracts on favorable terms or at all, could have a material adverse impact on our business, financial condition and results of operations.

In addition, we provide medical services under various government schemes such as (i) Central Government Health Scheme, (ii) Ayushman Bharat – Pradhan Mantri Jan Arogya Yojana (AB-PMJAY), (iii) Employees State Insurance Scheme (ESIS), (iv) Ex Servicemen Contributory Health Scheme (ECHS) etc. Government schemes are an important source of new patient

registrations and revenue for us. As a result, if the applicable tariffs specified in the agreements with government payers are revised downwards, or if the extent of coverage or limits are reduced, or if the payment terms are made longer, or if the reimbursement policies are changed in the agreements with the government payers, or if the government payers terminate their agreements with us, our number of new patient registrations will decline and our revenue and profitability could be negatively affected.

7. *Setting up of a new cancer hospital and educational institute requires substantial capital outlay before we realize any benefits or returns on investments. We may be unsuccessful in implementing our growth plans of expansion in a timely manner or at all, which may have an adverse effect on our business, financial condition and results of operations.*

As part of our growth strategy, we are in the process of building a cancer Hospital at Ranguni, Dhanbad, Jharkhand and an educational institute focused on legal education and management, adjacent to the cancer hospital at Ranguni. We've also plans to build a Health Management and Research Institute at Ranchi, Jharkhand for which we have provisionally been allotted leased land from Ranchi Smart City Corporation Limited. For further details, please refer to the chapter titled **"Objects of the Issue"** on page 78 of this RHP. We expect our long-term capital requirements to increase significantly to fund our intended growth and we cannot assure that we shall efficiently be able to obtain sufficient capital resources for these expansion plans. Our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, the continued success of our operations and other laws that are conducive to our raising capital in this manner. Any downgrade in our credit ratings could increase our borrowing costs and adversely affect our access to capital. Further, in case we decide to raise additional funds through the issuance of equity or equity-linked instruments, the interests of our shareholders may be diluted.

Further, if we decide to meet our capital requirements through debt financing, our interest obligations shall increase and we may be subject to additional restrictive covenants under our respective financing arrangements. If we are unable to raise adequate capital in a timely manner and on acceptable terms, or at all, our business, results of operations and financial condition could be adversely affected. Additionally, on account of such expansion, our finance cost, depreciation and other related expenses shall increase in the near future which can adversely impact our results of operations, cash flows and financial condition.

Our expansion plans remain subject to the potential problems and uncertainties that construction projects face including cost overruns or delays, labour shortages, increased costs of equipment or manpower, inadequate performance of the equipment and machinery installed at the premises, delays in completion, defects in design or construction, the possibility of unanticipated future regulatory restrictions, delays in receiving governmental, statutory and other regulatory approvals, incremental pre-operating expenses, environment and ecology costs and other external factors which may not be within the control of our management. There can be no assurance that our budgeted costs may be sufficient to meet our proposed capital expenditure requirements. If our actual capital expenditures significantly exceed our budgets, or even if our budgets were sufficient to cover these projects, we may not be able to achieve the intended economic benefits of these projects, which in turn may materially and adversely affect our financial condition, results of operations, cash flows, and prospects.

The proposed expansion will require us to obtain various statutory approvals or amend existing statutory approvals. There can be no assurance that we will be able to obtain these registrations and approvals including approvals in relations to power and water procurement in a timely manner or at all, which in turn may materially and adversely affect our growth prospects, financial condition, results of operations and cash flows.

Our expansion plans and business growth could also strain our managerial, operational and financial resources. Our ability to manage future growth will depend on our ability to continue to implement and improve operational, financial and management information systems on a timely basis and to attract, expand, train, motivate, retain and manage our team. We cannot assure you that our personnel, systems, procedures and controls will be adequate to support our future growth. Failure to effectively manage our expansion may lead to increased costs and reduced profitability and may adversely affect our growth prospects. Any of these factors may cause us to delay, modify or forego some or all aspects of our expansion plans.

Our return on our investment depends upon, among other things, successful implementation of our strategy, competition, demand of our products, government policies, interest rates and general economic conditions. If our return on investment does not meet our or market expectations, this could materially and adversely affect our business, cash flows, results of operations and financial condition.

8. *If we do not receive payments on time from our payers, our business, financial condition and results of operations may be adversely affected.*

Our revenue is diversified across income streams, including insurance companies, third party administrators and corporations, self-payers and Central and State Government schemes. Our patients either pay for their medical expenses by themselves or through third party payers or through some other credit arrangements. Such third party payers include central, state and local government bodies, private and public insurers, and corporate entities that pay for medical expenses of their employees. 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.

- 9. *There have been certain instances of non-compliances/ discrepancies, including with respect to certain secretarial/regulatory filings for corporate actions taken by our Company in the past. Consequently, we may be subject to regulatory actions and penalties for any such non-compliance/ discrepancies and our business, financial position and reputation may be adversely affected.***

Our company has not complied with certain statutory provisions of the Companies Act, 2013 in the past including but not limited to the details as mentioned in this risk factor. The company has not filed few ROC forms such as Form-2 for allotment of equity shares in FY 2006-07 to FY 2009-10, Form MGT-14 for approval of Board Report and Financial Statement for the FY 2015-16 to FY 2020-21 and to borrow money in the past under section 179(3)(d), 179(3)(g) of the companies Act, 2013, Form MGT-14 & Form MR-1 for appointment of Sukanti Kumar Das as Managing Director under section 117 and 196 of the Companies Act, 2013 and Form MGT-14 for alteration of main object clause of the company. In addition, there are few discrepancies noticed in some of our corporate records relating to e-forms filed with the Registrar of Companies, such as some clerical error exists in the Board resolution filed for appointment of Managing director with ROC.

Also, the share transfer deed in respect to transfer of shares of our Company before March 31, 2007 are not traceable. Accordingly, we have relied on the other corporate records maintained by the Company such as statutory registers to ascertain the information for the missing corporate records. Further, we are not in possession of certain legal case documents as mentioned in the **“Outstanding Litigation and Material Developments”** Chapter on page 200 of this RHP. While no legal proceedings or regulatory action has been initiated against us in relation to the unavailable filings and statutory lapses as of the date of this Prospectus, we cannot assure you that such proceedings or regulatory actions will not be initiated against us in the future in relation to the missing filings and corporate records. We cannot assure you that any such proceedings will not have a material adverse effect on our financial condition or reputation.

Further, our company has not complied with certain Accounting Standards such as AS -15 (Employee Benefits), however the same have been duly complied by the company in the restated financial statements. Although, no show cause notice in respect of the above has been received by the Company till date, any penalty imposed for such non-compliance in future by any regulatory authority could affect our financial conditions to that extent.

- 10. *If we are unable to maintain bed occupancy rates at sufficient levels, we may not be able to generate adequate returns on our capital expenditure, could adversely affect our operating efficiencies and our profitability***

Our ability to sustain current levels of profitability and operating efficiencies depends on our ability to maintain and increase bed occupancy rates, which in turn depends on factors such as brand recognition in the communities in which we operate, our ability to attract and retain quality healthcare professionals, our ability to develop super-specialty practices and our ability to compete effectively with other hospitals and clinics. Our average bed occupancy rate was 65%, 66% and 64% in Fiscal 2023, 2022 and 2021 respectively. If we fail to maintain or improve our occupancy rates while we continue to incur significant capital expenditure, our business, financial condition, results of operations and prospects may be materially and adversely affected.

- 11. *We are exposed to legal claims and regulatory actions arising from the provision of healthcare services and may be subject to liabilities arising from claims of malpractice and medical negligence which could materially and adversely affect our reputation and prospects.***

We are exposed to the risk of legal claims and regulatory actions arising out of the medical services provided by us. From time to time, we may be subject to claims alleging, among other things, medical negligence by our healthcare professionals and product liability for medical devices we use, pharmaceuticals we dispense and medical and pharmaceutical products we sell in our pharmacies. We could also be the subject of complaints from patients who are dissatisfied with the quality and cost of healthcare services.

We may from time to time receive complaints from, or be involved in, disputes with our clients and patients with regard to medical services. This can be attributed to various factors, such as the negligence of medical personnel, failure of medical equipment, inaccurate results of medical tests conducted by outsourced laboratories, individual patient-specific conditions and disease complications. In addition, people may contract serious communicable diseases during their stay or visit at our facilities, which could result in significant claims for damages against us and, as a result of reports and press coverage, damage our reputation.

We rely on our healthcare professionals to make proper diagnoses, administer proper treatment and make other clinical decisions. However, we do not have direct control over the clinical activities of our healthcare professionals, as their diagnoses and treatments of patients are subject to their professional judgment, and in most cases, must be performed on a real time basis. In addition, some doctors who work are on a consultancy basis are subject to proceedings for medical negligence, which may

lead to their removal from the register of medical practitioners for a period of time or permanently. Even though we are not a party to such proceedings, our reputation and business may be adversely impacted by their negative outcomes and publicity. Furthermore, our healthcare professionals are susceptible to contracting diseases that we treat in our facilities, and if our healthcare professionals become infected, it may significantly reduce the treatment and care capacity at our medical facilities. In addition, medical consumables used in various treatments and other products we sell may be subject to contamination, mislabelling, malicious tampering and other damage such as errors in the dispensing and packaging of pharmaceuticals, which may lead to injury or death to our patients. Current or former patients or their families may commence or threaten litigation for medical negligence or malpractice against us. If such claims succeed, we may become liable for damages and other financial consequences and may even be exposed to criminal liability, which may materially and adversely affect our reputation, financial condition, results of operations and cash flows. Additionally, clinical trials conducted at our facilities may cause unintended adverse consequences including personal injury, sickness or death of patients participating in such trials. We could be held liable and may be required to pay damages for such consequences.

As litigations and regulatory proceedings are inherently unpredictable, we cannot assure you that any potential claims or disputes will not have a material adverse effect on our business, results of operations, and financial condition. Although we defend ourselves vigorously against claims and lawsuits, these matters could:

- require us to pay substantial damages or amounts in judgments or settlements, which individually or in the aggregate could exceed amounts, if any, that may be recovered under our insurance policies where coverage applies and is available;
- harm our reputation and the goodwill associated with our brand;
- cause us to incur substantial expenses and/or substantial increases in our insurance premiums;
- require significant time and attention from our management; and
- require us to incur debt to finance any damages or amounts in judgment or settlement.

If any of our cases are not resolved in our favor, and if our insurance coverage or any applicable indemnity is insufficient to cover the damages awarded, we may be required to make substantial payments or modify or restrict our operations, which could have an adverse impact on our reputation and competitive position, as well as our business and financial results. Also see “-Our insurance coverage may not adequately protect us against certain operating hazards and this may have an adverse effect on our business and revenues” below.

Products that we sell could become subject to contamination, product tampering, mislabelling or other damage. In addition, errors in the dispensing and packaging of pharmaceuticals could lead to serious injury, death or litigation. In addition, our operations involve the use of hazardous and flammable materials, including chemicals, radioactive and nuclear materials. Most of the radiation therapy and diagnostic imaging equipment we use contain radioactive and nuclear materials or emit radiation during operation. Radiation, radioactive materials and nuclear materials are extremely hazardous unless properly managed and contained. We source nuclear and radioactive material from authorized suppliers, and we store and dispose of such materials in accordance with the applicable rules and guidelines. We cannot eliminate the risk of contamination or injury from these materials. In the event of contamination or injury resulting from our use of hazardous materials, we could be held liable for any resulting damages, and any liability could exceed our resources. We also could incur significant costs associated with civil or criminal fines and penalties.

12. *We are dependent on certain field of specialty for a substantial portion of our revenue, i.e. cardiology, neurosciences and general medicine. Any material impact on our earnings from these fields will impact our financial condition and results of operations significantly.*

While our hospital provide multi-speciality services, we derive a substantial portion of our revenue from our cardiology, neurosciences and general medicine services. For the Fiscal 2023, our revenue from our cardiology, neurosciences and general medicine services contributed to 27.7%, 15.45% and 15.53% of our revenue from operations, respectively. Thus, our financial conditions and results of operations are dependent on our revenue from these fields. Due to our dependence on the field of cardiology, neurosciences and general medicine services, a number of factors could cause material fluctuations or decline in our revenue. These factors could include our inability to use modern technology and infrastructure while undertaking surgeries and procedures in these fields or the innovation and implementation of modern techniques by other hospitals which we are unable to implement, a decrease in the number of new patients registered, a loss of key experienced medical professionals, liabilities on account of medical negligence, or regulatory changes. A decline in our revenue from these fields could materially and adversely impact our business, prospects, financial condition and results of operations.

13. *We face intense competition from other healthcare service providers. If we are unable to compete effectively, our business, results of operations and cash flows may be materially and adversely affected.*

We compete with hospitals, clinics, diagnostic chains and dispensaries of varying sizes with different specialties. We compete on the basis of factors such as our specialty and other service offerings, quality and selection of healthcare professionals, affordability, quality of care, technology, quality of facilities, patient satisfaction, brand and reputation.

Our pharmacy in our hospital competes on factors such as price and product offerings. Some of our multi-specialty competitors offer services that we do not offer. Some of our competitors are owned or operated by governmental bodies or by private not-for-profit entities supported by endowments and charitable contributions, which can finance capital expenditures without incurring significant tax obligations. We may also face competition from new market entrants, such as established foreign healthcare companies which may enter the Indian market in the future. We are required to evaluate and increase our competitive position in each of our markets for example by offering competitive compensation to healthcare professionals and quality services with competitive rates to our patients. As a result, we may experience lower profitability as we strive to compete with our competitors on all fronts.

It is also possible that there will be significant consolidation in the medical industry. Our competitors may develop alliances, and these alliances may acquire significant market share. Concentration within the sector, or other potential moves by our competitors, could improve their competitive position and market share and may exert further pricing and recruiting pressure on us.

Existing or new competitors may try to compete for patients by exerting pricing pressures on some or all of our services by pricing their services at a significant discount to ours or offering services with greater convenience or better quality. Further, our competitors may expand their healthcare networks, which may exert further pricing and recruiting pressure on us. If we are unable to compete effectively with our competitors, our market share, business, financial condition, results of operations and cash flows could be materially and adversely affected.

14. *If we are unable to keep pace with technological changes, new equipment and service introductions, changes in patients' needs and evolving industry standards, our business and financial condition may be adversely affected.*

The healthcare services industry is characterized by periodic technological changes, new equipment and service introductions, changes in patients' needs and evolving industry standards, including, for example, changes associated with diagnosis process, treatments and patient-doctor interactions in telemedicine offerings. Our continued success depends on our ability to anticipate industry trends and identify, develop and market new value-added services that meet client demands, to continually enhance our equipment and technologies in a timely and cost-effective manner.

Developing new services and tools in a timely and cost-effective manner may be difficult, particularly as market preferences can change rapidly. Our assessment of the market and evolving customer preferences may not lead to new services that are commercially successful. We may also experience delays or failures in any stage of our service development, introduction or implementation. Our competitors may be more efficient at developing new services and may introduce those services to the market before us. The introduction of new or similar services by our competitors may result in reductions in our prices, profit margins, and market share. Further, as industry standards evolve, we may be required to enhance and develop our internal processes and procedures, as well as equipment and technologies, to comply with such standards and maintain the accreditations that we have received. The research, design and development of new services may also require significant resources, including financial and management time and attention. If we are unable to develop new services in a timely manner to meet market demand, or if there is insufficient demand for our services, our business, financial condition, results of operations and prospects may be materially and adversely affected.

Rapid changes in the medical and healthcare industry require sourcing for and investing in new medical equipment and technology. We may not be able to continually invest in, procure and integrate the latest equipment and technologies at commercially suitable terms and in a timely manner. We may not be able to recover the financial outlay for the medical equipment and systems that we invest in. We may incur significant costs in replacing or modifying equipment in which we have already made a substantial investment. New equipment and services based on new or improved technologies or new industry standards can lead to earlier than planned redundancy of our medical equipment and result in asset impairment charges in the future. Although we sometimes sell obsolete equipment back to the suppliers of such equipment, there can be no assurance that we will be able to continue to do so on financially viable terms. We may experience short-term disruptions to our operations if our equipment is damaged or breaks down. Extended downtime of our medical equipment, and repair or replacement costs of such equipment, could result in loss of revenue, client dissatisfaction, and damage to our reputation. Injuries caused by medical equipment in our healthcare facilities due to equipment defects, improper maintenance or improper operation could also subject us to liability claims, which may not be insured completely or at all. Regardless of their merit or eventual outcome, such liability claims could result in significant legal defence costs for us, damage to our reputation, and a material adverse effect on our business, financial condition and results of operation.

Our operations are also subject to risks inherent in the use of complex medical equipment. Some equipment we use in our hospital involves radioactive substances. Failures, accidents, defects, improper use or lack of maintenance of our equipment may lead to injury of our patients and healthcare professionals. We may incur significant repair and maintenance costs and may experience disruptions in our operations in the event of any material malfunction or breakdown of our equipment in the future. In addition, we may not be able to respond to such failures or malfunctions in a timely manner or with acceptable cost, which could adversely impact our ability to provide patients with necessary treatments and quality services, result in injury of our healthcare professionals, and damage our reputation.

15. Our revenues are significantly dependent on our single hospital in Dhanbad (Jharkhand). Any change in the economic or political circumstances in or around the areas of Dhanbad, could materially affect our business, financial condition and results of operations.

We derive almost all of our revenue from operations from our Dhanbad hospital. For instance, in Fiscal 2023, our total revenue were ₹ 7303.26 lakhs of which 99.54% were derived solely from the operations of Dhanbad hospital. Any material impact on our revenues from our hospital in Dhanbad, including by reason of a reduction in patient footfall, regulatory changes, reputational harm, liabilities on account of medical negligence, adverse publicity or natural calamities and increased competition, could have a material adverse effect on our business, financial condition and results of operations. Due to the geographical concentration of our hospital primarily in Dhanbad, we are exposed to adverse economic or political circumstances that affect demand for healthcare services in the region. Any regional slowdown, political unrest, disruption, disturbance or sustained downturn in the economy of such regions could adversely affect our business, financial condition and results of operations.

16. Our Company is dependent on limited number of external suppliers for its medicine and consumables requirements. Any delay or failure on the part of such suppliers to deliver products at acceptable prices, may adversely affect our business, profitability and reputation.

We rely on the limited number of suppliers for purchasing of medicines and consumables, which in turn, rely on third-party suppliers for sourcing of products. The contribution of our top five suppliers in our purchase of medicines and consumable items as a percentage of the total purchase during Fiscal 2023 is disclosed hereunder:-

S. No.	Supplier	% contribution in the total purchase (medicine and consumables) for Fiscal 2023
1	Supplier 1	71.79%
2	Supplier 2	1.79%
3	Supplier 3	1.50%
4	Supplier 4	1.47%
5	Supplier 5	1.47%
Total		78.02%

Our reliance on a limited number of suppliers for our business exposes us to risks, that may include, but are not limited to, reductions, delay or failure on the part of our suppliers to deliver products in a timely manner, deterioration in the financial condition or business prospects of these suppliers, failure to negotiate favourable terms with our key suppliers, all of which could have a material adverse effect on the business, financial condition, results of operations and future prospects of our Company.

We do not have any long term supply contracts with our suppliers. We generally make our purchases with suppliers through purchase orders. Thus, our suppliers may be unable to provide us with a sufficient quantity of medicines and consumables, at prices acceptable to us. Further, any unexpected rise in the prices of the medicines and consumables or shortage in supply or any adverse change in terms and conditions of supply would result in increase of our procurement cost. In case we are not able to pass on any such increase in cost to the patients because of competition or otherwise, it may affect the profitability of the Company.

We may not be able to renegotiate our pricing or delivery terms on a reasonable basis or find suitable alternative suppliers in the future, which may affect our business, financial condition, cash flows and results of operations. If we are required to identify alternative third parties for any of our required products, the process of qualification and approval could cause delays in providing services to clients. Any extended interruption in the supply of medicines and consumables could disrupt our operations and can have a material adverse effect on our business, results of operations or financial condition. Although we believe we have maintained stable relationships with these suppliers in the past, we cannot assure you that, we will be able to source adequate quantities of products in a timely manner from our existing suppliers in the future or we will be able to find alternative suppliers at acceptable prices and quality levels or at all. Our inability to do so may adversely affect our reputation, business, results of operations and cash flows

17. In the past, our Group Company, Asap Impact Private Limited has defaulted on payment of interest and repayment of loan.

In the past, our Group Company, Asap Impact Private Limited has defaulted in payment of Principal and interest amount on a loan availed from Allahabad Bank aggregating to ₹ 6.91 Crores. A recovery proceeding under SARFAESI Act, 2002 was initiated by the Bank against the Company and filed an application no. 213/2018 before the Debt Recovery Tribunal Allahabad. Subsequently the Company has made a one-time-settlement with the bank and paid the settled amount in full and obtained a No Objection Certificate dated 11.07.2019. The said defaulted loan account has been closed on 28.06.2019 by the bank.

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

We source our equipment and supplies from third party suppliers under various arrangements. Any failure to procure equipment, reagents or drugs on a timely basis, or at all, from such third parties and on commercially suitable terms could affect our ability to provide our services. Certain of our medical and laboratory equipment are also procured under lease agreements. Under some of these agreements, the supplier generally has the discretion to terminate the agreement with a specified period of notice in the event of a breach of any term or condition of the agreement, including but not limited to default in payment of the applicable fee. Any such termination and consequent removal of the installed equipment may adversely affect our operations. In addition, manufacturers may discontinue or recall equipment, reagents or drugs used by us, which could adversely affect our ability to provide our services, and therefore, could adversely affect our business, results of operations and cash flows.

We also rely on a limited number of equipment suppliers to carry out repairs and maintenance of our equipment. Any failure or negligence by these third parties in performing maintenance on our equipment could result in harm to our healthcare professionals or patients and could adversely affect our business, results of operations, reputation and brand. Our dependence on a limited number of service providers exposes us to risks of delays or inability in carrying out repairs and maintenance of equipment. We may also be unable to find alternative service providers in time, or at all, and at a suitable cost. In some cases, we depend on the original equipment manufacturer or an even more limited pool of “authorized” service providers for equipment repair and maintenance, which exposes us to further risk of delay or higher repair and maintenance costs. Any delay or inability to repair and maintain our equipment could cause disruptions in our operations and adversely affect our business, financial condition and cash flows.

There can be no assurance that we will be able to maintain our relationships with our major suppliers. If the business relationship between our Company and our major suppliers were to deteriorate or if any of those suppliers were to terminate their business relationship with our Company or renegotiate our contracts on less favourable terms, our business, results of operations and prospects may be adversely affected. We could also experience higher costs, network healthcare provider disruptions, less attractive services for our clients and/or difficulty in meeting regulatory or accreditation requirements, any of which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

19. *Certain of our properties are taken by us on lease basis for a fixed term and is subject to several terms and conditions. In the event of non-compliance with such conditions or if we are unable to execute or renew the lease agreement or if such agreement is terminated, we may suffer a disruption in our operations and financial condition.*

We have taken 9.55 acres of land at Ranguni, Dhanbad on lease basis through lease deeds dated January 21, 2021 for a period of 30 years from Jharkhand Industrial Area Development Authority (JIADA) which is subject to renewal at the option of both the parties, after the expiry of 30 years, for another 30 years. Currently, we are building a cancer hospital and educational institute over such land. There can be no assurance that we will not face any disruption of our rights and that such agreement will not be terminated prematurely by the Lessor. Any default of terms and conditions of such deeds or such non-renewal or early termination or any disruption of our rights will adversely affect our business operations and revenue of the business. Further, our Company has been provisionally allotted a land on leasehold basis from Ranchi Smart City Corporation Limited (A Government of Jharkhand Undertaking) on April 22, 2022 for which we have made payment of ₹ 5.10 Cr and balance payment of ₹ 7.65 Cr was required to be paid by April 21, 2023. However, we have sought an extension through request letter dated April 26, 2023 to RSCCL to grant us an extension of 2 months for remaining payment, and further we have again requested RSCCL through letter dated June 23, 2023 for granting us an extension of 2 months. In case the RSCCL does not consider our extension request and if we fail to make the payment timely either through issue proceeds or from internal sources/unsecured borrowings, the RSCCL can cancel the provisional allotment order and can forfeit the initial amount of ₹ 5.10 Cr, on account of which our business, financial condition, reputation and ability to compete effectively could be impaired, which would have a material adverse impact on our business, financial condition, results of operations and prospects.

20. *We face several risks associated with the development of proposed Cancer Hospital, for which we intend to utilize a portion of the net proceeds, which could hamper our growth, prospects, cash flows and business and financial condition.*

We intend to utilize a portion of the Net Proceeds of this Issue towards proposed cancer hospital. During the process of setting up of the Cancer Hospital, we may face several difficulties such as cost overruns or delays for various reasons, including, but not limited to, our financial condition, changes in business strategy and external factors such as market conditions, competitive environment and interest or exchange rate fluctuations, changes in specification, increase in input costs of construction materials and labour costs, incremental preoperative expenses, taxes and duties, start-up costs, interest and finance charges, working capital margin, environment and ecology costs and other external factors which may not be within the control of our management, which may in turn delay the utilization of the Net Proceeds which in turn delay the commencement of commercial operation of our proposed Cancer Hospital.

Any delay in setting up of our proposed facilities could lead to revenue loss for our Company and delay in utilisation of Net Proceeds. Further, setting up a Cancer Hospital may be subject to delays and other risks, which may be caused due to certain other unforeseen events, such as unforeseen engineering or technical problems, disputes with workers, unanticipated cost

increases or changes in scope and delays in obtaining certain government approvals and consents. While we may seek to minimize the risks from any unanticipated events, it cannot be assured that all potential delays could be mitigated and that we will be able to prevent any cost and time over-runs and any loss of profits resulting from such delays, shortfalls and disruptions. Further, the estimated cost may prove insufficient to meet the requirements of the proposed capital expenditure due to, among other things, cost escalation, which could drain our internal cash flows or compel us to raise additional capital, which may not be available on terms favourable to us or at all.

We cannot assure that we will be able to complete the setting up of our Cancer Hospital in time and install the equipment in accordance with the proposed schedule of implementation and any delay in setting up of the Cancer Hospital in a timely manner, or at all, could have an adverse impact on our growth, prospects, cash flows and business and financial condition. Furthermore, the quotations for equipment might expire and we may be compelled to purchase the same at a higher cost. Our financial condition, results of operations and liquidity would be materially and adversely affected if our project costs materially exceed such estimated amounts. For further details, please refer to chapters titled **“Objects of the Issue”** and **“Our Business”** on pages 78 and 106, respectively of this Prospectus.

21. Our Company had negative cash flow in recent fiscals, details of which are given below. Sustained negative cash flow could adversely impact our business, financial condition and results of operations.

The detailed break up of cash flows is summarized in below mentioned table and our Company has reported negative cash flow in certain financial years:

(₹ in Lakhs)			
Particulars	31-03-2023	31-03-2022	31-03-2021
Net cash from operating activities	(206.52)	926.48	1029.48
Net Cash (used in) / from investing activities	(1364.62)	(2316.12)	(1600.26)
Net Cash used in financing activities	1681.55	1376.86	599.95
Net increase/(decrease) in cash and cash equivalent	110.41	(12.78)	29.17

There can be no assurance that our net cash flows shall be positive in the future. Any negative cash flows in the future over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. As a result, our cash flows, business, future financial performance and results of operations could be materially and adversely affected. For further details, see **“Financial Statements as Restated”** beginning on page 158 of this Prospectus.

22. The average cost of acquisition of Equity Shares by our Promoters is lower than the Issue Price.

Our Promoters average cost of acquisition of Equity Shares in our Company is lower than the Issue Price of the shares proposed to be offered though this Prospectus. For Details regarding average cost of acquisition of Equity Shares by our Promoters in our Company, please refer the table below:

Name of the Promoter	No. of Equity Shares Held	Avg. Cost of Acquisition (In ₹ per Equity Share)
Harendra Singh	36,95,900	14.39
Nayan Prakash Singh	34,89,960	12.46
Udai Pratap Singh	23,54,360	8.71
Madhuri Singh	7,90,880	11.82
Nitu Singh	5,68,060	12.91

23. We have issued Equity Shares in the last 12 (twelve) months at a price which is lower than the Issue Price.

During the last 12 (twelve) months, we have issued Equity Shares at a price that is lower than the Issue Price, as set forth below.

Date of Allotment	No. of Equity Shares allotted	Face Value (₹)	Issue Price (₹)	Nature of Allotment
September 02, 2022	62,47,750	10/-	Nil	Bonus Issue
October 01, 2022	60,00,000	10/-	10/-	Conversion of Loan to Equity

The price at which Equity Shares have been issued by our Company in the immediately preceding one year is not indicative of the Issue Price at which the Equity Shares shall be issued and traded (subsequent to listing). For further details regarding such allotments, see **“Capital Structure”** on page 57 of this Prospectus.

24. We have certain contingent liabilities, which, if materialized, may affect our financial condition and results of operations.

Our contingent liabilities as of March 31, 2023 were as follows:

(₹ in lakhs)

Particulars	March 31, 2023
Claim against the company not acknowledged as debt	
Income Tax Liability	7.93*
Bank Guarantees	24.00
Total	31.93

*The Company has made payment of Rs. 7.93 lakhs on June 21, 2023, against the said demand

For further details of the contingent liabilities and commitments of our Company as on March 31, 2023, see **“Restated Financial Information”** on page 158 of this Prospectus. If a significant portion of these liabilities materialize, fully or partly, it could have an effect on our results of operations and financial condition. Further, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the future.

25. Our indebtedness and the conditions and restrictions imposed by our financing arrangements may limit our ability to grow our business and adversely impact our business.

There are restrictive covenants in agreements entered into by our Company with certain banks and financial institutions for short-term loans and long-term borrowings. These restrictive covenants require us to seek the prior consent of these banks and financial institutions for various activities, including effecting any changes to our capital structure or shareholding pattern, raising fresh capital or any term loans or debentures; undertaking any merger, amalgamation or restructuring, utilizing loans for purposes other than those set out in the financing agreement, implementing any scheme of expansion, diversification or modification (other than incurring routine capital expenditure), disposing of any assets; taking actions that result in a change of control over us, declaring or paying dividends, making investments in other concerns and effecting any amendments in our memorandum and articles of association.

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

Our Company has entered into related party transactions with our Promoters, Directors and Group Entities. 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 related parties. Furthermore, it is likely that our Company will enter into related party transactions in the future. 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 operation. For details, please refer to **“Related Party Transactions”** under section titled **“Financial Statements as Restated”** on page 183 of this Prospectus.

27. If we fail to achieve favourable pricing on medical consumables, pharmacy items, drugs, and surgical instruments from our suppliers or are unable to pass on any cost increases to our payers, our profitability could be materially and adversely affected.

Our profitability is susceptible to the cost of medical consumables, pharmacy items, drugs and surgical instruments etc. The complex nature of the treatments and procedures we perform at our hospital requires us to invest in new technology and equipment from time to time, which is generally expensive. Our profitability is affected by our ability to achieve favourable pricing on our medical consumables, pharmacy items and medical equipment from our suppliers, including through negotiations for supplier rebates. Because these supplier negotiations are continuous and reflect the ongoing competitive environment, the variability in timing and amount of incremental supplier discounts and rebates can affect our profitability. These supplier programs may change periodically, potentially resulting in higher cost of surgical instruments, drugs and consumables and adverse profitability trends, if we cannot adjust our prices to accommodate such increase in costs. Further, such increased costs may negatively impact our ability to deliver quality care to our patients at competitive prices. If we are unable to adopt alternative means to deliver value to our patients, our revenue and profitability may be materially and adversely affected.

We may be unable to anticipate and react to the increase in cost of surgical instruments, medical consumables and pharmacy items in the future, or may be unable to pass on these cost increases to our payers, which could materially and adversely affect our profitability.

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

Our information technology system is critical systems are critical to our business. We rely on the information technology system to store the personal details data of our patients. The regulatory guidelines 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 our business and damage our reputation.

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

Our performance is highly dependent on our Promoters, senior management and other key personnel to maintain our strategic direction, manage our operations and meet future business challenges that may also arise in relation to our business. The loss of, or inability to attract or retain, such persons could materially and adversely affect our business and financial results. In particular, the active involvement of our Promoters in our operations and the services of our senior management and our key management personnel have been integral to our development and business. For details in relation to the experience of our Promoters and key management personnel, see “**Our Promoters and Promoter Group**” and “**Our Management**” on pages 151 and 139 respectively of this Prospectus. If one or more of these individuals or any other member of our senior management team are unwilling or unable to continue in their present positions, we may not be able to replace them with persons of comparable skill and expertise promptly, which could have a material adverse effect on our business, financial results, results of operations and cash flows. We may take a significant period of time to hire and train replacement personnel when skilled personnel terminate their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting skilled employees that our business requires. If we are unable to hire and train replacement personnel in a timely manner or increase our levels of employee compensation to remain competitive, our business, financial results, results of operations and cash flows may be materially and adversely affected.

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

Our Company has obtained insurance coverage in respect of certain risks. We have taken insurance policies such as Fire & Special Perils Policy, Burglary Insurance Policy and Vehicle Policies. Our insurance policies do not cover all risks, specifically risks such as error and omission medical establishment policy, business interruption insurance, money insurance, cash in transit, machinery/equipment breakdown, keyman insurance, group personal accident or mediclaim policy. Failure to effectively cover ourselves against the associated risks may potentially lead to material losses. There can be no assurance that our insurance policies will be adequate to cover the losses/ damages suffered or that such insurance coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. If we suffer a significant uninsured loss or if insurance claim in respect of the subject matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected.

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

In India, pharmaceutical prices are subject to regulation and the Government has been actively reviewing prices for pharmaceuticals and their trade margins. India enacted the National Pharmaceuticals Pricing Policy in 2012, which lays down the principles for pricing essential drugs. As a result, a number of drug formulations were identified as essential drugs and were added to India’s National List of Essential Medicines, 2015 and these drugs are subjected to price controls in India. On May 15, 2013, the Department of Pharmaceuticals, Ministry of Chemicals and Fertilizers released the DPCO 2013 (which replaced the earlier Drugs (Prices Control) Order, 1995). The DPCO 2013 governs the price control mechanism for formulations listed in the National List of Essential Medicines. Our ability to achieve favorable pricing may be affected by such government policies which regulate the pricing of medical items. For example, the National Pharmaceutical Pricing Authority has in the past set ceiling on prices of cancer drugs, cardiac stents, drug eluting stents and intra-uterine devices.

The DPCO 2013 is amended from time to time, to fix or revise the ceiling prices of certain drug formulations sold in India. The National Pharmaceutical Pricing Authority (“NPPA”) also from time to time notifies ceiling price for additional formulations either under the DPCO or in the National List of Essential Medicines. Under the terms of the DPCO 2013, non-compliance with the notified ceiling price or breaching the ceiling price would be tantamount to overcharging the consumer under the order, and the amount charged over and above the ceiling price shall be recovered along with interest thereon from the date of overcharging. Any action for violation of pricing regulations may divert management attention and could adversely affect our business, financial condition, results of operations and prospects. While we cannot predict the nature of the measures that may be adopted by governmental organizations in the future or their effect on our business and revenues, the announcement or adoption of such proposals may affect our profit margins, results of operations and cash flows.

32. *We are vulnerable to failures of our information technology system, which could adversely affect our business.*

Our information technology system is critical to our business. We rely on our technology system to, among other things, manage accounting and financial reporting, facilitate consultations among healthcare professionals, prepare and manage medical records, financial records, training programs and inventory. If we experience an interruption or a reduction in the performance, reliability or availability of our technology architecture from natural or man-made causes, or from disruptions from our local service providers, our operations and ability to manage our administrative systems could be adversely impacted. Any technical failures associated with our information technology system, including those caused by power failures, computer viruses and other unauthorized tampering, may impair our ability to provide services to our patients. Corruption of certain information could also lead to delayed or inaccurate judgments or diagnoses in our treatment of patients, and could result in damage to the welfare of our patients. Any failure of our IT systems could materially and adversely affect the operation of all of our hospital.

In addition, since we rely on our technology systems to manage our accounting and financial functions, including processing payments to network healthcare providers and invoicing our clients, any technical failures or errors, including errors in manual data entry or programming, could materially and adversely impact our financial reporting, results of operations and cash flows, as well as our reputation and relationships with our network healthcare providers and clients.

We may be subject to cyberattacks and other cybersecurity risks and threats, including computer break-ins, phishing, and social engineering. Cybersecurity vulnerabilities may put us at risk for possible losses due to fraud, operational disruptions, or the unintended dissemination of sensitive personal information, proprietary information or confidential information. We may also be subject to liability as a result of any theft, loss, unauthorized disclosure or misuse of confidential, sensitive and/ or personal information stored on our systems. The development of our information technology system is generally outsourced to third party suppliers, over which we have limited control. Failure by such third-party suppliers to adequately secure or manage our information and systems, as well as their discontinuation of existing products and services that we rely on, may adversely affect our operations.

There can be no assurance that we will not encounter data migration or other errors, which could result in the loss of important data, interruptions, delays or cessations in the availability of our systems, any of which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

33. *There may be potential conflict of interests between Our Company, Promoter Group Entities, Group Company and other venture or enterprises promoted by our promoter or directors*

Our Group Company i.e., Asap Impact Private Limited is running a Hospital in the name of “Asarfi Hospital” at Ballia, Uttar Pradesh that may potentially compete with our Company or are authorized to carry out business, similar to that of our Company. We may hence have to compete with our Group Company for business, which may impact our business, financial condition and results of operations. The interests of our Promoters or Promoter Groups may also conflict in material aspects with our interests or the interests of our shareholders. For further details, please refer “**Our Promoter and Promoter Group**” beginning on page 151 of this Prospectus. Further, our Promoters may involve in ventures that may potentially compete with our Company. The interests of our Promoters or Promoter Groups may conflict with the interests of our other Shareholders and our Promoters may, for business considerations or otherwise, cause our Company to take actions, or refrain from taking actions, in order to benefit themselves instead of our Company's interests or the interests of its other Shareholders and which may be harmful to our Company's interests or the interests of our other Shareholders, which may impact our business, financial condition and results of operations.

We have not entered into any non-compete agreement with our Promoters and/or Promoter Groups and/or our Promoter Group Entity. We cannot assure you that our Promoters and/or our Promoter Group Entity and/or members of the Promoter Group will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition.

34. *We may not be able to protect our brand name and trademarks.*



Our name “Asarfi Hospital” and registered trademark  is very crucial to our business. We believe that our reputation and brand are associated with the “Asarfi Hospital” name, and that this association has contributed towards the success of our business. We believe that our trademarks and other proprietary rights have significant value and are important to identifying and differentiating our healthcare services from those of our competitors and creating demand for our healthcare services.

Unauthorized use of our brand name or logo by third parties could adversely affect our reputation, which could in turn adversely affect our business, financial condition and results of operations. Intellectual property rights and our ability to enforce them may be unavailable or limited in some circumstances. Loss of intellectual property may significantly affect our media and advertising activities, and loss of equity for the “Asarfi Hospital Limited” brand, thus adversely affecting our business, revenue and prospects.

35. Our operations are subject to high working capital requirements. Our inability to maintain an optimal level of working capital required for our business may impact our operations adversely.

Our business requires significant amount of working capital and major portion of our working capital is utilized towards trade receivables. Our growing scale and expansion, if any, may result in increase in the quantum of current assets. Our inability to maintain sufficient cash flow, credit facility and other sources of funding, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations. Further, we have high outstanding amount due from our debtors which may result in a high risk in case of non-payment by these debtors. In case of any such defaults from our debtors, may affect our business operations and financials. For further details regarding working capital requirement, please refer to the section **“Objects of the Issue”** on page 78 of this Prospectus.

36. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule.

The proposed fund requirement for part funding of capital expenditure of Cancer Hospital at Ranguni, Jharkhand and acquiring land on leasehold basis for Health Management and Research Institute at Ranchi, Jharkhand as detailed in the section titled **“Objects of the Issue”** is to be funded from the proceeds of this IPO. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We therefore, cannot assure that we would be able to execute our future plans/strategy within the given timeframe. For details, please refer to the Chapter titled **“Objects of the Issue”** beginning on page 78 of this Prospectus.

37. The Objects of the Issue for which funds are being raised have not been appraised by any bank or financial institution. Any variation between the estimation and actual expenditure as estimated by the management could result in execution delays or influence our profitability adversely.

The deployment of funds as stated in the **“Objects of the Issue”** beginning on page 78 of this Prospectus is entirely at the discretion of our management and has not been appraised by any independent agency. Further, the purposes for which the Net Proceeds are to be utilised have not been appraised by an independent entity and are based on our estimates and on third-party quotations. In the event, for whatsoever reason, we are unable to execute our plans, we could have a significant amount of unallocated net proceeds. In such a situation, we would have broad discretion in allocating these net proceeds from the Issue without any action or approval of our shareholders. In case the assumptions on which these estimates have been made are not correct or they become un-realistic then there will be a variation in the estimates and the actual expenditure incurred which could result in execution delays and have an adverse effect on our operations and profitability.

38. We may require additional funding to finance our operations, which may not be available on terms acceptable to us, or at all, and if we are unable to raise funds, the value of your investment in us may be negatively impacted.

We operate in a capital-intensive industry and may need additional funding to finance our operations and growth strategies. Sources of additional financing may include commercial bank borrowings, supplier financing, or the sale of equity or debt securities. There can be no assurance that we will be able to obtain any additional financing on terms acceptable to us, or at all. The cost of raising capital may be high. Any additional funding, we obtain may strain our cash flows and financial condition. Our ability to raise additional financing in the future is subject to a variety of uncertainties, including but not limited to:

- our future financial condition, results of operations and cash flows;
- general market conditions for debt financing and capital raising activities; and
- economic, political and other conditions in India.

If we raise additional funds through any additional equity or equity-linked financing, your equity interest in our Company may be diluted. Alternatively, if we raise additional funds by incurring debt obligations, we may be subject to various covenants under the relevant debt instruments that may, among other things, restrict our ability to pay dividends or obtain additional financing. Servicing such debt obligations could also be burdensome to our operations. If we fail to service such debt obligations or are unable to comply with any of the covenants thereunder, we could be in default under such debt obligations and our liquidity and financial condition could be materially and adversely affected.

39. We may be subject to worker unrests and increased wage expenses which could materially and adversely affect our business, financial condition, results of operations and cash flows.

India has stringent labor legislations that protect the interests of workers, which includes legislation that sets forth detailed procedures for the establishment of labor unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment of employees. Even though our employees are not unionized, in the event that employees at our hospital seek to unionize, our costs may increase and our business could be adversely affected. While we have not experienced any strikes or labour unrest at any of our hospital in the past, occurrence of strikes and work-stoppage in the future could adversely affect our reputation, business, financial condition, results of operations and cash flows.

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

40. *Our Company is yet to place orders for some of the machineries for the proposed Cancer Hospital at Ranguni. Any delay in placing orders or procurement of such machinery may delay the schedule of implementation and possibly increase the cost of commencing operations.*

Our Company has received third party quotations for the machinery proposed to be installed at our proposed Cancer Hospital at Ranguni. Although, we have identified the type of machinery proposed to be purchased from the Net Proceeds. However, we have placed orders for some of the machineries and we are yet to place orders for the remaining i.e. we are yet to place orders for the Plant & Machinery amounting to ₹ 453.43 Lakhs constituting 11.69% of the total Plant & Machinery cost. The cost of the proposed purchase of machinery is based on the quotations received from third party vendors and contractors and such quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. For details, please refer to the chapter titled “**Objects of the Issue**” beginning on page 78 of this Prospectus.

We cannot assure that we will be able to procure the machinery in a timely manner and at the same price at which the quotations have been received. In the event of any delay in placing the orders, or an escalation in the cost of acquisition of the equipment or in the event the vendors are not able to provide the equipment in a timely manner, or at all, we may encounter time and cost overruns. Further, if we are unable to procure machinery from the vendors from whom we have procured quotations, we cannot assure you that we may be able to identify alternative vendors to provide us with the machinery which satisfy our requirements at acceptable prices. Our inability to procure the machinery at acceptable prices or in a timely manner, may result in an increase in capital expenditure, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly, thereby resulting in an adverse effect on our business, prospects and results of operations.

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

We have never declared or paid any cash dividends in the past three years. Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements, capital expenditure and restrictive covenants of our financing arrangements. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and in accordance with the dividend distribution policy adopted by our Board and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. We cannot assure you that we will be able to pay dividends in the future. Please refer to the chapter titled “**Dividend Policy**” beginning on page 157 of this Prospectus.

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

Certain of our Directors (including our individual Promoters) hold equity interests in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. We cannot assure you that our Promoters will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board of Directors 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 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. For details on the interest of our Promoters and Directors of our Company, other than reimbursement of expenses incurred or normal remuneration or benefits, see “**Our Management**”, on page 139 of this Prospectus.

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

After completion of the Issue, our Promoters and Promoter Group will collectively own 55.40% of the total post issue Equity Shares. As a result, our Promoter together with the members of the Promoter Group will be able to exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act and our Articles of Association. Such a concentration of ownership may also have the effect of delaying, preventing or deterring any strategic decision favourable to the Company or effecting a change in control of our Company for the betterment of the stakeholders.

In addition, our Promoter will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or minority shareholders, and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.

44. Our hospital is susceptible to risks arising on account of fire and other incidents.

We store, handle and use certain chemicals, such as alcohol, sanitizers, gases, fuel and other inflammable materials at some of our hospital. Healthcare facilities are subject to risks associated with fires, power failures, telecommunications failure and other events. Such events could materially impact our business in the future. Furthermore, any short circuit of power supply for our equipment and machines including air conditioning plants, power supplies, could result in accidents and fires that could result in injury or death to our employees, our patients, and other persons present at our hospital. While we have not encountered any significant accidents in the past three years, there is no assurance such accident will not happen in the future. In the event of such an incident, we cannot assure you that our insurance coverage will be sufficient to cover all damages and losses we become liable for.

45. If we are unable to establish and maintain an effective internal control, our business and reputation could be adversely affected.

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

We take reasonable steps to maintain appropriate procedures for compliance and disclosure and to maintain effective internal controls over our financial reporting so that we produce reliable financial reports and prevent financial fraud. As risks evolve and develop, internal controls must be reviewed on an ongoing basis. Maintaining such internal controls requires human diligence and compliance and is therefore subject to lapses in judgment and failures that result from human error. Any lapses in judgment or failures that result from human error can affect the accuracy of our financial reporting, resulting in a loss of investor confidence and a decline in the price of our equity shares.

46. 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 ₹ 10,000.00 Lakh 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.

47. 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” on page 78 of this 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, development and implementation plans resulting in unprecedented financial mismatch and this may adversely affect our revenues and results of operations.

48. Certain key performance indicators for certain listed industry peers included in this Prospectus have been sourced from public sources and there is no assurance that such financial and other industry information is complete

Pursuant to the requirements of the SEBI ICDR Regulations, we have included certain key performance indicators, comprising financial and operational information, for certain listed industry peers, in the “Basis for Issue Price” beginning on page 87 of the Prospectus. Although this information is sourced from and relied upon on the consolidated audited financial statements of the relevant listed industry peers as available on the websites of the Stock Exchanges, including the annual reports of the respective companies submitted to Stock Exchanges, there is no assurance that this information with respect to industry peers is either complete. There may be different methodologies and formulas used to compute the various ratios.

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

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

50. *The Equity Shares have never been publicly traded, and, after the Offer, 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 Offer Price, or at all.*

Prior to the Offer, 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 Offer. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares 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 factors including variations in the 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.

51. *Requirements of being a listed company may strain our resources.*

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

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

52. *We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and industry in which we operate contained in the Prospectus.*

While facts and other statistics in the Prospectus relating to India, the Indian economy and the industry in which we operate has been based on various web site data and IBEF that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled **"Industry Overview"** beginning on page 94 of this Prospectus. Due to possibly flawed 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, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

EXTERNAL RISK FACTORS

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

Our business is subject to challenges as faced with by the entire Indian healthcare industry, including, among others, providing quality patient care in a competitive environment while managing costs. We face competition from government- owned hospitals, other private hospitals, clinics, hospitals operated by non-profit organizations. Furthermore, healthcare costs in India have increased significantly over the past decade. There have been and may continue to be proposals by legislators and regulators to lower healthcare costs in India and limit the rate of increase, cap the margins and fix the price of healthcare procedures and diagnostics. Certain proposals by the Government of India, if passed, could impose, among other things, limitations on prices for our services.

In addition, our business, our business, financial condition, results of operations and prospects may be adversely affected by other factors that may impact the broader Indian healthcare industry, including but not limited to:

- general economic conditions which adversely impact the quantum of disposable income that can be allocated for healthcare services;
- temporary requisitioning of healthcare facilities due to health pandemics such as COVID-19;
- demographic changes, such as an increase in the percentage of elderly patients, which could result in increased government expenditures for healthcare services and lead to various price control measures in relation to healthcare costs in India;
- the expansion rate of health insurance coverage in India;
- seasonal cycles of illness as a function of varying climate, weather conditions and disease outbreaks; and
- shortage of qualified healthcare professionals.

Any failure by us to effectively address these and other factors could have an adverse effect on our business, results of operations and financial condition.

54. *Changing laws, rules and regulations and legal uncertainties, including tax laws and regulations, may adversely affect our business and financial performance.*

The governmental and regulatory bodies in India and other jurisdictions where we operate may notify new regulations and/or policies, which may require us to obtain approvals and licenses from the government and other regulatory bodies, or impose onerous requirements and conditions on our operations, in addition to those which we are undertaking currently. Any such changes and the related uncertainties with respect to the implementation of new regulations may have a material adverse effect on our business, financial condition, results of operations and cash flows.

In addition, unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment laws governing our business, operations and investments in our Company by non-residents, could result in us being deemed to be in contravention of such laws and/or may require us to apply for additional approvals.

Tax and other levies imposed by the central and state governments in India that affect our tax liability include central and state taxes and other levies, income tax, turnover tax, goods and services tax, stamp duty and other special taxes and surcharges which are introduced on a temporary or permanent basis from time to time. The final determination of our tax liabilities involves the interpretation of local tax laws and related regulations in each jurisdiction as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned and expenditures incurred. We are involved in various disputes with tax authorities. For details of these disputes, see ***“Outstanding Litigation and Material Developments”*** on page 200 of this Prospectus. Moreover, the central and state tax scheme in India is extensive and subject to change from time to time.

55. *The market price of our Equity Shares may be adversely affected by additional issues of equity or equity linked securities or by sale of a large number of our Equity Shares by our Promoters and significant shareholders and additional issues of equity may dilute your equity position.*

We may be required to finance our growth or strengthen our balance sheet through additional equity offerings. Any future issuance of equity or equity-linked securities by us may dilute the positions of investors in our Equity Shares and could adversely affect the market price of our Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. Although our Promoters will be subject to a lock-in after the Offer, sales of a large number of our Equity Shares by our Promoters and significant shareholders after the expiry of the lock-in periods could adversely affect the market price of our Equity Shares. For further details on the lock-in of Equity Shares, see ***“Capital Structure”*** on page 57 of this Prospectus.

56. *There is no existing market for our Equity Shares, and we do not know if one will develop. The price of our Equity Shares may be volatile, and you may be unable to resell your Equity Shares at or above the Offer Price, or at all.*

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market on the Indian Stock Exchanges may not develop or be sustained after the Offer. The Offer Price of the Equity Shares may bear no relationship to

the market price of the Equity Shares after the Offer. The market price of the Equity Shares after the Offer may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions and environment towards developments relating to India and volatility in the securities markets elsewhere in the world.

57. Any downgrading of India's debt rating by an international rating agency could have an adverse impact on our business.

Any adverse revision to the rating of India's domestic or 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 funding is available. This could have an adverse effect on our business and future financial performance, its ability to obtain financing for capital expenditures and the trading price of the Equity Shares.

58. Our business is dependent on the Indian economy. Any adverse development or slowdown in Indian economy may have an adverse impact on our business, results of operations and financial condition.

The performance and growth of our business are necessarily dependent on economic conditions prevalent in India, which may be materially and adversely affected by central or state political instability or regional conflicts, a general rise in interest rates, inflation, and economic slowdown elsewhere in the world or otherwise.

There have been periods of slowdown in the economic growth of India. India's economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, volatility in currency exchange rates and annual rainfall which affects agricultural production. Any continued or future slowdown in the Indian economy or a further increase in inflation could have a material adverse effect on the price of our medical equipment for our services and, as a result, on our business and financial results.

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in the emerging market in Asian countries. Financial turmoil in Asia, Europe, the U.S. and elsewhere in the world have affected the Indian economy in the past. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability, including the financial crisis and fluctuations in the stock markets in China and further deterioration of credit conditions in the U.S. or European markets, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business and financial results.

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

Taxes and other levies imposed by the Central or State Governments in India that affect our industry include:

- Custom duties on imports of raw materials and components;
- Goods and Service

These taxes and levies affect the cost and prices of our products and therefore demand for our product. An increase in any of these taxes or levies, or the imposition of new taxes or levies in the future, may have a material adverse effect on our business, profitability and financial condition.

60. Financial instability in the global or Indian financial markets could adversely affect our results of operations and financial condition and may cause the price of our Equity Shares to decline.

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in the United States and Asian emerging market countries. Financial turmoil in the global economy has affected the Indian economy in the past. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our results of operations and financial condition.

61. Any catastrophe, including natural calamities, man-made disasters, health epidemics and other outbreaks, could have a negative effect on the Indian economy and cause our business to suffer.

India has experienced natural calamities such as cyclones, earthquakes, tsunamis, floods and drought in the past few years. The extent and severity of these natural disasters determines their effect on the Indian economy. The erratic progress of a monsoon would also adversely affect sowing operations for certain crops. Further prolonged spells of below normal rainfall or other

natural calamities and outbreak of pandemics like COVID-19 in the future could have a negative effect on the Indian economy, adversely affecting our business and the price of our Equity Shares.

62. *Civil disturbances, regional conflicts and other acts of violence in India and abroad may disrupt or otherwise adversely affect the Indian economy.*

Certain events that are beyond the control of our Company, such as violence or civil unrest, including those involving India, the United Kingdom, the United States or other countries, may adversely affect worldwide financial markets and could potentially lead to a severe economic recession, which could adversely affect our business, results of operations, financial condition and cash flows, and more generally, any of these events could lower confidence in India's economy. Southern Asia has, from time to time, experienced instances of civil unrest and political tensions and hostilities among neighbouring countries. Political tensions could create a perception that there is a risk of disruption of services provided by India-based companies, which could have an adverse effect on our business, future financial performance and the price of the Equity Shares. Furthermore, if India were to become engaged in armed hostilities, particularly hostilities that are protracted or involve the threat or use of nuclear weapons, the Indian economy and consequently Company's operations might be significantly affected. India has from time to time experienced social and civil unrest and hostilities, including riots, regional conflicts and other acts of violence. Events of this nature in the future could have an adverse effect on our ability to develop our business. As a result, our business, results of operations and financial condition may be adversely affected.

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

The Issue price is based on numerous factors and may not be indicative of the market price for our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. There can be no assurance that you will be able to resell your Shares at or above the Issue Price. Among the factors that could affect our Share price are: quarterly variations in the rate of growth of our financial indicators, such as earnings per share, net profit and income; changes in income or earnings estimates or publication of research reports by analysts; speculation in the press or investment community; general market conditions; and domestic and international economic, legal and regulatory factors unrelated to our performance.

64. *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. 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, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could materially affect the price of our Equity Shares. There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after this Issue, or that the price at which our Equity Shares are initially offered will correspond to the prices at which they will trade in the market subsequent to this Issue. For further details of the obligations and limitations of Market Makers, please refer to the Section at titled "**General Information**" on page 50 of this Prospectus.

65. *Investors other than retail (including non-institutional investors and Corporate Bodies) are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Amount) at any stage after submitting an Application.*

Pursuant to the SEBI ICDR Regulations, Investors other than retail (including non-institutional investors and Corporate Bodies) are not permitted to withdraw or lower their Application (in terms of quantity of Equity Shares or the Amount) at any stage after submitting an Application. While our Company is required to complete Allotment pursuant to the issue within six Working Days from the Bid/ Issue Closing Date, events affecting the Applicants decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition, may arise between the date of submission of the Application and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the applicant's ability to sell the Equity Shares Allotted pursuant to the issue or cause the trading price of the Equity Shares to decline on listing.

SECTION IV – INTRODUCTION**THE ISSUE**

PRESENT ISSUE IN TERMS OF THIS PROSPECTUS	
Equity Shares Offered through Public Issue⁽¹⁾⁽²⁾	Issue of 51,80,000* Equity Shares of face value of ₹ 10 each fully paid-up of our Company for cash at a price of ₹ 52/- per Equity Share aggregating to ₹ 2,693.60 Lakhs.
Out of which:	
Issue Reserved for the Market Makers	2,60,000* Equity Shares of face value of ₹ 10 each fully paid-up of our Company for cash at a price of ₹ 52/- per Equity Share aggregating to ₹ 135.20 Lakhs.
Net Issue to the Public	49,20,000* Equity Shares of face value of ₹ 10 each fully paid-up of our Company for cash at a price of ₹ 52/- per Equity Share aggregating to ₹ 2,558.40 Lakhs.
Out of which	
A. QIB Portion ⁽³⁾⁽⁴⁾	24,60,000* Equity Shares aggregating up to ₹ 1,279.20 lakhs.
i) Allocation made to Anchor Investor	14,76,000* Equity Shares aggregating up to ₹ 767.52 lakhs.
ii) Net QIB Portion	9,84,000* Equity Shares aggregating up to ₹ 511.68 lakhs.
B. Non-Institutional Portion	7,38,000* Equity Shares aggregating up to ₹ 383.76 lakhs
C. Retail Portion	17,22,000* Equity Shares aggregating up to ₹ 895.44 lakhs
Pre and Post – Issue Equity Shares	
Equity Shares outstanding prior to the Issue	1,44,97,300 Equity Shares of face value of ₹ 10 each
Equity Shares outstanding after the Issue	1,96,77,300 Equity Shares of face value ₹ 10 each
Use of Net Proceeds by our Company	Please see the chapter titled “Objects of the Issue” on page 78 of this Prospectus.

⁽¹⁾ Public issue upto 51,80,000 Equity Shares face value of ₹ 10.00 each for cash at a price of ₹ 52/- per Equity Share of our Company aggregating to ₹ 2693.60 Lakhs. This issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details please refer to section **“Issue Structure”** beginning on page 234 of this Prospectus.

Notes:

- 1) The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post-issue paid up equity share capital of our company are being offered to the public for subscription.
- 2) The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on January 13, 2023 and by the Shareholder of our Company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on February 13, 2023.
- 3) The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price. Accordingly, we have allocated the Net Issue i.e. not more than 50% of the Net Issue to QIB and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Investors and not less than 15% of the Net Issue shall be available for allocation to Non-institutional bidders.
- 4) Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.

Our Company may, in consultation with the Book Running Lead Manager, has allocated 60% of the QIB Portion (i.e. 14,76,000 Equity Shares) to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. For further details, please refer section titled **“Issue Procedure”** beginning on page 237 of this Prospectus.

SUMMARY OF OUR FINANCIALS**ANNEXURE - I****RESTATED STATEMENT OF ASSETS AND LIABILITIES**

	(₹ in Lakhs)		
Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
I. EQUITY & LIABILITIES			
(1) Shareholder's funds			
(a) Share Capital	1,449.73	124.95	124.95
(b) Reserves & Surplus	2,734.53	2,137.78	1,564.95
(c) Money received against share warrants	-	-	-
Total	4,184.26	2,262.73	1,689.90
(2) Share application money pending allotments	-	-	-
(3) Non-Current Liabilities			
(a) Long-Term Borrowings	1,078.76	598.71	250.22
(b) Deferred tax liabilities (Net)	81.05	71.95	75.30
(c) Other Non-Current liabilities	1,968.44	1,829.91	832.81
(d) Long-term Provisions	71.19	30.65	17.98
Total	3,199.43	2,531.22	1,176.31
(4) Current Liabilities			
(a) Short-term borrowings	641.44	564.60	463.14
(b) Trade Payables			
- Due to Micro & Small Enterprises			
- Due to Others	498.82	239.70	141.27
(c) Other current liabilities	392.76	431.99	22.71
(d) Short-term Provisions	426.00	240.01	236.12
Total	1,959.02	1,476.30	863.24
TOTAL	9,342.71	6,270.24	3,729.45
II. ASSETS			
(1) Non-current Assets			
(a) Property, Plant & Equipment			
(i) Tangible assets	3,856.90	3,087.07	2,241.73
(ii) Intangible assets	-	-	-
(iii) Capital work-in-progress	1,791.10	934.22	162.44
(iv) Intangible assets under development	-	-	-
(b) Non-current Investments	-	-	-
(c) Deferred Tax Assets (Net)	-	-	-
(d) Long-term loans & advances	43.63	40.72	356.67
(e) Other non-current assets	-	-	-
Total	5,691.63	4,062.01	2,760.84
(2) Current Assets			
(a) Current Investments	-	-	-
(b) Inventories	142.47	109.13	81.88
(c) Trade Receivables	1,693.07	532.59	209.93
(d) Cash & Cash Equivalents	851.92	1,372.06	675.19
(e) Short-term loans & advances	963.62	194.45	1.62
(f) Other current assets	-	-	-
Total	3,651.08	2,208.23	968.62
TOTAL	9,342.71	6,270.24	3,729.45

ANNEXURE -II

RESTATED STATEMENT OF PROFIT AND LOSS

(₹ in Lakhs)

Particulars	For the Period ended Mar 31, 2023	For the Period ended Mar 31, 2022	For the Period ended Mar 31, 2021
I. Revenue from operations	7,070.33	6,521.31	5,412.17
II. Other Income	232.93	98.23	27.73
III. Total Revenue	7,303.26	6,619.54	5,439.90
IV. Expenses:			
a. Cost of Material Consumed	1,296.07	1,382.00	1,450.48
b. Purchases of Stock in trade	726.03	1,163.77	839.30
c. Change in Inventories of work in progress & finished goods	(20.26)	20.83	(22.00)
d. Employee benefit expenses	1,123.08	876.56	822.75
e. Finance Costs	133.86	70.19	62.70
f. Depreciation & amortization expenses	387.35	334.70	291.20
g. Other expenses	2,568.28	1,999.82	1,518.11
Total Expenses	6,214.41	5,847.86	4,962.54
V. Profit/(Loss) before exceptional & extraordinary item & tax	1,088.85	771.67	477.36
VI. Exceptional item	-	-	-
VII. Profit/(Loss) before extraordinary item & tax	1,088.85	771.67	477.36
VIII. Extraordinary Item	-	-	-
IX. Profit/(Loss) before tax	1,088.85	771.67	477.36
X. Tax Expenses			
(1) Current Tax	278.22	202.19	112.14
(2) Deferred Tax	9.10	(3.35)	11.79
(3) Prior Period Tax		-	
XI. Profit/(Loss) for the period from continuing operations	801.53	572.84	353.43
XII. Profit/(Loss) from discontinuing operation (before tax)	-	-	-
XIII. Tax expenses of discontinuing operation	-	-	-
XIV. Profit/(Loss) from discontinuing operation (after tax)	-	-	-
XV. Profit/(Loss) for the period	801.53	572.84	353.43
XVI. Earning Per Share (After Bonus)			
Basic	7.58	7.64	4.71
Diluted	7.58	7.64	4.71

ANNEXURE -III

RESTATED CASH FLOW STATEMENT

	(₹ in Lakhs)		
Particulars	For the Period ended Mar 31, 2023	For the Period ended Mar 31, 2022	For the Period ended Mar 31, 2021
CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit Before Taxes	1,088.85	771.67	477.36
Add/(Less): Adjustments For:-			
Depreciation	387.35	334.70	291.20
Interest Paid (Incl Finance Costs)	133.86	70.19	62.70
Interest Income	(21.80)	(29.40)	(16.77)
Net Profit Before Working Capital Changes	1,588.26	1,147.16	814.49
Adjustments For:-			
Decrease/(Increase) in Inventories	(33.34)	(27.25)	(39.78)
Decrease/(Increase) in Receivables	(1,160.48)	(322.66)	25.53
Decrease/(Increase) in Short Term Loans & Advances	(769.17)	(192.84)	403.19
Decrease/(Increase) in Other Current Assests	-	-	0.88
(Decrease)/Increase in Trade Payable	259.12	98.43	(141.61)
(Decrease)/Increase in Other Liabilities	(39.23)	409.28	(14.57)
(Decrease)/Increase in Provisions	151.72	9.31	93.00
Cash Generated from Operations	(3.11)	1,121.43	1,141.13
Less: Taxes Paid	203.41	194.95	111.65
Net Cash Flow From Operating Activities	(206.52)	926.48	1,029.48
Cash Flow from Investing Activities			
Purchase of Fixed assets	(2,014.06)	(1,951.82)	(836.16)
Sale of Fixed Assets	-	-	-
Collection of principal on loans			-
Sale/(Purchase) of investment securities	630.55	(709.66)	(438.51)
Purchase of Investemnet (Mutual Fund)	-	-	-
Interest Received	21.80	29.40	16.77
Income from Sale of Investment	-	-	-
Loans & Advances given	(2.91)	315.95	(342.36)
Net Cash Flow from Investing Activities	(1,364.62)	(2,316.12)	(1,600.26)
Cash Flow from Financing Activities			
Increase in share capital/Share Premium	1,744.78	-	-
Bonus Issue of Shares	(624.79)		
Increase/(Decrease) in bank and other borrowing	695.42	1,447.05	662.65
Interest paid (Incl Finance Costs)	(133.86)	(70.19)	(62.70)
Share Issue Expenses	-	-	-
Net Cash Flow from Financing Activities	1,681.55	1,376.86	599.95
Net Increase/(Decrease) in Cash & Cash Equivalents	110.41	(12.78)	29.17
Opening Cash & Cash Equivalents	20.01	32.79	3.63
Closing Cash & Cash Equivalents	130.42	20.01	32.79

Notes:

1. The Cash Flow Statement has been prepared under Indirect method as per Accounting Standard-3 "Cash Flow Statement"
2. Figures in Brackets represent outflows.
3. The above statement should be read with the Restated Statements of Assets & liabilities, Statements of Profits & loss, Significant Accounting Policies and Notes to Accounts as appearing in Annexure I, II,& IV respectively.

GENERAL INFORMATION**Brief Summary:**

Our Company was originally incorporated as a private limited Company under the name of Asarfi Hospital Private Limited on October 04, 2005 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Bihar & Jharkhand, bearing registration number as 011673. Thereafter, our Company was converted from private limited to public limited, pursuant to special resolution passed by the shareholders of the Company at the Extraordinary general meeting held on January 03, 2012 and the name of our Company was changed from Asarfi Hospital Private Limited to Asarfi Hospital Limited vide fresh certificate of incorporation dated February 08, 2012 issued by the Registrar of Companies, Jharkhand. The Corporate identification number of our Company is U85110JH2005PLC011673.

For further details please refer to chapter titled **“History and Corporate Structure”** beginning on page 135 of this Prospectus.

Registered Office	Baramuri, Bishunpur Polytechnic, Dhanbad-828130 Jharkhand, India Tel. No.: +91-96088 33708 Email: cs@asarfihospital.com Website: www.asarfi.in CIN: U85110JH2005PLC011673 Registration Number: 011673
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Address of the RoC:**Registrar of Companies, Jharkhand**

Ministry Of Corporate Affairs, Mangal Tower, 4th Floor,
Old Hazaribagh Road, Near Kanta Toli Chowk,
Ranchi-834001, Jharkhand

Phone: +91-651-2531811

Email: roc.ranchi@mca.gov.in

Website: www.mca.gov.in

Board of Directors:

The Board of Directors of our Company as on the date of filing of this Prospectus consists of:

Name of Director	Designation	Address	DIN
Udai Pratap Singh	Managing Director	Khatal Road, Dahiya, Damodarpur, Dhanbad-826004, Jharkhand India	08453794
Madhuri Singh	Executive Director	Dahiya Khatal Road, I.S.M. Dhanbad-826004, Jharkhand India	06562038
Sukanti Kumar Das	Non-Executive Director	3B, Balaji Apartment, Saraidhela, Dhanbad-828127 Jharkhand India	01842846
Amit Kumar Barnwal	Independent Director	121, East Koiri Bandh, Jharia, Near Mahavir Mandir, Dhanbad-828111 Jharkhand India	09039421
Rajkumari Sharma	Independent Director	Vinod Nagar, Bokaro Dairy, Near Trimurti Mandir, Dhanbad-826001 Jharkhand India	09538512

For further details in relation to our Directors, please refer to chapter titled **“Our Management”** on page 139 of this Prospectus.

Chief Financial Officer	Company Secretary and Compliance Officer
Harendra Singh Asarfi Hospital Limited Address: Baramuri, Bishunpur Polytechnic, Dhanbad-828130 Jharkhand, India. Tel. No.: +91-94311-20153 Email: hs@asarfihospital.com	Seepika Gupta Asarfi Hospital Limited Address: Baramuri, Bishunpur Polytechnic, Dhanbad-828130 Jharkhand, India. Tel. No.: +91-96088-33708 Email: cs@asarfihospital.com

Investor Grievances:

Investors can contact the Company Secretary and Compliance Officer, the BRLM 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, noncredit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode.

All grievances relating to the ASBA process 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, PAN, date of the ASBA Form, details of UPI IDs (if applicable), 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.

Further, the investors shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

Details of Key Intermediaries pertaining to this Issue and Our Company:

Book Running Lead Manager of the Issue	Legal Advisor to the Issue
HEM SECURITIES LIMITED Address: 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, Maharashtra, India Tel No.: +91-22-4906 0000 Fax No.: +91-22-22625991 Email: ib@hemsecurities.com Investor Grievance Email: redressal@hemsecurities.com Website: www.hemsecurities.com Contact Person: Akun Goyal SEBI Registration Number: INM000010981	J MUKHERJEE & ASSOCIATES Address: D-1, MMS Chambers, 1st Floor, 4A Council House Street, Kolkata-700001, West Bengal, India Tel No.: +91 9830-640366 Email ID: jmukherjeeandassociates@gmail.com Contact Person: Jayabrata Mukherjee Designation: Authorised Signatory
Registrar to the Issue	Statutory Auditor
CAMEO CORPORATE SERVICES LIMITED Address: No.1 Club House Road Chennai-600002 Tamil Nadu, India Telephone: +91-44-40020700 Email: priya@cameoindia.com Investor Grievance Email: investor@cameoindia.com Website: www.cameoindia.com Contact Person: K. Sreepriya Vice President & Company Secretary SEBI Registration Number: INR000003753	D. N. DOKANIA & ASSOCIATES Chartered Accountants, Address: 103A, 1st Floor, Shanti Bhawan, Bank More, Dhanbad – 826001, Jharkhand, India Tel No.: +91-99737-95695 Email: ca@dndokania.com Firm Registration No.: 050042C Membership No.: 417251 Contact Person: Naman Kumar Dokania Peer Review Certificate No.: 014961
Bankers to the Company	Bankers to the Issue/ Refund Banker/ Sponsor Bank
HDFC Bank Limited Address: HDFC Bank Ltd, Back office Premise, Kadru Diversion, Main Road, Ranchi-834001 Jharkhand, India Telephone: +91-8210411487 Email Id: hursh.kumar@hdfcbank.com Website: www.hdfcbank.com Contact Person: Hursh Kumar Designation: Relationship Manager	HDFC Bank Limited Address: HDFC Bank Ltd, FIG-OPS Department-Lodha I Think Campus O-3 Lever, Next to Kanjumarg Railway Station, Kanjumarg (East) Mumbai-400042, Maharashtra India Telephone: +91-22-30752927/ 28/ 2914 Email Id: siddharth.jadhav@hdfcbank.com ; eric.bacha@hdfcbank.com ; sachin.gawade@hdfcbank.com ; vikas.rahate@hdfcbank.com Website: www.hdfcbank.com Contact Person: Siddharth Jadhav, Eric Bacha, Sachin Gawade, Vikas Rahate Designation: Relationship Manager
Syndicate Member	
Hem Finlease Private Limited Address: 203, Jaipur Tower, M. I. Road, Jaipur-302001 Rajasthan Tel No.: +91-0141-4051000 Email: ib@hemsecurities.com Website: www.hemsecurities.com Contact Person: Mr. Ashok Soni SEBI Registration Number: INZ000167734	

Designated Intermediaries:

Self-Certified Syndicate Banks (SCSB's)

The list of SCSBs, as updated till date, is available on website of Securities and Exchange Board of India at below link.
<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>;
<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>

Investors are requested to refer the SEBI website for updated list of SCSBs and their 33 designated branches.

Self-Certified Syndicate Banks eligible as Sponsor Banks for UPI

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Investors Bank or Issuer Bank for UPI mechanism are provide on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=41>

Syndicate SCSB Branches

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 Applying 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 updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, as amended.

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 website of the SEBI at (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>), respectively, as updated from time to time.

Registrar and Share Transfer Agents

The list of the Registrar to Issue and Share Transfer Agents (RTAs) eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10>, as updated from time to time.

Collecting Depository Participants

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

Brokers to the Issue

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

Expert Opinion

Except the report of the Auditor on statement of possible tax benefits and report on restated financial statements prepared for the financial year ended March 31, 2023, March 31, 2022 and March 31, 2021 as included in this Prospectus, our Company has not obtained any expert opinion.

Inter-se Allocation of Responsibilities

Since, Hem Securities Limited is the sole Book Running Lead Manager to this Issue, a statement of inter se allocation of responsibilities among Book Running Lead Manager is not applicable.

Appraisal and Monitoring Agency

As per regulation 262(1) of SEBI ICDR Regulations, the requirement of monitoring agency is not mandatory if the Issue size is up to ₹ 10,000 Lakh. Since 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, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the issue.

Credit Rating

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

IPO Grading

No credit rating agency registered with SEBI has been appointed for grading the Issue.

Debenture Trustees

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

Filing of Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus with the SEBI/ RoC

The Red Herring Prospectus is being filed with BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 Maharashtra, India.

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

A copy of the Red Herring Prospectus along with the material contracts and documents required to be filed under Section 26 & 32 of the Companies Act, 2013 was filed to the RoC Office and a copy of this Prospectus to be filed under Section 26 & 32 of the Companies Act, 2013 will be filed to the RoC Office situated at Registrar of Companies, Jharkhand at Ministry Of Corporate Affairs Mangal Tower, 4th floor, Old Hazaribagh Road, Near KantaToli Chowk, Ranchi-834001, Jharkhand.

Book Building Process

Book Building, in the context of the Issue, refers to the process of collection of Bids from bidders on the basis of the Red Herring Prospectus and the Bid Cum Application Forms and the Revision Forms within the Price Band. The Price Band which were decided by our Company in consultation with the Book Running Lead Manager, and advertised in all editions of the English national newspaper Business Standard, all editions of Hindi national newspaper Business Standard and Dhanbad Edition of Regional newspaper Ranchi Express where our registered office is situated at least two working days prior to the Bid/ Issue Opening date. The Issue Price shall be determined by our Company, in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/ Issue Closing Date.

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

In terms of SEBI ICDR Regulations, QIBs and Non-Institutional Investors were not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of number of Equity Shares or the Bid Amount) at any stage. RIIs Bidding could revise their Bid(s) during Bid/ Issue Period and withdraw their Bid(s) until Bid/ Issue Closing date. Allocation in the issue will be made on a proportionate basis.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public 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 may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention are invited to the chapter titled **“Issue Procedure”** beginning on page 237 of the

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

For further details on the method and procedure for Bidding, please see section entitled **“Issue Procedure”** on page 237 of this Prospectus.

Withdrawal of the Issue

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

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

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

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

Underwriting

The Company and the Book Running Lead Manager to the Issue hereby confirm that the Issue will be 100% Underwritten by the underwriter Hem Securities Limited.

Pursuant to the terms of the Underwriting Agreement dated June 28, 2023 entered into by Company, Underwriter, the obligations of the Underwriter are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lakhs)	% of Total Issue Size Underwritten
Hem Securities Limited Address: 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai 400013, India Tel No.: +91-22-4906 0000 Email: ib@hemsecurities.com Investor Grievance Email: redressal@hemsecurities.com Website: www.hemsecurities.com Contact Person: Mr. Rohit Sharma SEBI Registration Number.: INM000010981	51,80,000	2,693.60	100%

**Includes 2,60,000 Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker, Hem Finlease Private Limited in its own account 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 respective obligations in full.

Change in Auditors during the last three (3) years

There have been no change in our Company's auditors in the last three (3) years.

Details of the Market Making arrangement for this Issue

Our Company and the BRLM has entered into Market Making Agreement dated June 28, 2023 with the following Market Maker, to fulfill the obligations of Market Making for this issue:

Name	Hem Finlease Private Limited
Correspondence Address	203, Jaipur Tower, M I Road, Jaipur, Rajasthan 302001, India.
Tel No.	0141-4051000
E-mail	ib@hemsecurities.com
Website	www.hemsecurities.com
Contact Person	Mr. Ashok Soni
SEBI Registration No.	INZ000167734
Market Maker Registration No.	SMEMM0674109092020

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

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

- The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
- The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of the BSE SME and SEBI from time to time.
- The minimum depth of the quote shall be ₹ 1,00,000/-. However, the investors with holdings of value less than ₹ 1,00,000/- shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
- The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME platform of BSE (in this case currently the minimum trading lot size is 2,000 equity shares; however the same may be changed by the SME platform of BSE from time to time).
- After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our company reaches to 25% of Issue Size. Any Equity Shares allotted to Market Maker under this Issue over and above 25% of Issue Size would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Issue Size, the Market Maker will resume providing 2 way quotes.
- There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.
- Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
- 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 Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
- There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market-for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while *force-majeure* will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
- The Market Maker(s) shall have the right to terminate said arrangement by giving a six months' notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s) and execute a fresh arrangement.

In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the BRLM 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, as amended. Further our Company and the BRLM reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our office from 10.00 a.m. to 5.00 p.m. on working days.

- **Risk containment measures and monitoring for Market Makers:** BSE SME will have all margins, which are applicable on BSE main board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
- **Punitive Action in case of default by Market Makers:** SBE 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.

- **Price Band and Spreads:** The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.
- Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the Issue size and as follows:

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

The SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹ 250 Crores, the applicable price bands for the first day shall be:

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

Additionally, the securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for first 10 days from commencement of trading. The following spread will be applicable on the SME platform.

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

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

Set forth below are the details of the Equity Share Capital of our Company as on the date of this Prospectus.

(₹ in Lakhs, except share data)			
Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price
A	Authorized Share Capital 2,00,00,000 Equity Shares having Face Value of ₹ 10/- each	2,000.00	-
B	Issued, Subscribed & Paid-up Share Capital prior to the Issue 1,44,97,300 Equity Shares having Face Value of ₹10/- each	1,449.73	-
C	Present Issue in terms of this Prospectus** Upto 51,80,000* Equity Shares having Face Value of ₹ 10/-each at a price of ₹ 52/- per share	518.00	2,693.60
	Which comprises of:		
D	Reservation for Market Maker Portion 2,60,000* Equity Shares of ₹10/- each at a price of ₹52/- per Equity Share reserved as Market Maker Portion	26.00	135.20
E	Net Issue to Public Net Issue to Public of 49,20,000* Equity Shares of ₹10/- each at a price of ₹ 52/- per Equity Share to the Public	492.00	2,558.40
F	Issued, Subscribed and Paid-up Equity Share Capital after the Issue 1,96,77,300* Equity Shares of face value of ₹10/- each	1967.73	
G	Securities Premium Account		
	Before the Issue (as on date of this Prospectus)	801.42	
	After the Issue	2,977.02	

*Subject to finalisation of the Basis of Allotment.

**The Present Issue of upto 51,80,000 Equity Shares in terms of this Prospectus has been authorized pursuant to a resolution of our Board of Directors dated January 13, 2023 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of the members held on February 13, 2023.

Classes of Shares:

Our Company has only one class of share capital i.e. Equity Shares of face value of ₹ 10/- each only. All the issued Equity Shares are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Prospectus.

NOTES TO THE CAPITAL STRUCTURE:**1. Changes in Authorized Equity Share Capital of our Company:**

Sr. No.	Particulars	Cumulative No. of Equity Shares	Cumulative Authorized Share Capital (₹ in lakhs)	Date of Meeting	Whether AGM/ EGM
1.	On incorporation(comprising 15,000 A Class Equity Shares of ₹10/- each and 3,500 B Class Equity Shares of ₹100/- each)	18,500	5.00	On Incorporation	N.A.
2.	Increase in Authorized Share Capital from ₹5.00 Lakhs to ₹70.00 Lakhs(comprising 1,00,000 A Class Equity Shares of ₹10/- each and 60,000 B Class Equity Shares of ₹100/- each)	1,60,000	70.00	January 23, 2006	EGM
3.	Increase in Authorized Share Capital from ₹70.00 Lakhs to ₹120.00 Lakhs (comprising 1,00,000 A Class Equity Shares of ₹10/- each and 1,10,000 B Class Equity Shares of ₹100/- each)	2,10,000	120.00	May 21, 2010	EGM
4.	Increase in Authorized Share Capital from ₹120.00 Lakhs to ₹410.00 Lakhs (comprising 1,00,000 A Class Equity Shares of ₹10/- each and 4,00,000 B Class Equity Shares of ₹100/- each)	5,00,000	410.00	February 04, 2016	EGM
	Pursuant to Shareholders' resolution dated December 27, 2018, the nominal value of Class B Equity Shares of our Company was subdivided from ₹100/- per Equity Shares Share to ₹10/- per Equity Shares Share. Therefore, 4,00,000				

Sr. No.	Particulars	Cumulative No. of Equity Shares	Cumulative Authorized Share Capital (₹ in lakhs)	Date of Meeting	Whether AGM/ EGM
	Class B Equity Shares of our Company of Nominal value of ₹ 100 each was sub-divided into 40,00,000 Equity Shares of face value of ₹10/- each and consequently, the company has merged both the class of Equity Shares into one single class.				
5.	Post Sub-division of Nominal value of Class B Equity Shares from ₹100/- per Equity Shares Share to ₹10/- per Equity Shares Share.	41,00,000	410.00	December 27, 2018	EGM
6.	Increase in Authorized Share Capital from ₹410.00 Lakhs to ₹1,100.00 Lakhs (comprising 1,10,00,000 Equity Shares of ₹10/- each)	1,10,00,000	1,100	March 10, 2022	EGM
7.	Increase in Authorized Share Capital from ₹1,100.00 Lakhs to ₹1,500.00 Lakhs (comprising 1,50,00,000 Equity Shares of ₹10/- each)	1,50,00,000	1,500	August 25, 2022	EGM
8.	Increase in Authorized Share Capital from ₹1,500.00 Lakhs to ₹2,000 Lakhs (comprising 2,00,00,000 Equity Shares of ₹10/- each)	2,00,00,000	2,000	October 06, 2022	EGM

2. Equity Share Capital History of our Company:

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

Date of Allotment of Equity Shares	No. of Equity Shares allotted	Face Value (₹)	Issue Price (including Premium if applicable) (₹)	Consideration (Cash/ Other than Cash)	Nature of Allotment	Cumulative No. of Equity Shares
Upon Incorporation (Class A)	10,000	10/-	10/-	Cash	Subscription to MOA ⁽ⁱ⁾	Class A 10,000
Board of Directors in their meeting held on December 15, 2006 has issued 1,000 Class B Equity Shares to the respective shareholders in exchange of 10,000 shares of Class A Equity Shares						
After exchange of Shares i.e. December 15, 2006	1,000	100/-	-	-	-	Class B 1,000
December 15, 2006 (Class B)	11,847	100/-	300/-	Cash	Further Issue of equity shares ⁽ⁱⁱ⁾	Class B 12,847
October 03, 2007 (Class B)*	18,069	100/-	300/-	Cash	Further Issue of equity shares ⁽ⁱⁱⁱ⁾	Class B 30,916
Not Ascertainable (Class B)**	12,036	100/-	*	Cash	Further Issue of equity shares ^(iv)	Class B 42,952
October 01, 2011 (Class B)	22,000	100/-	300/-	Cash	Further Issue of equity shares ^(v)	Class B 64,952
October 01, 2011 (Class A)	24,910	10/-	30/-	Cash	Further Issue of equity shares ^(vi)	Class A 24,910 Class B 64,952
March 31, 2012 (Class B)	7,664	100/-	300/-	Cash	Further Issue of equity shares ^(vii)	Class A 24,910 Class B 72,616
March 30, 2015 (Class B)	2,294	100/-	545/-	Cash	Right Issue ^(viii)	Class A 24,910 Class B 74,910
February 01, 2016 (Class B)	19,365	100/-	550/-	Cash	Right Issue ^(ix)	Class A 24,910 Class B 94,275
March 01, 2016 (Class B)	4,689	100/-	550/-	Cash	Right Issue ^(x)	Class A 24,910 Class B 98,964
March 30, 2016 (Class B)	182	100/-	550/-	Cash	Right Issue ^(xi)	Class A 24,910 Class B 99,146
May 12, 2016 (Class B)	46	100/-	550/-	Cash	Right Issue ^(xii)	Class A 24,910 Class B 99,192
September 01, 2016 (Class B)	545	100/-	550/-	Cash	Right Issue ^(xiii)	Class A 24,910 Class B 99,737

Date of Allotment of Equity Shares	No. of Equity Shares allotted	Face Value (₹)	Issue Price (including Premium if applicable) (₹)	Consideration (Cash/ Other than Cash)	Nature of Allotment	Cumulative No. of Equity Shares
February 21, 2017 (Class B)	10,909	100/-	550/-	Cash	Right Issue ^(xiv)	Class A 24,910 Class B 1,10,646
March 20, 2017 (Class B)	1,818	100/-	550/-	Cash	Right Issue ^(xv)	Class A 24,910 Class B 1,12,464
March 08, 2018 (Class B)	10,000	100/-	600/-	Cash	Right Issue ^(xvi)	Class A 24,910 Class B 1,22,464
Pursuant to Shareholders' resolution dated December 27, 2018, the nominal value of Class B Equity Shares of our Company was subdivided from ₹100/- per Equity Shares Share to ₹10/- per Equity Shares Share. Therefore, 1,22,464 Class B Equity Shares of our Company of Nominal value of ₹ 100 each was sub-divided into 12,24,640 Equity Shares of face value of ₹10/- each and consequently, the company has merged both the class of Equity Shares into one single class.						
Post Sub-division	12,49,550	10/-	-	-	-	12,49,550
September 02, 2022	62,47,750	10/-	Nil	Other than Cash	Bonus Issue in the Ratio of 5:1 ^(xvii)	74,97,300
October 01, 2022	60,00,000	10/-	10/-	Other than Cash	Conversion of Unsecured loan to Equity ^(xviii)	1,34,97,300
February 28, 2023	10,00,000	10	52/-	Cash	Preferential Allotment ^(xix)	1,44,97,300

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

*The company has not filed Form-2 for the said allotments with the RoC, thus dates of meeting cannot be traced. These details have been inserted here based on the information received from the statutory registers and other records available with the company.

**The allotment is made in various tranches for which the shares allotted in a particular tranche and date of allotment is not ascertainable.

(i) Initial Subscribers to the Memorandum of Association subscribed 10,000 Class A Equity Shares of Face Value of ₹ 10/- each, details of which are given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1.	Harendra Singh	5,000
2.	Nayan Prakash Singh	5,000
	Total	10,000

(ii) Further Issue of 11,847 Class B Equity Shares of Face Value of ₹ 100/- each as per details given below:

Sr. No.	Name of Allottees	Number of Shares Allotted
1.	Sukanti Kumar Das	2,666
2.	Virendra Singh	1,167
3.	Nayan Prakash Singh	1,000
4.	Asarfi Devi	1,000
5.	Mahesh Singh	1,000
6.	Jai Prakash Singh	1,000
7.	PrabhuNath Singh	933
8.	Ganesh Prasad Singh	666
9.	Santosh Kumar Singh	666
10.	Prabha Singh	650
11.	Harendra Singh	333
12.	Anil Kumar Singh	283
13.	Prema Devi	250
14.	Rajeev Ranjan Singh	233
	Total	11,847

(iii) Further Issue of 18,069 Class B Equity Shares of Face Value of ₹ 100/- each as per details given below:

Sr. No.	Name of Allottees	Number of Shares Allotted
1.	Nayan Prakash Singh	4,484
2.	Sukanti Kumar Das	3,329
3.	Ganesh Prasad Singh	2,377
4.	Gita Singh	2,333

Sr. No.	Name of Allottees	Number of Shares Allotted
5.	Sudha	2,333
6.	Harendra Singh	833
7.	Nitu Singh	670
8.	Bandana Das	500
9.	Jai Prakash Singh	333
10.	Arnab Kumar Das	333
11.	Chandrani Sengupta	167
12.	Arpita Das	167
13.	Mahesh Singh	110
14.	Amrendra Kumar Singh	100
	Total	18,069

(iv) Further Issue of 12,258 Class B Equity Shares of Face Value of ₹ 100/- each as per details given below:

Sr. No.	Name of Allottees	Number of Shares Allotted
1.	Amrendra Kumar Singh	2,834
2.	Gopal Singh	2,000
3.	Ritesh Kumar Singh	1,367
4.	Rajesh Kumar Singh	1,000
5.	Saroj Singh	1,000
6.	Lily Singh	1,000
7.	Poonam Singh	834
8.	Arnab Kumar Das	667
9.	Vinod Kumar Singh	500
10.	Sanjay Kumar Singh	500
11.	Arpita Das	334
12.	Bandana Das	222
	Total	12,258

(v) Further Issue of 22,000 Class B Equity Shares of Face Value of ₹ 100/- each as per details given below:

Sr. No.	Name of Allottees	Number of Shares Allotted
1.	Harendra Singh	7,660
2.	Santosh Kumar Singh	2,920
3.	Suresh Prasad Lala	1,740
4.	Nayan Prakash Singh	1,660
5.	Sukanti Kumar Das	1,410
6.	Arjun Prasad	1,410
7.	Arjun Prasad & Sons (HUF)	1,410
8.	Bandana Das	750
9.	Rajesh Kumar Singh	660
10.	Santosh Kumar Sinha	660
11.	Chandrani Sengupta	650
12.	Arnab Kumar Das	560
13.	Gopal Singh	280
14.	Arpita Das	230
	Total	22,000

(vi) Further Issue of 24,910 Class A Equity Shares of Face Value of ₹ 10/- each as per details given below:

Sr. No.	Name of Allottees	Number of Shares Allotted
1.	Santosh Kumar Singh	7,910
2.	Suresh Prasad Lala	2,570
3.	Sukanti Kumar Das	2,500
4.	Bandana Das	2,500
5.	Arjun Prasad	2,500
6.	Arjun Prasad & Sons (HUF)	2,500
7.	Harendra Singh	1,740
8.	Gopal Singh	1,060
9.	Arnab Kumar Das	1,000
10.	Arpita Das	500
11.	Chandrani Sengupta	130
	Total	24,910

(vii) Further Issue of 7,664 Class B Equity Shares of Face Value of ₹ 100/- each as per details given below:

Sr. No.	Name of Allottees	Number of Shares Allotted
1.	Harendra Singh	1,666
2.	Nayan Prakash Singh	1,666
3.	Gopal Singh	1,666
4.	Rajesh Kumar Singh	1,000
5.	Sukanti Kumar Das	833
6.	Bandana Das	833
	Total	7,664

(viii) Right Issue of 2,294 Class B Equity Shares of Face Value of ₹ 100/- each as per details given below:

Sr. No.	Name of Allottees	Number of Shares Allotted
1.	Jai Prakash Singh	1,376
2.	Dinesh Prasad Bhadani	918
	Total	2,294

(ix) Right Issue of 19,365 Class B Equity Shares of Face Value of ₹ 100/- each as per details given below:

Sr. No.	Name of Allottees	Number of Shares Allotted
1.	Prasun Sengar	7,363
2.	Nayan Prakash Singh	4,546
3.	Geeta Sengar	2,182
4.	Nitu Singh	1,819
5.	Piyush Sengar	1,455
6.	Sukanti Kumar Das	909
7.	Madhuri Singh	909
8.	Gopla Kr. Srivastava	182
	Total	19,365

(x) Right Issue of 4,689 Class B Equity Shares of Face Value of ₹ 100/- each as per details given below:

Sr. No.	Name of Allottees	Number of Shares Allotted
1.	Prabhu Nath Singh	2,727
2.	Jai Prakash Singh	830
3.	Dinesh Prasad Bhadani	748
4.	Shrikant Gupta	182
5.	Chandra Shekhar Suman	182
6.	Dr Mangesh Kumar	20
	Total	4,689

(xi) Right Issue of 182 Class B Equity Shares of Face Value of ₹ 100/- each as per details given below:

Sr. No.	Name of Allottees	Number of Shares Allotted
1.	Girija Nandan Singh	182
	Total	182

(xii) Right Issue of 46 Class B Equity Shares of Face Value of ₹ 100/- each as per details given below:

Sr. No.	Name of Allottees	Number of Shares Allotted
1.	Chandra Bhushan Singh	46
	Total	46

(xiii) Right Issue of 545 Class B Equity Shares of Face Value of ₹ 100/- each as per details given below:

Sr. No.	Name of Allottees	Number of Shares Allotted
1.	Arun Kumar Singh	545
	Total	545

(xiv) Right Issue of 10,909 Class B Equity Shares of Face Value of ₹ 100/- each as per details given below:

Sr. No.	Name of Allottees	Number of Shares Allotted
1.	ASAP Impact Private Limited	10,909
	Total	10,909

(xv) Right Issue of 1,818 Class B Equity Shares of Face Value of ₹ 100/- each as per details given below:

Sr. No.	Name of Allottees	Number of Shares Allotted
1.	Nitu Singh	1,818
	Total	1,818

(xvi) Right Issue of 10,000 Class B Equity Shares of Face Value of ₹ 100/- each as per details given below:

Sr. No.	Name of Allottees	Number of Shares Allotted
1.	Neelkanth Modi	2,500
2.	Manisha Sinha	2,167
3.	Nitu Singh	1,667
4.	Madhuri Singh	1,167
5.	Purnima Kereketta	833
6.	Udai Pratap Singh	833
7.	Harendra Singh	500
8.	Arun Kumar Singh	333
	Total	10,000

(xvii) Bonus issue of 62,47,750 Equity Shares of Face Value of ₹ 10/-each in the ratio of 5:1 i.e. Five(5) Bonus Equity Share for every One (1) Equity Shares held by shareholders. (refer point no. 4 below for allottees list)

(xviii) Conversion of Unsecured Loan to Equity Shares of 60,00,000 Equity Shares of Face Value of ₹ 10/- each. (refer point no. 4 below for allottees list)

(xix) Preferential allotment of 10,00,000 Equity Shares of Face Value of ₹ 10/- each as per details given below:

Sr. No.	Name of Allottees	Number of Shares Allotted
1.	Harendra Singh	4,80,000
2.	Nayan Prakash Singh	3,10,000
3.	Udai Pratap Singh	1,25,000
4.	Nitu Singh	49,600
5.	Madhuri Singh	35,400
	Total	10,00,000

b) As on the date of this Prospectus, our Company does not have any Preference Share Capital.

3. Details of Allotment made in the last two years preceding the date of Prospectus:

Except as mentioned in point 2 a (xiii), (xiv) and (xv) above, we have not issued any Equity Share in the last two years preceding the date of Prospectus.

4. Issue of Equity Shares for consideration other than cash:

Except as set out below we have not issued Equity Shares for consideration other than cash:

Date of Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Reason of Allotment	Benefits Accrued to our Company	Name of Allottees	No. of Shares Allottered
September 02, 2022	62,47,750	10.00	Nil	Bonus Issue in the ratio of 5:1	Capitalization of Reserves & Surplus	Nayan Prakash Singh	10,83,300
						Harendra Singh	10,13,250
						Udai Pratap Singh	7,32,800
						ASAP Impact Private Limited	5,45,450
						Gopal Singh	3,93,850
						Nitu Singh	3,07,050
						Sukanti Kumar Das	2,76,250
						Madhuri Singh	2,12,900
						Rajeev Ranjan Singh	1,94,650
						Saroj Singh	1,68,150
						Bandana Das	1,27,750
						Jai Prakash Singh	1,25,050
						Sudha Singh	1,16,650

Date of Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Reason of Allotment	Benefits Accrued to our Company	Name of Allottees	No. of Shares Allottered
						Lily Singh	1,16,650
						Manisha Sinha	1,08,350
						Arnab Kumar Das	83,000
						Rajesh Kumar Singh	83,000
						Virendra Singh	58,350
						Ritesh Kumar Singh	57,250
						Mahesh Singh	55,500
						Asarfi Devi	50,000
						Rajesh Kumar Singh	50,000
						Dinesh Prasad Bhadani	45,900
						Arun Kumar Singh	43,900
						Arpita Das	41,550
						Prabha Singh	32,500
						Binod Singh	25,000
						Sanjay Kumar Singh	25,000
						Anil Kumar Singh	14,150
						Prema Devi	12,500
						Gopla Kr. Srivastava	9,100
						Shrikant Gupta	9,100
						Chandra Shekhar Suman	9,100
						Girija Nandan Singh	9,100
						Chandrani Sengupta	8,350
						Chandra Bhushan Singh	2,300
						Dr Mangesh Kumar	1,000
						TOTAL	62,47,750
October 01, 2022	60,00,000	10/-	10/-	Conversion of Unsecured Loan to Equity	Reduction in Debt component of the Company	Harendra Singh	20,00,000
						Nayan Prakash Singh	18,80,000
						Udai Pratap Singh	13,50,000
						Madhuri Singh	5,00,000
						Nitu Singh	1,50,000
						Virendra Singh	1,20,000
						TOTAL	60,00,000

- No Equity Shares have been allotted pursuant to any scheme approved under sections 230-234 of the Companies Act, 2013 or under the erstwhile corresponding provisions of the Companies Act, 1956.
- Our Company has not issued any shares pursuant to an Employee Stock Option Scheme.
- Except for bonus issue made on September 02, 2022 and Conversion of Unsecured Loan to Equity on October 01, 2022, our Company has not issued Equity shares at price below the Issue price within last one year from the date of the Prospectus.
- We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
- Shareholding Pattern of the Company**

The table below represents the shareholding pattern of our Company in accordance with Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as on the date of this Prospectus:

I - Our Shareholding Pattern:-

Category	Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*				No. of Shares Underlying Outstanding convertible	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No . (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class Equity Shares of ₹10/- each^	Class eg: y	Total								
I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX				X	XI=VII+X	XII	XIII	XIV		
(A)	Promoters & Promoter Group	12	1,20,36,580	-	-	1,20,36,580	83.03	1,20,36,580	-	1,20,36,580	83.03	-	83.03	-	-	1,20,36,580		
(B)	Public	25	24,60,720	-	-	24,60,720	16.97	24,60,720	-	24,60,720	16.97	-	16.97	-	-	24,60,720		
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
	Total	37	1,44,97,300	-	-	1,44,97,300	100.00	1,44,97,300	-	1,44,97,300	100.00	-	100.00	-	-	1,44,97,300		

The term “Encumbrance” has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Notes:

- As on date of this Prospectus 1 Equity share holds 1 vote.
- We have only one class of Equity Shares of face value of ₹ 10/- each.
- We have entered into tripartite agreement dated March 15, 2023 and March 04, 2023 with CDSL & NSDL respectively.
- Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the Website of the BSE before commencement of trading of such Equity Shares.

10. List of Shareholders of the Company holding 1% or more of the paid up Share Capital of the Company:-

a) As on the date of filing of this Prospectus:-

Sr. No.	Names of Shareholders	Shares held (Face Value of ₹ 10 each)	% Pre Issue paid up Share Capital
1.	Harendra Singh	36,95,900	25.49
2.	Nayan Prakash Singh	34,89,960	24.07
3.	Udai Pratap Singh	23,54,360	16.24
4.	Madhuri Singh	7,90,880	5.46
5.	Asap Impact Private Limited	6,54,540	4.51
6.	Nitu Singh	5,68,060	3.92
7.	Gopal Singh	4,72,620	3.26
8.	Sukanti Kumar Das	3,31,500	2.29
9.	Rajiv Ranjan Singh	2,33,580	1.61
10.	Saroj Singh	2,01,780	1.39
11.	Virendra Singh	1,90,020	1.31
12.	Bandana Das	1,53,300	1.06
13.	Jai Prakash Singh	1,50,060	1.04
	Total	1,32,86,560	91.65

b) Ten days prior to the date of filing of this Prospectus:-

Sr. No.	Names of Shareholders	Shares held (Face Value of ₹ 10 each)	% Pre Issue paid up Share Capital
1.	Harendra Singh	36,95,900	25.49
2.	Nayan Prakash Singh	34,89,960	24.07
3.	Udai Pratap Singh	23,54,360	16.24
4.	Madhuri Singh	7,90,880	5.46
5.	Asap Impact Private Limited	6,54,540	4.51
6.	Nitu Singh	5,68,060	3.92
7.	Gopal Singh	4,72,620	3.26
8.	Sukanti Kumar Das	3,31,500	2.29
9.	Rajiv Ranjan Singh	2,33,580	1.61
10.	Saroj Singh	2,01,780	1.39
11.	Virendra Singh	1,90,020	1.31
12.	Bandana Das	1,53,300	1.06
13.	Jai Prakash Singh	1,50,060	1.04
	Total	1,32,86,560	91.65

c) One Year prior to the date of filing of this Prospectus:-

Sr. No.	Names of Shareholders*	Shares held (Face Value of ₹ 10 each)	% Pre Issue paid up Share Capital
1.	Nayan Prakash Singh	2,16,660	17.34
2.	Harendra Singh	2,02,650	16.22
3.	ASAP Impact Private Limited	1,09,090	8.73
4.	Udai Pratak Singh	1,05,419	8.44
5.	Gopal Singh	90,020	7.20
6.	Nitu Singh	61,410	4.91
7.	Sukanti Kumar Das	55,250	4.92

Sr. No.	Names of Shareholders*	Shares held (Face Value of ₹ 10 each)	% Pre Issue paid up Share Capital
8.	Madhuri Singh	42,580	3.41
9.	Rajiv Ranjan Singh	38,930	3.12
10.	Saroj Singh	33,630	2.69
11.	Shristi Sinha	32,841	2.69
12.	Bandana Das	25,550	2.04
13.	Sudha Singh	23,330	1.87
14.	Lily Singh	23,330	1.87
15.	Jai Prakash Singh	22,060	1.77
16.	Manisha Sinha	21,670	1.73
17.	Arnab Kumar Das	16,600	1.33
18.	Rajesh Kumar Singh	16,600	1.33
	Total	11,37,620	91.04

*Details of shares held on July 08, 2022 and percentage held has been calculated based on the paid up capital of our Company as on July 08, 2022.

d) Two Years prior to the date of filing of this Prospectus:-

Sr. No.	Names of Shareholders*	Shares held (Face Value of ₹ 10 each)	% Pre Issue paid up Share Capital
1.	Nayan Prakash Singh	1,40,220	11.22
2.	Harendra Singh	1,34,990	10.80
3.	ASAP Impact Private Limited	1,09,090	8.73
4.	Sukanti Kumar Das	93,970	7.52
5.	Gopal Singh	90,020	7.20
6.	Ganesh Prasad Singh	78,979	6.32
7.	Nitu Singh	61,410	4.91
8.	Santosh Kumar Singh	43,770	3.50
9.	Rajiv Ranjan Singh	38,930	3.12
10.	Saroj Singh	33,630	2.69
11.	Amrendra Kumar Singh	29,340	2.35
12.	Bandana Das	25,550	2.04
13.	Neelkanth Modi	25,000	2.00
14.	Sudha Singh	23,330	1.87
15.	Lily Singh	23,330	1.87
16.	Jai Prakash Singh	22,060	1.77
17.	Geeta Senger	21,820	1.75
18.	Manisha Sinha	21,670	1.73
19.	Madhuri Singh	20,760	1.66
20.	Dinesh Prasad Bhadani	16,660	1.33
21.	Arnab Kumar Das	16,600	1.33
22.	Rajesh Kumar Singh	16,600	1.33
23.	Jitendra Kumar Singh	15,155	1.21
24.	Piyush Kumar Sengar	14,550	1.16
	Total	11,17,434	89.43

*Details of shares held on July 08, 2021 and percentage held has been calculated based on the paid up capital of our Company as on July 08, 2021.

11. Our Company has not made any Initial Public Offer of specified securities in the preceding two years.

12. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, Right issue or in any other manner during the period commencing from the date of the Prospectus until the Equity Shares of our Company have been listed or application money unblocked on account of failure of Issue. Further, our Company does not intend to alter its capital structure within six months from the date of opening of the offer, by way of split/ consolidation of the denomination of Equity Shares. However, our Company may further issue Equity shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company.

13. Capital Build-up in respect of Shareholding of our Promoters

As on the date of this Prospectus, Our Promoters Harendra Singh, Nayan Prakash Singh, Udai Pratap Singh, Madhuri Singh, Nitu Singh cumulatively holds 1,08,99,160 Equity Shares of our Company. None of the Equity Shares held by our Promoters is subject to any pledge.

Set forth below is the build-up of the shareholding of our Promoters in our Company since incorporation.

Date of Allotment and made fully paid up/ Transfer	No. of Equity Shares	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)	Consideration	Nature of Issue	Pre-Issue Shareholding %	Post-Issue Shareholding %
Harendra Singh							
October 04, 2005	5,000 (Class A)	10	10	Cash	Subscription to MOA	0.03	0.03
January 25, 2006	(5,000) (Class A)	10	10	Cash	Transfer of Shares ^(a)	(0.03)	(0.03)
December 15, 2006	333 (Class B)	100	300	Cash	Further Issue of Shares	0.00	0.00
October 03, 2007	833 (Class B)	100	300	Cash	Further Issue of Shares	0.01	0.00
October 01, 2011	7,660 (Class B)	100	300	Cash	Further Issue of Shares	0.05	0.04
October 01, 2011	1,740 (Class A)	10	30	Cash	Further Issue of Shares	0.01	0.01
March 31, 2012	1,666 (Class B)	100	300	Cash	Further Issue of Shares	0.01	0.01
March 08, 2018	500 (Class B)	100	600	Cash	Right Issue	0.00	0.00
Pursuant to Shareholders' resolution dated December 27, 2018, the nominal value of Class B Equity Shares of our Company was subdivided from ₹100/- per Equity Shares Share to ₹10/- per Equity Shares Share and consequently, the company has merged both the class of Equity Shares into one single class.							
Post Sub-division	1,11,660	10	-	-	-	0.77	0.57
June 01, 2021	23,330	10	-	Gift	Acquisition by way of Transfer of Shares ^(b)	0.16	0.12
July 09, 2021	5,062	10	181.24	Cash	Acquisition by way of Transfer of Shares ^(c)	0.03	0.03
July 12, 2021	16,169	10	181.24	Cash	Acquisition by way of Transfer of Shares ^(d)	0.11	0.08
July 12, 2021	31,879	10	-	Gift	Acquisition by way of Transfer of Shares ^(e)	0.22	0.16
March 04, 2022	14,550	10	60.00	Cash	Acquisition by way of Transfer of Shares ^(f)	0.10	0.07
September 02, 2022	10,13,250	10	Nil	Nil	Issue of Bonus Shares in ratio of 5:1	6.99	5.15
October 01, 2022	20,00,000	10	10	Other than Cash	Conversion of Unsecured	13.80	10.13

Date of Allotment and made fully paid up/ Transfer	No. of Equity Shares	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)	Consideration	Nature of Issue	Pre-Issue Shareholding %	Post-Issue Shareholding %
					Loan to Equity		
February 28, 2023	4,80,000	10	52	Cash	Preferential allotment of Equity Shares	3.31	2.44
Total (A)	36,95,900					25.49	18.78
Nayan Prakash Singh							
October 04, 2005	5,000 (Class A)	10	10	Cash	Subscription to MOA	0.03	0.03
January 25, 2006	(5,000) (Class A)	10	10	Cash	Transfer of Shares ^(g)	(0.03)	(0.03)
December 15, 2006	666 (Class B)	100	100	Cash	Acquisition by way of Transfer of Shares ^(h)	0.00	0.00
December 15, 2006	1,000 (Class B)	100	300	Cash	Further Issue of Shares	0.01	0.01
October 03, 2007	4,484 (Class B)	100	300	Cash	Further Issue of Shares	0.03	0.02
October 01, 2011	1,660 (Class B)	100	300	Cash	Further Issue of Shares	0.01	0.01
March 31, 2012	1,666 (Class B)	100	300	Cash	Further Issue of Shares	0.01	0.01
February 01, 2016	4,546 (Class B)	100	550	Cash	Right Issue	0.03	0.02
Pursuant to Shareholders' resolution dated December 27, 2018, the nominal value of Class B Equity Shares of our Company was subdivided from ₹100/- per Equity Shares Share to ₹10/- per Equity Shares Share and consequently, the company has merged both the class of Equity Shares into one single class.							
Post Sub-division	1,40,220	10	-	-	-	0.97	0.71
July 09, 2021	17,807	10	181.24	Cash	Acquisition by way of Transfer of Shares ⁽ⁱ⁾	0.12	0.09
July 12, 2021	58,633	10	-	Gift	Acquisition by way of Transfer of Shares ⁽ⁱ⁾	0.40	0.30
September 02, 2022	10,83,300	10	Nil	Nil	Issue of Bonus Shares in ratio of 5:1	7.47	5.51
October 01, 2022	18,80,000	10	10	Other than Cash	Conversion of Unsecured Loan to Equity	12.97	9.55
February 28, 2023	3,10,000	10	52	Cash	Preferential allotment of Equity Shares	2.14	1.58
Total (B)	34,89,960					24.07	17.74
Udai Pratap Singh							
March 08, 2018	833 (Class B)	100	600	Cash	Right Issue	0.01	0.00

Date of Allotment and made fully paid up/ Transfer	No. of Equity Shares	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)	Consideration	Nature of Issue	Pre-Issue Shareholding %	Post-Issue Shareholding %
Pursuant to Shareholders' resolution dated December 27, 2018, the nominal value of Class B Equity Shares of our Company was subdivided from ₹100/- per Equity Shares Share to ₹10/- per Equity Shares Share and consequently, the company has merged both the class of Equity Shares into one single class.							
Post Sub-division	8,330	10	-	-	-	0.06	0.04
July 05, 2022	53,319	10	-	Gift	Acquisition by way of Gift of Shares ^(k)	0.37	0.27
July 06, 2022	43,770	10	-	Gift	Acquisition by way of Gift of Shares ^(l)	0.30	0.22
July 13, 2022	8,300	10	-	Gift	Acquisition by way of Gift of Shares ^(m)	0.06	0.04
August 02, 2022	32,841	10	-	Gift	Acquisition by way of Gift of Shares ⁽ⁿ⁾	0.23	0.17
September 02, 2022	7,32,800	10	Nil	Nil	Issue of Bonus Shares in ratio of 5:1	5.05	3.72
October 01, 2022	13,50,000	10	10	Other than Cash	Conversion of Unsecured Loan to Equity	9.31	6.86
February 28, 2023	1,25,000	10	52	Cash	Preferential allotment of Equity Shares	0.86	0.64
Total (C)	23,54,360					16.24	11.96
Madhuri Singh							
February 01, 2016	909 (Class B)	100	550	Cash	Further Issue of Shares	0.01	0.00
March 08, 2018	1,167 (Class B)	100	600	Cash	Right Issue	0.01	0.01
Pursuant to Shareholders' resolution dated December 27, 2018, Cash the nominal value of Class B Equity Shares of our Company was subdivided from ₹100/- per Equity Shares Share to ₹10/- per Equity Shares Share and consequently, the company has merged both the class of Equity Shares into one single class.							
Post Sub-division	20,760	10	-	-	-	0.14	0.11
March 25, 2022	21,820	10	60	Cash	Acquisition by way of Transfer of Shares ^(o)	0.15	0.11
September 02, 2022	2,12,900	10	Nil	Nil	Issue of Bonus Shares in ratio of 5:1	1.47	1.08
October 01, 2022	5,00,000	10	10	Other than Cash	Conversion of Unsecured Loan to Equity	3.45	2.54
February 28, 2023	35,400	10	52	Cash	Preferential allotment of Equity Shares	0.24	0.18
Total (D)	7,90,880					5.46	4.02
Nitu Singh							

Date of Allotment and made fully paid up/ Transfer	No. of Equity Shares	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)	Consideration	Nature of Issue	Pre-Issue Shareholding %	Post-Issue Shareholding %
January 25, 2006	5,000 (Class A)	10	10	Cash	Acquisition by way of Transfer of Shares ^(p)	0.03	0.03
December 15, 2006	(5,000)	10	10	-	Issue of 1,000 Class B Equity Shares in exchange of Class A Equity Shares	0.00	0.00
December 15, 2006	500 (Class B)	100	300	-			
December 15, 2006	(333) (Class B)	100	300	Cash	Transfer of Shares ^(q)	0.00	(0.00)
October 03, 2007	670 (Class B)	100	300	Cash	Further Issue of Shares	0.00	0.00
March 01, 2016	1,819 (Class B)	100	550	Cash	Right Issue	0.01	0.01
March 30, 2017	1,818 (Class B)	100	550	Cash	Right Issue	0.01	0.01
March 08, 2018	1,667 (Class B)	100	600	Cash	Right Issue	0.01	0.01
Pursuant to Shareholders' resolution dated December 27, 2018, Cash the nominal value of Class B Equity Shares of our Company was subdivided from ₹100/- per Equity Shares Share to ₹10/- per Equity Shares Share and consequently, the company has merged both the class of Equity Shares into one single class.							
Post Sub-division	61,410	10	-	-	-	0.42	0.31
September 02, 2022	3,07,050	10	Nil	Nil	Issue of Bonus Shares in ratio of 5:1	2.12	1.56
October 01, 2022	1,50,000	10	10	Other than Cash	Conversion of Unsecured Loan to Equity	1.03	0.76
February 28, 2023	49,600	10	52	Cash	Preferential allotment of Equity Shares	0.34	0.25
Total (E)	5,68,060					3.92	2.89
Grand Total	1,08,99,160					75.18	55.39

Note: None of the Shares has been pledged by our Promoters.

(a) Details of transfer of 5,000 equity shares by Harendra Singh.

Sr. No.	Date of Transfer	Name of Transferee	No. of Share Transfer
1.	January 25, 2006	Shivendra Kumar Singh	5,000
		Total	5,000

(b) Details of acquisition of 23,330 equity shares by Harendra Singh.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	June 01, 2021	Gita Singh	23,303
		Total	23,303

(c) Details of acquisition of 5,062 equity shares by Harendra Singh.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	July 09, 2021	Poonam Singh	5,062
		Total	5,062

(d) Details of acquisition of 16,169 equity shares by Harendra Singh.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	July 12, 2021	Shivendra Kumar Singh	1,014
2.	July 12, 2021	Jitendra Kumar Singh	15,155
		Total	16,169

(e) Details of acquisition of 31,879 equity shares by Harendra Singh.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	July 12, 2021	Ganesh Prasad Singh	31,879
		Total	31,879

(f) Details of acquisition of 14,550 equity shares by Harendra Singh.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	March 04, 2022	Piyush Sengar	14,550
		Total	14,550

(g) Details of transfer of 5,000 equity shares by Nayan Prakash Singh.

Sr. No.	Date of Transfer	Name of Transferee	No. of Share Transfer
1.	January 25, 2006	Nitu Singh	5,000
		Total	5,000

(h) Details of acquisition of 666 equity shares by Nayan Prakash Singh.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	December 15, 2006	Nitu Singh	333
2.	December 15, 2006	Shivendra Kumar Singh	333
		Total	666

(i) Details of acquisition of 17,807 equity shares by Nayan Prakash Singh.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	July 09, 2021	Amrendra Kumar Singh	17,807
		Total	17,807

(j) Details of acquisition of 58,633 equity shares by Nayan Prakash Singh.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	July 12, 2021	Ganesh Prasad Singh	58,633
		Total	58,633

(k) Details of acquisition of 53,319 equity shares by Udai Pratap Singh.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	July 05, 2022	Pradumynn Singh	10,949
2.	July 05, 2022	Shakuntala Devi	3,650
3.	July 05, 2022	Sukanti Kumar Das	38,720
		Total	53,319

(l) Details of acquisition of 43,770 equity shares by Udai Pratap Singh.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	July 06, 2022	Santosh Kumar Singh	43,770
		Total	43,770

(m) Details of acquisition of 8,300 equity shares by Udai Pratap Singh.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	July 13, 2022	Jai Prakash Singh	8,300
		Total	8,300

(n) Details of acquisition of 32,841 equity shares by Udai Pratap Singh.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	August 02, 2022	Shristi Sinha	32,841
		Total	32,841

(o) Details of acquisition of 21,820 equity shares by Madhuri Singh.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	July 05, 2022	Geeta Sengar	21,820
		Total	21,820

(p) Details of acquisition of 5,000 equity shares by Nitu Singh.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	January 25, 2001	Nayan Prakash Singh	5,000
		Total	5,000

(q) Details of transfer of 333 equity shares by Nitu Singh.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	December 15, 2006	Nayan Prakash Singh	333
		Total	333

14. The average cost of acquisition or subscription of shares by our Promoters is set forth in the table below:

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (in ₹)
1.	Harendra Singh	36,95,900	14.39
2.	Nayan Prakash Singh	34,89,960	12.46
3.	Udai Pratap Singh	23,54,360	8.71
4.	Madhuri Singh	7,90,880	11.82
5.	Nitu Singh	5,68,060	12.91

15. Shareholding of Promoters & Promoter Group

Following are the details of pre and post Issue shareholding of persons belonging to the category “Promoters and Promoter Group”:

Sr. No	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
	Promoters (A)				
1.	Harendra Singh	36,95,900	25.49	36,95,900	18.78
2.	Nayan Prakash Singh	34,89,960	24.07	34,89,960	17.74
3.	Udai Pratap Singh	23,54,360	16.24	23,54,360	11.96
4.	Madhuri Singh	7,90,880	5.46	7,90,880	4.02
5.	Nitu Singh	5,68,060	3.92	5,68,060	2.89
	Sub Total (A)	1,08,99,160	75.18	1,08,99,160	55.39
	Promoter Group (B)				
6.	ASAP Impact Private Limited	6,54,540	4.51	6,54,540	3.33
7.	Rajeev Ranjan Singh	2,33,580	1.61	2,33,580	1.19
8.	Ritesh Kumar Singh	68,700	0.47	68,700	0.35
9.	Mahesh Singh	66,600	0.46	66,600	0.34

Sr. No	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
10.	Asarfi Devi	60,000	0.41	60,000	0.3
11.	Prabha Singh	39,000	0.27	39,000	0.2
12.	Prema Singh	15,000	0.10	15,000	0.08
	Sub Total (B)	11,37,420	7.85	11,37,420	5.78
	Total (A) + (B)	1,20,36,580	83.03	1,20,36,580	61.17

16. Except as provided below, no Equity Shares were acquired/ purchased/ sold by the Promoters and Promoter Group, Directors and their immediate relatives within six months immediately preceding the date of filing of this Prospectus.

Date of Allotment/ Transfer	Name of Shareholder	No. of Equity Share	% of Pre issue Capital	Allotment/ Acquire/ Transfer	Category of Allottees (Promoters/ Promoter Group/ Director)
February 28, 2023	Harendra Singh	4,80,000	3.31	Allotment of Shares by way of Preferential Allotment.	Promoter
February 28, 2023	Nayan Prakash Singh	3,10,000	2.14		Promoter
February 28, 2023	Udai Pratap Singh	1,25,000	0.86		Promoter & Director
February 28, 2023	Madhuri Singh	35,400	0.24		Promoter & Director
February 28, 2023	Nitu Singh	49,600	0.34		Promoter

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

18. Details of Promoters' Contribution Locked-in for Three Years

Pursuant to Regulation 236 and 238 of SEBI (ICDR) Regulations, 2018, an aggregate of 20.00% of the post issue capital held by our Promoters shall be considered as Promoter's Contribution ("**Promoters Contribution**") and shall be locked-in for a period of three years from the date of allotment of Equity shares issued pursuant to this Issue. The lock in of Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

As on the date of this Prospectus, our Promoters hold 1,08,99,160 Equity Shares constituting 20.07% of the Post-Issued, subscribed and paid up Equity Share Capital of our Company, which are eligible for the Promoters' contribution.

Our Promoters, Harendra Singh, Nayan Prakash Singh, Udai Pratap Singh, Madhuri Singh and Nitu Singh, have given written consent to include 39,50,000 Equity Shares held by them and subscribed by them as part of Promoters Contribution constituting 20.07% of the post issue Equity Shares of our Company. Further, they have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters contribution, for a period of three years from the date of allotment in the Issue.

Date of Allotment/ Transfer and made fully Paid Up	No. of Equity Shares locked-in*	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)	Nature of transaction	Post-Issue Shareholding %	Lock in Period
Harendra Singh (A)						
February 28, 2023	4,80,000	10.00	52.00	Preferential allotment	2.44	3 years
September 02, 2023	10,13,250	10.00	-	Bonus Issue	5.15	3 years
March 04, 2022	14,550	10.00	60.00	Transfer	0.07	3 years
July 12, 2021	31,879	10.00	-	Transfer (Gift)	0.16	3 years
July 12, 2021	16,169	10.00	181.24	Transfer	0.08	3 years
July 09, 2021	5,062	10.00	181.24	Transfer	0.03	3 years
June 01, 2021	23,330	10.00	-	Transfer (Gift)	0.12	3 years
March 08, 2018	5000	10.00	60.00	Right Issue	0.03	3 years
March 31, 2012	16,660	10.00	30.00	Further Issue of Shares	0.08	3 years
October 01, 2011	1,740	10.00	30.00	Further Issue of Shares	0.01	3 years
October 01, 2011	76,600	10.00	30.00	Further Issue of Shares	0.39	3 years
October 03, 2007	8,330	10.00	30.00	Further Issue of Shares	0.04	3 years
December 15, 2006	3,330	10.00	30.00	Further Issue of Shares	0.02	3 years
Total (A)	16,95,900					
Nayan Prakash Singh (B)						

Date of Allotment/ Transfer and made fully Paid Up	No. of Equity Shares locked-in*	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)	Nature of transaction	Post-Issue Sharehold- ing %	Lock in Period
February 28, 2023	3,10,000	10.00	52.00	Preferential allotment	1.58	3 years
September 02, 2023	10,83,300	10.00	-	Bonus Issue	5.51	3 years
July 12, 2021	58,633	10.00	-	Transfer (Gift)	0.30	3 years
July 09, 2021	17,807	10.00	181.24	Transfer	0.09	3 years
February 01, 2016	45,460	10.00	55.00	Further Issue of Shares	0.23	3 years
March 31, 2012	16,660	10.00	30.00	Further Issue of Shares	0.08	3 years
October 01, 2011	16,600	10.00	30.00	Further Issue of Shares	0.08	3 years
October 03, 2007	44,840	10.00	30.00	Further Issue of Shares	0.23	3 years
December 15, 2006	10,000	10.00	30.00	Further Issue of Shares	0.05	3 years
December 15, 2006	6,660	10.00	10.00	Further Issue of Shares	0.03	3 years
Total (B)	16,09,960					
Udai Pratap Singh (C)						
February 28, 2023	1,25,000	10.00	52.00	Preferential allotment	0.64	3 years
September 02, 2023	41,650	10.00	-	Bonus Issue	0.21	3 years
March 08, 2018	8,330	10.00	60.00	Right Issue	0.04	3 years
Total (C)	1,74,980					
Madhuri Singh (D)						
February 28, 2023	35,400	10.00	52.00	Preferential allotment	0.18	3 years
March 25, 2022	21,820	10.00	60.00	Transfer	0.11	3 years
Total (D)	57,220					
Nitu Singh (E)						
February 28, 2023	49,600	10.00	52.00	Preferential allotment	0.25	3 years
September 02, 2022	3,07,050	10.00	-	Bonus Issue	1.56	3 years
March 08, 2018	16,670	10.00	60.00	Right Issue	0.08	3 years
March 30, 2017	18,180	10.00	55.00	Right Issue	0.09	3 years
March 01, 2016	18,190	10.00	55.00	Right Issue	0.09	3 years
October 03, 2007	2,250	10.00	30.00	Further Issue of Shares	0.01	3 years
Total (E)	4,11,940					
TOTAL (A+B+C+D+E)			39,50,000		20.07	3 years

* All Equity shares are considered of Face Value of ₹ 10/- each for ease of calculation.

The minimum Promoter's contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as **"Promoter"** under the SEBI (ICDR) Regulations. All Equity Shares, which are being locked in are not ineligible for computation of Minimum Promoters Contribution as per Regulation 237 of the SEBI (ICDR) Regulations and are being locked in for 3 years as per Regulation 238(a) of the SEBI (ICDR) Regulations i.e. for a period of three years from the date of allotment of Equity Shares in this issue.

The entire pre-issue shareholding of the Promoters and Promoter Group, other than the Minimum Promoters contribution which is locked in for three years, shall be locked in for a period of one year from the date of allotment in this Issue.

Eligibility of Share for "Minimum Promoters Contribution in terms of clauses of Regulation 237(1) of SEBI (ICDR) Regulations, 2018

Reg. No.	Promoters' Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
237(1) (a) (i)	Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction	The minimum Promoter's contribution does not consist of such Equity Shares. Hence Eligible
237 (1) (a) (ii)	Specified securities acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum promoters' contribution	The minimum Promoter's contribution does not consist of such Equity Shares. Hence Eligible
237 (1) (b)	Specified securities acquired by promoters during the preceding one year at a price lower than the price at which	The minimum Promoter's contribution does not consist of such Equity Shares. Hence Eligible.

Reg. No.	Promoters' Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
	specified securities are being offered to public in the initial public offer	
237(1) (c)	Specified securities allotted to promoters during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the promoters of the issuer and there is no change in the management: Provided that specified securities, allotted to promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible	The minimum Promoter's contribution does not consist of such Equity Shares. Hence Eligible.
237 (1) (d)	Specified securities pledged with any creditor.	Our Promoters have not Pledged any shares with any creditors. Accordingly, the minimum Promoter's contribution does not consist of such Equity Shares. Hence Eligible.

Details of Promoters' Contribution Locked-in for One Year

In terms of Regulation 238(b) and 239 of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoters contribution which is locked in for three years, as specified above, the entire pre-issue equity share capital constituting 1,05,47,300 Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this Issue.

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, the Equity Shares which are subject to lock-in shall carry inscription '**non-transferable**' along with the Ratio of specified non-transferable period mentioned in the face of the security certificate. The shares which are in dematerialized form, if any, shall be locked-in by the respective depositories. The details of lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

Other requirements in respect of lock-in:

1. In terms of Regulation 242 of the SEBI (ICDR) Regulations, the locked in Equity Shares held by the Promoters, as specified above, can be pledged with any scheduled commercial bank or public financial institution or a systemically important non-banking finance company or a housing finance company as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter's contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Issue.
 2. In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked in as per Regulation 239 of the SEBI (ICDR) Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
 3. Further in terms of Regulation 243 of the SEBI (ICDR) Regulations, the specified securities held by the promoters and locked-in as per regulation 238 may be transferred to another promoters or any person of the Promoter Group or a new promoters or a person in control of the issuer subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
19. Neither, we nor our Promoters, Directors and the BRLM to this Issue have entered into any buyback and/ or standby arrangements and/ or similar arrangements for the purchase of our Equity Shares from any person.
20. As on the date of this Prospectus, the entire Issued Share, Subscribed and Paid-up Share Capital of our Company is fully paid up. Since the entire issue price in respect of the issue is payable on application, all the successful applicants will be allotted fully paid up Equity Shares.
21. The BRLM i.e. Hem Securities Limited and their associates do not hold any Equity Shares in our Company as on the date of filing of this Prospectus.

22. As on the date of this Prospectus, we do not have any Employees Stock Option Scheme/ Employees Stock Purchase Scheme and we do not intend to allot any shares to our employees under Employee Stock Option Scheme/ Employee Stock Purchase Plan from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
23. We have 37 (Thirty Seven) shareholders as on the date of filing of this Prospectus.
24. As on the date of filing of this Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoters or any shareholders or any other person any option to acquire our Equity Shares after this Initial Public Offer
25. Our Company has not raised any bridge loan against the proceeds of the Issue.
26. As on the date of this Prospectus, none of the shares held by our Promoters/ Promoter Group are subject to any pledge.
27. We here by confirm that there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Prospectus until the Equity Shares offered have been listed or application money unblocked on account of failure of Issue.
28. An over-subscription to the extent of 1% of the Issue, can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 1% of the Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to 3 year lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
29. Allocation to all categories shall be made on a proportionate basis subject to valid applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the BRLM and Designated Stock Exchange i.e. BSE. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
30. In case of over-subscription in all categories the allocation in the issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, 2018 and its amendments from time to time.
31. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
32. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net issue to the public portion.
33. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
34. Our Company shall comply with such disclosure and accounting norms as may be specified by BSE, SEBI and other regulatory authorities from time to time.
35. There are no Equity Shares against which depository receipts have been issued.
36. Other than the Equity Shares, there is no other class of securities issued by our Company.
37. There are no safety net arrangements for this public issue.
38. As per RBI regulations, OCBs are not allowed to participate in this issue.
39. Our Promoters and Promoter Group will not participate in this Issue.
40. This Issue is being made through Book Building Method.
41. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the post-issue paid-up Equity Share capital of our Company. Further, this Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

42. 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.

We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of filing the Prospectus with the Registrar of companies and the Bid/Issue Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed

OBJECTS OF THE ISSUE

The Issue includes a fresh Issue of up to 51,80,000 Equity Shares of our Company at an Issue Price of ₹ 52/- per Equity Share. We intend to utilize the net proceeds of the Issue to meet the following objects:

1. Part Funding of Capital Expenditure of Cancer Hospital at Ranguni, Jharkhand.
2. Acquiring Land on Leasehold basis for Health Management and Research Institute at Ranchi, Jharkhand
3. General Corporate Purpose

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

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

The main objects clause of our Memorandum enables our Company to undertake its existing activities.

Net Proceeds

The details of the Net Proceeds are set forth below:

		(₹ in Lakhs)
Particulars		Amount
Gross Proceeds of the Issue		2693.60
Less: Issue related expenses in relation to Issue		(383.33)
Net Proceeds		2310.27

Requirement of Funds and Utilization of Net Proceeds

The Net Proceeds are proposed to be used in accordance with the details as set forth below:

		(₹ in Lakhs)
S. No.	Particulars	Amount
1.	Part Funding of Capital Expenditure for Cancer Hospital at Ranguni, Jharkhand	1,221.60
2.	Acquiring Land on Leasehold basis for Health Management and Research Institute at Ranchi, Jharkhand	765.43
3.	General Corporate Purpose	323.24
	Total	2310.27

Our fund requirements and deployment thereof are based on internal management estimates of our current business plans and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances or costs or in other financial conditions, business strategy, as discussed further below.

Means of Finance

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

		(₹ in Lakhs)
Particulars		Amount
Net Issue Proceeds		2310.27
Total		2310.27

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

In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required. In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards any of the above-mentioned Objects through a combination of Internal Accruals or Unsecured Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such unsecured Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

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

For further details on the risks involved in our business plans and executing our business strategies, please see the section titled **"Risk Factors"** beginning on page 25 of this Prospectus.

Details of Utilization of Net Proceeds

The details of utilization of the Net Proceeds are set forth herein below:

1. Part Funding Capital Expenditure for Cancer Hospital at Ranguni, Jharkhand

As on the date of this Prospectus, Our Company operates one Hospital in Dhanbad, Jharkhand. The Hospital at Dhanbad is a 250 bedded Multi-Speciality Hospital having departments/facilities i.e. Cardiology, Neurosciences, General Medicine, Paediatrics & Neonatology, Obstetrics & Gynaecology, General Surgery, Gastroenterology, Orthopaedics, Oncology, Nephrology, Urology, Ophthalmology, ENT, Day Care Services, Dental, Physiotherapy, Emergency, Nutrition & Dietetics, Anaesthesiology & Critical Care, Radiology, Pulmonology, Pain Management etc.

Due to scarcity of a dedicated cancer hospital in Dhanbad, we are in process of setting up a new cancer hospital at Ranguni, Dhanbad, Jharkhand with a project cost of ₹ 7,446.57 lakhs for which Jharkhand Industrial Area Development Authority (JIADA) has allotted land of 9.55 acres on leasehold basis for a period of 30 years. The cancer care hospital with proposed 50 bedded will have Radiation Oncology, Medical Oncology and Surgical Oncology departments for treatment of cancer patients. We will be providing diagnostics and radiotherapy facilities to ensure complete care to the patient under one roof. The construction for the proposed cancer hospital is going on in full swing. The company has already incurred ₹ 2,541.18 Lakhs till 31 May 2023. The company have also availed a Term Loan of ₹ 2,850.00 lakhs under Loan Guarantee Scheme for Covid affected sectors ("LGSCAS") from HDFC Bank for its Equipment purchased which is yet to be disbursed. We intend to utilize a portion of the net proceeds of ₹ 1,221.60 lakhs for setup of cancer hospital. There has been an ongoing legal dispute over the ownership of the said land. For details, please refer to chapter titled **"Outstanding Litigations and Material Developments"** beginning on page 200 of this Prospectus.

Estimated Costs

A brief description of the estimated cost involved is provided below:

(₹ in Lakhs)						
Particulars	Estimated Amount	Expenditure Incurred till May 31, 2023	Balance Amount to be incurred	Funding from Bank	Funding from Internal Accruals	Funding from IPO
Land	1,105.00	271.21	833.79	-	833.79	-
Civil Works	2,011.41	1,762.00	249.41	-	-	249.41
Plant & Machinery	3,876.50	384.14	3,492.36	2,850.00	-	642.36
Office Equipment	58.67	2.88	55.79	-	-	55.79
Transportation Vehicles	84.34	-	84.34	-	-	84.34
Furniture & Fixtures	99.81	70.73	29.08	-	-	29.08
Electrical Works	164.86	33.66	131.20	-	-	131.20
Fire Fighting System	45.98	16.56	29.42	-	-	29.42
Total	7,446.57	2,541.18	4,905.39	2,850.00	833.79	1,221.60

The total cost involved in setting up of Cancer Hospital has been estimated by our management and is based on the quotations received from third party suppliers/contractors and certified by M/s. D. N. Dokania & Associates (Statutory Auditor of the Company) vide Certificate dated June 26, 2023.

Land

Jharkhand Industrial Area Development Authority (JIADA) has already allotted land for our proposed Cancer Hospital on lease basis vide Lease Deed dated January 21, 2021. The land is situated at Plot No. R/B, R/A, R/C-1,2,3,4 & R/D, Ranguni Industrial area, admeasuring about 9.55 acres (5,05,998 sq.ft.) Ranguni Industrial Area, Village: Ranguni, Thana: Topchanchi, P.S. Bansoria OP, Dist: Dhanbad. The leasehold right is 30 (thirty) years and land premium to be deposited of ₹ 895.80 lakhs. The annual rent of ₹ 95,500/- per annum and annual maintenance charges of ₹ 1,33,700/- per annum will be paid along with applicable GST on and before of 31st March of every year.

The payment towards Land Premium, Rent & Maintenance Charges and other expenses will be made from Internal Accruals of our Company.

Our Company is involved in litigation relating to the title of the above land. The litigation relates to the land acquired by our Company admeasuring 9.55 acres from Jharkhand Industrial Area Development Authority on long term lease basis for 30 years. The said allotted land was a part of the disputed land and certain parties have alleged that the land does not belong to the State of Jharkhand / Jharkhand Industrial Area Development Authority and hence the said land cannot be leased out to our Company. The resolution of the said litigation as mentioned above is subject to legal uncertainties. Legal disputes in respect of land title can take several years and considerable expense, management time and attention to resolve as they become the subject of court proceedings. Should any new developments arise in this matter, such as any rulings against us by appellate courts, we may need to write off the certain assets relating to building construction and other assets that could adversely impact our financial statements. Further, an adverse outcome in any of these proceedings may affect our reputation, standing and future business, and could have an adverse effect on our business, prospects, financial condition and results of operations. For further details of outstanding litigation in relation to the title of our land parcels, see **“Outstanding Litigation and Material Developments”** on page 200.

Civil Works

The Civil Cost of our proposed Cancer Hospital which consists Hospital Building, Academic Building, Linac Bunker, Hospital Design and other Civil Works is estimated to be ₹ 2,011.41 lakhs by Mr. Piyush Kanti Singh, Chartered Engineer. The detailed break-up of Civil Cost is hereunder:

(₹ in lakhs)		
Name of Work	Specification of Work	Amount
Hospital Building	Hospital Building consists of Ground Floor, First Floor, Second Floor measuring about 31,429.42 sq.ft.	589.82
Academic Building	Academic Building consists of Ground Floor, First Floor, Second Floor measuring about 51,185.75 sq.ft.	935.18
Linac Bunker	Linac Bunker	325.88
Hospital Design	Helix Design Pvt. Ltd.	26.23
Others	Boundary Wall, Store, Site Office, Guard Room and Gate	134.30
Total		2,011.41

Plant & Machinery

The Plant & Machinery Medical Equipment which consists Oncology Equipment, Diagnostic Equipment, Medical Equipment, Laboratory Equipment and Ancillary Support System etc. is estimated to be ₹ 3,876.50 lakhs based on Quotations received from Suppliers. The detailed break-up of Plant & Machinery is hereunder:

(₹ in lakhs)					
Date of Quotation/ Proforma Invoice	Name of Plant & Machinery	Supplier Name	Date of placement of order	Date or expected date of supply	Amount
April 06,2022	Varian Radiotherapy Equipment	Varian Medical Systems International AG	March 18, 2022	August 05, 2023	2,077.82
February 16, 2022	LSO based 16 slice PET CT Scanner	Siemens Healthcare Private Limited	December 16, 2022	August 05, 2023	835.51
May 02, 2022	Beam scan 3D Therapy Beam Analyser with tools	PTW Freiburg, Germany	March 14, 2023	August 05, 2023	132.74
June 23, 2023 & April 28, 2022	Mould Room Items	Cleardose Technologies	Order not placed	-	72.85
February 05, 2022	Premium 2D Cardiovascular Ultrasound System, Resting ECG	Genworks Health Private Limited	March 31, 2023	July 25, 2023	39.28
March 27,2023	X-Ray	Allengers Medical Systems Limited	May 19,2023	July 15, 2023	19.00
March 27,2023	Mam Venus DRV (Mammography) Machine	Allengers Medical Systems Limited	May 19,2023	July 15, 2023	36.00
May 31, 2023	Osteosis Primus Whole Body DEXA Scan	Aadi Medi Solutions	Order not placed	-	32.00

Date of Quotation/ Proforma Invoice	Name of Plant & Machinery	Supplier Name	Date of placement of order	Date or expected date of supply	Amount
June 01, 2023	Bed and Accessories	Life Care Devices,	Order not placed	-	88.41
May 29, 2023	Nurse Calling System	CR Medisystems Private Limited	Order not placed	-	4.00
June 21, 2023	Medical Gas Pipeline System	Radix India	Order not placed	-	20.32
June 01, 2023	Ventilator, Defibrillator, Multi- Channel Monitor, Syringe Pump	Life Care Devices	Order not placed	-	127.46
January 27, 2023	Laboratory Equipment (Histopathology Automation)	Mahasagar Modequip, Film city	March 31, 2023	July 15, 2023	69.91
June 03, 2023	DG Set 500 KVA	Chaitanya Sales Pvt. Ltd	Order not placed	-	47.79
June 23, 2023	DG Set 625 KVA	Gradua Power Private Limited	Order not placed	-	60.23
September 15, 2022	OTIS Elevator	Otis Elevator Company (India) Limited	September 15, 2022	July 20, 2023	17.50
June 02, 2023	Servokon make 500 kva 11/0.433 KV Three Phase Distribution Transformer	Capital Power Equipments	June 06, 2023	August 01, 2023	16.00
September 17, 2022	HVAC System	Global AC System JSR Private Limited	May 24, 2023	July 15, 2023	153.47
May 24, 2023	HVAC System	Global AC System JSR Private Limited	May 24, 2023	September 01, 2023	26.21
Total					3,876.50

* As per Quotation received from Suppliers

As per the above table, we have not placed orders for the Plant & Machinery amounting to ₹ 453.43 Lakhs constituting 11.69% of the total Plant & Machinery cost.

As certified by M/s. D. N. Dokania & Associates (Statutory Auditor of the Company) vide certificate dated June 24, 2023.

Office Equipment

The Office Equipment which consists Computers, Servers, Networking System, EPABX System, CCTV etc. is estimated to be ₹ 58.67 lakhs based on Quotations received from Suppliers. The detailed break-up of Office Equipment is hereunder:

(₹ in lakhs)		
Date of Quotation	Name of Office Equipment	Amount*
June 01, 2023	Rack Server, Operating System, Database Server, Network Switch	21.92
June 01, 2023	Desktop Printers & UPS	21.54
January 13, 2023	EPABX System	1.79
January 13, 2023	CCTV System	8.75
March 03, 2023	Network System	4.67
Total		58.67

* As per Quotation received from Suppliers

Transportation vehicles

The cost of transport vehicles consisting of ambulance, Car, EV Rickshaw etc. is estimated to be ₹ 84.34 lakhs based on Quotations received from Suppliers. The detailed break-up of Office Equipment is hereunder:

(₹ in lakhs)		
Date of Quotation	Name of Transportation vehicles	Amount*
June 23, 2023	Ambulance	27.00
June 23, 2023	Vehicle	10.80
June 10, 2023	Two EV Rickshaw	3.28
June 10, 2023	Vehicle for cancer hospital staff	27.77
Total		84.34

* As per Quotation received from Suppliers

Furniture & Fixtures

The Furniture and Fixtures is estimated to be ₹ 99.81 lakhs based on Quotations received from Suppliers. The detailed break-up of Furniture and Fixtures is hereunder:

(₹ in lakhs)		
Date of Quotation	Name of Furniture & Fixtures	Amount*
March 03, 2023	Doors, Tables, Racks, Cabinet etc.	99.81
Total		99.81

* As per Quotation received from Supplier

Electrical Works

The Electrical Works is estimated to be ₹ 164.86 lakhs based on Quotations received from Suppliers. The detailed break-up of Electrical Works is hereunder:

(₹ in lakhs)		
Date of Quotation	Electrical Works	Amount*
March 04, 2023	Electrical Works	108.91
June 23, 2023	Distribution Panel	55.95
Total		164.86

* As per Quotation received from Suppliers

Fire Fighting

The Fire Fighting System is estimated to be ₹ 45.98 lakhs based on Quotations received from Suppliers. The detailed break-up of Fire Fighting System is hereunder:

(₹ in lakhs)		
Date of Quotation	Name of Fire Fighting	Amount*
June 25, 2022	Fire Fighting System	45.98
Total		45.98

* As per Quotation received from Supplier

Other confirmations relating to the proposed expansion:

Estimation for Civil Works has been derived from the estimates provided by Chartered Engineer. We have engaged contractors for Civil Works on work basis. We shall make available all the required materials at site for contractor at our own cost and contractors shall execute the work. Any escalation in Civil Work will be met from Internal Accruals of our Company.

We do not intend to purchase any second-hand machinery or equipment. We have placed order some of the machineries and orders for the remaining machineries are to be placed. The quantity of machinery and equipment to be purchased is based on quotations received from suppliers. Some of the machinery/ equipment shall be imported from abroad, payment of which will be made by our Company in Indian Rupee.

Further, any additional costs incurred towards applicable taxes, freight charges, installation charges, exchange rate fluctuations, including any contingencies etc. in relation to any of the Objects of the Issue, will be met from internal accruals of our Company.

The proposed Schedule of Implementation for proposed Cancer Hospital is as follows:

Particular	Estimated month of	
	Commencement	Completion
Civil Works (includes plumbing, paint work, tiles etc)	August 2019	August 2023
Furniture & Fixtures	November 2022	August 2023
Electrical Works	October 2022	August 2023
Fire Fighting Works	August 2022	August 2023
Order of Equipment	March 2022	August 2023
Delivery of Equipment	May 2023	September 2023
Installation of Equipment	May 2023	September 2023
Trial Run	September 2023	September 2023
Commercial Operation	September 2023	

As certified by Mr. Piyush Kanti Singh, Chartered Engineer vide certificate dated June 23, 2023

2. Acquiring Land on Leasehold basis for Health Management and Research Institute at Ranchi, Jharkhand

Our Company has been provisionally allotted a land on leasehold basis from Ranchi Smart City Corporation Limited (A Government of Jharkhand Undertaking) on April 22, 2022 as per the details given below:

Name of the Lessor: Ranchi Smart City Corporation Limited, Urban Development & Housing Department, Government of Jharkhand Undertaking.

Date of Allotment: April 22, 2022

Land Location: Plot No. 8 at ABD area of Ranchi Smart City, Village: Latma & Kachnartoli, Anchal: Namkum, District: Ranchi, Jharkhand.

Land Area: 5.6 acres equivalent to 22,662.4 sq. mtrs.

Utilization: Health Management & Research Institute

Lease Contract Period: 99 years

Consideration amount of the Land: ₹ 12,75,71,901/- (₹ 5,10,28,762/- i.e. 40% of the consideration amount will be paid within 3 months from the date of allotment and remaining ₹ 7,65,43,141/- i.e. 60% of the consideration amount will be paid within 12 months from the date of allotment.

Lease Rent of the Land: ₹ 6,37,860/- per annum i.e. 0.5% of consideration amount which will be payable on year-on-year basis on or before 31st March of every year.

Our Company has already paid ₹ 5,10,28,762/- (40% of the Consideration Amount) i.e. (1) ₹ 5,05,18,472/- on July 20, 2022; (2) ₹ 5,10,288/- on August 06, 2022. Accordingly, balance of ₹ 7,65,43,141/- i.e. 60% of the consideration amount was to be paid within April 21, 2023 i.e. 12 months from the date of allotment. However, we have sought an extension through request letter dated April 26, 2023 to RSCCL to grant us an extension of 2 months for remaining payment and further we have again requested RSCCL through letter dated June 23, 2023 for granting us an extension of 2 months. We propose to make payment of balance of ₹ 7,65,43,141/- i.e. 60% of the consideration amount out of the net proceeds. In case no extension is being granted by RSCCL or in case of delay in raising funds from the Issue, our Company may deploy certain amounts towards this object, through a combination of Internal Accruals or Unsecured Loans (Bridge Financing) and in such case the funds raised shall be utilized towards repayment of such unsecured Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

The Health Management and Research Institute project is envisioned with an aim to bridge the skill gap and to impart Research Possibilities, Skill Development, Entrepreneurial Motivation, and better future prospect for people in Healthcare Sector and to increase quality, accessibility, and affordability of the educational means available to the sub-urban and rural youths of Jharkhand. Issues in domain of public health are complex and common to all communities at local, national and global levels; hence the demand of health care managerial professionals are rising tremendously. The Institute will prepare the graduates for executive and leadership roles in respective professional fields and will be trained to execute quality work and conduct policy research on diverse health issues.

3. General Corporate Purpose

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Fresh Issue proceeds aggregating ₹ 323.24 Lakhs towards the general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to, meeting operating expenses, initial development costs for projects other than the identified projects, and the strengthening of our business development and marketing capabilities, meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act, 2013.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further in case, our actual issue expenses turn to be lesser than the estimated issue expenses of ₹ 383.33 lakhs, such surplus amount shall be utilized for General Corporate Purpose in such a manner that the amount for general corporate purposes, as mentioned in the Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

Public Issue Expenses

The total estimated Issue Expenses are ₹ 383.33 Lakhs, which is 14.23% of the total Issue Size. The details of the Issue Expenses are tabulated below:

Activity	(₹ in Lakh)	As a % of Estimates Issue Expenses	As a % of Issue Size
Book Running Lead Manger Fees	79.46	20.73%	2.95%
Fees Payable to Registrar to the Issue	1.77	0.46%	0.07%
Fees Payable to Regulators including Stock Exchanges	11.8	3.08%	0.44%
Fees Payable to Legal Advisors	1.00	0.26%	0.04%
Others (Fees payable for Marketing & distribution expenses, Selling Commission, Brokerage, Processing Fees, Underwriting fees and Miscellaneous Expenses)	289.12	75.42%	10.73%
Total (inclusive of GST, wherever applicable)	383.33	100.00%	14.23%

(1) Issue expenses include applicable taxes, where applicable. Issue expenses are estimates and are subject to change.

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

Portion for Retail Individual Bidders*	0.10% of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders*	0.10% of the Amount Allotted* (plus applicable taxes)

*Amount allotted is the product of the number of Equity Shares Allotted and the Issue Price. The selling commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of BSE.

(3) No uploading/ processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them. Processing fees payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by the members of the Syndicate/ sub-Syndicate/ Registered Broker/ CRTAs/ CDPs and submitted to SCSB for blocking, would be as follows:

Portion for Retail Individual Bidders	₹ 10 per valid Bid cum Application Form (plus applicable taxes)
Portion for Non-Institutional Bidders	₹ 10 per valid Bid cum Application Form (plus applicable taxes)

Notwithstanding anything contained above the total processing fee payable under this clause will not exceed ₹1 lakh (plus applicable taxes) and in case if the total processing fees exceeds ₹ 1 lakh (plus applicable taxes) then processing fees will be paid on pro-rata basis.

(4) The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism would be as follows:

Members of the Syndicate/ RTAs/ CDPs (uploading charges)	₹ 10 per valid application (plus applicable taxes)
Sponsor Bank HDFC Bank Limited	₹ 6 per valid Bid cum Application Form* (plus applicable taxes) The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, other agreements and other applicable laws.

*For each valid application by respective Sponsor Bank

Notwithstanding anything contained above in this clause the total Uploading charges/ Processing fees payable to Members of the Syndicate/ RTAs/ CDPs for applications made by RIBs (up to ₹200,000), Non-Institutional Bidders (for an amount more than ₹200,000 and up to ₹500,000) using the UPI Mechanism and in case if the total uploading charges/ processing fees exceeds ₹ 1 lakh (plus applicable taxes) then uploading charges/ processing fees using UPI Mechanism will be paid on pro-rata basis.

(5) Selling commission on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, CRTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the Registered Brokers which are Members of the Syndicate (including their Sub-Syndicate Members) would be as follows:

Portion for Retail Individual Bidders	0.10% of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders	0.10% of the Amount Allotted* (plus applicable taxes)

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

Uploading charges payable to Members of the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs on the applications made by RIBs using 3-in-1 accounts and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking or using 3-in- 1 accounts, would be as follows: ₹10 plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs.

Bidding charges payable to the Registered Brokers, CRTAs/ CDPs on the portion for RIBs and Non-Institutional Bidders which are directly procured by the Registered Brokers or CRTAs or CDPs and submitted to SCSB for processing, would be as follows:

Portion for Retail Individual Bidders*	₹10 per valid application (plus applicable taxes)
Portion for Non-Institutional Bidders*	₹10 per valid application (plus applicable taxes)

* Based on valid applications

Notwithstanding anything contained above the total uploading/ bidding charges payable under this clause will not exceed ₹ 1 lakh (plus applicable taxes) and in case if the total uploading/ bidding charges exceeds ₹ 1 lakh (plus applicable taxes) then uploading charges will be paid on pro-rata basis.

The Selling Commission payable to the Syndicate/ Sub-Syndicate Members will be determined on the basis of the application form number/ series, provided that the application is also bid by the respective Syndicate/ Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number/ series of a Syndicate/ Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate/ Sub-Syndicate Member. Bidding Charges payable to members of the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs on the portion for RIBs and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking, would be as follows: ₹ 10 plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs.

The selling commission and bidding charges payable to Registered Brokers the CRTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of BSE.

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Escrow and Sponsor Bank Agreement. Further, 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.

Proposed Schedule of Implementation:

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

(₹ in Lakhs)		
S. No.	Particulars	F.Y. 2023-24
1.	Part Funding of Capital Expenditure for Cancer Hospital at Ranguni, Jharkhand	1221.60
2.	Acquiring Land on Leasehold basis for Health Management and Research Institute at Ranchi, Jharkhand	765.43
3.	General Corporate Purpose	323.24
	Total	2,310.27

Funds Deployed and Source of Funds Deployed:

D. N. Dokania & Associates, Chartered Accountants vide their certificate dated July 10, 2023 have confirmed that as on date of certificate the following funds have been deployed for the proposed object of the Issue:

(₹ in Lakhs)	
Particulars	Amount
Issue Expenses	3.75
Total	3.75

Sources of Financing for the Funds Deployed:

D. N. Dokania & Associates, Chartered Accountants vide their certificate dated July 10, 2023 have confirmed that as on date of certificate the following funds have been deployed for the proposed object of the Issue:

(₹ in Lakhs)	
Particulars	Amount
Internal Accruals	3.75
Total	3.75

Appraisal

None of the Objects have been appraised by any bank or financial institution or any other independent third-party organization. The funding requirements of our Company and the deployment of the proceeds of the Issue are currently based on available quotations and management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in

the control of our management, including but not limited to variations in interest rate structures, changes in our financial condition and current commercial conditions of our Business and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

Shortfall of Funds

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

Bridge Financing Facilities

As on the date of the Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds.

Monitoring Utilization of Funds

As the size of the Issue will not exceed ₹ 10,000 Lakhs, the appointment of Monitoring Agency would not be required as per Regulation 262(1) of the SEBI ICDR Regulations. 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 Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full.

Interim Use of Proceeds

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

Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any listed company or for any investment in the equity markets or investing in any real estate product or real estate linked products.

Variation in Objects

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a Special Resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions of the Companies Act, our Promoter or controlling Shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

Other confirmations

There are no material existing or anticipated transactions with our Promoter, our Directors, our Company's key Managerial personnel, in relation to the utilization of the Net Proceeds. No part of the Net Proceeds will be paid by us as consideration to our Promoter, our directors or key managerial personnel except in the normal course of business and in compliance with the applicable laws.

BASIS FOR ISSUE PRICE

Investors should read the following summary with the section titled **“Risk Factors”**, the details about our Company under the section titled **“Our Business”** and its financial statements under the section titled **“Financial Information of the Company”** beginning on page 25, 106 and 158 respectively of the Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.

The Issue Price has been determined by our Company in consultation with the Book Running Lead Manager on the basis of the assessment of market demand for the Equity Shares through the Book Building Process and on the basis of the qualitative and quantitative factors as described in this section. The face value of the Equity Shares is ₹ 10/- each and the Issue Price is 5.2 times of the face value.

QUALITATIVE FACTORS

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

- a) Well diversified and specialty service offerings;
- b) Quality healthcare services;
- c) Ability to attract, train and retain quality doctors, consultants and medical support staff;
- d) Track record of stable operating and financial performance and growth;

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled **“Our Business”** beginning on page 106 of this Prospectus.

QUANTITATIVE FACTORS

The information presented below relating to our Company is based on the Restated Financial Statements. For details, please refer section titled **“Financial Information of the Company”** on page 158 of this Prospectus.

Some of the quantitative factors which may form the basis for calculating the Issue Price are as follows:

1. Basic & Diluted Earnings per share (EPS) (Face value of ₹ 10 each):

As per the Restated Financial Statements:-

Sr. No	F.Y./Period	Basic & Diluted (₹)	Weights
1.	Financial Year ending March 31, 2023	7.58	3
2.	Financial Year ending March 31, 2022	7.64	2
3.	Financial Year ending March 31, 2021	4.71	1
	Weighted Average	7.12	6

Notes:

- i. The figures disclosed above are based on the Restated Financial Statements of the Company.
- ii. The face value of each Equity Share is ₹10.00.
- iii. Earnings per Share has been calculated in accordance with **Accounting Standard 20 – “Earnings per Share”** issued by the Institute of Chartered Accountants of India.
- iv. The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Annexure IV.
- v. Basic Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders / Weighted average number of equity shares outstanding during the year
- vi. Diluted Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders / Weighted average number of diluted potential equity shares outstanding during the year.

2. Price Earning (P/E) Ratio in relation to the Price Band of ₹ 51/- to ₹ 52/- per Equity Share of Face Value of ₹ 10/- each fully paid up:-/-

Particulars	(P/E) Ratio at the Floor Price	(P/E) Ratio at the Cap Price
P/E ratio based on the Basic & Diluted EPS, as restated for year ending March 31, 2023	6.73	6.86
P/E ratio based on the Weighted Average EPS, as restated.	7.16	7.30

Industry P/E Ratio*	(P/E) Ratio
Highest	54.98

Industry P/E Ratio*	(P/E) Ratio
Lowest	24.23
Industry Average	40.11

* For the purpose of industry, we have considered those companies which are engaged in the similar line of business segment as of our Company, however, they may not be exactly comparable in terms of product portfolio or the size of our Company. The peers have been included for the purpose of broad comparison.

Note:

- The P/E ratio of our Company has been computed by dividing Issue Price with EPS.
- P/E Ratio of the peer company is based on the Consolidated financial results for the F.Y. 2022-23 and stock exchange data dated July 07, 2023.

3. Return on Net worth (RoNW):

Sr. No	Year	RONW (%)	Weights
1	Financial Year ended March 31, 2023	19.16%	3
2	Financial Year ended March 31, 2022	25.32%	2
3	Financial Year ended March 31, 2021	20.91%	1
	Weighted Average	21.50%	6

Note:

- The figures disclosed above are based on the Restated Financial Statements of the Company.
- The RoNW has been computed by dividing restated net profit after tax (excluding exceptional items) with restated Net worth as at the end of the year
- 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 Asset Value (NAV) per Equity Share:

Sr. No.	NAV per Equity Share	(Amount in ₹)
1.	As at March 31, 2021	22.54
2.	As at March 31, 2022	30.18
3.	As at March 31, 2023	28.86
4.	NAV per Equity Share after the Issue	
	i) At Floor Price	34.69
	ii) At Cap Price	34.95
5.	Issue Price	52.00

*The above NAV has been calculated based on weighted number of shares outstanding at the end of the respective year.

Notes:

- The figures disclosed above are based on the Restated Financial Statements of the Company.
- NAV per share = Restated Net worth at the end of the year divided by weighted average number of equity shares outstanding at the end of the year
- Net worth is computed as the sum of the aggregate of paid-up equity share capital, all reserves created out of the profits, securities premium account received in respect of equity shares and debit or credit balance of profit and loss account.
- Issue Price per Equity Share will be determined by our Company in consultation with the Book Running Lead Manager.

5. Comparison of Accounting Ratios with Industry Peers

(Name of Company)	Current Market Price (₹)	Face Value	EPS Basic/ Diluted	PE	RoNW (%)	Book Value (₹)	Total Income (₹ In lakhs)
Asarfi Hospital Limited	52.00	10	7.58	6.86	19.16%	28.86	7,303.26
Peer Group							
Shalby Limited	181.25	10	7.48	24.23	7.30%	86.44	72,738.2
Global Health Limited	691.10	2	12.57	54.98	13.43%	90.54	2,75,916.31
KMC Speciality Hospitals (India) Ltd.	67.41	1	1.64	41.10	23.51%	6.96	13,821.97

Notes:

- Source – All the financial information for listed industry peers mentioned above is sourced from the Financial Results of the aforesaid companies for the year ended March 31, 2023 and stock exchange data dated July 07, 2023 to compute the corresponding financial ratios. For our Company, we have taken Current Market Price as the issue price of equity share. Further, P/E Ratio is based on the current market price of the respective scrips.
- The EPS, NAV, RoNW and total Income of our Company are taken as per Restated Financial Statement for the Financial Year 2022-23.

- (iii) NAV per share is computed as the closing net worth divided by the weighted average number of paid up equity shares as on March 31, 2023.
- (iv) RoNW has been computed as net profit after tax divided by closing net worth.
- (v) Net worth has been computed in the manner as specifies in Regulation 2(1) (hh) of SEBI (ICDR) Regulations, 2018.
- (vi) The face value of Equity Shares of our Company is ₹ 10/- per Equity Share and the Issue price is 5.2 times the face value of equity share.

6. Key Performance Indicators

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

The KPIs disclosed below have been approved by a resolution of our Audit Committee June 21, 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 during the three years period prior to the date of filing of this Prospectus. Further, the KPIs herein have been certified by M/s. D. N. Dokania & Associates, Chartered Accountants, by their certificate dated June 21, 2023.

The KPIs of our Company have been disclosed in the sections titled **“Management’s Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators”** on pages 192. We have described and defined the KPIs as applicable in **“Definitions and Abbreviations”** on page 1.

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, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

Key Performance Indicators of our Company

(₹ In Lakhs except percentages and ratios)

Key Financial Performance	FY 2022-23	FY 2021-22	FY 2020-21
Revenue from operations ⁽¹⁾	7070.33	6521.31	5412.17
EBITDA ⁽²⁾	1,377.13	1,078.33	803.53
EBITDA Margin ⁽³⁾	19.48%	16.54%	14.85%
PAT ⁽⁴⁾	801.53	572.84	353.43
PAT Margin ⁽⁵⁾	11.34%	8.78%	6.53%
RoE(%) ⁽⁶⁾	19.16%	25.32%	20.91%
RoCE (%) ⁽⁷⁾	19.91%	23.20%	21.82%

Notes:

⁽¹⁾Revenue from operation means revenue from sales of medicines and sale of service

⁽²⁾EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

⁽³⁾‘EBITDA Margin’ is calculated as EBITDA divided by Revenue from Operations

⁽⁴⁾ PAT is calculated as Profit before tax – Tax Expenses

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

⁽⁶⁾ Return on Equity is ratio of Profit after Tax and Average Shareholder Equity

⁽⁷⁾ Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders’ equity plus total borrowings {current & non-current}.

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
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.
RoE(%)	RoE provides how efficiently our Company generates profits from shareholders’ funds.
RoCE (%)	RoCE provides how efficiently our Company generates earnings from the capital employed in the business.

7. Set forth below are the details of comparison of key performance of indicators with our listed industry peer:

(₹ In Lakhs except percentages and ratios)

Key Financial Performance	Asarfi Hospital Limited			Shalby Limited			Global Health Limited			KMC Speciality Hospitals (India) Ltd.		
	FY 2022-23	FY 2021-22	FY 2020-21	FY 2022-23	FY 2021-22	FY 2020-21	FY 2022-23	FY 2021-22	FY 2020-21	FY 2022-23	FY 2021-22	FY 2020-21
Revenue from operations ⁽¹⁾	7,070.33	6,521.31	5,412.17	80,492.1	69,894.5	43,089.6	2,69,424.83	2,16,729.79	1,44,674.3	15,575.64	13,607.28	10,263.72
EBITDA ⁽²⁾	1,329.05	1,031.19	787.88	13,674.3	11,993.2	8,640.7	61,220.96	44,943.71	19,143.7	4,131.49	3,717.4	2,323.55
EBITDA Margin (%) ⁽³⁾	18.80%	15.81%	14.56%	16.99%	17.16%	20.05%	22.72%	20.74%	13.23%	26.53%	27.32%	22.64%
PAT ⁽⁴⁾	801.53	572.84	353.43	6,767.7	5,397.1	4,236.2	32,607.93	19,619.79	2,880.5	2,668.84	2,372.58	1,277.94
PAT Margin (%) ⁽⁵⁾	11.34%	8.78%	6.53%	8.41%	7.72%	9.83%	12.10%	9.05%	1.99%	17.13%	17.44%	12.45%
RoE (%) ⁽⁶⁾	24.87%	28.99%	23.36%	7.50%	6.31%	5.19%	16.13%	13.09%	2.11%	26.65%	31.61%	22.42%
RoCE (%) ⁽⁷⁾	19.91%	23.20%	21.82%	10.40%	8.68%	6.68%	9.57%	14.67%	4.91%	23.29%	28.85%	21.04%

Notes:

⁽¹⁾ Revenue from operation means revenue from sales of medicines and sales of service.⁽²⁾ EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income⁽³⁾ 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations⁽⁴⁾ PAT is calculated as Profit before tax – Tax Expenses⁽⁵⁾ 'PAT Margin' is calculated as PAT for the year divided by revenue from operations.⁽⁶⁾ Return on Equity is ratio of Profit after Tax and Average Shareholder Equity⁽⁷⁾ Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus total borrowings {current & non-current}.

8. Weighted average cost of acquisition

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

The details of the Equity Shares other than Equity Shares issued pursuant to a bonus issue on September 02, 2022, during the 18 months preceding the date of this Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company (*calculated based on the pre-issue capital before such transaction(s) and excluding ESOPs granted but not vested*), in a single transaction or multiple transactions combined together over a span of rolling 30 days (*“Primary Issuance”*) are as follows:

Date of Allotment	Name of Allottee	Number of shares transacted	Issue price per Share (₹)	Nature of Allotment	Nature of Consideration	Total Consideration (₹ In Lakhs)
October 01, 2022	Harendra Singh	20,00,000	10/-	Conversion of Unsecured loan	Other than Cash	200.00
	Nayan Prakash Singh	18,80,000				188.00
	Udai Pratap Singh	13,50,000				135.00
	Madhuri Singh	5,00,000				50.00
	Nitu Singh	1,50,000				15.00
	Virendra Singh	1,20,000				12.00
February 28, 2023	Harendra Singh	4,80,000	52/-	Preferential Allotment	Cash	250.00
	Nayan Prakash Singh	3,10,000				161.00
	Udai Pratap Singh	1,25,000				65.00
	Nitu Singh	49,600				26.00
	Madhuri Singh	35,400				18.00

- b) 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 of shares*), 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.

Weighted average cost of acquisition & Issue price

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Floor price (i.e. ₹ 51)	Cap price (i.e. ₹ 52)
Weighted average cost of acquisition of primary/ new issue as per paragraph 8(a) above.	16.00	3.19 times	3.25 times
Weighted average cost of acquisition for secondary sale/ acquisition as per paragraph 8(b) above.	NA [^]	NA [^]	NA [^]

Note:

[^]There were no secondary sale/ acquisitions of shares (equity/ convertible securities) as mentioned in paragraph 8(b) above, in last 18 months from the date of this Prospectus.

This is a Book Built Issue and the price band for the same shall be published 2 working days before opening of the Issue in all editions of the English national newspaper Business Standard, all editions of Hindi national newspaper Business Standard and Dhanbad edition of Regional newspaper Ranchi Express where the registered office of the company is situated each with wide circulation.

The Issue Price of ₹ 52/- has been determined by our Company in consultation with the BRLM and has been justified by us in consultation with the BRLM on the basis of the above information. Investors should read the above mentioned information along with **“Our Business”, “Risk Factors” and “Restated Financial Statements”** on pages 106, 25 and 158 respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in **“Risk Factors”** or any other factors that may arise in the future and you may lose all or part of your investments.

STATEMENT OF POSSIBLE TAX BENEFITS

To,
The Board of Directors
Asarfi Hospital Limited
Baramuri, Bishunpur, Polytechnic,
Dhanbad-828130, Jharkhand

Dear Sir,

Sub: Statement of possible Special tax benefit ('the Statement') available to Asarfi Hospital Limited and its shareholders prepared in accordance with the requirements under Schedule VI-Clause 9L of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the 'Regulations')

We hereby confirm that the enclosed annexure, prepared by Asarfi Hospital Limited ('the Company') states the possible special tax benefits available to the Company and the shareholders of the Company under the Income Tax Act, 1961 ('Act') as amended time to time, the Gift Tax Act, 1958, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and its Shareholders and do not cover any general tax benefits. Further, these benefits are neither exhaustive nor conclusive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, 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 issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

Our views are based on the existing provisions of the Act and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retroactive, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein.

We do not express any opinion or provide any assurance as to whether:

- the Company or its Shareholders will continue to obtain these benefits in future; or
- the conditions prescribed for availing the benefits, where applicable have been/would be met.

The contents of this annexure are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the provisions of the tax laws.

No assurance is given that the revenue authorities / courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We would not assume responsibility to update the view, consequence to such change.

We shall not be liable to Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith of intentional misconduct.

The enclosed Annexure is intended solely for your information and for inclusion in the Draft Red Herring prospectus/ Red Herring Prospectus/ Prospectus or any other issue related material in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

Signed in terms of our separate report of even date

For M/s D. N. Dokania and Associates
Chartered Accountants
Firm Reg. No: 0050042C
Sd/-
(CA Naman Kumar Dokania)
Partner
Membership No: 417251
Place: Dhanbad
UDIN No: 23417251BGSVRL8679
Date: June 21, 2023

ANNEXURE TO THE STATEMENT OF POSSIBLE TAX BENEFITS

Outlined below is the possible Special tax benefits available to the Company and its shareholders under the Income Tax Act, 1961 presently forced 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 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.

1. SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY UNDER THE ACT:

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

2. SPECIAL TAX BENEFITS AVAILABLE TO THE SHAREHOLDERS OF THE COMPANY

The Shareholders of the company are not entitled to any Special tax benefits under the Act.

Notes:

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.

No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes. 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.

Signed in terms of our separate report of even date

For M/s D. N. Dokania and Associates
Chartered Accountants
Firm Reg. No: 0050042C

Sd/-
(CA Naman Kumar Dokania)
Partner
Membership No: 417251
Place: Dhanbad
UDIN No: 23417251BGSVRL8679
Date: June 21, 2023

SECTION V – ABOUT THE COMPANY

INDUSTRY OVERVIEW

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

GLOBAL ECONOMY

The global economy remains in a precarious state amid the protracted effects of the overlapping negative shocks of the pandemic, the Russian Federation's invasion of Ukraine, and the sharp tightening of monetary policy to contain high inflation. Global growth is projected to slow significantly in the second half of this year, with weakness continuing in 2024. Inflation pressures persist, and tight monetary policy is expected to weigh substantially on activity. Recent banking sector stress in advanced economies will also likely dampen activity through more restrictive credit conditions. The possibility of more widespread bank turmoil and tighter monetary policy could result in even weaker global growth. Rising borrowing costs in advanced economies could lead to financial dislocations in the more vulnerable emerging market and developing economies (EMDEs). In low-income countries, in particular, fiscal positions are increasingly precarious. Comprehensive policy action is needed at the global and national levels to foster macroeconomic and financial stability. Among many EMDEs, and especially in low-income countries, bolstering fiscal sustainability will require generating higher revenues, making spending more efficient, and improving debt management practices. Continued international cooperation is also necessary to tackle climate change, support populations affected by crises and hunger, and provide debt relief where needed. In the longer term, reversing a projected decline in EMDE potential growth will require reforms to bolster physical and human capital and labor-supply growth.

Regional prospects

Growth is projected to diverge across EMDE regions this year and next. It is expected to pick up in 2023 in East Asia and Pacific (EAP) and Europe and Central Asia (ECA), as China's reopening spurs a recovery and as growth prospects in several large economies improve. In contrast, growth is forecast to moderate in all other regions, particularly in Latin America and the Caribbean (LAC) and the Middle East and North Africa (MNA). Headwinds from weak external demand, tight global financial conditions, and high inflation will drag on activity this year, especially in LAC, South Asia (SAR), and Sub-Saharan Africa (SSA). The lingering impact of Russia's invasion of Ukraine will continue to weigh on growth across regions, particularly in ECA. Next year, growth is projected to moderate in EAP and SAR but to pick up elsewhere as domestic headwinds ease and external demand strengthens. Downside risks to the outlook for all regions include possible further global financial stress and more persistent domestic inflation than projected in the baseline. Geopolitical tensions, conflict and social unrest, and natural disasters stemming from climate change also present downside risks, to varying degrees. The materialization of such risks could further weaken potential growth, leading to a prolonged period of slower growth in all EMDE regions.

Investment growth after the pandemic

Investment growth in EMDEs is expected to remain below its average rate of the past two decades through the medium term. This subdued outlook follows a geographically widespread investment growth slowdown in the decade before the COVID-19 pandemic. During the past two decades, investment growth was associated with strong real output growth, robust real credit growth, terms of trade improvements, growth in capital inflows, and investment environment reform spurts. All of these factors have seen a declining trend since the 2007-09 global financial crisis. Weak investment growth is a concern because it dampens potential growth, is associated with weak trade, and makes achieving development and climate-related goals more difficult. Policies to boost investment growth need to be tailored to country circumstances but include comprehensive fiscal and structural reforms, including repurposing of expenditure on inefficient subsidies. Given EMDEs' limited fiscal space, the international community will need to significantly scale up international cooperation and official financing and grants as well as help leverage private sector financing for sufficient investment to materialize.

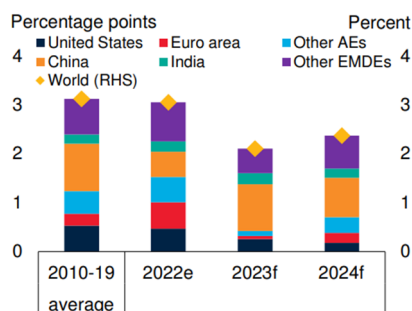
Global risks and policy challenges

An intensification of advanced-economy banking stress could result in a sharp slowdown in global growth in 2024, or even a global recession if it had major spillovers to emerging market and developing economies (EMDEs). A more hawkish U.S. monetary policy reaction to inflation could also further raise borrowing costs in EMDEs, especially in those with underlying vulnerabilities. There is an increasing need for debt relief for low-income countries amid a greater diversity of lenders. Substantial investments are needed to achieve resilient and low-carbon growth. Rising debt servicing costs are increasing the risk of debt distress. Reversing the decline in potential growth requires decisive structural reforms.

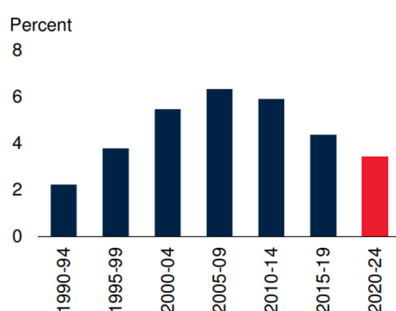
The global economy remains in a precarious state amid the protracted effects of the overlapping negative shocks of the pandemic, the Russian Federation's invasion of Ukraine, and the sharp tightening of monetary policy to contain high inflation. The resilience that global economic activity exhibited earlier this year is expected to fade. Growth in several major economies was stronger than envisaged at the beginning of the year, with faster-than-expected economic reopening in China and resilient consumption in the United States. Nonetheless, for 2023 as a whole, global activity is projected to slow, with a pronounced deceleration in advanced economies and a sizable pickup in China (*figure A*). Inflation pressures persist, and the drag on growth from the ongoing monetary tightening to restore price stability is expected to peak in 2023 in many major economies. Recent banking sector stress will further tighten credit conditions. This will result in a substantial growth deceleration in the second half of this year. This slowdown will compound a period of already-subdued growth—over the first half of the 2020s (2020-2024), growth in EMDEs is expected to average just 3.4 percent, one of the weakest half-decades of the past 30 years (*figure B*). This slowdown reflects both cyclical dynamics and the current trend of declining global potential output growth (*figure C*).

Global financial conditions have tightened as a result of policy rate hikes and, to a lesser extent, recent bouts of financial instability. Many banks experienced substantial unrealized losses due to the sharp rise in policy interest rates. Concerns about the viability of balance sheets of some banks led to depositor flight and market volatility in the United States and Europe earlier in the year, which were stemmed by a swift and extensive policy response. Financial markets remain highly sensitive to evolving expectations about the future path of interest rates of major central banks. Spillovers from banking turmoil in advanced economies to EMDEs have so far been limited. However, countries with more pronounced macroeconomic policy vulnerabilities, as reflected by lower credit ratings, have experienced slower growth and greater financial stress, including large currency depreciations and a sharp widening of sovereign spreads. Projections for 2023 growth in these economies have fallen by more than half over the past year (*figure D*).

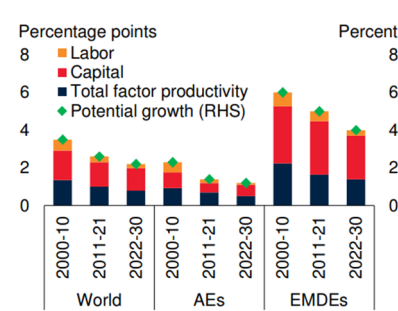
A. Contributions to global growth



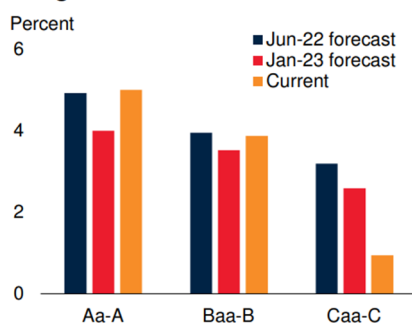
B. Growth in EMDEs



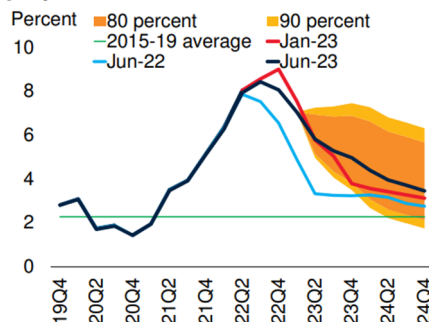
C. Contributions to potential growth



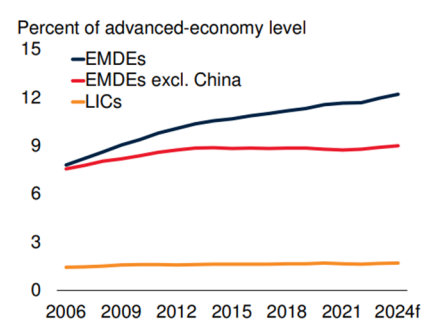
D. EMDE growth in 2023, by credit rating



E. Model-based global CPI inflation projections



F. EMDE GDP per capita



Inflation pressures persist. Although global headline inflation has been decelerating as a result of base effects, abating supply chain pressures, and falling commodity prices, core inflation in many countries remains elevated, and inflation is above target in almost all inflation-targeting economies. Inflation is expected to continue to be above its pre-pandemic level beyond 2024 (*figure E*). That said, inflation expectations in most inflation targeting countries have so far not undergone a major shift and appear to remain anchored.

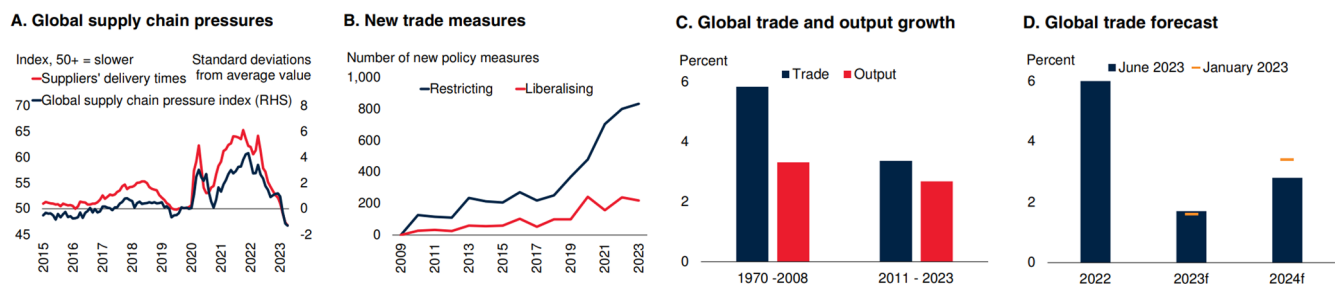
Growth in advanced economies is set to decelerate substantially for 2023 as a whole, to 0.7 percent, and to remain feeble in 2024, due to monetary tightening, less favorable credit conditions, softening labor markets, and still-high energy prices. In EMDEs, aggregate growth is projected to edge up to 4 percent in 2023, almost entirely due to a rebound in China following the removal of strict pandemic-related mobility restrictions. Excluding China, growth in EMDEs is set to slow substantially to 2.9 percent this year. This projection is predicated on the assumption of a protracted period of tight global monetary policy, fiscal consolidation in most EMDEs, and weak external demand. The slowdown is expected to be even more severe for EMDEs with elevated fiscal vulnerabilities and external financing needs. Persistent weak growth means that, excluding China, EMDEs are expected to continue making next to no progress at closing the differential in per capita incomes relative to advanced economies (*figure F*). By 2024, economic activity in EMDEs will still be about 5 percent below levels projected on the eve of the pandemic.

Global risks and policy challenges

An intensification of advanced-economy banking stress could result in a sharp slowdown in global growth in 2024, or even a global recession if it had major spillovers to emerging market and developing economies (EMDEs). A more hawkish U.S. monetary policy reaction to inflation could also further raise borrowing costs in EMDEs, especially in those with underlying vulnerabilities. There is an increasing need for debt relief for low-income countries amid a greater diversity of lenders. Substantial investments are needed to achieve resilient and low-carbon growth. Rising debt servicing costs are increasing the risk of debt distress. Reversing the decline in potential growth requires decisive structural reforms.

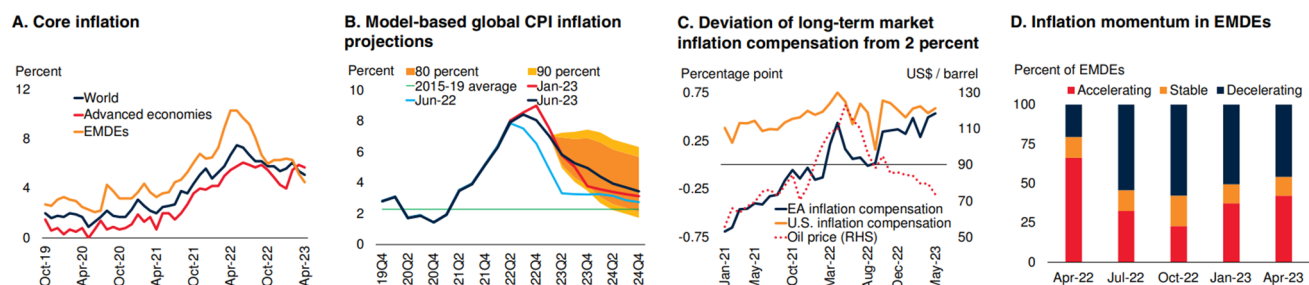
Global trade

Supply chain pressures and supplier delivery times have dropped back to pre-pandemic levels as goods demand has weakened and global shipping conditions have improved. A rising number of new trade measures have been protectionist. The ongoing shift in global consumption toward less trade-intensive goods will likely continue to lower the growth rate of trade relative to output. This shift and subdued demand are expected to dampen global trade growth substantially this year.



Global inflation

Global core inflation remains elevated. Projections suggest inflation will continue to be above its pre-pandemic level beyond 2024. Market-based measures of long-term inflation compensation in advanced economies remain above 2 percent, despite a decline in oil prices. In many emerging market and developing economies (EMDEs), inflation is either accelerating or has stabilized at high levels. One-year-ahead EMDE inflation expectations have declined only slightly. Longer-term projections point to a faster decline in inflation in countries with inflation targets.



(Source: <https://openknowledge.worldbank.org/server/api/core/bitstreams/6e892b75-2594-4901-a036-46d0dec1e753/content>)

INDIAN ECONOMY

In general, global economic shocks in the past were severe but spaced out in time. This changed in the third decade of this millennium. At least three shocks have hit the global economy since 2020. It all started with the pandemic-induced contraction of the global output, followed by the Russian-Ukraine conflict leading to a worldwide surge in inflation. Then, the central banks across economies led by the Federal Reserve responded with synchronised policy rate hikes to curb inflation.

The Indian economy, however, appears to have moved on after its encounter with the pandemic, staging a full recovery in FY22 ahead of many nations and positioning itself to ascend to the pre-pandemic growth path in FY23. Yet in the current year, India has also faced the challenge of reining in inflation that the European strife accentuated. Measures taken by the government and RBI, along with the easing of global commodity prices, have finally managed to bring retail inflation below the RBI upper tolerance target in November 2022. However, the challenge of the depreciating rupee, although better performing than most other currencies, persists with the likelihood of further increases in policy rates by the US Fed.

Despite these, agencies worldwide continue to project India as the fastest-growing major economy at 6.5-7.0 per cent in FY23. These optimistic growth forecasts stem in part from the resilience of the Indian economy seen in the rebound of private consumption

seamlessly replacing the export stimuli as the leading driver of growth. The uptick in private consumption has also given a boost to production activity resulting in an increase in capacity utilisation across sectors. The rebound in consumption was engineered by the near-universal vaccination coverage overseen by the government that brought people back to the streets to spend on contact-based services, such as restaurants, hotels, shopping malls, and cinemas, among others. The world's second-largest vaccination drive involving more than 2 billion doses also served to lift consumer sentiments that may prolong the rebound in consumption. Vaccinations have facilitated the return of migrant workers to cities to work in construction sites as the rebound in consumption spilled over into the housing market. This is evident in the housing market witnessing a significant decline in inventory overhang to 33 months in Q3 of FY23 from 42 months last year.

The Capital Expenditure (Capex) of the central government, which increased by 63.4 per cent in the first eight months of FY23, was another growth driver of the Indian economy in the current year, crowding in the private Capex since the January-March quarter of 2022. On current trend, it appears that the full year's capital expenditure budget will be met. A sustained increase in private Capex is also imminent with the strengthening of the balance sheets of the Corporates and the consequent increase in credit financing it has been able to generate. India's economic growth in FY23 has been principally led by private consumption and capital formation. It has helped generate employment as seen in the declining urban unemployment rate and in the faster net registration in Employee Provident Fund. Still, private capex soon needs to take up the leadership role to put job creation on a fast track. Recovery of MSMEs is proceeding apace, as is evident in the amounts of GST they pay, while the ECGS is easing their debt servicing concerns.

Table I.1: Global economic challenges led to a downward revision in growth forecast across countries

	Growth Projections (per cent)		Change from WEO Update (July 2022) (per cent)	
	2022	2023	2022	2023
World	3.2	2.7	0	-0.2
Advanced Economies	2.4	1.1	-0.1	-0.3
United States	1.6	1	-0.7	0
Euro Area	3.1	0.5	0.5	-0.7
UK	3.6	0.3	0.4	-0.2
Japan	1.7	1.6	0	-0.1
Emerging Market Economies	3.7	3.7	0.1	-0.2
China	3.2	4.4	-0.1	-0.2
India*	6.8	6.1	-0.6	0

Source: IMF

Note: *Projection for India is for its fiscal year (Apr-Mar), while for the other economies, it is from Jan-Dec.

Global growth has been projected to decline in 2023 and is expected to remain generally subdued in the following years as well. The slowing demand will likely push down global commodity prices and improve India's CAD in FY24. However, a downside risk to the Current Account Balance stems from a swift recovery driven mainly by domestic demand and, to a lesser extent, by exports. Growth is expected to be brisk in FY24 as a vigorous credit disbursal, and capital investment cycle is expected to unfold in India with the strengthening of the balance sheets of the corporate and banking sectors.

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(Source: <https://www.indiabudget.gov.in/economicsurvey/doc/eschapter/echap01.pdf>)

Market Size

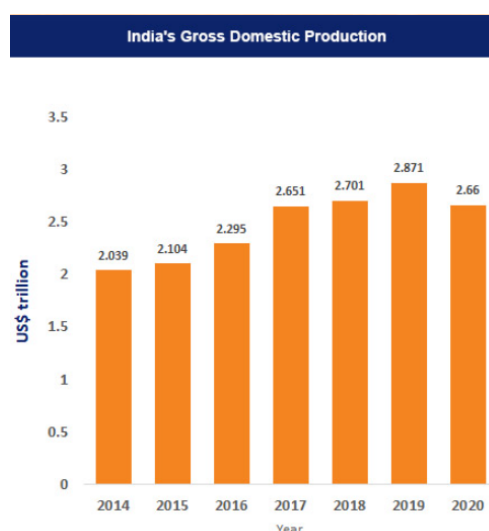
India's nominal gross domestic product (GDP) at current prices is estimated to be at ₹ 232.15 trillion (US\$ 3.12 trillion) in FY22. With more than 100 unicorns valued at US\$ 332.7 billion, India has the third-largest unicorn base in the world. The government is also focusing on renewable sources to 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.

Recent Developments

India is primarily a domestic demand-driven economy, with consumption and investments contributing to 70% of the economic activity. With an improvement in the economic scenario and the Indian economy recovering from the Covid-19 pandemic shock, several investments and developments have been made across various sectors of the economy.

- As of September 21, 2022, India's foreign exchange reserves stood at US\$ 524,520 million.
- The private equity-venture capital (PE-VC) sector investments stood at US\$ 2 billion in September 2022.



- In September 2022, the gross Goods and Services Tax (GST) revenue collection stood at ₹ 147,686 crore (US\$ 17.92 billion).
- 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.
- 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.
- In FY 2022-23, (until October 28, 2022), Foreign Portfolio Investment (FPI) outflows stood at ₹ 58,762 crore (US\$ 7.13 billion).

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.

- 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.
- 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).
- 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 GatiShakti, 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 ₹ 10.68 lakh crore (US\$ 142.93 billion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP).
- In August 2022, a Special Food Processing Fund of ₹ 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.
- 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 ₹ 5,963 crore (US\$ 747.64 million).
- In the Union Budget of 2022-23, the government announced a production linked incentive (PLI) scheme for Bulk Drugs which was an investment of ₹ 2500 crore (US\$ 334.60 million).
- In May 2021, the government approved the production linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of ₹ 18,100 crore (US\$ 2.44 billion); this move is expected to attract domestic and foreign investments worth ₹ 45,000 crore (US\$ 6.07 billion).
- The Government of India is expected to increase public health spending to 2.5% of the GDP by 2025.
- 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.

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

Growth Outlook: 2023-24

India's recovery from the pandemic was relatively quick, and growth in the upcoming year will be supported by solid domestic demand and a pickup in capital investment. The current growth trajectory will be supported by multiple structural changes that have been implemented over the past few years. The private sector – financial and non-financial – was repairing balance sheets, which led to a slowdown in capital formation in the previous decade. The financial system stress experienced in the second decade of the millennium, evidenced by rising nonperforming assets, low credit growth and declining growth rates of capital formation, caused by excessive lending witnessed in the first decade-plus, is now behind us. Aided by healthy financials, incipient signs of a new private sector capital formation cycle are visible. More importantly, compensating for the private sector's caution in capital expenditure, the government raised capital expenditure substantially. Budgeted capital expenditure rose 2.7X in the last seven years, from FY16 to FY23, re-invigorating the Capex cycle. Structural reforms such as the introduction of the Goods and Services Tax and the Insolvency and Bankruptcy Code enhanced the efficiency and transparency of the economy and ensured financial discipline and better compliance.

Growth Magnets in this Decade (2023-2030)

After a long period of balance sheet repair in the financial and corporate sector, the financial cycle is poised to turn upward. As the health and economic shocks of the pandemic and the spike in commodity prices in 2022 wear off, the Indian economy is thus well placed to grow at its potential in the coming decade, similar to the growth experience of the economy after 2003. This is the primary reason for expecting India's growth outlook to be better than it was in the pre-pandemic years. The sound and healthy financial system developed over the last few years will ensure efficient credit provisioning, contributing to higher growth in the coming years through higher investments and consumption. Thanks to India's digital revolution and formalisation, banks have far more information about their customer's credit risks than before, thus being able to make credit and pricing decisions better than before.

(Source: <https://www.indiabudget.gov.in/economicsurvey/>)

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>)

INDUSTRY SCENARIO

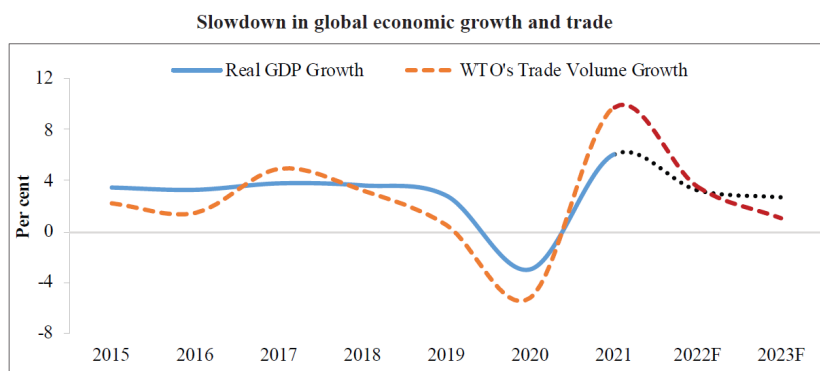
Healthcare has become one of India's largest sectors, both in terms of revenue and employment. Healthcare comprises hospitals, medical devices, clinical trials, outsourcing, telemedicine, medical tourism, health insurance and medical equipment. The Indian healthcare sector is growing at a brisk pace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

India's healthcare delivery system is 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. The private sector provides a majority of secondary, tertiary, and quaternary care institutions with a 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.

Executive summary

Fourth-Largest Employer



Source: IMF, WTO
Note: F stands for Forecast

- India climbed to the 63rd rank among 190 countries in the World Bank's 'Ease of Doing Business' rankings in 2020.
- As of 2021, the Indian healthcare sector is one of India's largest employers as it employs a total of 4.7 million people. The sector has generated 2.7 million additional jobs in India between 2017-22 --over 500,000 new jobs per year.
- The Asian Research and Training Institute for Skill Transfer (ARTIST) announced plans to create around one million skilled healthcare providers by 2022

Impressive Growth Prospects

- 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.
- As of February 20, 2023, more than 220.63 crore COVID-19 vaccine doses have been administered across the country.
- By FY22, Indian healthcare infrastructure is expected to reach US\$ 349.1 billion.

Strong Fundamentals And Cost Advantage

- Rising income levels, an ageing population, growing health awareness and a changing attitude towards preventive healthcare is expected to boost healthcare services demand in the future.
- 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.

Favourable Investment Environment

- Conducive policies for encouraging FDI, tax benefits, and favourable Government policies coupled with promising growth prospects have helped the industry attract private equity (PE), venture capitals (VCs) and foreign players

Advantage India

Strong Demand

- Rising income, greater health awareness, lifestyle diseases and increasing access to insurance will contribute to growth.
- The healthcare sector, as of 2021, is one of India's largest employers, employing a total of 4.7 million people.

Attractive Opportunities

- The health sector has been allocated ₹ 89,155 crore (US\$ 10.76 billion) in the Union Budget 2023-24, a hike of around 13% as against ₹ 79,145 crore (US\$ 9.55 billion) allocated in 2022-23.
- Two vaccines (Bharat Biotech's Covaxin and Oxford- AstraZeneca's Covishield manufactured by the Serum Institute of India) were instrumental in medically safeguarding the Indian population and those of 100+ countries against COVID-19.

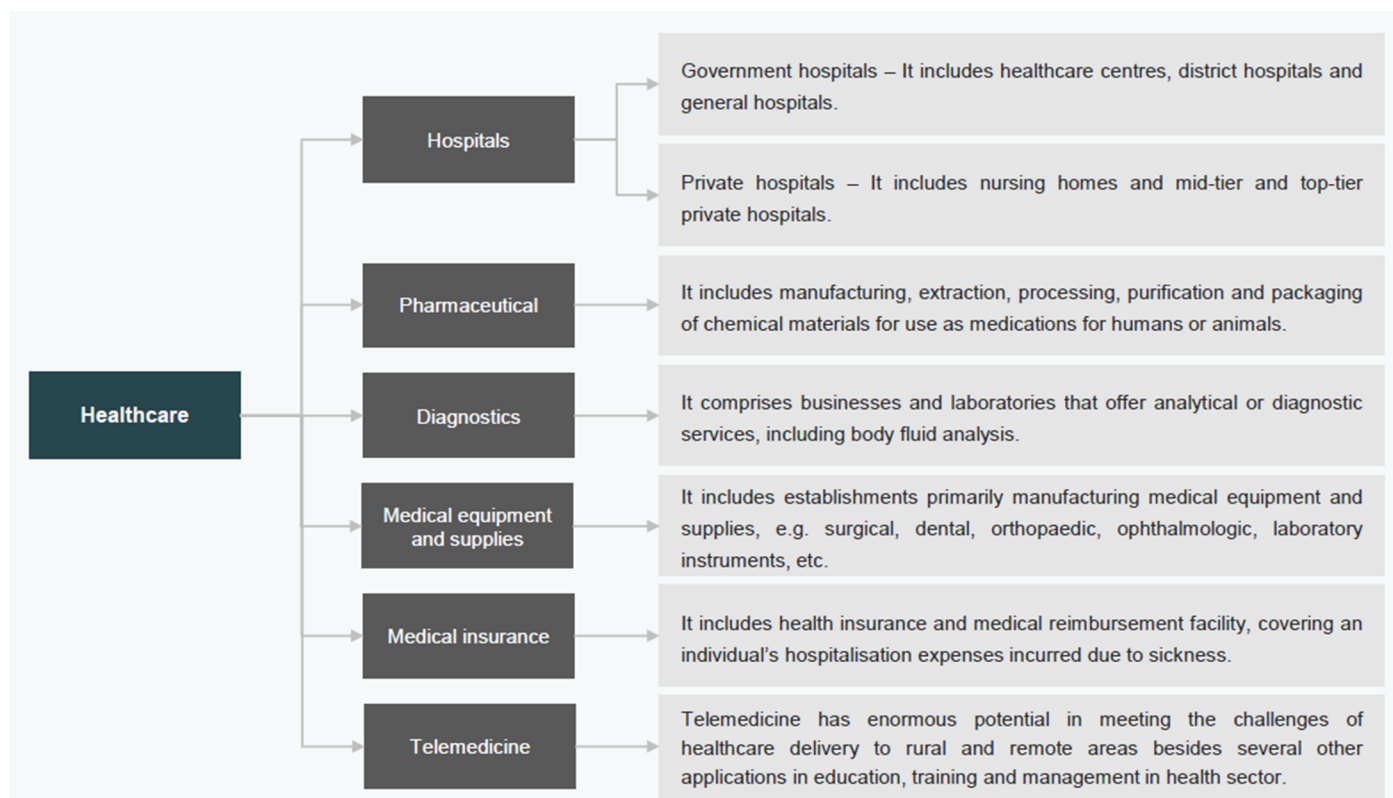
Policy And Government Support

- The Government aims to develop India as a global healthcare hub.
- Public health surveillance in India will further strengthen the health systems.
- In the Union Budget 2023-24, the government allocated ₹ 89,155 crore (US\$ 10.76 billion) to the Ministry of Health and Family Welfare (MoHFW).
- In March 2021, the Parliament passed the National Commission for Allied & Healthcare Professions Bill 2021, which aims to create a body that will regulate and maintain educational and service standards for healthcare professionals.

Rising Manpower

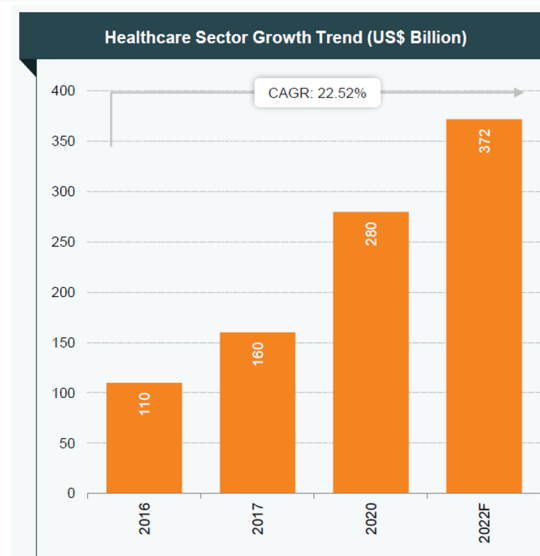
- Availability of a large pool of well-trained medical professionals in the country.
- The number of allopathic doctors with recognised medical qualifications (under the I.M.C Act) registered with state medical councils/national medical council increased to 1.3 million in November 2021, from 0.83 million in 2010.

The healthcare market functions through five segments



Strong growth in healthcare expenditure over the years

- Healthcare has become one of India's largest sectors, both in terms of revenue and employment. The industry is growing at a tremendous pace owing to its strengthening coverage, service and increasing expenditure by public as well private players.
- Between 2016–22, the market is expected to record a CAGR of 22.52%.
- The total industry size is estimated to reach US\$ 372 billion by 2022.
- The e-health market size is estimated to reach US\$ 10.6 billion by 2025.
- 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. This project will improve the quality of health services and strengthen the state's capacity to handle future health emergencies, including the COVID-19 pandemic.



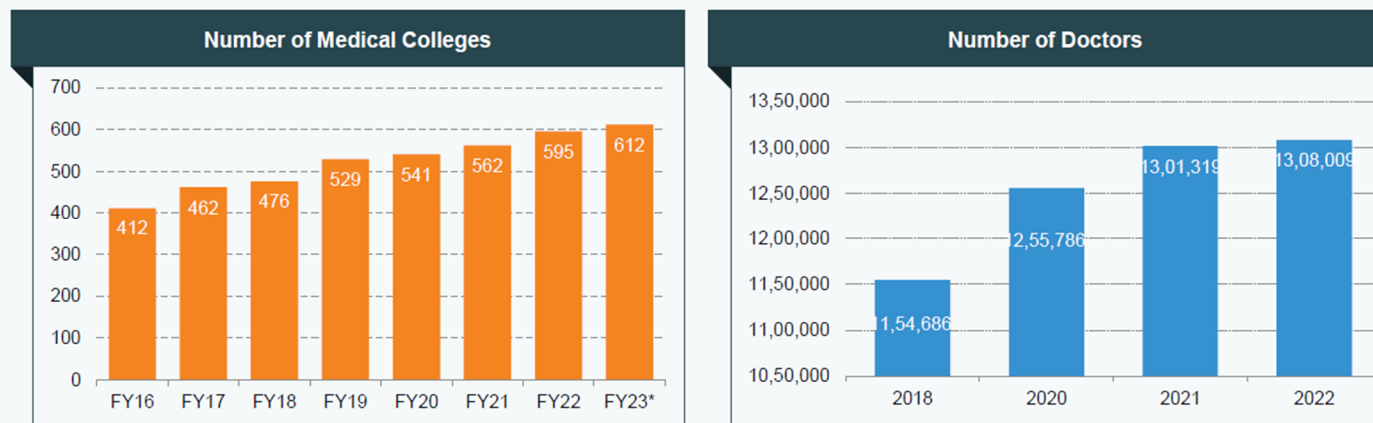
Per capita healthcare expenditure has risen at a fast pace

- This is due to rising income, easier access to high-quality healthcare facilities and greater awareness of personal health and hygiene.
- Greater penetration of health insurance aided the rise in healthcare spending, a trend likely to intensify in the coming decade.
- Economic prosperity is driving the improvement in affordability for generic drugs in the market.
- 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. The Government is planning to increase public health spending to 2.5% of the country's GDP by 2025.

Healthcare infrastructure has risen at a fast pace

- India's medical educational infrastructure has grown rapidly in the last few decades.
- By FY22, Indian healthcare infrastructure is expected to reach US\$ 349.1 billion.
- As of February 2023, the number medical colleges in India stood at 612.
- The number of allopathic doctors, with recognised medical qualifications (under the I.M.C Act), registered with state medical councils/national medical council increased to 1.3 million in June 2022, from 0.83 million in 2010.

- 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 1:834, assuming 80% availability of 12.68 lakh registered allopathic doctors and 5.65 lakh AYUSH doctors.
- 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.



Notable trends in the Indian healthcare sector

Shift from communicable to lifestyle diseases

- With increasing urbanisation and problems related to modern-day living in urban settings, currently about 50% of spending on in-patient beds is for lifestyle diseases – this has increased the demand for specialised care. In India, lifestyle diseases have replaced traditional health problems.
- Most lifestyle diseases are caused by high cholesterol, high blood pressure, obesity, poor diet and alcohol.

Expansion to Tier II and Tier III cities

- Vaatsalya Healthcare is one of the first hospital chains to start focus on tier II and tier III cities for expansion.
- To encourage the private sector to establish hospitals in these cities, the Government has relaxed taxes on these hospitals for the first five years

Increasing penetration of health insurance

- In FY21, gross healthcare insurance stood at 29.5% of the overall gross direct premium income by non-life insurers segment.
- Health insurance is gaining momentum in India. Gross direct premium income underwritten by health insurance companies grew 13.3% YoY in FY21 to ₹ 58,572.46 crore (US\$ 7.9 billion).
- In June 2021, the government announced that the 'Pradhan Mantri Garib Kalyan Package (PMGKP) Insurance Scheme for Health Workers Fighting COVID-19', which was launched in March 2020, has been extended for one more year. The insurance scheme provides comprehensive personal accident cover of ₹ 50 lakh (US\$ 68,189.65) to all healthcare providers, including community health workers and private health workers. It was drafted by the government for the care of COVID-19 patients and those who may have come in direct contact with COVID-19 patients and were at risk of being infected by the virus. The scheme is being implemented through New India Assurance Company (NIACL).

Technological initiatives

- Digital Health Knowledge Resources, Electronic Medical Record, Mobile Healthcare, Electronic Health Record, Hospital Information System, PRACTO, technology-enabled care, telemedicine and Hospital Management Information Systems are some of the technologies gaining wide acceptance in the sector.
- In June 2021, the Uttar Pradesh government announced the introduction of automatic medicine dispensing machines to expand the primary healthcare industry and clinical centres in the country. The state health department has been nominated to design an action plan and install 'Health ATMs' walk-in medical kiosks, with combined medical devices for basic laboratory testing, emergency offerings, cardiology, neurology, pulmonary and gynaecology testing services that will be operated by a medical assistant in all 75 districts of Uttar Pradesh.

Indian healthcare sector is poised to grow

Growing Demand

- Rising income and affordability.
- Growing elderly population, changing disease patterns.
- Rise in medical tourism.
- Better awareness of wellness, preventive care and diagnosis.

Policy Support

- Encouraging policies for FDI in the private sector.
- Reduction in customs duty and other taxes on life-saving equipment.
- NRHM allocated US\$ 10 billion for healthcare facilities.
- National Health Insurance Mission to cover entire population.

Focus

- Expanding R&D and distribution facilities in India.
- Use of modern technology.
- Providing support to global projects from India.

M&A

- Rising FDI and private sector investment.
- Lucrative M&A opportunities.
- Foreign players setting up R&D centres and hospitals in India.

Re-emergence of traditional medical care

Market size and services offered

- The Indian ayurvedic industry is expected to reach US\$ 9 billion by 2022.
- Ayurveda and Unani medicines consist of more than 90% of plant based formulations.
- The sector has broadened its offerings and now includes services on diet and nutrition, yoga, herbal medicine, humour therapy and spa.

Leading brands and players

- Many big players such as Apollo, VLCC and Manipal Group are setting up wellness centres across India with traditional healthcare remedies as the focus of their offerings.

Developing infrastructure

- In January 2021, the PM Cares fund allocated ₹ 201.58 crore (US\$ 27.55 million) for the construction of 162 additional dedicated pressure swing adsorption medical oxygen generation plants inside the country's public health facilities.
- 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.

Recent Developments

- In the Union Budget 2023, the Ministry of AYUSH was allocated ₹ 3,647 crore (US\$ 440 million), up from ₹ 3,050 crore (US\$ 400.76 million) in 2022.
- In November 2022, six pharmaceutical companies were chosen by the Indian Council of Medical Research to produce monkeypox vaccines - Serum Institute of India, Biological E, Dr. Reddy's Laboratories, Hester Bioscience Ltd., Indian Immunologicals Ltd., and Reliance Life Sciences.
- 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.

Notable trends

- The traditional medical sector is developing a traditional knowledge digital library to prevent companies from claiming patents on such remedies. There is a growing interest from numerous PE firms in the traditional healthcare sector in India.

Policy support and government initiatives

1. *Pradhan Mantri Jan Arogya Yojana (PMJAY)*

The government announced ₹ 89,155 crore (US\$ 10.76 billion) outlay for the healthcare sector over six years in the Union Budget 2023-2024 to strengthen the existing 'National Health Mission' by developing capacities of primary, secondary and tertiary care, healthcare systems, and institutions for detection and cure of new & emerging diseases.

2. *Tax incentives*

- All healthcare education and training services are exempted from service tax.
- Increase in tax holiday under section 80-IB for private healthcare providers in non-metros for minimum of 50 bedded hospitals.
- 250% deduction for approved expenditure incurred on operating technology enables healthcare services such as telemedicine and remote radiology.
- Artificial heart is exempted from basic custom duty of 5%.
- Income tax exemption for 15 years for domestically manufactured medical technology products.
- The benefit of section 80-IB has been extended to new hospitals with 100 beds or more that are set up in rural areas. Such hospitals are entitled to 100% deduction on profits for 5 years.

3. *Credit incentives for healthcare infrastructure*

The Indian government is planning to introduce a credit incentive programme worth ₹ 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.

4. *National Health Mission (NHS)*

The Government of India approved continuation of 'National Health Mission' with a budget of ₹ 36,785 crore (US\$ 4.44 billion) under the Union Budget 2023-24.

5. *Bilateral ties*

- In September 2021, the 4th Indo-US Health Dialogue was hosted by India. The two-day dialogue leveraged as a platform to deliberate upon multiple ongoing collaborations in the health sector between the two countries.
- In September 2021, the All India Institute of Ayurveda, under the Ministry of AYUSH, signed a MoU, in coordination with the NICM Western Sydney University Australia, to appoint an Academic Chair in Ayurveda. The new Academic Chair will undertake academic and collaborative research activities in Ayurveda, including herbal medicine and yoga, and design academic standards and shortterm/ medium-term courses and educational guidelines.

6. *Medical institutions*

- In May 2022, the Union Government approved grants for five new medical colleges in Gujarat with a grant of ₹ 190 crore (US\$ 23.78 million) each. These colleges will come up in Navsari, Porbandar, Rajpipla, Godhra and Morbi.
- In September 2021, Prime Minister Mr. Narendra Modi laid the foundation stone for four new medical colleges in the Banswara, Sirohi, Hanumangarh & Dausa districts of Rajasthan.

7. *Union Budget 2023-24*

- Under the Union Budget 2023-24, the Ministry of Health and Family Welfare has been allocated ₹ 89,155 crore (US\$ 10.76 billion), an increase of 3.43% compared to ₹ 86,200.65 crore (US\$ 10.4 billion) in 2021-22.
- Pradhan Mantri Swasthya Suraksha Yojana (PMSSY) was allocated ₹ 3,365 crore (US\$ 410 million)
- Human Resources for Health and Medical Education was allotted ₹ 6,500 crore (US\$ 780 million).
- National Health Mission was allotted ₹ 29,085 crore (US\$ 3.51 billion).
- Ayushman Bharat – Pradhan Mantri Jan Arogya Yojana (AB-PMJAY) was allotted ₹ 7,200 crore (US\$ 870 million).

Opportunities in healthcare

1. Healthcare Infrastructure

- Additional three million beds will be needed for India to achieve the target of 3 beds per 1,000 people by 2025. Also, India will have one doctor to every 800 patients by 2030.

- Additional 1.54 million doctors and 2.4 million nurses will be required to meet the growing demand for healthcare. 58,000 job opportunities are expected to be generated in the healthcare sector by 2025.
- Over US\$ 500 billion is expected to be spent on medical infrastructure by 2030.
- Over the years, India has made strategic interventions in the National Health Mission and the national disease control programmes to ensure quality and affordable healthcare for all.

2. Research

- On January 6, 2021, Dr. Harsh Vardhan, the Minister for Health & Family Welfare, released INDIA REPORT on Longitudinal Ageing Study of India (LASI) Wave-1. He stated that this report will be used to further improve and expand the reach of the 'National Elderly Health Care' network and contribute to the implementation of a spectrum of preventive and healthcare services for the elderly and vulnerable population.

3. Health-Tech

- India currently holds the fourth position in attracting VC funding to the health-tech sector, with investments of US\$ 4.4 billion between 2016- 21, with US\$ 1.9 billion invested in 2021 alone.
- In November 2022, diabetes management app BeatO raised US\$ 33 million in its Series B funding round led by impact investor Lightrock India.
- 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.

4. Medical Devices

- The medical devices market is expected to reach US\$ 11 billion in 2022, backed by rising geriatric population, growth in medical tourism and declining cost of medical services.

Road Ahead

India's healthcare sector is extremely diversified and is full of opportunities in every segment, which includes providers, payers, and medical technology. With the increase in the competition, businesses are looking to explore the latest dynamics and trends which will have a positive impact on their business. The hospital industry in India is forecast to increase to ₹ 8.6 trillion (US\$ 132.84 billion) by FY22 from ₹ 4 trillion (US\$ 61.79 billion) in FY17 at a CAGR of 16–17%.

India is a land full of opportunities for players in the medical devices industry. The country has also become one of the leading destinations for high-end diagnostic services with tremendous capital investment for advanced diagnostic facilities, thus catering to a greater proportion of the population. Besides, Indian medical service consumers have become more conscious towards their healthcare upkeep. Rising income levels, an ageing population, growing health awareness and a changing attitude towards preventive healthcare is expected to boost healthcare services demand in the future. Greater penetration of health insurance aided the rise in healthcare spending, a trend likely to intensify in the coming decade.

The Government aims to develop India as a global healthcare hub, and is planning to increase public health spending to 2.5% of the country's GDP by 2025.

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

OUR BUSINESS

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 Prospectus, including the information contained in the section titled “Risk Factors”, beginning on page 25 of this Prospectus.

This section should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the section title “Risk Factors” and the chapters titled “Restated Financial Statements” and “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” beginning on page 25, 158 and 192 respectively of this Prospectus.

Unless the context otherwise requires, in relation to business operations, in this section of this Prospectus, all references to “we”, “us”, “our” and “our Company” are to “Asarfi Hospital Limited”.

OVERVIEW

Asarfi Hospital Limited was incorporated in the year 2005 by Nayan Prakash Singh and Harendra Singh in the name of their mother “Asarfi Devi” to provide healthcare facilities to the people of Jharkhand.

Asarfi Hospital Limited, is a 250 bedded multi-speciality hospital, which is serving people for over one and half decade by providing healthcare services in Dhanbad, Jharkhand. Accredited by National Accreditation Board for Testing and Calibration Laboratories (“NABL Accredited”), we are an integrated healthcare service provider, committed to deliver valued healthcare services to our patients that includes prevention, treatment and proper rehabilitation. We are empanelled with several Government Agencies, Corporate Organizations for providing regular health care facilities to their employees and their dependants. We are also empanelled with the several Insurance and TPA providers.

Our hospital located at Dhanbad, Jharkhand is having departments/services like Cardiology, Neurosciences, General Medicine, Paediatrics & Neonatology, Obstetrics & Gynaecology, General Surgery, Gastroenterology, Orthopaedics Plastic Surgery & Cosmetics, Oncology, Nephrology, Urology, Ophthalmology, ENT, Day Care Services, Dental, Physiotherapy, Emergency, Nutrition & Dietetics, Anaesthesiology & Critical Care, Radiology, Pulmonology, Pain Management etc. among other healthcare services.

The hospital has a full-fledged high dependency unit, Emergency Department, Outpatient consultation, CCU, ICU, NICU, SICU, Labor room, Endoscopy room, Neurosurgery and Cardiac unit. The Diagnostic Centre features laboratory and imaging equipment like the Open X-Ray, Ultrasound, CT scan. The Hospital offers both inpatient and outpatient care which covers a wide range of Medical and Surgical specialties.

During the first wave of COVID-19 outbreak in our Country, our company decided to step-in and support in the fight against COVID-19 and was a designated COVID-19 treatment hospital and we decided to expand the capacity of our Hospital from 120 beds to 250 beds. During the second wave, the Hospital had dedicated 150 beds for COVID-19 Patients which included ICUs, General Wards, Private Cabin etc. With the support of our doctors, staffs, nursing students and interns, we had treated approximately 600 such patients.

We have a team of medical practitioners who ensures that patients get the quality healthcare services. We are associated with Government Agencies, Companies and Organizations for providing health care facilities to their employees and their dependents, as per details given below:

- Empanelled with Coal India Limited (A Govt. of India Maharatna Company) for providing treatment facility to existing employees of Coal India Limited with their eligible dependents.
- Empanelled with BEML Limited (A Govt. of India Mini Ratna Company under Ministry of Defence) for empanelment of Hospital under direct billing system.
- MoU with Coal Mines Provident Fund Organization (a statutory organization under GoI, Ministry of Coal) for providing medical treatment to the employees/pensioners and their eligible dependent family members.
- MoU with Ex Servicemen Contributory Health Scheme (ECHS) for providing medical treatment to ECHS and their dependent beneficiaries.
- MoU with Employees State Insurance Corporation (ESIC), Regional Office Namkum for providing super speciality treatment to the ESI beneficiaries and their dependent.
- MoU with Employees State Insurance Corporation (ESIC), Ranchi for providing secondary care treatment to the staff and their dependents/pensioners of ESI Corporation.
- MoU with CMS East Central Railway, Government of India for providing Laboratory and Radiology Facilities to patients of ECR on CGHS Basis

- MoU with CMS South East Railway, Adra Government of India for providing comprehensive medical care facilities to the employees/pensioners, their eligible family members and such other categories of beneficiaries.
- MoU with Bharat Sanchar Nigam Limited for providing Medical indoor treatment for BSNL Employees/ Pensioners/ their family members as per CGHS (NABH Accredited Hospital) Rates.
- MoU with Central Reserve Police Force (CRPF) for providing treatment of CRPF Personnel and their Families.
- Empanelled with National Highways Authority of India (NHAI) for providing Indoor and Outdoor medical facilities on credit basis to NHAI Employees, ex-employees and their dependent family members for procedures at the CGHS rates
- MoU with Central Government Health Scheme (CGHS), Ministry of Health & Family Welfare for Providing treatment facilities and diagnostic facilities to the CGHS Beneficiaries at the rate offered by CGHS.
- MoU with National Health Authority for Cashless Healthcare Services to serving employees of CAPFs and their dependant family members under AB-PMJAY Scheme
- Empanelled with Punjab National Bank, Circle office Bokaro for yearly medical checkup of their employees and their spouses.

Additionally, Asarfi Hospital is empanelled with the insurance and TPA providers, as well as part of the reliable PPN Network of hospitals.

As part of our growth strategy, we are in the process of building a cancer Hospital at Ranguni, Dhanbad, Jharkhand and an educational institute focused on legal education and management, adjacent to the cancer hospital at Ranguni. We've also plans to build a Health Management and Research Institute at Ranchi, Jharkhand for which we have provisionally been allotted leased land from Ranchi Smart City Corporation Limited.

Service-wise break up of our Revenues is as follows:

(₹ in Lakhs)

Particular	March 31, 2023	March 31, 2022	March 31, 2021
Hospital Sales & Services	6,609.24	6,002.78	4,405.39
Hospital Medicinal Sales	461.09	518.53	1,006.78
Total	7,070.33	6,521.31	5,412.17

The financial performance of the company is as follows:

(₹ in Lakhs)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Revenue from Operations	7,070.33	6,521.31	5,412.17
Net Profit after Tax	801.53	572.84	353.43
Net Worth	4,184.26	2,262.73	1,689.90
Earnings Before Interest, Tax, Depreciation & Amortization (EBITDA)	1,329.95	1,031.19	787.88

Insights of the Hospital - The hospital building consists of four blocks and six floors for rendering health care services to the indoor and outdoor patients.

Floor Directory

Floors	Description
Sixth	Block A: House Keeping Room, Terrace Block B: Terrace Block C: Main Store, Terrace Block D: Nursing School Area
Fifth	Block A: Nursing School Area, Marketing Office, Mortuary, Seminar Hall Block B: Nurses Residential Area Block C: Superior Room, Maintenance Office, Physiotherapy Department Block D: Nursing School Area
Fourth	Block A: Administration Office Area, Nursing School Block B: Nurses Residential Area Block C: Suite Cabin, Superior Room Block D: Nayanshree Netralaya (Ophthalmology Department) consisting OPD, Spectacle Shop, Diagnostic Room, Eye OT
Third	Block A: CATHLAB, CCU 1&2&3, CTVS OT, Store, Superior Room, Doctor Rest Room Block B: Nurses Residential Area Block C: Medical ICU, Female General Ward

Floors	Description
	Block D: Cardiac OPD, Cardiac Diagnostic Room, Preventative Health Checkup Area, TPA Room, Dietician Room, Cardiac Reception
Second	Block A: CSSD, Paramedical Classes, Twin Cabin, IPD Pharmacy, Deluxe Cabin, Burn OPD, Burn ICU, Burn OT, AGM Operation Chamber, DNS Chambers Block B: Computer Lab Block C: Neuro ICU, Male General Ward Block D: Neonatal & Pediatric OPD, Neonatal ICU, Pediatric ICU, Play Area, Pediatric General Ward, Feeding Room, Counselling Room, Conference Room
First	Block A: OT Complex, Addl. Director Clinical Administration, Oncology Ward, Dressing Unit, SICU, Isolation Unit Block B: Dining Area Block C: OPD, Female Gynae Ward, Waiting Area, Labour Room, OT Area, Private Cabin, Pre & Post Natal Block D: Blood Bank, Pathology
Ground	Block A: OPD, Collection Room X-Ray, Reception, Cash Counter, Counselling Room, Emergency, Minor OT, OPD Pharmacy, Waiting Area Block B: Kitchen, General Store Block C: OPD, Dialysis, Gastro OT, Waiting Area, Corporate Reception, EEG, EMG, NCV Testing Block D: OPD, CT Scan, MRI, USG, Waiting Area, Radiology Reception Common Block: Drinking Water, Toilet Block, Electrical Panel Room, Manifold Room 1 & 2, Oxygen Plant 1 & 2, Guard Room, Generator 1 & 2, Transformer, Fire Room

Details of Beds in Rooms/Wards

Floor	Name of Rooms/Wards	No of Beds
Ground Floor	Emergency Unit / HDU	5
	Dialysis	18
First Floor	Gynaecology General Ward	12
	Surgical Intensive Care Unit (ICU)	12
	Antenatal Labour Room	4
	Postnatal Labour Room	3
	Semi-Suite 104	1
	Female Ward	8
	Recovery Room OT	2
Second Floor	Neurosurgery Intensive Care Unit (ICU)	23
	Burn Intensive Care Unit (ICU)	6
	Neonatal Intensive Care Unit (ICU) 1	14
	Neonatal Intensive Care Unit (ICU) 2	14
	Neonatal Intensive Care Unit (ICU) 3	7
	Paediatric Intensive Care Unit (ICU) 1	3
	Oncology Ward 3	3
	Paediatric Ward	9
	Eye Ward	8
	Male General Ward	12
Third Floor	Medical Intensive Care Unit (ICU)	20
	Cardiac Intensive Care Unit (ICU)	10
	Cardiac Intensive Care Unit (ICU) Step Down ICU 1	6
	Cardiac Intensive Care Unit (ICU) Step Down ICU 2	9
	Superior Room 301-310	10
	Cardiac ITU	3
Fourth Floor	Eye Pre-Post Op	4
	Luxury Room 404 – 411	8
	Suite Room 401 – 403	3
Fifth Floor	Luxury Room 501-510	10
	Physiotherapy	3
Total Beds		250

Details of Operation Theatres

Floor	Name of Operation Theatres	Room
Ground Floor	Minor OT	1
	Gastroenterology OT	1
First Floor	General OT	1
	Neurosurgery/ENT OT	1
	Ortho OT	1
	Labour OT	2
	Labour Room	1
	Burn OT	1
Second Floor	Post OP OT	1
	CATHLAB	1
Third Floor	CTVS OT	1
	Eye OT	1
Fourth Floor		
Total Operation Theatres		13

Our hospital has named some of its departments as follows:

- Department of Cardiology is named as “*Asarfi Institute of Cardiac Sciences*”
- Department of Ophthalmology is named as “*Nayanshree Netralaya*”
- Department of Paediatrics & Neonatology is named as “*Asarfi Children Hospital*”
- Department of Oncology is named as “*Asarfi Cancer Hospital*”

The Hospital is running Pharmacy in the name of “*Asarfi Medical*” to provide Medicines to OPD Patients and “*Asarfi Pharma*” to provide medicines to IPD Patients.

“*SRT Diagnostic*” Dhanbad and Ballia is a name through which Asarfi Hospital provides Radiology and Pathology services to Outside Hospital, Laboratories and Doctors.

Following Facilities and Services:

- 2 Dedicated Oxygen Plant
- 2 Backup Generators
- Radiology and Pathology Support
- IPD and OPD Pharmacy
- Ambulance Service
- Dedicated Call Centre and Helpdesk for better handling of patients
- Free Ambulance Support for Emergency Patients
- Online Appointment Booking Service
- Online Health package Booking Service
- Cashless services for Beneficiaries of CIMFR, ISMU, ECHS, CGHS, TPA Card Holders, Railway, and Other Corporate PSU

The hospital runs *Asarfi Institute of Paramedical* which is affiliated from Jharkhand Paramedical Council for running following 7 Courses since December 2021:

- Diploma in Medical Lab Technician (DMLT) - 30 Seats
- Diploma in Dialysis Technician (DDT) - 30 Seats
- Dresser- 40 Seats
- Diploma in OT Technician - 30 Seats
- Diploma in Anaesthesia Technician - 30 Seats
- Diploma in X-Ray Technician/ Radiographer - 30 Seats
- Diploma in ECG Technician - 30 Seats

Our hospital has also applied for Post MBBS Diploma Course in child health from National Board of Examinations in Medical Science. Our hospital has also applied for starting a course in Management and Legal Studies to Binod Bihari Mahto Koyalanchal University, Dhanbad:

- BBA LLB & BCOM LLB by “*Asarfi Institute for Legal Education (A Unit of Asarfi Hospital Limited)*”
- Bachelors in Hospital Management and Masters in Hospital Management by “*Asarfi Institute of Management (A Unit of Asarfi Hospital Limited)*”

Our Facilities & Services

Cardiology	Neurosciences	General Medicine	Paediatrics & Neonatology	Obstetrics & Gynaecology	General Surgery
Gastroenterology	Orthopaedics	Burn & Plastic Surgery	Oncology	Nephrology	Urology
Ophthalmology	ENT	Day Care Services	Dental Science & Maxillo Facial Surgery	Physiotherapy	Emergency
Nutrition and Dietetics	Anaesthesiology & Critical Care	Radiology	Pulmonology	Pain Management	

Cardiology – Invasive and Non-invasive and Cardiothoracic Surgery

Cardiology offers comprehensive tertiary care for all cardiac complaints.

Coronary Angioplasty stenting: Our Cardiac team is available round the clock to help patients with cardiac emergencies with primary and complex coronary angioplasties and stenting. Our Cardiac team is well supported by Electrophysiology team which has experience in all kinds of Electrophysiology studies, Radiofrequency Ablations, Pacemaker and Device Implantations and Resynchronization Therapy. This department is equipped with advanced fully integrated Cardiac Cath Labs with dedicated cardiac operation theatres and machines.

Following Cardiac Services are provided in our hospitals:

- Coronary Angiography and Angioplasty (Basic and Complex)
- IABP – Intra-aortic balloon pump Insertion
- Coronary Rotablation
- Pacemaker Temporary and Permanent
- AICD and CRT Placement
- FFR- Fractional Flow Reserve Measurement
- EP (Electrophysiological) Study
- Right Heart Catheterization

Neurosciences – Neurology and Neurosurgery

Neurology:

The Department of Neurology provides care to patients with diseases of the brain, spinal cord, peripheral nervous system, muscle-related diseases and conditions. It includes the following: Epileptic patient Care, Headache Service, Paediatric Neurology, Sleep Medicine, Multiple Sclerosis, Botulinum Toxin, Movement Disorders and Gait Disorder, Neuromuscular Disorder and Cerebrovascular Diseases (Stroke).

Other Disorders Treated Are: Parkinson's disease and other movement disorders, Wilson's disease Vertigo, Neuromuscular disorders, Critical care neurology, Fibromyalgia syndrome, Childhood neurological problems, Neurological complications of HIV infection, Dementias, Nutritional and vasculitis illness, Inborn Errors of Metabolism.

Diagnostic Services Provided in the Hospital is as follows:

- Non-invasive vascular testing
- Nerve conduction study
- Electromyography (EMG)
- Electroencephalography (EEG)
- Polysomnography (sleep study)

Neurosurgery:

The Neurosurgery Department has experience and expertise in caring for patients with problems involving brain, spine, cerebrovascular diseases and others. Our Neurosurgeons perform many neuro surgical procedures each year making them among the experienced neurosurgeon available in Jharkhand.

Neurosurgery Treatment Includes following things:

- Neurovascular
- Neuro-Oncological Surgery
- Spinal Degenerative Diseases
- Acute Neuro Emergencies
- Skull Base Surgery
- Spinal Lesions
- Neuro-Trauma Care

Paediatrics Services:

Paediatrics:

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

- Child friendly paediatric in-patient unit that features an enchanting
- Nutrition/Dietary counselling
- Preventive Health Services
- Treatment of all paediatric infectious diseases
- Paediatric emergency care 24X7
- Early intervention and management of metabolic diseases in children
- Growth and development assessment
- Adolescent care
- Playroom

Paediatric ICU: The Experienced PICU team is exclusively trained in Paediatric Intensive Care and work closely with the Emergency team thus ensuring early critical care is provided during the “Golden period”. The PICU team is supported by other multi-specialty teams to provide care for critically ill children as well as post-operative children, including patients following cardiothoracic surgeries, neuro-surgical, urological and orthopaedic/multi-system trauma.

Neonatology:

Neonatology department promotes the health and well-being of the new-born whether they need special observation, premature or critically ill babies.

- Premature Infants
- Complex Surgical Conditions
- Perinatal Asphyxia
- Individualized Neuro developmental follow up
- Critically ill Neonates
- Respiratory Failure in new born
- Antenatal Counselling – high risk baby
- Sepsis & Sepsic shock
- New born with Congenital Malformation
- Low birth weight Infants

Obstetrics and Gynaecology

Department of Obstetrics and Gynecology provides multidisciplinary services for women. We Believe “one stop care” in women health and provide diagnostic evaluation, clinical care and education for all women’s health needs. 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.

Gynaecological Services Includes:

- Biopsies
- Ovarian torsion
- Placement and removal of all long-acting, reversible contraceptive devices
- Pelvic masses
- Operative hysteroscopy
- Total laparoscopic hysterectomy
- Ectopic pregnancy
- Severe pelvic infections
- Uterine bleeding related to medical comorbidity and malignancy
- Laparoscopic and hysteroscopic sterilization
- Laparoscopic adnexal surgery
- Abdominal and vaginal approaches to hysterectomy dilation and curettage

General Surgery:

The department of General Surgery is manned by surgeons having experience in open and laparoscopy surgery. There is 24 hours cover for all surgical emergencies including all sorts of trauma. The department encompasses preventive, diagnostic and therapeutic conservative and / or surgical intervention. General Surgery department in our hospital is supported by Laparoscopic surgeon, surgeon, Anesthetist & Paramedical staff who is available at all times.

Our General Surgery Department specializes in treatment of all the general surgeries which includes minor, intermediate, major, supra major and high risk complex surgeries. 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.

Surgeries offered by the Hospital as follows:

- General: Hydrocele & Varicocele, Varicose Vein Surgeries, Ulcer, Wound & Abscess surgeries, Excision of Swelling & Lumps, Lymph node biopsies, Circumcision Diabetic Foot & Vascular Diseases Management:
- General Surgeries: Abdomen, Retroperitoneal tumours, Ventral hernia (open and laparoscopic) Incisional hernia (open and laparoscopic), Inguinal hernia (open and laparoscopic), Femoral hernia
- Trauma & Amputation Surgeries
- Endocrine Surgery: Thyroid: nodules, cysts, cancer, hyperthyroidism Parathyroid: parathyroidectomy (standard and minimally invasive) Adrenal Cushing syndrome Pheochromocytoma (open and minimally invasive) Adenoma (open and minimally invasive) Aldosteronoma (open and minimally invasive) Cancer
- Breast Surgery: Cysts, lumps, cancer, nipple discharge Breast-conserving surgery, Mastectomy, Sentinel lymph node biopsy, Axillary dissection
- Liver Surgery: Primary and metastatic liver tumors Intrahepatic and hilar cholangiocarcinoma
- Biliary Tree Surgery: Gallstones – laparoscopic cholecystectomy, Benign biliary strictures, Cancer of the gallbladder, Extrahepatic bile duct cancer
- Pancreas Surgery: Pancreatic and periampullary cancer, Islet cell tumors, Cystic tumors of the pancreas
- Spleen Surgery: Open and minimally invasive splenectomy
- Intestine Surgery: Malignant tumors of the small intestine Diverticula Obstruction and fistulae Pile, Fissure & Fistula -in - Ano Surgeries Colon cancer, Disease of the appendix- Open & Laparoscopic Appendectomy

Gastroenterology

Our Department of Gastro provides comprehensive advanced care for a wide spectrum of Gastrointestinal, pancreatic, liver and biliary disorders. Asarfi Hospital is at the forefront of Diagnosis and treatment of gastrointestinal diseases through minimally invasive technology. The patient is closely monitored through the procedures from early detection, diagnosis and treatment to better quality of life.

Services Offered:

- Endoscopy: Examination of upper and lower GI tract and other internal organs with endoscopic ultrasounds
- ERCP (Endoscopic Retrograde Cholangio Pancreatography) to detect tumours gallstones on scar tissue in bile duct area.

Colonoscopies to identify colon cancer on colon polyps etc. The purpose of noticing these symptoms is it helps to make a quick step to vanish your health problem before time.

Orthopaedics:

The Department for Orthopaedics treats muscle, bone and joint disorders. Areas of special emphasis include arthritis, joint replacement, spine surgery, sports medicine, physical medicine, hand, foot and ankle, and trauma. Our orthopaedic surgeons have diverse expertise and are committed to provide effective solutions to orthopaedic problems. Specialized services include arthroscopy, musculoskeletal surgery and reconstruction, rheumatology and treatment for orthopaedic trauma.

This centre is at the forefront in offering the latest in orthopaedic treatments and surgical techniques. The centre perform complicated and advanced surgical procedures like joint preserving surgeries including arthroscopic ligament reconstructions, joint replacement and complex fracture management.

Services Offered by the Hospital is as follows:

- | | |
|--|--------------------------------------|
| • Joint Replacement Services | • Total Hip Replacement |
| • Total Knee Replacement | • Total Shoulder / Elbow Replacement |
| • Orthopaedic Trauma | • Arthroscopic Surgery |
| • Arthroscopic Surgery of Shoulder and Hip | • Sports Medicine |
| • Day care Surgery | |

Plastic and Cosmetic Surgery

Plastic and cosmetic surgery helps patients of all ages and types including a child and birth defect or the young injured in an accident. We also have dedicated burn unit with dedicated burn OT and dressing unit.

Services Offered by the Hospital is as follows:

- Facelift
- Liposculpting Eye Lip Surgery
- Breast Augmentation
- Tummy Tack and Body Lift
- Chinoplasty
- Breast Reduction
- Breast Lift

Oncology:

The Department of Oncology has a unique and comprehensive cancer care programme that follows trans-disciplinary and multi-modality approach in the field of adult and paediatric oncology. The department has an exhaustive medical programme, with super-sub-specialists in the field of Medical Oncology, the department focuses on keeping in touch with latest advancements in Oncology to provide patients with the best treatment.

Services Offered by the Hospital is as follows:

- Biopsy Services
- Surgery
- Chemotherapy
- Pain and Palliative Care

Nephrology:

Our Nephrology Department possess clinical expertise and infrastructure support that treats health conditions related to kidney disorders.

- Dornier lithotripter
- Dedicated dialysis unit with 12 dialysis machines
- Hemodialysis in cases of drug overdosage
- Continuous renal replacement therapy (CRRT)
- Uroflowmetry
- Hemodialysis for acute and chronic renal failure patients
- Plasmapheresis for renal and non-renal cases
- Critical care nephrology

Urology:

Our Department of Urology offers a wide range for urological diseases. The hospital is well equipped with modern facilities and latest equipment to treat all urological disorders such as:

- Uro-Oncology,
- reconstructive urology and
- paediatric urology services.

The department offers round the clock emergency services for urinary obstruction, trauma and other emergencies.

Ophthalmology:

Our Department of Ophthalmology is named as “Nayanshree Netralaya”. Nayanshree Netralaya provides multiple eye care specialities to its patients.

Services Offered:

- Cataract Surgery
- Glaucoma Treatment
- Retina & Uvea Services
- Neuro-Ophthalmology
- Paediatric Ophthalmology:

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 includes of team of ENT surgeons.

Procedures performed

- Nasal Endoscopy
- Flexible Fibre Optic Nasopharyngolaryngoscopy
- Intratympanic gentamycin administration
- Epley's Manoeuvre
- Positional testing
- Stroboscopy
- Microscopy of the ear
- Myringotomy and Grommet insertion
- Cold caloric testing
- Swallowing therapy

Anaesthesiology

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, spinal cord stimulation, infusion systems and anaesthesia.

The Department provides anaesthesia services primarily to 10 Operation Theatres which accommodate surgeries like Neurosurgery, Cardiac Surgery, Orthopaedic, Laparoscopic and Open Abdominal surgeries, Onco-surgery, Uro-surgery, Obstetrics / Gynaecology and ENT.

Critical Care

The Critical Care Department has a multidisciplinary program that emphasizes a team-based approach to care and manage a variety of cases in various specialties which are admitted in the Cardiac ICU, Surgical ICU and Medical ICU lead by a team of experienced and dedicated professionals.

The Division of Critical Care includes CCU, MICU, SICU, PICU & NICU. All medical/surgical cases needing intensive care are admitted in critical care. These include endocrinology, gastroenterology, internal medicine, nephrology, neurology, oncology, pulmonology, paediatrics, rheumatology, skin & infectious diseases. Some surgical patients are also admitted here including general surgery, gynaecology, neurosurgery, orthopaedics, and trauma.

Dental Science:

Dentistry 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:

- | | |
|--|------------------------------|
| • Periodontal Therapy | • Oral Maxillofacial Surgery |
| • Conservative & Endodontic Dentistry | • Crowns and Bridges |
| • Orthodontics & Dentofacial Orthopaedics | • Cosmetic Dentistry |
| • Dental Implants | • Dentures |
| • Pedontics & Preventive Dental Treatment Procedures | • General Dentistry |

Radiology:

Department of Radiology provides the complete spectrum of imaging services ranging from simple radiographs and ultrasounds to complicated imaging.

Services Provided by the Hospital is as follows:

- | | |
|-----------------------------------|------------------------|
| • Abdominal Imaging | • Breast Imaging |
| • Cardiovascular Imaging | • Emergency Imaging |
| • Musculoskeletal Imaging | • Neurological Imaging |
| • Neurological Intervention | • Paediatric Imaging |
| • Thoracic Imaging & Intervention | • Vascular Imaging |

Emergency:

The Department of Emergency is equipped to provide comprehensive and emergency care to patients in need of medical and surgical intervention to treat critical and acute illnesses and injuries.

Emergency Department for patient is supported by an easily accessible dedicated entrance, with ramp to facilitate the transfer of patients to ER. We have the best facilities available at the time of Accidents and other such life-threatening circumstances.

General Medicine:

General medicine or Internal medicine is the medical specialty dealing with the prevention, diagnosis, and treatment of adult diseases.

Services provided:

- Cardiovascular diseases
- Gastrointestinal diseases
- Neurologic disorders
- Disorders of connective tissue and joints
- Respiratory diseases
- Disorders of immune system
- Diseases of kidney and urinary tract

Pulmonology:

The Department of Pulmonology at our Hospital is manned with a team of pulmonologists, interventional radiologists, cardiologists, rehab specialists, pathologists, patient counsellors, and other health care professionals that develops customized treatment plans according to the patient needs.

Pulmonology Department handles the evaluation, prevention, therapeutics, and medical interventions of a wide range of respiratory diseases (including lungs and respiratory tract). Some of the common respiratory conditions include tuberculosis, bronchial asthma, pneumonia, Chronic Obstructive Pulmonary Disease, interstitial lung diseases, sleep apnoea, sarcoidosis, and other chest-related ailments.

Physiotherapy:

Our team of physiotherapists works closely with Medical Specialists, helping patients post surgeries.

Physiotherapy involves the interaction between physical therapist, patients/clients, other health professionals, families and caregivers in a process where movement potential is assessed and goals are agreed upon, using knowledge and skills unique to physical therapists.

Pain Management:

The department of pain management at our hospital addresses physical and psychological aspects of symptoms.

Our Pain Management Care covers:

- Relieve from pain and other distressing symptoms.
- Offer a support system to help patients live as actively as possible until death and to help the family cope during the patient's illness.
- Emphatically ensure that dying is a normal process
- Use a team approach to address the patient's needs including bereavement counselling if needed.

Nutrition and Dietetics

Our Nutrition experts assess and address the nutritional needs of patients.

Our Services:

- Our clinical dieticians conduct comprehensive nutritional assessments on inpatients, in order to identify goals and requirements for improving nutritional intake and health of the individual.
- Individualised plans are designed in order to cater to the health and condition of the patient, and care is followed through.

Speciality areas: Oncology Nutrition, Weight Loss, Paediatric Nutrition, Wellness Nutrition, Management of Weight, Cholesterol, Hypertension, Diabetes, Dialysis and Non-Dialysis, Gastrointestinal Disorders etc.

Day Care Services:

Day Care services provides day care facilities for a large number of cases including short surgical procedures of various specialities. Patients availing of day care facilities do not have to get admitted in the wards. They can come to the hospital on the day of the therapy / procedure and can be discharged on the same day.

The treatment / procedures which are usually carried out on a day care basis in this hospital are as follows:

- ENT Procedures
- Respiratory Procedures
- Short Surgical Procedures
- Nephrology Procedures
- Orthopaedic Procedures
- Gynaecological Procedures etc.

Department-wise Revenue details:

(₹ in Lakhs)

Departments	March 31, 2023	March 31, 2022
Cardiology	1,955.8	1,832.34
Neurosciences	1,092.4	1,648.99
General Medicine	1,097.9	825.58
Paediatrics & Neonatology	634.2	563.11
Obstetrics & Gynaecology	448.4	418.45
General Surgery	423.2	380.86
Gastroenterology	405.9	258.82
Orthopaedics	230.3	185.03
Plastic Surgery & Cosmetics	124.4	161.77
Oncology	98.3	70.07
Others	559.53	176.29
Total	7,070.33	6,521.30

PAYMENT ARRANGEMENTS:

We generate revenue from different customers, which include government bodies established by the Government of India under prevailing statutes such as ESIC, EGHS, ECHS, public and private insurance companies working directly or through registered TPAs, various institutions, public and private corporates and walk-in customers. We have entered into several tie-ups with government bodies, insurance and TPAs and other various institutions.

Details of our customer classification and revenue-wise split from various payer categories for the periods indicated is set out below:

Category	Description
Governments and other Bodies established by Statute	Government Bodies established by the Government under prevailing statute like Railway, ESIC, ECHS etc.
Insurance and TPAs	Public and Private insurance companies working directly or through the registered TPAs
Self-payers and others	Institutions, Public and Private corporates and walk in customers

(₹ in Lakhs)

Particular	FY 2022-23	FY 2021-22	FY 2020-21
Government Sector Turnover from Sale of Services	-	-	-
Government Patients Sale of Services	2,481.33	2,115.31	1,803.86
Private Sector Turnover			
Medicine Sales	461.09	518.53	1,006.78
General Patients Sale of Services	3,650.33	3,544.80	2,356.05
TPA Patients Sale of Services	477.58	342.67	245.48
Other Non-Operating Income	232.93	98.23	27.73
Total Turnover	7,303.26	6,619.54	5,439.89

Over the last three fiscals, we have seen growth in across all our revenue source segments except medicine sales. We conduct periodic reviews of the outstanding amount, regular follow ups with parties for recovery of payments, proper and complete recording or documentation, and strengthening our collection processes to minimise our outstanding dues and receive timely payments from third parties.

OUR DOCTOR'S EQUITY PARTICIPATION:

We have taken significant efforts to create a culture that nurtures our medical talent and encouraged our doctors to become stakeholders in our hospital where they work. Our doctors have been involved in the growth of our hospitals by actively participating in the equity ownership in our Company. We also encourage doctors at the hospitals we acquired to stay with us, participate in the equity ownership of the hospital and contribute to the hospital's future growth. As on date of this Prospectus, our doctors hold 5,37,240 equity shares contributing 3.71% of our pre-issue shareholding.

SUPPLIES AND SOURCING:

Our purchase department undertakes purchase of our supplies (including medicines) and equipment for our hospitals. Our purchase department pre-approves supplies and rates of our vendors by considering various factors including resources, price and status of trial orders. For medical equipment, the technical team evaluates technical aspects of the equipment and the purchase department

evaluates quotations on commercial and non-technical terms. The purchase of medical equipment is thereafter undertaken after due internal approval process.

We have focused on standardizing medical and other consumables, which allows us to optimize our supplier network and reduce our procurement costs. Our suppliers are selected based on quality, price, cost effectiveness, company history, service levels and delivery capability, and we accord approval for such purchase in consultation with the relevant medical departments.

We seek to manage supply risks by maintaining adequate inventories and building strong relationships directly with our suppliers. With our regional network of operations, we believe we are able to negotiate with many of our suppliers for favorable terms. To minimize costs and leverage our economies of scale, to the extent possible, we standardize the type of medical and other consumables used, which helps to optimize our procurement costs.

SALES & MARKETING:

We have a marketing team that coordinates our sales and marketing activities to promote our brand and our hospital. We undertake branding campaigns through hoarding and banners. We also host and participate in various workshops, conferences and awareness campaigns. Our branding activities also include marketing activities and efforts undertaken to improve brand recall such as organizing medical camps, conducting regular community outreach programmes, regular programmes on school health education, and continuous medical education (CME) for doctors. Key numbers such as no. of doctors covered, no. of Admissions, no. of old and new OPD and revenue generated are monitored on weekly and monthly basis. We also regularly give back to the community through initiatives such as organising check-up camps for the underprivileged section of society.

OUR COMPETITIVE STRENGTHS

Well diversified and specialty service offerings

Our operations encompass various levels of healthcare services from primary to tertiary and position us to be a one-stop destination for patients' needs. In addition to providing core medical, surgical and emergency services, we also offer advanced surgical treatments in various specialties, including cardiology, oncology, radiology, neurosciences, paediatrics, gastroenterology, orthopaedics and critical care services. We are investing significantly in the technology, equipment and infrastructure required to perform the most advanced procedures and to strengthen our specialty focus.

Quality healthcare services

Since we incorporated in the year 2005 and commenced operations in the year 2008, we have been focused on providing quality healthcare service. We constantly strive for a high standard of clinical excellence at our hospital. We follow well-defined quality and patient safety protocols in patient handling and care. Further, our hospital offers a wide range of advanced medical care and emergency services, including cardiology, oncology, neurosciences, paediatrics, gastroenterology, orthopaedics, critical care services and allied services such as radiology. Our focus on quality is evidenced by the quality certifications and accreditations that our facility has obtained from various agencies. Our multi-specialty hospital had received accreditation by the NABL. Our NABH accreditation has been expired on March 02, 2023, and has now been re-applied by us.

Ability to attract, train and retain quality doctors, consultants and medical support staff

We maintain our standard of quality healthcare by consistently employing a diverse pool of talented doctors, nurses and paramedical professionals. As on May 31, 2023, we had 70 doctors, of whom 42 doctors were Full Time Doctors and 28 doctors were Visiting Doctors. Our multi-disciplinary approach, combined with our cost for treatment, a tertiary care model, has helped us attract and retain high quality doctors and other healthcare professionals. Many of our specialists, physicians and surgeons have been trained in premier medical institutions. 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.

Track record of stable operating and financial performance and growth

We have demonstrated stable operating and financial performance and growth over the past three fiscals. Our growth in revenue and profitability can be credited to our strong operational efficiency, which we achieve by streamlining our clinical and administrative functions, continually introducing process innovations, and ensuring that we maintain economies of scale.

Our key financial and operating metrics of our operations for the periods indicated are set out below:

Departments	March 31, 2023	March 31, 2022	March 31, 2021
Bed Capacity ⁽¹⁾	250	250	250
Operational Beds ⁽²⁾	250	250	250

Departments	March 31, 2023	March 31, 2022	March 31, 2021
Bed Occupancy Rate ⁽³⁾	65%	66%	64%
Inpatient Volume	8,036	7,503	6,864
Outpatient Volume	70,868	65,563	58,542
Average Revenue per Occupied Bed (₹) ⁽⁴⁾	20,068	18,751	16,712
Average Length of Stays (Days) ⁽⁵⁾	4	4	4
Total Revenue (₹ in lakhs)	7,070.33	6,521.30	5,412.17
Revenue from Inpatients (₹ in lakhs)	6128.13	5,627.55	4,588.45
Revenue from Outpatients (₹ in lakhs)	942.20	839.75	823.72

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

⁽²⁾ Number of operational beds includes census and non-census beds as at end of relevant Fiscal or accounting period, as the case may be.

⁽³⁾ Bed occupancy rate is calculated by dividing the overall number of actual days occupied by the patients by total operational census bed days available during the period.

⁽⁴⁾ Average Revenue per Occupied Bed is calculated as revenue from operations divided by actual bed days occupied during the period

⁽⁵⁾ Average Length of Stay is calculated as average number of days spent by admitted inpatients.

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

In our pursuit of ensuring our operational efficiency, we consistently work towards optimizing procurement costs by standardizing the type of medical consumables used across our hospitals, consolidating our suppliers, and adopting guidelines for medical procedures, which has helped us to achieve a better EBITDA margin.

OUR BUSINESS STRATEGIES

Expand our healthcare services through development of new cancer hospital

Due to scarcity of a dedicated cancer hospital in Dhanbad, we are in process of setting up a new cancer hospital at Ranguni, Dhanbad, Jharkhand with a project cost of ₹ 7,446.57 Lakhs for which Jharkhand Industrial Area Development Authority (JIADA) has allotted land of 9.55 acres on leasehold basis for a period of 30 years. The cancer care hospital with proposed 50 bedded will have Radiation Oncology, Medical Oncology and Surgical Oncology departments for treatment of cancer patients. We will be providing diagnostics and radiotherapy facilities to ensure complete care to the patient under one roof. The construction for the proposed cancer hospital is going on in full swing. The company has already incurred ₹ 2571.41 lakhs till 31 May 2023. The company have also availed a Term Loan of ₹ 2 850.00 lakhs under Loan Guarantee Scheme for Covid affected sectors ("LGSCAS") from HDFC Bank for its Equipment purchased which is yet to be disbursed. We intend to utilize a portion of the net proceeds of ₹ 1221.60 Lakhs for setup of cancer hospital. There has been an ongoing legal dispute over the ownership of the said land. For details, please refer to chapter titled "**Outstanding Litigations and Material Developments**" beginning on page 200 of this Prospectus.

Expand operations in the field of educational institutions

We are currently running *Asarfi Institute of Paramedical* at our existing hospital premises, which is affiliated from Jharkhand Paramedical Council for running following 7 Courses since December 2021:

- Diploma in Medical Lab Technician (DMLT) - 30 Seats
- Diploma in Dialysis Technician (DDT) - 30 Seats
- Dresser- 40 Seats
- Diploma in OT Technician - 30 Seats
- Diploma in Anaesthesia Technician - 30 Seats
- Diploma in X-Ray Technician/ Radiographer - 30 Seats
- Diploma in ECG Technician - 30 Seats

Going ahead, we intend to start an educational institute focused on legal education and management, adjacent to the cancer hospital at Ranguni. We have constructed a three storey academic block on land area of around 16,000 sqft consisting of lecture theater, fee counter, reception, administrative offices, common library, computer lab, tutorial rooms, toilets, labs etc. The Academic Block is designed in the concept of integrated campus where multiple courses can be started as per new National Education Policy, 2020 norms. The Company has decided to start Legal Education and Management Courses with the name Asarfi Institute of Management and Asarfi Center for Legal Education under the Asarfi Hospital Limited.

In the view of above we applied to Binod Bihari Mahto Koyalanchal University (BBMKU) -Dhanbad for the following courses.

1. Bachelors in Commerce (B. Com), Bachelor in Law (LLB) and BBA Plus LLB under the Asarfi Institute for Legal Education (A Unit of Asarfi Hospital Limited)”
2. Bachelors in Hospital Management and Masters in Hospital Management by “Asarfi Institute of Management (A Unit of Asarfi Hospital Limited)”

On 14th June 2023, the state government has granted the permission to run B.B.A & LLB (60 seats) and B.Com & LLB (60 seats) five years integrated course under the Asarfi Institute for Legal Education from the session 2023-2028, through the Non-Objection Certificate with the condition that “affiliation from Bar Council of India (BCI) would be obtained. Further we are awaiting for affiliation certificate from Binod Bihari Mahto Koyalanchal University (BBMKU) -Dhanbad. The application for the approval of Bachelors in Hospital Management and Masters in Hospital Management is still in under review and we are waiting for the approval.

We’ve also plans to build a Health Management and Research Institute at Ranchi, Jharkhand for which we have provisionally been allotted leased land from Ranchi Smart City Corporation Limited.

Continue to recruit and retain skilled healthcare professionals

Healthcare professionals are key to our operations and success, and our ability to recruit, retain and train skilled healthcare professionals is crucial for the successful implementation of our strategy to provide quality healthcare services to patients. We believe, hiring surgeons and physicians with an established reputation in their respective specialisations is crucial for our branding, growth and expansion. We intend to leverage our clinical and operational expertise to continue to attract healthcare professionals and aim at continue to develop long term relationships with them.

Aside from strategic hiring, we also believe that providing adequate training and opportunities for upgradation is critical to improve the skills and quality of our healthcare professionals and staff as well as keep up with latest medical advancements. In addition to regular training, we encourage our healthcare professionals to attend medical conferences and participate in communications and collaborations with leading institutions and experts in different medical areas to holistically improve our diagnostic and treatment capabilities. Additionally, we intend to continue to invest in academics and research in order to enable further growth and continuous upgradation of skills of our healthcare professionals.

Continue to improve quality of care and invest and employ latest technology

In line with our “patient first” ideology, our mission is to create fine infrastructure, technology and support to put the patient first and foremost in delivery of healthcare. We aim to adopt the latest medical technologies and equipment to provide better treatment for our patients and believe that by incorporating such technologies in our operations, we will be able to improve patient care, expand the scope of treatments that we offer and increase affordability, efficiency and cost savings. We also plan to further implement advanced technology to improve our hospitals’ offering. Moreover, greater integration of technology in operations can also reduce our costs, and accordingly, we intend to improve technological absorption and equipment utilization as well as optimize operations at our hospitals by continuing to train our healthcare professionals to improve their productivity and streamlining technology and processes.

Enhance clinical capabilities and improve operating efficiencies

A key component of our growth strategy is enhancing clinical capabilities and improving operating efficiencies. We intend to improve occupancy rates and equipment utilization at our hospitals by continuing to maintain and recruit new medical professionals of high caliber in specified fields and focus on clinical excellence. We will also look to optimize operations through improving employee productivity and streamlining technology and processes. We also intend to apply principles of lean management across all of our administrative and management layers, and optimize the use of technology to build greater efficiencies in our ways of working.

INFRASTRUCTURE AND EQUIPMENTS USED IN OUR HOSPITALS

Sl. No.	Name of Plant & Machinery and other Process	Quantity
1	Cath Lab System	1
2	CT Scan	1
3	ECHO 4 D USG	2
4	USG	1
5	TMT	1
6	C - Arm	2
7	X- Ray	2
9	Operating Microscope	2

Sl. No.	Name of Plant & Machinery and other Process	Quantity
10	Neuro Drill with all attachment	1
11	Laparoscopic Set	2
12	Endoscope with video system	1
13	Colonoscope with video system	1
14	Argon Plasma Coagulator	1
15	Neonatal Ventilator	5
16	Anaesthesia Work station	2
17	Laser	1
18	EEG	1
19	EMG	1
20	ECG Machine	7
21	Defibrillator with Internal Peddle	4

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.

Power

Asarfi Hospital Limited runs on power supply from Jharkhand Bijli Vitran Nigam Limited having contract load 251 kva. In case of power cut from Jharkhand Bijli Vitran Nigam Limited, D.G. Sets are available to provide uninterrupted hospital power supply.

COMPETITION:

We face regional competition from players which operate in the same region and localities as us. We face competition mainly from other providers who offer secondary and tertiary healthcare services across specialties. We believe that we have been able to gain a competitive edge over our competition as a result of constant innovation and technical expertise. We have consistently delivered strong operational and financial performance through strong patient volumes, cost efficiency and diversified revenue streams across medical specialties.

HUMAN RESOURCES:

We believe our success can be partially attributed to our highly qualified medical professionals and other staff, and our ability to attract such quality professionals and staff. As on May 31, 2023, we had 70 doctors of whom 42 doctors were Full Time Doctors and 28 doctors were Visiting Doctors.

The following is the details of our manpower engagement (excluding doctors) by their positions specified, as of May 31, 2023.

Category	No. of Employees
Accounts	16
Administrations	18
Cath lab	5
Engineering	6
Coordinator	1
Corporate Billings	10
Dietician	1
Driver	3
Food & Beverage	36
Facility	189
Gastroenterology	1
Gen Billings	2
Gynaecology	1
Human Resources	4
Information Technology	3
Reception	10
Maintenance	12
Marketing	15
Nursing	242
Operations	49
Ophthalmology	13
Pathology	39

Category	No. of Employees
Pharmacy	32
Quality	1
Radiology	5
Stores	7
Transport	2
Total	723

The training of our doctors and other medical staff is essential to maintain the quality of our services. We regularly organize conferences and workshops for our doctors and medical staff, as well as for healthcare professionals.

INSURANCE POLICIES:

(₹ in lakhs)					
Policy No	Type of Policy	Policy Period	Nature of Coverage	Policy Issuing Office	Total Sum Assured
0000000030 139374	SBI General Bharat Griha Raksha	25/08/2022 to 24/08/2023	Home Building Cover (Madhuri Singh)	SBI General Insurance Company Limited	132.00
0000000030 460876	SBI General Bharat Griha Raksha	16/09/2022 to 15/09/2025	Home Building Cover (Harendra Singh)	SBI General Insurance Company Limited	10.00
0000000023 975234-01	SME Package Insurance Policy	25/08/2023 to 24/08/2023	Hospitals including X-ray and other Diagnostic clinics	SBI General Insurance Company Limited	156.85
26463657- 01	SBI General Bharat Laghu Udyam Suraksha	19/01/2023 to 18/01/2024	Building, Plant & Machinery, Furniture, Stock & other Content	SBI General Insurance Company Limited	2,409.85
30597171	Standard Fire and Special Perils	16/09/2022 to 15/09/2023	Hospitals including X-ray and other Diagnostic clinics (new building)	SBI General Insurance Company Limited	2,600.00
0000000016 300235-03	Burglary Insurance	19/01/2023 to 18/01/2024	Stock	SBI General Insurance Company Limited	72.33
2311204225 769201000	Motor Vehicle Insurance	20/07/2022 to 19/07/2023	Maruti Wagonar(1.0)VXI BS- VI/	HDFC ERGO General insurance Company Limited	4.10
MIOD16546 8	Motor Vehicle Insurance	20/07/2021 to 19/07/2023	Maruti EECO 7 Seater SDT BS 1.2L 5MT	Royal Sundaram General Insurance Co. Limited	3.50
1804003123 10000295	Motor Vehicle Insurance	27/05/2023 to 26/05/2024	Maruti Suzuki Carry &super carry	National Insurance	3.18
D074280487	Motor Vehicle Insurance	27/08/2022 to 26/08/2023	TATA Motors Tata ACE Gold	Go Digit General Insurance Ltd	3.24
1804003122 10001860	Miscellaneous and Special Type of Vehicle	12/11/2022 to 11/11/2023	Maruti EECO 5-Seater Regn. No. JH10BY5112	National Insurance Company Limited	2.80

IT AND DATA MANAGEMENT SYSTEMS:

Our patient records are maintained in electronic form on our integrated IT system, which allows these records to be quickly securely transmitted within our hospital. We store client and patient medical information at data centers that employ monitored security systems. We use a third-party hospital information management software system to assist us with various functions including managing our financial accounting, stock management, sales and human resource functions. We monitor and coordinate procurement, stocking, billing, housekeeping, staffing and patient treatments through our integrated IT system. Our integrated IT system simplifies scheduling and billing for our patients and doctors, improves our inventory management and results in efficiencies across our operations.

PROPERTIES:

Owned Properties:

(₹ in Lakhs)

Details of the Deed/ Agreement	Particulars of the property, description and area	Consideration Amount	Usage
Deed of Sale dated July 28, 2006 between Vinod Jethwa, Prabhu Dayal Kesharwani, Ram Mohan Keshari, Arvind Kumar Gupta ("Vendor") and Asarfi Hospital (P) Limited ("Purchaser")	Land situated in Mouza - Baramuri, P.S. – Dhanbad, Chowki, Sub Registry Office – Dhanbad, District – Dhanbad, Mouza No. 3, Khata No. 36, Plot No. 27, 46 & 47 admeasuring about 20 katha or 33 Decimals with four rooms and boundary wall plinth area of 680 sq.ft.	9.81	Asarfi Hospital
Deed of Sale dated February 20, 2008 between Ramesh Kumar Srivastava ("Vendor") and Asarfi Hospital (P) Limited ("Purchaser")	Land situated in Mouza - Baramuri, P.S. – Dhanbad, Chowki, Sub Registry Office – Dhanbad, District – Dhanbad, Mouza No. 3, Khata No. 36, Plot No. 47 out of which measuring an area of 2100 sq.ft. or 4.82 Decimals	2.50	Asarfi Hospital
Deed of Sale dated September 16, 2006 between Shyam Sundar Rajak, Kabita Kumari Rajak, Anju Devi, Ramphal Singh, Karu Mistry ("Vendor") and Asarfi Hospital (P) Limited ("Purchaser")	Land situated in Mouza - Baramuri, P.S. – Dhanbad, Chowki, Sub Registry Office – Dhanbad, District – Dhanbad, Mouza No. 3, Khata No. 36, Plot No. 46 & 47 measuring an area 11.5 kathas or 18.97 Decimals with two rooms, Khapraposh Chawni, and Boundary Walls plinth area of 220 sq.ft.	4.85	Asarfi Hospital
Deed of Sale dated November 28, 2006 between Manju Singh ("Vendor") and Asarfi Hospital (P) Limited ("Purchaser")	Land situated in Mouza - Baramuri, P.S. – Dhanbad, Chowki, Sub Registry Office – Dhanbad, District – Dhanbad, Mouza No. 3, Khata No. 36, Plot No. 46 measuring an area 6 kathas 80 sq.ft. or 10.09 Decimals with rooms plinth area of 200 sq.ft.	2.62	Asarfi Hospital
Deed of Sale dated May 23, 2007 between Susanta Kumar Biswas ("Vendor") and Asarfi Hospital (P) Limited ("Purchaser")	Land situated in Mouza - Baramuri, P.S. – Dhanbad, Chowki, Sub Registry Office – Dhanbad, District – Dhanbad, Mouza No. 3, Khata No. 36, Plot No. 46 measuring an area 4 kathas 14 chhataks 10 sq.ft. or 8.07 Decimals	1.50	Asarfi Hospital
Deed of Sale dated October 15, 2007 between Narayana Chakraborty ("Vendor") and Asarfi Hospital (P) Limited ("Purchaser")	Land situated in Mouza - Baramuri, P.S. – Dhanbad, Chowki, Sub Registry Office – Dhanbad, District – Dhanbad, Mouza No. 3, Khata No. 36, Plot No. 47 measuring an area 2 kathas 11 chhataks 2.5 sq.ft. or 4.44 Decimals with one room plinth area of 100 sq.ft.	1.75	Asarfi Hospital
Deed of Sale dated April 17, 2009 between Bimla Devi ("Vendor") and Asarfi Hospital (P) Limited ("Purchaser")	Land situated in Mouza - Baramuri, P.S. – Dhanbad, Chowki, Sub Registry Office – Dhanbad, District – Dhanbad, Mouza No. 3, Khata No. 36, Plot No. 46 measuring an area 12 Decimals with one room plinth area of 100 sq.ft.	4.25	Asarfi Hospital

Leased/ Rented Properties:

Details of the Deed/ Agreement	Particulars of the property, description and area	Lease Premium/ Rent	Tenure of Lease	Usage
Deed of Lease dated January 21, 2021 between The Jharkhand Industrial Area Development Authority ("Lessor") and Asarfi Hospital Limited ("Lessee")	Industrial Plot No. R/B, R/A, R/C-1, 2, 3, 4 & R/D, Ranguni Industrial Area, Baghmara, Dhanbad bearing Survey Plot No. 606 (old) 604 (rectified) 568 (new) & 603 (old) 570 (new), Khata No. 209 admeasuring total 6.65 Acres (0.62 Acres + 6.03 Acres) (289674 sq.ft.)	<u>Premium:</u> ₹ 621.35 lakhs <u>Annual Rent:</u> ₹ 0.67 lakhs <u>Annual Maintenance:</u> ₹ 0.93 lakhs	30 years	Proposed Cancer Hospital
Deed of Lease dated January 21, 2021 between The Jharkhand Industrial Area Development Authority ("Lessor") and Asarfi Hospital Limited ("Lessee")	Industrial Plot No. R/E-2, R/E-3, R/E-4 & R/F, Ranguni Industrial Area, Baghmara, Dhanbad bearing Survey Plot No. 584 (old) 620(P) (new) Khata No. 209 admeasuring 2.90 Acres (216324 sq.ft.)	<u>Premium:</u> ₹ 274.44 lakhs <u>Annual Rent:</u> ₹ 0.29 lakhs <u>Annual Maintenance:</u> ₹ 0.41 lakhs	30 years	Proposed Cancer Hospital
Provisional Land Allotment Order cum Demand Letter	Plot No. 08 situated at ABD Area of Ranchi Smart City, Dhurwa, Anchal-	<u>Land Price:</u> ₹ 1275.72 lakhs	99 years	Proposed Health

Details of the Deed/ Agreement	Particulars of the property, description and area	Lease Premium/ Rent	Tenure of Lease	Usage
dated April 22, 2022 issued by Ranchi Smart City Corporation Limited ("Lessor") to Asarfi Hospital Limited ("Lessee")	Ramkum, District – Ranchi, Jharkhand - 834004 measuring 5.6 acres equivalent to 22662.40 sq. mtr.	(₹ 510.29 lakhs i.e. 40% paid as per allotment letter) <u>Annual Lease Rent:</u> ₹ 6.38 lakhs		Management and Research Institute
Rent Agreement dated May 02, 2023 between Asap Impact Private Limited ("Lessor") and SRT Diagnostic (a unit of Asarfi Hospital Limited) ("Lessee")	200 sq.ft. approx. in First Floor of Asarfi Hospital at Ballia	<u>Rent:</u> ₹ 0.16 lakh per month	60 months commencing from May 02, 2023 to 60 (sixty) Months	To run Pathology Services
Lease Agreement dated February 06, 2015 between Asarfi Hospital Limited ("Lessor") and Dhanbad Educational Foundation (erstwhile Dhanbad School of Nursing) ("Lessee")	4 th & 5 th Floor of Asarfi Hospital	<u>Rent:</u> ₹ 0.50 lakh per month	10 years commencing from August 01, 2015	Nursing School
Lease Agreement dated May 06, 2023 between Asarfi Hospital Limited ("Lessor") and Himalaya Wellness Company ("Lessee")	36 sq.ft. approx. in Asarfi Hospital to operate a retail store under the brand name "Himalaya Moms & Babies"	<u>Rent:</u> ₹ 0.089 lakh per month	09 th April 2023 to 08 th April 2024.	Mom & Baby Shop
License Agreement dated June 18, 2022 between Asarfi Hospital Limited ("Licensor") and Eyegear Optics India Private Limited ("Licensee")	130 sq.ft. approx. in Asarfi Hospital to run an Optical Store in the name and style of "Ben Franklin"	<u>License Fees:</u> 30% monthly revenue excluding GST	5 years effective from July 20, 2022	Optical Store

INTELLECTUAL PROPERTY

Below are the details of the trademark applied by our company or registered in the name of our company:

Sr. No.	Brand Name/ Logo/ Trademark	Class	TM Category	Owner	Application No./ Registration Certificate No.	Date of Registration	Current Status
1.		44	Device	Asarfi Hospital Limited	Application No. 5358887 Certificate No. 3094378	March 07, 2022	Registered

KEY INDUSTRY REGULATIONS AND POLICIES

*The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see the section titled **"Government and other Approvals"** on page 209 of this Prospectus.*

Depending upon the nature of the activities undertaken by our Company the following are the various regulations applicable to our company

APPROVALS

*For the purpose of the business undertaken by our Company, our Company is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled **"Government and Other Approvals"** beginning on page number 209 of this prospectus.*

INDUSTRY RELATED LAW:

LAWS GOVERNING THE QUALIFICATION /PRACTICE AND CONDUCT OF PROFESSIONALS

Indian Medical Council Act, 1956 ("IMC Act")

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 recognized 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 ("Ethics Regulations")

The Ethics Regulations impose a number of requirements on medical practitioners, including good practices, record maintenance requirements, duties to patients, advertising regulations and a framework for punishment and disciplinary action for misconduct and violation of the Ethics Regulations. Oversight and enforcement of the Ethics Regulations have been vested with the relevant Medical Councils. If, upon enquiry, the medical practitioner is found guilty of violating norms prescribed in the Ethics regulations, the appropriate Medical Council may award such punishment as deemed necessary, including a direction towards removal of such medical practitioner's name from the State and/or Indian Medical Registers, either permanently or for a limited period. Further, the Indian Medical Council (Professional Conduct, Etiquette and Ethics) (Amendment) Regulations, 2020, has enabled the practice of telemedicine, specifying that consultation through telemedicine by registered medical practitioners shall be permissible in accordance with the Telemedicine Practice Guidelines, provided in the appendix to the Ethics Regulations. However, the Ethics Regulations are not an exhaustive code of conduct for medical practitioners. The Indian Medical Council and the State Medical Councils are not precluded by the Ethics Regulations from considering or dealing with any other form of professional misconduct not covered in the Ethics Regulations.

The Indian Medical Degrees Act, 1916

THE INDIAN MEDICAL DEGREES ACT, 1916 (ACT No. VII of 1916) (Passed by the Indian Legislative Council) (Received the assent of the Governor-General on the 16th March 1916) 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.

WHEREAS it is expedient to regulate the grant of titles the grant of titles implying qualification in western medical Science and the assumption and use by unqualified persons of such titles.

The Indian Medical Association (IMA)

The Medical Association is a national voluntary organisation of physicians in India, which looks or cares after the interest of doctors or the wellbeing of the community at large. It was established in 1928 as the All India Medical Association, renamed "Indian Medical Association" in 1930. It is a society registered under The Societies Act of India.

Indian Nursing Council Act, 1947 (“Nursing Act”)

Under the Nursing Act, nurses, midwives or health visitors are required to hold recognised qualifications (provided in the Schedule to the Nursing Act) for enrolment in the state register. Further, states are entitled to establish state councils to regulate the registration of nurses, midwives or health visitors in the relevant state. The Nursing Act also empowers the executive committee of the Indian Nursing Council, constituted under the Nursing Act, to appoint inspectors to inspect any institution which is recognised as a training institution granting any recognised qualification or recognised higher qualification under the Nursing Act.

The National Medical Commission Bill, 2019

The Medical Council of India (MCI) is established under the Indian Medical Council Act, 1956 in order to maintain standards of medical education, give approval to establish medical colleges, medical courses, and recognise medical qualifications. The MCI is also responsible for the regulation of medical practice, including registering doctors in an All India Medical Register. States have their own laws that establish a state medical council to regulate matters related to ethical and professional misconduct of medical practitioners. The National Medical Commission Bill, 2019 was introduced in Lok Sabha on July 22, 2019. The Bill repeals the Indian Medical Council Act, 1956.

National Medical Commission Act, 2019 (“NMC Act”)

The NMC Act, 2019 provides for, amongst others, a medical education system that improves access to quality and affordable medical education, ensures availability of adequate and high quality medical professionals across the country, encourages medical professionals to adopt latest medical research and enforces high ethical standards in medical service. The National Medical Commission, constituted under the NMC Act, is entrusted with the exercise of powers and functions under the NMC Act, including prescribing policies for quality medical education and assessing healthcare requirements. Further, through the NMC Act, it has also been proposed to hold a common final year undergraduate medical examination, known as the National Exit Test, for granting licences to practise medicine as medical practitioners and for enrolment in the state medical register or the national medical register. No person other than a person who is enrolled in the state or national medical register shall be allowed to practice medicine as a qualified medical practitioner and doing so is punishable with a fine or imprisonment or both.

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.

LAWS GOVERNING TO SALE, STORAGE OF DRUGS AND MEDICATION

The Drugs Control Act 1950

The Drugs Control Act, 1950 is an Act of the Parliament of India which regulates the pricing of drugs. It allows the government to fix the maximum price of any drug. The Act allows the Government of India to control the sales, supply and distribution of any drug in India. The government can set maximum selling price, maximum quantity to be possessed by dealer and maximum quantity to be sold to one person. The government can impose various restriction of sale. The Act require any retailer to give a cash memorandum to the customer for any purchase above ₹5, and in case the purchase is below ₹5 the retailer must give a memo if the customer demands. The violation of the Act carries a maximum of 3 years with or without fine. In case of corporate violators, every director, manager, secretary, agent or other officer or person concerned with the management may be prosecuted unless he/she the offence occurred without his/her knowledge. The investigating officer must have the rank of Inspector in the police. Drugs and Cosmetics Act, 1940 (“Drugs and Cosmetics Act”).

Drugs and Cosmetics Act, 1940 (“Drugs Act”), the Drugs and Cosmetics Rules, 1945 (“Drugs Rules”) and the New Drugs and Clinical Trials Rules, 2019 (“Clinical Trials Rules”)

The Drugs Act regulates the import, manufacture, distribution and sale of drugs and prohibits the manufacture and sale of certain drugs and cosmetics which are misbranded, adulterated or spurious. The Drugs Act and the Drugs Rules specify the requirement of a license for the manufacture, sale, import or distribution of any drug or cosmetic. It further mandates that every person holding a license must keep and maintain such records, registers and other documents as may be prescribed which may be subject to inspection by the relevant authorities. Violations of various provisions of the Drugs Act, including those pertaining to the manufacturing and import of spurious drugs, non-disclosure of specified information and a failure to keep the required documents are punishable with a fine, or imprisonment or both.

Under the Drugs Rules, human clinical trials for drugs are regulated. The Drugs Rules provide for obtaining of registration of the ethics committee by the licensing authority and provides for a phase wise application procedure for the conduct of clinical trials. Every clinical trial will have to be registered with the Clinical Trials Registry – India before enrolling the first patients for study. A detailed scheme for compensating patients participating in such clinical trials, in case of death or injury, has also been provided for under the Drugs Rules. Annual status reports on each clinical trial, including whether it is on-going, completed or terminated, are required to be submitted to the licensing authority.

Further, under the Clinical Trials Rules, the ethics committee is required to register itself with the central licensing authority in order to conduct any clinical trial, bioavailability study or bioequivalence study. The Clinical Trials Rules further provide for the composition and functions of the ethics committee and its period of validity. The Clinical Trials Rules further mandate the maintenance of records for a period of five years after completion of the clinical trial or bioavailability study or bioequivalence study, as the case may be.

Drugs (Prices Control) Order, 2013 (“DPCO”)

Promulgated pursuant to the Essential Commodities Act, 1955, the DPCO, amongst others, sets out procedures for fixing the ceiling price of scheduled formulations of specified strengths or dosages, retail price of new drugs for existing manufacturers of scheduled formulations, method of implementation of prices fixed by government and penalties for contravention of its provisions. The DPCO also authorises the government to prescribe a ceiling price for formulations listed in the National List of Essential Medicines, 2015

- as declared by the Ministry of Health and Family Welfare, GoI and modified from time to time. Further, where an existing manufacturer of a drug with dosages and strengths as specified in the National List of Essential Medicines, 2015 launches a /new drug, it must seek prior price approval of such drug from the government.

Narcotic Drugs and Psychotropic Substances Act, 1985 (“NDPS Act”) and the Narcotic Drugs and Psychotropic Substances Rules, 1985 (“NDPS Rules”)

The NDPS Act regulates the possession and use of drugs falling within the definition of “narcotic drug” and “psychotropic substances”. A number of drugs used in the treatment of human beings are regulated by the NDPS Act. Under the NDPS Rules, a licence will need to be obtained from the licensing authority under the NDPS Act, for a hospital to purchase and administer such drugs to patients. The licence will also provide for the quantity of drugs licenced thereunder and the conditions subject to which the hospital is permitted to possess and administer narcotic drugs. The NDPS Act also provides for penalties for contravention, which includes imprisonment and fine.

Guidelines for Exchange of Human Biological Material for Biomedical Research Purposes, 1997 (“HBM Guidelines”)

The HBM Guidelines, issued by the GoI, authorise the Indian Council of Medical Research (“ICMR”) to set up a committee for consideration of proposals relating to import of biological materials, such as blood samples, for commercial purposes. Pursuant to these guidelines, ICMR has issued the “Guidance on Transfer of Human Biological Material for Commercial Purposes” (“ICMR Guidance”). In accordance with the ICMR Guidance, applications for import of blood samples are required to be made to the ICMR for onward consideration by a committee. Applicant companies are required to comply with, amongst others, the Guidance on Regulations for the Transport of Infectious Substances (2013-2014) and Laboratory Biosafety Manual – 2004, issued by the World Health Organization, United Nations, class (6.2) specifications for packing instructions, and the Environment Protection Act, 1986, along with the rules framed thereunder.

Pharmacy Act, 1948 and Pharmacy Practice Regulations, 2015

Under the Pharmacy Act, 1948, pharmacists are required to be registered with the Pharmacy Council of India. Only registered pharmacists are permitted to vend medicines and drugs from pharmacies. The Pharmacy Practice Regulations, 2015 impose certain obligations on the owners of pharmacy businesses. For instance, names of the owner of the pharmacy business, and the registered pharmacist must be mandatorily displayed in the premises where the business is being carried on and in compliance with the various conditions stipulated thereunder. A registered pharmacist also is required to be appointed to be in compliance with the aforementioned requirement. Under the Pharmacy Act, 1948, if pharmacists falsely claim to be registered, or dispense medicines without being registered, they are punishable with fine or imprisonment or both.

Other Acts:

Excise permit to store the spirit - Central Excise Act, 1944.

Sale of Goods Act 1930

IPC Section 274 (Adulteration of Drugs) Sec 275 (Sale of Adulterated drug) Sec 276 (Sale of Drug as different drug of preparation), Sec 284 (negligent conduct with regard to poisonous substances) Laws Governing management of patients:

LAWS GOVERNING MANAGEMENT OF PATIENTS

Medical Termination of Pregnancy Act, 1971 (“MTP Act”) and the rules thereunder

The MTP Act regulates the termination of pregnancies by registered medical practitioners and permits termination of pregnancy only on specific grounds. It stipulates that medical termination of pregnancies can be carried out only in certain stipulated circumstances by a registered medical practitioner who has the necessary qualification, training and experience in performing such termination and only at a place which has facilities that meet the standards specified in the rules and regulations issued under the MTP Act. Failure to comply with the requirements of Section 7 of the MTP Act is punishable with a fine up to one thousand rupees. Under the Medical Termination of Pregnancy Rules, 2003 framed pursuant to the MTP Act, private clinics can receive their authorisation only if the government is satisfied that termination of pregnancies will be done under safe and hygienic conditions, and the clinic has the requisite infrastructure and instruments in place.

Transplantation of Human Organs Act, 1994 (“Transplantation Act”)

The Transplantation Act, and the rules thereunder, 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.

Pre-Conception and Pre-Natal Diagnostic Techniques (Prohibition of Sex Selection) Act, 1994 (“PCNDT Act”) and the Pre-Natal Diagnostic Techniques (Regulation and Prevention of Misuse) Act, 1994 (“PNDT Act”)

The PCNDT Act and PNDT Act prohibit sex selection, before or after conception, regulate the use of pre-natal diagnostic techniques by restricting their usage for the purposes of detecting genetic or metabolic disorders or chromosomal abnormalities or certain congenital malformations or sex-linked disorders and seek to prevent the misuse of such techniques for the purposes of pre-natal sex determination leading to female foeticide. The PCNDT Act and PNDT Act also make it mandatory for all genetic counselling centres, genetic clinics, genetic laboratories carrying out pre-natal diagnostic techniques, to register with the appropriate authority, failing which penal actions may be taken against them. Hospitals providing pre-natal diagnostic facilities fall within the purview of the PNDT Act and PNDT Act. Further, the PCNDT Act and PNDT Act prohibit advertisements relating to pre-conception and pre-natal determination of sex and the same is made punishable with a fine and imprisonment.

Registration of Births and Deaths Act, 1969 (“RBD Act”)

The RBD Act was enacted to regulate the registration of births and deaths in India. Pursuant to the RBD Act, the Government of AP has notified the AP Registration of Births and Deaths Rules, 1999 (“AP RBD Rules”). Under the RBD Act and AP RBD Rules, 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.

National Ethical Guidelines for Biomedical and Health Research Involving Human Participants, 2017 (“ICMR Code”)

The Indian Council of Medical Research has issued the ICMR Code which envisages that medical and related research using human beings as research participants must only be carried out after due consideration of all alternatives and the use of human participants is considered to be essential for the proposed study. The ICMR Code lays down the requirement of ensuring privacy and confidentiality along with ensuring that such studies are conducted in a transparent and environmentally friendly manner.

As required by the ICMR Code, it is mandatory that all proposals on biomedical research involving human participants should be cleared by an appropriately constituted independent and impartial institutional ethics committee to safeguard the welfare and the rights of the participants. The committee should preferably have seven to 15 persons while maintaining a balance between medical and non-medical/ technical and non-technical members, depending upon the needs of the institution.

These ethics committees are entrusted with the initial review of research proposals prior to their initiation, and also have a continuing responsibility to regularly monitor the approved research to ensure ethical compliance during the conduct of research. Such an on-going review has to be in accordance with the international guidelines wherever applicable and the Standard Operating Procedures of the World Health Organization.

The ICMR Code also provides that the human participants may be paid for the inconvenience and time spent, and should be reimbursed for expenses incurred, in connection with their participation in the research. They may also receive free medical services.

During the period of research, if any such participant requires treatment for complaints other than the one being studied necessary, free ancillary care or appropriate treatments may be provided. However, the ethics committee is entrusted to ensure that payments should not be so large or the medical services so extensive as to make a prospective participant's consent readily to enroll in research against their better judgment, which would then be treated as undue inducement.

LAWS GOVERNING THE SAFETY OF PATIENTS, PUBLIC AND STAFFS WITHIN HOSPITAL PREMISES:

Atomic Energy Act, 1962 as amended (“AE Act”)

The AE Act aims to ensure safe disposal of radioactive waste and secure public safety, including that of persons handling radioactive substances. The AE Act empowers the GoI to, prohibit the manufacture, possession, use, and transfer, export and import, transport and disposal, of any radioactive substances without its written consent and requires any person to make periodical returns or other such statements as regards any prescribed substance in a person's possession or control that can be a source of atomic energy. Violation of various provisions of the AE Act is punishable fine or imprisonment, or both. Further, the GoI, in order to prevent radiation hazards, secure public safety and safety of persons handling radioactive substances or radiation generating plants, is empowered to ensure safe disposal of radioactive wastes at such premises. Our Company is required to obtain licenses from the AERB for the use of radioactive substances and disposal of radioactive waste.

Atomic Energy (Radiation Protection) Rules, 2004 (“Radiation Rules”)

The Radiation Rules require that no person shall, without a license issued by the Atomic Energy Regulatory Board (“AERB”), establish a radiation installation for siting, design, construction, commissioning or operation. Such license is valid for a period of five years. The Radiation Rules also require a license for a person to handle radioactive material or operate a radiation generating equipment. A registration will be required under the Radiation Rules, for sources and practices associated with medical diagnostic x-ray equipment including therapy, simulator and analytical x-ray equipment used for research.

Atomic Energy (Safe Disposal of Radioactive Wastes) Rules, 1987 (“Radioactive Waste Rules”)

Under the Radioactive Waste Rules, an authorisation is necessary for any person to dispose of radioactive waste, and the waste may only be disposed of in the terms of such authorisation. A Radiological Safety Officer is required to be appointed to assist in the safe handling and disposal of radioactive waste. Further, records are required to be maintained of all disposals and handling of radioactive waste and the persons carrying it out.

Radiation Surveillance Procedures for Medical Application of Radiation, 1989 (“Surveillance Procedures”)

The Surveillance Procedures provide for safety requirements and procedures to be complied with in connection with operating a radiation generating equipment. The Surveillance Procedures require that a radiology safety officer, whose appointment is approved by the AERB, be appointed with respect to the operation of radiation generating equipment.

Safety Code for Medical Diagnostic X-Ray Equipment and Installations, 2001 (the “X-Ray Safety Code”)

The AERB issued the X-Ray Safety Code intended to govern radiation safety in design, installation and operation of X-ray generating equipment for medical diagnostic purposes. The X-Ray Safety Code stipulates that all medical X-ray machines are required to be operated in accordance with the requirements stipulated therein and that it is the responsibility of the owner or user of medical X-ray installation equipment to ensure compliance with the statutory provisions. The X-Ray Safety Code mandates that only the medical X-ray machines approved by the AERB can be installed for use in compliance with the specific requirements of the X-Ray Safety Code, including in relation to location and layout. Additionally, under the X-Ray Safety Code, the owners of medical X-ray installations in India are required to be registered with AERB and conduct quality assurance performance test of the X-ray unit.

Safety Code for Nuclear Medicine Facilities, 2011 (“Nuclear Medicine Facilities Code”)

The AERB issued the Nuclear Medicine Facilities Code in order to govern the operations of a Nuclear Medicine facility from the stage of setting up a facility to its decommissioning. Nuclear Medicine is a specialty which utilises radio-pharmaceuticals to investigate disorders of anatomy, physiology and patho-physiology, for diagnosis or treatment of diseases or both. The Nuclear Medicine Facilities Code stipulates that a nuclear medicine facility can be commissioned, decommissioned or re-commissioned only with the prior approval of the AERB. The Nuclear Medicine Facilities Code further stipulates that radioactive material can only be procured after obtaining a license from the AERB. In addition to this, the Nuclear Medicines Facilities Code stipulates the responsibilities of employers, licensees, nuclear medicine physicians or technologists.

Draft Digital Information Security in Healthcare Act (“DISHA”)

The DISHA has been drafted to provide for the establishment of national and state Health authorities and health information exchanges, to standardise and regulate the processes related to collection, storing, transmission and use of digital health data and to ensure reliability, data privacy, confidentiality and security of digital health data. The DISHA enumerated the rights of the owners of digital health data and the purposes for which health data can be collected, stored, transmitted and used. A violation of the provisions of the DISHA attracts punishment with a fine or imprisonment. However, the DISHA is still in draft form and is yet to be notified.

Central Government Health Scheme (“CGHS”)

This scheme covers identified categories of Central Government employees in cities covered by the CGHS. The CGHS is currently operative in 71 cities in India. Eligible employees and their dependants who have been duly enrolled to the CGHS can avail cashless treatment for procedures covered by the CGHS, which include procedures under allopathic, homoeopathic and Indian streams of medicine. The Central Government has fixed package rates applicable from time to time for different procedures. Hospitals empanelled with the CGHS raise bills directly with the Central Government for treatment provided to patients covered by the scheme.

LAWS GOVERNING TO MEDICOLEGAL ASPECTS

Consumer Protection Act, 1986 (“Consumer Protection Act”)

The Consumer Protection Act, and the rules thereunder, have been enacted to safeguard the interests of consumers, and to provide for a simple mechanism to redress consumer grievances against deficiencies in goods and services for personal use. This apart, the Consumer Protection Act provides for the dismissal of frivolous or vexatious complaints made before the consumer forums. Further, the provisions of the Consumer Protection Act inter alia, set out various specifications such as the establishment of consumer protection councils, the manner in which complaints are to be made, and the procedure to be followed upon the admission of such complaint. As per the Consumer Protection Act, failure to comply with orders of the consumer forum shall be punishable with imprisonment for a term which shall not be less than 1 month, but which may extend to 3 years. Additionally, offenders may also be punishable with a fine which shall not be less than ₹2,000, but which may extend to ₹10,000.

LAWS GOVERNING PROFESSIONAL TRAINING AND RESEARCH:

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, nonexploitation, privacy, confidentiality, professional competence, and transparency. The ICMR Code accords prime importance to the dignity and wellbeing 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.

LAWS GOVERNING ENVIRONMENT SAFETY:

Environmental Legislation

Environment Protection Act, 1986 (the “EP Act”), Environment Protection Rules, 1986 (the “EP Rules”) and Environmental Impact Assessment Notification, 2006 (“EIA Notification”)

The EP Act has been enacted for the protection and improvement of the environment and empowers the government to take measures in this regard. It is in the form of an umbrella legislation designed to provide a framework for GoI to coordinate the activities of various central and state authorities established under previous laws. Further, the EP Rules specifies, amongst other things, the standards for emission or discharge of environmental pollutants, and restrictions on the handling of hazardous substances in different areas. For contravention of any of the provisions of the EP Act or the rules framed thereunder, the punishment includes either imprisonment or fine or both. Additionally, under the EIA Notification and its subsequent amendments, projects are required to mandatorily obtain environmental clearance from the concerned authorities depending on the potential impact on human health and resources.

Bio-Medical Waste Management Rules, 2016 (“BMW Rules”)

The BMW Rules apply to all persons who generate, collect, receive, store, transport, treat, dispose or handle bio-medical waste in any form including hospitals, nursing homes and clinics. Our Company is required to obtain an authorisation under the BMW Rules for the generation of bio-medical waste to ensure that such waste is handled without any adverse effect to human health and the environment and to set up bio-medical waste treatment facilities as prescribed under the BMW Rules, including pre-treating laboratory and microbiological waste, and providing training to health care workers and others involved in handling bio-medical waste. We are also required to submit an annual report to the prescribed authority and also to maintain records related to the generation, collection, storage, transportation, treatment, disposal, and/ or any form of handling of biomedical waste in accordance with the BMW Rules and the guidelines issued thereunder. The prescribed authority may cancel, suspend or refuse to renew an authorisation, if for reasons to be recorded in writing, the occupier/operator has failed to comply with any of the provisions of EP Act or BMW Rules.

Air (Prevention and Control of Pollution) Act, 1981 (the “Air Act”) and Water (Prevention and Control of Pollution) Act, 1974 (the “Water Act”)

The Air Act was enacted to provide for the prevention, control and abatement of air pollution in India. It is a specialised piece of legislation which was enacted to take appropriate steps for the preservation of natural resources of the earth, which amongst other things include the preservation of the quality of air and control of air pollution. The Water Act was enacted to control and prevent water pollution and for maintaining or restoring of wholesomeness of water in the country. The objective of this legislation is to ensure that domestic and industrial pollutants are not discharged into rivers and lakes without adequate treatment. Our Company is required to obtain consents to operate under the Air Act and the Water Act authorising us to, amongst others, operate our chimneys keeping within the prescribed emission standards and discharge effluents from outlets up to a maximum limit and in accordance with the conditions specified. A violation of the provisions of the Air Act and Water Act is punishable with a fine and/or imprisonment.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (the “Hazardous Waste Rules”)

The Hazardous Waste Rules, read with the EP Act, ensure resource recovery and disposal of hazardous waste in an environmentally sound manner. A categorical list of hazardous wastes have been provided in the schedules in the Hazardous Waste Rules. Our Company is required to obtain authorisations for the generation, processing, treatment, package, storage, transportation, use, collection, destruction, transfer or the like of the hazardous waste from the concerned state pollution control board.

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.

Fire prevention and life safety measures

We are subject to the fire control and safety rules and regulations framed by the various state governments where we own, operate and maintain establishments.

Lift Rules

We are subject to the registration and licence requirements and safety rules and regulations framed by the various state governments.

Other laws:

Noise Pollution Control Rule 2000.
Public Health bye Law 1959.

LAWS RELATING TO EMPLOYMENT

Labour Law Legislation

The various labour and employment related legislation that may apply to our operations, from the perspective of protecting the workers' rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, would include the following:

- i. Contract Labour (Regulation and Abolition) Act, 1970
- ii. Employees' Provident Funds and Miscellaneous Provisions Act, 1952
- iii. Factories Act, 1948
- iv. Employees' State Insurance Act, 1948
- v. Minimum Wages Act, 1948
- vi. Payment of Bonus Act, 1965
- vii. Payment of Gratuity Act, 1972
- viii. Payment of Wages Act, 1936
- ix. Maternity Benefit Act, 1961
- x. Industrial Disputes Act, 1947
- xi. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
- xii. Employees' Compensation Act, 1923
- xiii. Building and Other Construction Workers Regulation of Employment and Conditions of Service Act, 1996.
- xiv. The Code on Wages, 2019*
- xv. The Occupational Safety, Health and Working Conditions Code, 2020**
- xvi. The Industrial Relations Code, 2020***
- xvii. The Code on Social Security, 2020****

**The GoI enacted 'The Code on Wages, 2019' which received the assent of the President of India on August 8, 2019. Through its notification dated December 18, 2020, the GoI brought into force sections 42(1), 42(2), 42(3), 42(10), 42(11), 67(ii)(s), 67(ii)(t) (to the extent that they relate to the Central Advisory Board) and 69 (to the extent that it relates to sections 7, 9 (to the extent that they relate to the GoI) and 8 of the Minimum Wages Act, 1986)) of the Code on Wages, 2019. The remaining provisions of this code will be brought into force on a date to be notified by the GoI. It proposes to subsume four separate legislations, namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976.*

***The GoI enacted 'The Occupational Safety, Health and Working Conditions Code, 2020' which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the GoI. It proposes to subsume several separate 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 GoI enacted 'The Industrial Relations Code, 2020' which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the GoI. It proposes to subsume three separate legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946.*

*****The GoI enacted 'The Code on Social Security, 2020' which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the GoI. It proposes to subsume several separate legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganised Workers' Social Security Act, 2008.*

The other important Regulations:

1. Electricity Act, 1998
2. Guardians and Wards Act, 1890
3. Protection of Human Rights Act, 1993
4. Registration of Births and Deaths Act, 1969
5. Urban Land Act, 1976
6. Right to Information Act 2005
7. Gas Cylinders Rules 2004
8. Boilers Act 1923
9. Explosives Act 1884
10. Insecticide Act 1968
11. Prevention of Food Adulteration Act 1954

12. The Indian fatal accidents Act 1955
13. Leaper's Act 1998
14. Indian Lunacy Act 1912
15. Drugs and Magic Remedies (Objectionable) Advertisement Act, 1954
16. Law of Contract Section 13 (For consent)
17. The Epidemic Disease Act 1897
18. The Mental Health Act 1987.

LAWS RELATING TO TAXATION

Goods and Service Tax Act, 2016 ("GST Act")

On August 8, 2016, the Lok Sabha unanimously passed the 122nd Constitutional Amendment Bill, thereby introducing the goods and services regime. GST provides for imposition of tax on the supply of goods or services and is levied at two levels, central GST, and state GST, along with an integrated GST, for interstate supply of goods or services. GST replaces a majority of indirect taxes and duties that are in place Page 152 of 368 currently at the central and state levels, and is applicable on all goods with the exclusion of alcohol for human consumption, and electricity.

LAWS RELATING TO INTELLECTUAL PROPERTY RIGHTS

Intellectual Property Legislation

The Copyright Act, 1957 and the Copyright Rules, 2013, issued under the Copyright Act, 1957, protect literary and dramatic works, musical works, artistic works including photographs and audio visual works (cinematograph films and video). While copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work, registration constitutes prima facie evidence of the particulars entered therein and may expedite infringement proceedings and reduce delay caused due to evidentiary considerations. The Copyright Rules, 2013 lays down the procedure for registration of copyright, including artistic, musical and literary works. 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.

Intellectual Property in India enjoys protection under both common law and statute. Under statute, India provides for patent protection under the Patents Act, 1970, copyright protection under the Copyright Act, 1957, trademark protection under the Trade Marks Act, 1999 and design protection under the Designs Act, 2000. The above enactments provide for protection of intellectual property by imposing civil and criminal liability for infringement.

The Trade Marks Act, 1999 (the "Trade Marks Act")

Indian trademark law permits the registration of trademarks for goods and services. The Trade Marks Act governs the statutory protection of trademarks and for the prevention of the use of fraudulent marks in India. Certification marks and collective marks can also be registered under the Trademarks Act. An application for trademark registration may be made by individual or joint applicants by any person claiming to be the proprietor of a trade mark, and can be made on the basis of either use or intention to use a trademark in the future. Applications for a trademark registration may be made for in one or more international classes. Once granted, trademark registration is valid for ten (10) years unless cancelled. If not renewed after ten (10) years, the mark lapses and the registration has to be restored. While both registered and unregistered trademarks are protected under Indian Law, the registration of trademarks offers significant advantages to the registered owner, particularly with respect to proving infringement.

The Trade Mark (Amendment) Act, 2010 has been enacted by the GoI to amend the Trade Marks Act in order to enable Indian nationals as well as foreign nationals to secure simultaneous protection of trademark in other countries, and to empower the Registrar of Trademarks to do so. It also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to bring the law generally in line with international practice.

Patents Act, 1970

The Patents Act, 1970 (the "Patents Act") governs the patent regime in India. Being a signatory to the Agreement on Trade Related Aspects of Intellectual Property Rights, India is required to recognise product patents as well as process patents. In addition to the broad requirement that an invention, a patent has to satisfy the requirements of novelty, utility and non-obviousness in order for it to avail patent protection. The Patents Act stipulates that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy the above criteria. The Patents Act prohibits any person resident in India from applying for patent for an invention outside India without making an application for the invention in India. The term of a patent granted under the Patents Act is twenty (20) years from the date of filing of the application for the patent.

OTHER APPLICABLE LAWS

The Micro, Small and Medium Enterprises Development Act, 2006 (“MSME Act”)

MSME Act was enacted to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. Any person who intends to establish (a) a micro or small enterprise, at its discretion; (b) a medium enterprise engaged in providing or rendering of services may, at its discretion; or (c) a medium enterprise engaged in manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 is required to file a memorandum before such authority as specified by the State Government or the Central Government. The form of the memorandum, the procedure of its filing and other matters incidental thereto shall be such as may be specified by the Central Government, based on the recommendations of the advisory committee. Accordingly, in exercise of this power under the MSME Act, the Ministry of Micro, Small and Medium Enterprises notification dated September 18, 2015 specified that every micro, small and medium enterprises is required to file a Udyog Adhaar Memorandum in the form and manner specified in the notification.

Companies Act, 2013

Companies Act primarily regulates the formation, financing, functioning and restructuring of separate legal entity as companies. 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 lays 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

Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“POSH Act”)

The POSH Act was enacted to provide protection against sexual harassment of women at workplace and for the prevention and redressal of complaints of sexual harassment and for matters connected therewith or incidental thereto. The POSH Act mandates every employer to provide a safe working environment at the workplace which shall include safety from the persons coming into contact at the workplace. The POSH Act provides that employers must formulate a policy against sexual harassment at workplace and that policy needs to be disseminated. The POSH Act defines ‘sexual harassment’ to include any unwelcome acts or a sexually determined behaviour (whether directly or by implication). ‘Workplace’ under the POSH Act has been defined very broadly to include government bodies, private and public sector organisations, non-governmental organisations, organisations carrying on commercial, vocational, educational, entertainment, industrial, financial activities, hospitals and nursing homes, educational institutes, sports institutions and any place visited by the employee arising out of or during the course of employment.

The POSH Act mandates for constitution of an Internal Complaints Committee by every employer of a workplace along with constitution of Local Complaints Committee” to receive complaints of sexual harassment from establishments where the Internal Committee has not been constituted due to having less than ten workers or if the complaint is against the employer himself. Where the employer contravenes the provisions of the POSH Act, he would be punishable with fine which may extend up to ₹ 50,000 (Rupees Fifty Thousand only).

Municipality Laws

Pursuant to the Seventy Fourth Amendment Act, 1992, the respective State Legislatures in India have the power to endow the Municipalities (as defined under Article 243Q of the Constitution of India) with the power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India which includes regulation of public health. The respective States of India have enacted laws empowering the Municipalities to regulate public health including the issuance of a health trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

Police Laws

The State Legislatures in India are empowered to enact laws in relation to public order and police under Entries 1 and 2 of the State List (List II) to the Constitution of India. Pursuant to the same the respective States of India have enacted laws regulating the same including registering eating houses and obtaining a ‘no objection certificate’ for operating such eating houses with the police station located in that particular area, along with prescribing penalties for non-compliance.

The Indian Contract Act, 1872

The Contract Act is the legislation which lays down the general principles relating to formation, performance and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Contract Act. The Contract Act also provides for circumstances under which contracts

will be considered as 'void' or 'voidable'. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

Transfer of Property Act, 1882

The transfer of property is governed by the Transfer of Property Act, 1882 ("T.P. Act"). The T.P. Act establishes the general principles relating to the transfer of property including among other things identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property.

Registration Act, 1908

The Registration Act, 1908 ("Registration Act") has been enacted with the object of providing public notice of execution of documents affecting a transfer of interest in property. Section 17 of the Registration Act identifies documents for which registration is compulsory and includes among other things, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in present or in future, any right, title or interest, whether vested or contingent, in immovable property of the value of one hundred rupees or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent. Section 18 of the Registration Act provides for non-compulsory registration of documents as enumerated in the provision.

HISTORY AND CORPORATE STRUCTURE

Our Company was originally incorporated as a private limited Company under the name of Asarfi Hospital Private Limited on October 04, 2005 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Bihar & Jharkhand, bearing registration number as 011673. Thereafter, our Company was converted from private limited to public limited, pursuant to special resolution passed by the shareholders of the Company at the Extraordinary general meeting held on January 03, 2012 and the name of our Company was changed from Asarfi Hospital Private Limited to Asarfi Hospital Limited vide fresh certificate of incorporation dated February 08, 2012 issued by the Registrar of Companies, Jharkhand. The Corporate identification number of our Company is U85110JH2005PLC011673.

Harendra Singh and Nayan Prakash Singh were the initial subscribers to the Memorandum of Association of our Company.

Address of the Registered Office:

Registered Office	Baramuri, Bishunpur Polytechnic, Dhanbad – 828130, Jharkhand, India.
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Changes in Registered Office of the Company:

Except as disclosed below, there has been no change in our Registered Office since incorporation.

Effective date	From	To	Reason for change
October 12, 2020	Phularitand, Kharkhari, P.S.-Madhubani, Dist-Dhanbad, Jharkhand – 828125, India	Baramuri, Bishunpur Polytechnic, Dhanbad – 828130, Jharkhand, India	Administrative Convenience

Main Objects of Memorandum of Association:

The main objects of our Company as contained in our Clause III(A) of Memorandum of Association of our Company are as follows:

1. To acquire establish and maintain one or more Hospital/ Hospitals for treatment of person suffering from illness or persons requiring medical attention or rehabilitation or medical relief and also provide Primary Health Service and treatment as well as specialised and super specialty health service.
2. To acquire establish and maintain Pathological, Radiological, Diagnostic centre, Clinic, Dispensaries, Pharmacies and other supporting and facilitating centre including medicine shops and Rehabilitation centre, sanatorium in different districts and states with different names as a unit of Asarfi Hospital Limited.
3. To carry out medical research by engaging in the research and development of all fields of medical sciences and all systems and discipline of medical systems and in therapies of medical treatment so as to afford medical relief in a better way.
4. To provide different preventive healthcare service including Vaccination Centre, Drug Distribution Centre also run Health Awareness programme, Hygiene Awareness programme, Health Camp, Health Education Centre, Yoga Centre, Exercise Centre, Health resort, Health Information Centre whether on payment or on free of cost.
5. To establish, construct, own, rent, lease, manage, acquire, maintain, run all kinds of Educational, Vocational, Training Institutions, Coaching Centres, Colleges, Schools, Universities (setting up of universities subject to approval of Government/other Authorities), architecture colleges, colleges of marine, engineering colleges, medical colleges, colleges and schools in arts, science, business, social sciences, environmental science, fine arts, management, nursing & physiotherapy, music, polytechnics, technical training centres, legal studies, in the field of Medical, Nursing Institutions, Paramedical and all other related fields of medical services or other institutes with an intent and scope to provide education in various fields and to conduct various educational courses, programmes and/or allied courses in the interest of public at large.

Amendments to the Memorandum of Association

Except as stated below, there has been no change in the Memorandum of Association of our Company since its incorporation:

Date of Meeting	Type of Meeting	Amendments
January 23, 2006	EGM	Alteration in Capital Clause in Memorandum of Association pursuant increase in Authorised Share Capital, from ₹5,00,000 comprising of 15,000 Class A Equity Shares of ₹10/- each and 3,500 Class B Equity Shares of ₹100/- each to ₹70,00,000 comprising of 1,00,000 Class A Equity Shares of ₹10/- each and 60,000 Class B Equity Shares of ₹100/- each.

Date of Meeting	Type of Meeting	Amendments
May 21, 2010	EGM	Alteration in Capital Clause in Memorandum of Association pursuant increase in Authorised Share Capital, from ₹ 70,00,000 comprising of 1,00,000 Class A Equity Shares of ₹10/- each and 60,000 Class B Equity Shares of ₹100/- each to ₹ 1,20,00,000 comprising of 1,00,000 Class A Equity Shares of ₹10/- each and 1,10,000 Class B Equity Shares of ₹100/- each.
January 03, 2012	EGM	Conversion of our Company from Private Limited to Public Limited Company. Consequently name of the Company has been changed from Asarfi Hospital Private Limited to Asarfi Hospital Limited and consequent upon conversion to Public Limited Company a fresh Certificate of Incorporation dated February 08, 2012 bearing CIN U85110JH2005PLC011673 was issued by Registrar of Companies, Jharhand.
February 04, 2016	EGM	Alteration in Capital Clause in Memorandum of Association pursuant increase in Authorised Share Capital, from ₹ 1,20,00,000 comprising of ₹ 1,00,000 Class A Equity Shares of ₹10/- each and 1,10,000 Class B Equity Shares of ₹100/- each. to ₹ 4,10,00,000 comprising of 1,00,000 Class A Equity Shares of ₹10/- each and 4,00,000 Class B Equity Shares of ₹100/- each.
December 27, 2018	EGM	Sub-division of Face value of Equity Shares of the Company from ₹ 100/- per Equity Share to ₹ 10/- per Equity Share and consequent alteration to the Capital Clause i.e. Clause V of the Memorandum of Association for maintaining only one class equity shares.
March 10, 2022	EGM	Alteration in Capital Clause in Memorandum of Association pursuant increase in Authorised Share Capital, from ₹ 4,10,00,000/- comprising of 41,00,000 equity shares of ₹ 10/- each to ₹ 11,00,00,000/- comprising of 1,10,00,000 equity shares of ₹ 10/- each
August 25, 2022	EGM	Alteration in Capital Clause in MOA pursuant increase in Authorised Share Capital, from ₹ 11,00,00,000/- comprising of 1,10,00,000 equity shares of ₹ 10/- each to ₹ 15,00,00,000/- comprising of 1,50,00,000 equity shares of ₹ 10/- each Alteration of Clause III (A) by altering existing clause (2) of Memorandum of Association as stated: 2. To acquire establish and maintain Pathological, Radiological, Diagnostic centre, Clinic, Dispensaries, Pharmacies, and other supporting and facilitating centre including medicine shops and Rehabilitation centre, sanatorium in different districts and states with different names as a unit of Asarfi Hospital Limited.
October 06, 2022	EGM	Alteration in Capital Clause in MOA pursuant increase in Authorised Share Capital, from ₹ 15,00,00,000/- comprising of 1,50,00,000 equity shares of ₹ 10/- each to ₹ 20,00,00,000/- comprising of 2,00,00,000 equity shares of ₹ 10/- each
October 06, 2022	EGM	Alteration of Clause III (A) by inserting object (5) after Clause III (A) (4) of Memorandum of Association as: 5. To establish, construct, own, rent, lease, manage, acquire, maintain, run all kinds of Educational, Vocational, Training Institutions, Coaching Centres, Colleges, Schools, Universities (setting up of universities subject to approval of Government/other Authorities), architecture colleges, colleges of marine, engineering colleges, medical colleges, colleges and schools in arts, science, business, social sciences, environmental science, fine arts, management, nursing & physiotherapy, music, polytechnics, technical training centres, legal studies, in the field of Medical, Nursing Institutions, Paramedical and all other related fields of medical services or other institutes with an intent and scope to provide education in various fields and to conduct various educational courses, programmes and/or allied courses in the interest of public at large.

Adoption of new set of Articles of Association of the Company:

Our Company has adopted a new set of Articles of Association in accordance with the applicable provisions of the Companies Act 2013, at the Extra Ordinary General Meeting of the Company held on February 13, 2023.

Major events and milestones of our Company:

The table below sets forth some of the major events in the history of our company:

Year/ F.Y.	Key Events/ Milestone/ Achievements
2008	Started In Patient Department (IPD)
2009	Established Burn Department
2016	Installed 10 NM ³ PSA Oxygen Plant Completed Expansion of Block-A Increased Bed Strength from 98 to 120 Beds
2017	Commenced Operation of Cardiac Department

Year/ F.Y.	Key Events/ Milestone/ Achievements
	Started Construction of Block-B
2019	Land allotted by JIADA for Cancer Hospital at Ranguni, Jharkhand Started Construction of Block-C
2022	Started Construction of Cancer Hospital Land allotted by RSCCL for Hospital Administration Course in Ranchi Commenced Operation of SRT Diagnostic (A unit of Asarfi Hospital) at Dhanbad (Jharkhand) and Ballia (Uttar Pradesh)

Our holding company:

As on the date of this Prospectus, our Company does not have a holding company.

Our Subsidiaries and Joint Ventures:

As on date of this Prospectus, our Company does not have any Subsidiaries, joint ventures or Associates.

Accumulated profits or losses

As on the date of this Prospectus, there are no accumulated profits or losses of the firm that have not been accounted for or consolidated by our Company.

Strategic or Financial Partnerships:

As on the date of this Prospectus, Our Company does not have any strategic or financial partnerships.

Time and Cost Overruns in Setting up Projects:

There has been no time/ cost overrun in setting up projects by our Company.

Other details about our Company:

For details of our Company's activities, products, growth, awards & recognitions, location of plants, technology, marketing strategy, competition and our customers, please refer section titled "**Our Business**", "**Management's Discussion and Analysis of Financial Conditions and Results of Operations**" and "**Basis for Issue Price**" on pages 106, 192 and 87 respectively of this Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to sections titled "**Our Management**" and "**Capital Structure**" beginning on page 139 and 57 of the Prospectus respectively.

Defaults or Rescheduling of Borrowings with Financial Institutions/ Banks:

There have been no defaults or rescheduling of borrowings with any financial institutions/banks as on the date of the Prospectus.

Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc.

Our Company has not made any material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years preceding the date of this Prospectus.

Shareholders Agreements

There are no subsisting shareholder's agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same as on the date of the Prospectus.

Agreement with key managerial personnel or Directors or Promoters or any other employee of the Company

There are no agreements entered into by key managerial personnel or Directors or Promoters or any other employee, 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 the Company.

Other Material Agreements

Our Company has not entered into any subsisting material agreements including with strategic partners, joint venture partners and/or financial partners, entered into, other than in the ordinary course of business of the Company.

OUR MANAGEMENT**Board of Directors:**

The following table sets forth the details regarding the Board of Directors of our Company as on the date of filing of this Prospectus:

Name, designation, age, date of birth, address, experience, occupation, qualification, current term, date of appointment and DIN	Other directorships
Udai Pratap Singh Designation: Managing Director Age: 28 years Date of Birth: September 19, 1994 Address: Khatal Road, Damodarpur, Post – ISM Dhैया, Dhanbad-826004, Jharkhand, India. Experience: 6 years Occupation: Business Qualification: Master of Engineering Current Term: For a period of five years with effect from August 25, 2022; liable to retire by rotation Period of Directorship: From May 15, 2019 DIN: 08453794	Companies: 1. Asarfi Cancer Institute Private Limited
Madhuri Singh Designation: Executive Director Age: 50 years Date of Birth: January 25, 1973. Address: Khatal Road, Post ISM Dhैया, Dhanbad-826004, Jharkhand, India. Experience: 11 years Occupation: Business Qualification: Secondary School Certificate Current Term: Re-designated as Executive Director w.e.f. February 13, 2023, liable to retire by rotation Period of Directorship: From March 20, 2013 DIN: 06562038	Nil
Sukanti Kumar Das Designation: Non-Executive Director Age: 73 years Date of Birth: August 07, 1949	Nil

Name, designation, age, date of birth, address, experience, occupation, qualification, current term, date of appointment and DIN	Other directorships
Address: 3B, Balaji Apartment, Saraidhela, Dhanbad-828127, Jharkhand, India Experience: 37 years Occupation: Business Qualifications: Bachelor of Medicine and Bachelor of Surgery (MBBS) Current Term: appointed as Non-Executive Director from February 13, 2023, liable to retire by rotation Period of Directorship: From August 25, 2022 DIN: 01842846	
Amit Kumar Barnwal Designation: Independent Director Age: 32 years Date of Birth: March 16, 1991. Address: 121, East Koiri Bandh, Jharia, Near Mahavir Mandir, Dhanbad-828111, Jharkhand, India. Experience: 4 years Occupation: Business Qualification: Bachelor of Commerce (Hons), Company Secretary Current Term: Appointed for a term upto 5 years commencing from March 22, 2022 Period of Directorship: From March 22, 2022. DIN: 09039421	Companies: 1. Shivam Iron & Steel Company Limited 2. BST Infratech Limited
Rajkumari Sharma Designation: Independent Director Age: 32 years Date of Birth: December 05, 1990. Address: Vinod Nagar, Bokaro Dairy, Near Trimurti Mandir, Dhanbad-826001, Jharkhand India. Experience: 5 years Occupation: Business Qualification: Company Secretary Current Term: For a period of 5 years with effect from March 22, 2022 Period of Directorship: From March 22, 2023	Nil

Name, designation, age, date of birth, address, experience, occupation, qualification, current term, date of appointment and DIN	Other directorships
DIN: 09538512	

Brief Profile of Directors:

- 1. Udai Pratap Singh**, Managing Director of our company. He has completed Bachelor of Engineering (Electrical & Electronics) from Visvesvaraya Technological University, Karnataka in year 2016 and Master of Engineering from University of Cincinnati, Ohio in year 2017. He currently looks after the overall management of the Company & Hospital.
- 2. Madhuri Singh**, Executive Director of our company. She has completed Secondary School Certificate from Bihar Board of Secondary Education in the year 1988. She currently looks after the overall administration and corporate social responsibility of the Company.
- 3. Sukanti Kumar Das** is the Non-Executive Director of our Company. He has completed his Bachelor of Medicine and Bachelor of Surgery (MBBS) from West Bengal Medical Council in year 1975, followed with Diploma in Obs and Gynae in year 1977 and DM (Obs and Gynae), PGIMER Chandigarh in year 1986. He has more than 37 years of experience in field of Medical and Consultant. He is associated with the company as Gynaecology from more than a decade.
- 4. Amit Kumar Barnwal** is an Independent Director of our company He is the member of Institute of Company Secretaries of India since 2019. He has more than 4 years of experience in corporate governance and secretarial matters.
- 5. Rajkumari Sharma**, is an Independent Director of our company. She is the member of Institute of Company Secretaries of India since 2022. She has more than 5 years of experience.

Confirmations:

As on the date of this Prospectus:

- None of our Directors is or was a director of any listed company during the last five years preceding the date of this Prospectus, whose shares has been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.
- None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during the tenure of their directorship in such company.
- None of the Directors are categorized as a wilful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(III) of SEBI (ICDR) Regulations.
- None of our Directors is declared as fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.

Arrangements with major Shareholders, Customers, Suppliers or Others:

We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which any of our Directors were selected as Directors or members of the senior management.

Service Contracts:

The Directors of our Company have not entered into any service contracts with our company which provides for benefits upon termination of their employment.

Details of Borrowing Powers of Directors:

Pursuant to a special resolution passed at an Extra-ordinary General Meeting of our Company held on February 13, 2023 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company have authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹ 150.00 Crore.

Compensation of our Managing Director & Executive Director:

The compensation payable to our Managing Director & Executive Director will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2(54), 2(94), 188, 196, 197, 198 and 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 or any of the provisions of the Companies Act, 1956, for the time being in force).

The following compensation has been approved for Managing Director and Executive Director.

1. Udai Pratap Singh: Managing Director

Pursuant to the resolutions passed by our Shareholders on August 25, 2022, Udai Pratap Singh was re-designated as Managing Director for a period of 5 years with immediate effect at a remuneration, which is to be given by way of salary, dearness allowance, perquisites and other allowances or any other combination thereof which shall not exceed ₹ 9.60 Lakhs P.A.

2. Madhuri Singh: Executive Director

Pursuant to the resolutions passed by our Shareholders on February 13, 2023, Madhuri Singh was appointed as Executive Director on such terms and conditions as may be decided by the Board.

Payments or benefits to Directors:

The remuneration paid to our Directors in Fiscal 2023 is as follows:

Name of Director	Remuneration paid in F.Y. 2022-23 (₹ in lakhs)
Udai Pratap Singh	9.00
Madhuri Singh	6.00

Bonus or Profit-Sharing Plan for our Directors:

We have no bonus or profit sharing plan for our Directors.

Sitting Fees:

Our Board of Directors have resolved in their meeting dated February 13, 2023 for payment of sitting fees to Directors (including independent directors) of the Company, such sum as may be decided by the Board of Directors which shall not exceed ₹ 1,00,000/- (Rupees One Lakh Only) per meeting of the Board or Committee thereof, attended by such director.

Shareholding of our Directors as on the date of this Prospectus:

Sl. No.	Name of the Directors	No. of Shares Held	Holding in % (pre-issue)
1	Udai Pratap Singh	23,54,360	16.24%
2	Madhuri Singh	7,90,880	5.46%
3	Sukanti Kumar Das	3,31,500	2.29%
		34,96,740	23.98%

None of the Independent Directors of the Company holds any Equity Shares of Company as on the date of this Prospectus.

We do not have any Subsidiary Company as defined under Section 2(6) of the Companies Act, 2013.

Our Articles of Association do not require our Directors to hold any qualification Equity Shares in the Company.

INTEREST OF DIRECTORS

All the Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them under the Articles, and to the extent of remuneration paid to them for services rendered as an officer or employee of the Company. For further details, please refer to Chapter titled **“Our Management”** beginning on page 139 of this Prospectus.

Our Directors may also be regarded as interested to the extent of their shareholding and dividend payable thereon, if any, and to the extent of Equity Shares, if any held by them in our Company or held by their relatives. Further our Director are also interested to the extent of unsecured loans, if any, given by them to our Company or by their relatives or by the companies/ firms in which they are interested as directors/ Members/ Partners. Further our Directors are also interested to the extent of loans, if any, taken by them or their relatives or taken by the companies/ firms in which they are interested as Directors/ Members/ Partners and for the details of Personal Guarantee given by Directors towards Financial facilities of our Company please refer to **“Statement of Financial Indebtedness”** on page 190 of this Prospectus.

Except as stated otherwise in this Prospectus, our Company has not entered into any Contract, Agreements or Arrangements during the preceding two years from the date of the Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be entered into with them.

Interest of Directors in the property of Our Company:

Our directors do not have any interest in any property acquired by our Company in a period of two years before filing of this Prospectus or proposed to be acquired by us as on date of filing the Prospectus with ROC.

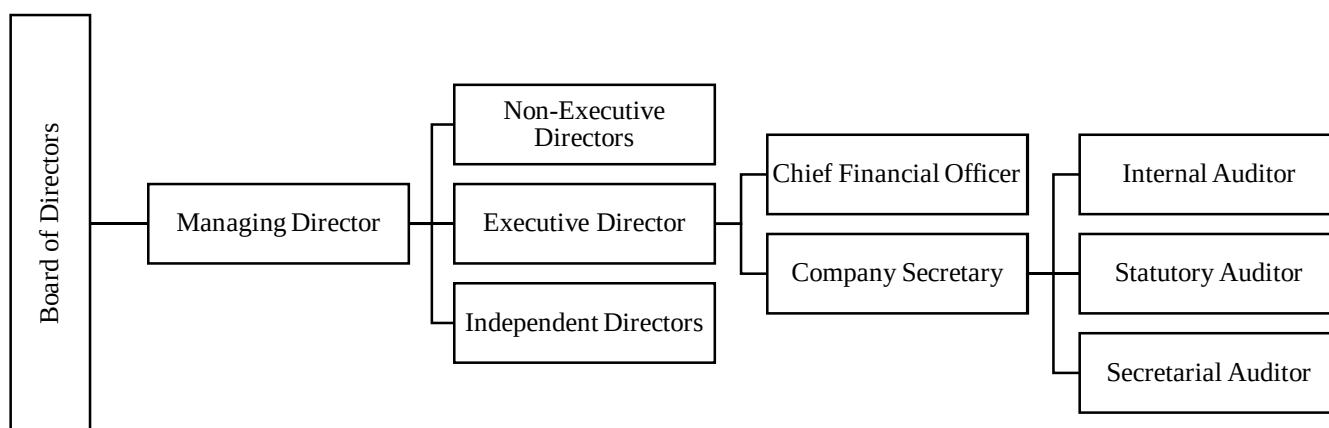
Except as stated in this section **“Our Management”** or the section titled **“Financial information of the Company – Annexure XXIX- Related Party Disclosure”** beginning on page 139 and 183 respectively of this Prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in our business.

Changes in Board of Directors in Last 3 Years:

Name of Director	Designation (at the time of appointment/ Change in designation/ Cessation)	Date of Appointment/ Change in designation/ Cessation	Reason
Gopal Singh	Cessation of Director	December 06, 2021	Cessation due to disqualification under section 164 of Companies Act, 2013
Amit Kumar Barnwal	Appointed as Independent Director	March 22, 2022	To ensure better Corporate Governance and compliance with Companies Act, 2013.
Rajkumari Sharma	Appointed as Independent Director	March 22, 2022	
Sukanti Kumar Das	Cessation of Managing Director	August 25, 2022	Due to personal predicament.
Udai Pratap Singh	Change in designation to Managing Director	August 25, 2022	To ensure better Corporate Governance and compliance with Companies Act, 2013.
Sukanti Kumar Das	Appointment as Executive Director	August 25, 2022	
Sukanti Kumar Das	Cessation of Executive Director	January 13, 2023	Due to personal predicament.
Madhuri Singh	Cessation of Non-Executive Director	January 13, 2023	Due to personal predicament.
Sukanti Kumar Das	Appointment as Non-Executive Director	February 13, 2023	To ensure better Corporate Governance and compliance with Companies Act, 2013.
Madhuri Singh	Appointment as Executive Director	February 13, 2023	

MANAGEMENT ORGANISATION STRUCTURE

The following chart depicts our Management Organization Structure: -



COMPLIANCE WITH CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act, 2013, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 & Remuneration Committee 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 five (5) directors of which two (2) 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:

1. Audit Committee

Our Company has re-constituted the Audit Committee, vide Board Resolution dated February 13, 2023, as per the applicable provisions of the Section 177 of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) Rules, 2014 and Regulation 18 of SEBI Listing Regulations. The Audit Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Amit Kumar Barnwal	Chairman	Independent Director
Rajkumari Sharma	Member	Independent Director
Udai Pratap Singh	Member	Managing Director

The Company Secretary of our Company shall act as a Secretary to the Audit Committee. The scope and function of the Audit Committee and its terms of reference shall include the following:

A. Tenure of the committee:

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.

B. Meetings of the Committee:

The committee shall meet at least four times in a year and not more than four months 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. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to answer shareholder queries.

C. Power of the Committee:

The Audit Committee shall have powers, including the following:

- to investigate any activity within its terms of reference;
- to seek information from any employee;
- to obtain outside legal or other professional advice;
- to secure attendance of outsiders with relevant expertise, if it considers necessary as may be prescribed under the Companies Act, 2013 (together with the rules thereunder) and SEBI Listing Regulations; and
- To have full access to information contained in records of Company.

D. Role of the Committee:

The Role of Audit Committee together with its powers as per Part C of Schedule II of SEBI Listing Regulation and Companies Act, 2013 shall be as under:

- Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
- Recommending to the Board for the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditors of the Company;
- Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
- Approving payments to the statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon 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;

- b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions; and
 - g. Qualifications and modified opinions in the draft audit report.
- 6) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
 - 7) Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed initial public offer by the Company;
 - 8) Approval or any subsequent modifications of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
 - 9) Scrutiny of inter-corporate loans and investments;
 - 10) Valuation of undertakings or assets of the Company, wherever it is necessary;
 - 11) Evaluation of internal financial controls and risk management systems;
 - 12) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
 - 13) Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
 - 14) 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;
 - 15) Discussing with internal auditors on any significant findings and follow up thereon;
 - 16) 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;
 - 17) Discussing 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;
 - 18) Looking 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;
 - 19) Reviewing the functioning of the whistle blower mechanism;
 - 20) Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;
 - 21) Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding ₹1,000 million or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
 - 22) Considering and commenting on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
 - 23) Such roles as may be delegated by the Board and/or prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law.

Further, the Audit Committee shall mandatorily review the following:

- 1) management discussion and analysis of financial condition and results of operations;
- 2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- 3) management letters / letters of internal control weaknesses issued by the statutory auditors;
- 4) internal audit reports relating to internal control weaknesses;
- 5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
- 6) statement of deviations:
 - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations;
 - b. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.

2. Stakeholders Relationship Committee

Our Company has re-constituted a Stakeholders Relationship Committee vide Board Resolution dated February 13, 2023 as per the applicable provisions of the Section 178(5) of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 20 of SEBI Listing Regulations. The Stakeholders Relationship Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Amit Kumar Barnwal	Chairman	Independent Director

Rajkumari Sharma	Member	Independent Director
Udai Pratap Singh	Member	Managing Director

The scope and function of the Committee and its terms of reference shall include the following:

A. Tenure of the committee:

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.

B. Meetings of the committee:

The Stakeholders Relationship Committee shall meet at least once a year and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The Chairman of the Stakeholders Relationship Committee shall be present at the Annual General Meeting to answer queries of the securities holders. The Quorum shall be two members present.

C. Terms of Reference:

The role of the Stakeholders Relationship Committee as per Part D of Schedule II of the SEBI Listing Regulations and Companies Act, 2013 shall be as under:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
4. 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;
5. 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;
6. Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
7. To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
8. 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;
9. Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them;
10. 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 & Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 as amended from time to time;
11. 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
12. Such roles as may be delegated by the Board and/ or prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law.

3. Nomination and Remuneration Committee

Our Company has re-constituted a Nomination and Remuneration Committee vide Board Resolution dated February 13, 2023 as per the applicable provisions of the Schedule V and other applicable provisions of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 19 of SEBI Listing Regulations. The Nomination and Remuneration Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Amit Kumar Barnwal	Chairman	Independent Director
Rajkumari Sharma	Member	Independent Director
Sukanti Kumar Das	Member	Non-Executive Director

The scope and function of the Committee and its terms of reference shall include the following:

A. Tenure of the committee:

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

B. Meetings of the committee:

The committee shall meet as and when the need arises, subject to at least once in a year. The quorum for a meeting of the Nomination and Remuneration Committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance. The Chairman of the Nomination and Remuneration Committee is entitled to attend the general Meeting of the company to furnish clarifications to the shareholders on any matter relating to remuneration.

C. Role of Terms of Reference:

The role of the Nomination and Remuneration Committee as per Part D of Schedule II of the SEBI Listing Regulations and Companies Act, 2013 shall be as under:

1. formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
2. For the appointment of an independent director, the 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 of directors of the Company for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. Consider the time commitments of the candidates.
3. formulation of criteria for evaluation of the performance of independent directors and the Board;
4. devising a policy on diversity of our Board;
5. identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance;
6. determining 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;
7. recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of our Company;
8. recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;
9. recommending to the Board, all remuneration, in whatever form, payable to senior management;
10. performing such functions as are required to be performed by the compensation committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;
11. engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;
12. analyzing, monitoring and reviewing various human resource and compensation matters;
13. reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
14. framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
 - a. The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended; or
 - b. The SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended; and
15. Performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, Companies Act, each as amended or other applicable law.

4. Corporate Social Responsibility Committee

Our Company has re-constituted the Corporate Social Responsibility Committee pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 vide Board resolution dated February 13, 2023. The Corporate Social Responsibility Committee comprises the following:

Name of the Director	Status in Committee	Nature of Directorship
Amit Kumar Barnwal	Chairman	Independent Director
Rajkumari Sharma	Member	Independent Director
Udai Pratap Singh	Member	Managing Director

The Committee shall act in accordance with the provisions of Companies Act, 2013 and the tenure, meeting and terms of reference specified hereunder:

1. To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
2. To review and recommend the amount of expenditure to be incurred on activities referred to in Section 135(a) of the Companies Act, 2013;
3. To institute a transparent monitoring mechanism for the implementation of the CSR projects, programs and activities undertaken the Company from time to time;
4. To Monitor the Corporate Social Responsibility policy of the Company from time to time; and
5. Any other matter of CSR Committee may deem appropriate after approval of the Board of Directors or as may be delegated by the Board and/ or prescribed under the Companies Act, 2013 or other applicable law.

KEY MANAGERIAL PERSONNEL

Our Company is supported by a team of professionals having exposure to various operational aspects of our business. A brief detail about the Key Managerial Personnel of our Company is provided below:

Name, Designation & Educational Qualification	Age (Years)	Year of Joining	Remuneration paid for F.Y. ended 2022-23 (in ₹ Lakhs)	Overall experience (in years)	Previous employment
Udai Pratap Singh Designation: Managing Director Educational Qualification: Master of Engineering Term of office: For a period of five years with effect from August 25, 2022; liable to retire by rotation	28	2019	9.00	6	Nil
Harendra Singh Designation: Chief Financial Officer Educational Qualification: Post Graduate Diploma in Management	49	2022* (As CFO)	27.00	24	Nil
Seepika Gupta Designation: Company Secretary and Compliance Officer Educational Qualification: Company Secretary and Chartered Accountant	31	2023	0.45	9	Perfectpac Limited

*Harendra Singh is associated with the company since incorporation, in year 2022 the board has decided to re-designate him as Chief Financial Officer in the Meeting held of March 17, 2022.

BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL

Udai Pratap Singh - Please refer to section “Brief Profile of our Directors” beginning on page 139 of this Prospectus for details.

Harendra Singh is the Chief Financial Officer of our Company. He has completed his Post Graduate Diploma in Management from Lal Bahadur Shastri Institute of Management, Delhi in year 1991. He has more than 18 years of experience in healthcare industry. He has been associated with the company since incorporation, and currently looks after the overall management of the Company. Under his guidance, our Company has witnessed continuous growth.

Seepika Gupta is the Company Secretary and Compliance officer of our Company. She is the member of Institute of Company Secretaries of India since 2014 She has an experience of over 9 year in the secretarial matters. She looks after the overall corporate governance and secretarial matters of our Company.

We confirm that:

- a. All the persons named as our Key Managerial Personnel above are the permanent employees of our Company.
- b. There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above mentioned Key Managerial Personnel have been recruited.
- c. None of our KMPs except Udai Pratap Singh are also part of the Board of Directors.
- d. In respect of all above mentioned Key Managerial Personnel there has been no contingent or deferred compensation accrued

for the Financial year ended March 31, 2023.

- e. Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the issuer.
- f. Our Company does not have any bonus/ profit sharing plan for any of the Key Managerial Personnel.
- g. None of the Key Managerial Personnel in our Company hold any shares of our Company as on the date of filing of this Prospectus except:

Sr. No.	Name of the KMP's	No. of Shares held
1.	Udai Pratap Singh	23,54,360
2.	Harendra Singh	36,95,900
	Total	60,50,260

- h. Presently, we do not have ESOP/ ESPS scheme for our employees.
- i. The turnover of KMPs is not high, compared to the industry to which our company belongs.

Nature of any family relationship between our Directors and Key Managerial Personnel (KMP)

The Directors and KMPs of the Company are related to each other within the meaning of section 2 (77) of the Companies Act, 2013. Details of which are as follows:

Sr. No.	Name of the Director/ KMP	Relationship with other Directors/ KMP's
1.	Udai Pratap Singh	Son of Madhuri Singh
2.	Madhuri Singh	Mother of Udai Pratap Singh

Payment of benefits to officers of Our Company (non-salary related)

Except as disclosed in this Prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards superannuation, ex-gratia/ rewards.

Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made by our Company towards provident fund, gratuity fund and employee state insurance.

Changes in the Key Managerial Personnel in last three years:

There have been no changes in the Key Managerial Personnel of our Company during the last 3 (three) year except as stated below:

Name	Designation (at the time of appointment/ Change in designation/ Cessation)	Date of Appointment/ Change in designation/ Cessation	Reason
Harendra Singh	Appointed as Chief Financial Officer	March 17, 2022	To ensure better Corporate Governance and compliance with Companies Act, 2013
Sourabh Kumar Mehta	Appointed as Company Secretary	March 17, 2022	
Sukanti Kumar Das	Cessation as Managing Director	August 25, 2022	Due to personal predicament.
Udai Pratap Singh	Re-designated as Managing Director	August 25, 2022	To ensure better Corporate Governance and compliance with Companies Act, 2013
Sourabh Kumar Mehta	Cessation as Company Secretary	September 13, 2022	Due to pre-occupancy in other assignments.
Seepika Gupta	Appointed as Company Secretary	January 13, 2023	To ensure better Corporate Governance and compliance with Companies Act, 2013

Interest of Our Key Managerial Persons

Apart from the shares held in the Company and to extent of remuneration allowed and reimbursement of expenses incurred by them for or on behalf of the Company and to the extent of loans and advances made to or borrowed from the Company, none of our key managerial personal are interested in our Company. For details, please refer section titled "**Financial information of the Company – Annexure XXIX- Related Party Disclosures**" beginning on page 183 of this Prospectus.

Interest of Directors and KMP's in the property of Our Company:

Our directors and KMP's do not have any interest in any property acquired/ rented by our Company in a period of two years before filing of this Prospectus or proposed to be acquired by us as on date of filing the Prospectus with RoC.

Details of Service Contracts of the Key Managerial Personnel

Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

Loans given/ availed by Directors/ Key Managerial Personnel of Our Company

For details of unsecured loan taken from or given to our Directors/ KMPs and for details of transaction entered by them in the past please refer to “**Annexure XXIX– Related Party Disclosures**” page 183 of this Prospectus.

ESOP/ ESPS SCHEME TO EMPLOYEES

Presently, we do not have any ESOP/ ESPS Scheme for our employees.

OUR PROMOTERS & PROMOTER GROUP**Our Promoters:**

Our Promoters are Harendra Singh, Nayan Prakash Singh, Udai Pratap Singh, Madhuri Singh and Nitu Singh.

As on date of this Prospectus, the Promoters, in aggregate, hold 1,08,99,160 Equity shares of our Company, representing 75.18% of the pre-issue paid-up Equity Share capital of our Company. For details of the build-up of the Promoter's shareholding in our Company, see "**Capital Structure-Capital Build-up in respect of Shareholding of our Promoters**", on page 57 of this Prospectus.

Details of our Promoters:

	Harendra Singh – Promoter and Chief Financial Officer	
	Qualification	Post Graduate Diploma in Management
	Age	49 years
	Date of Birth	March 05, 1974
	Address	Khatal Road, Dhaiya, Post – ISM, Dhanbad- 826004 Jharkhand, India.
	Experience	24 years
	Occupation	Business
	PAN	BANPS9243R
	No. of Equity Shares &% of Shareholding (Pre-Issue)	36,95,900 Equity Shares aggregating to 25.49% of Pre-Issue Paid up Share Capital
	Other Ventures	Company: 1. ASAP Impact Private Limited Partnership Firms: 1. Satya Infrastructure 2. Hunch Services 3. Heli Enterprises 4. Havish Contractors 5. Sri Ram Construction HUF's 1. Harendra Singh HUF Trust 1. Asarfi Charitable Trust
	Nayan Prakash Singh – Promoter	
	Qualification	Bachelor of Ayurvedic Medicine and Surgery
	Age	60 years
	Date of Birth	January 1, 1963
	Address	Asarfi Ashram, Khatal Road, Dhaiya Post-ISM Dhanbad-826004, Jharkhand, India
	Experience	28 years
	Occupation	Business
	PAN	AIMPS5840C
	No. of Equity Shares &% of Shareholding (Pre Issue)	34,89,960 Equity Shares aggregating to 24.07% of Pre Issue Paid up Share Capital
	Other Ventures	Partnership Firms: 1. Satya Infrastructure 2. Samadhan Health Scan 3. Hunch Services 4. Navya Solution 5. Neil Enterprises 6. Sri Ram Construction HUF's 1. Nayan Prakash Singh HUF
Udai Pratap Singh - Promoter and Managing Director		

	Qualification	Master of Engineering.
	Age	28 Years
	Date of Birth	September 19, 1994
	Address	Khatal Road, Damodarpur, Post – ISM Dhaiya, Dhanbad-826004, Jharkhand, India.
	Experience	6 years
	Occupation	Business
	PAN	FNTPS3265L
	No. of Equity Shares &% of Shareholding (Pre Issue)	23,54,360 Equity Shares aggregating to 16.24% of Pre Issue Paid up Share Capital
	Other Ventures	Directorships in other Companies: 1. Asarfi Cancer Institute Private Limited Partnership Firms: 1. Hunch Services
	Madhuri Singh – Promoter and Non-Executive Director	
	Qualification	Secondary School Certificate
	Age	50 Years
	Date of Birth	January 25, 1973
	Address	Khatal Road, Post ISM Dhaiya, Dhanbad-826004, Jharkhand, India.
	Experience	11 years
	Occupation	Business
	PAN	AGKPS6481M
	No. of Equity Shares &% of Shareholding (Pre Issue)	7,90,880 Equity Shares aggregating to 5.46% of Pre Issue Paid up Share Capital
	Other Ventures	Nil
	Nitu Singh-Promoter	
	Qualification	Bachelor of Arts (Honours)
	Age	45 Years
	Date of Birth	March 01, 1978
	Address	Khatal Road, Dahiya, Post – ISM, Dhanbad-826004, Jharkhand, India.
	Experience	15 years
	Occupation	Business
	PAN	BANPS9244J
	No. of Equity Shares &% of Shareholding (Pre Issue)	5,68,060 Equity Shares aggregating to 3.92% of Pre Issue Paid up Share Capital
	Other Ventures	Directorship in other companies: 1. ASAP Impact Private Limited

BRIEF PROFILE OF PROMOTERS

Uday Pratap Singh - Please refer to chapter “Our Management” beginning on page 139 of this Prospectus for details.

Madhuri Singh - Please refer to chapter “Our Management” beginning on page 139 of this Prospectus for details.

Harendra Singh - Please refer to chapter “Our Management” beginning on page 139 of this Prospectus for details.

Nayan Pratap Singh is one of our Promoter of our Company. He has been associated with the Company since 2012. He has completed his Bachelor of Ayurvedic Medicine and Surgery from Bihar University in 1988. He has an overall work experience of

around 28 years. He looks after the development and execution of management strategies for operations resulting in a significant increase in inflow of patients and revenue.

Nitu Singh is one of our Promoter of our Company. She has been associated with the Company since 2012. She has completed her Bachelor of Arts (Honours) Vinoba Bhawe University in year 1994. She has an overall work experience of around 15 years.

Confirmations/ Declarations:

In relation to our individual Promoters, our Company confirms that the PAN, bank account number, passport number, Aadhaar card number and driving license number shall be submitted to BSE at the time of filing of this Prospectus. And, in relation to our non-individual promoter, our Company confirms that the PAN and bank account number shall be submitted to BSE at the time of filing of this Prospectus.

Undertaking/ Confirmations:

None of our Promoters or Promoter Group or Group Company or person in control of our Company has been:

- Prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority or
- Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.
- No material regulatory or disciplinary action is taken by any stock exchange or regulatory authority in the past one year in respect of our Promoters, Group Company and Company promoted by the promoters of our company.
- There are no defaults in respect of payment of interest and principal to the debenture/ bond/ fixed deposit holders, banks, FIs by our Company, our Promoters, Group Company and Company promoted by the promoters during the past three years.
- The litigation record, the nature of litigation, and status of litigation of our Company, Promoters, Group company and Company promoted by the Promoters are disclosed in chapter titled ***“Outstanding Litigations and Material Developments”*** beginning on page 200 of this Prospectus.
- None of our Promoters, person in control of our Company are or have ever been a promoter, director or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Interest of our Promoters:

i) Interest in promotion and shareholding of Our Company:

Our Promoters are interested in the promotion of our Company and also to the extent of their shareholding and shareholding of their relatives, from time to time, for which they are entitled to receive dividend payable, if any, and other distribution in respect of the Equity Shares held by him and his relatives. As on the date of this Prospectus, Our Promoters Harendra Singh, Nayan Prakash Singh, Udai Pratap Singh, Madhuri Singh and Nitu Singh collectively hold 1,08,99,160 Equity shares of our Company, representing 75.18% of the pre-issue paid-up Equity Share capital of our Company. Our Promoters may also be deemed to be interested to the extent of the remuneration, as per the terms of their appointment and reimbursement of expenses payable to them for the rent, purchase and sale transactions. For details, please refer ***Annexure-XXIX “Related Party Transactions”*** beginning on page 183 of this Prospectus.

For details regarding the shareholding of our Promoter in our Company, please see ***“Capital Structure”*** on page 57 of this Prospectus.

ii) Interest in the property of Our Company:

Our Promoters do not have any other interest in any property acquired by our Company filing of this Prospectus or proposed to be acquired by us as on date of this Prospectus:

iii) In transactions for acquisition of land, construction of building and supply of machinery:

None of our promoters or directors is interested in any transaction for the acquisition of land, construction of building or supply of machinery.

iv) Other Interests in our Company:

For transactions in respect of loans and other monetary transactions entered in past please refer ***Annexure-XXIX “Related Party Transactions”*** beginning on page 183 of this Prospectus.

Further, our promoter may be interested to the extent of personal guarantees given by them in favour of the Company, for the

details of Personal Guarantee given by Promoters towards Financial facilities of our Company please refer to **“Statement of Financial Indebtedness”** and **“Financial Information of Our Company”** on page 190 and 158 respectively of this Prospectus.

Payment or Benefits to our Promoter and Promoter Group during the last 2 years:

For details of payments or benefits paid to our Promoters and Promoter Group, please refer to the paragraph **“Compensation of our Managing Director”** in the chapter titled **“Our Management”** beginning on page 139 also refer **Annexure-XXIX on “Related Party Transactions”** on page 183 forming part of **“Financial Information of the Company”** and Paragraph on **“Interest of Promoters”** in chapter titled **“Our Promoter and Promoter Group”** on page 151 of this Prospectus.

Companies/ Firms with which our Promoters have disassociated in the last (3) three years

Except as disclosed below, our promoters have not disassociated themselves from any of the Company, Firms or other entities during the last three years preceding the date of this Prospectus:

S.N.	Name of Promoter	Companies or firms with which Promoter(s) have disassociated	Reasons and circumstances of disassociation	Date of Disassociation
1.	Harendra Singh	ASM Contractors India Private Limited	Resignation	June 28, 2020
		Dhanbad Educational Foundation	Personal Reason	April 28, 2021
		S. N. Enterprises	Personal Reason	September 01, 2020
		Sarbjit Singh & Company	Personal Reason	August 27, 2020
2.	Nayan Prakash Singh	Sarbjit Cold Storage Private Limited	Resignation	June 27, 2020
		ASM Contractors India Private Limited	Resignation	June 28, 2020
		Dhanbad Educational Foundation	Personal Reason	April 28, 2021
		S. N. Enterprises	Personal Reason	September 01, 2020
		Sarbjit Singh & Company	Personal Reason	August 07, 2020
3.	Madhuri Singh	M/s. Sarbjit Singh	Personal Reason	August 04, 2020
		Essenmedi Source Private Limited	Resignation	June 28, 2020
		Asarfi Cancer Institute Private Limited	Resignation	October 16, 2020

Other ventures of our Promoters

Save and except as disclosed in this section titled **“Our Promoters & Promoter Group”** beginning on page 151 of this Prospectus, there are no ventures promoted by our Promoters in which they have any business interests/ other interests.

Litigation details pertaining to our Promoters

For details on litigations and disputes pending against the Promoters and defaults made by the Promoters please refer to the section titled **“Outstanding Litigations and Material Developments”** beginning on page 200 of this Prospectus.

Experience of Promoters in the line of business

Our Promoters are Harendra Singh, Nayan Prakash Singh, Udai Pratap Singh, Madhuri Singh and Nitu Singh have an experience of around 18 years respectively in the industry. The Company shall also endeavor to ensure that relevant professional help is sought as and when required in the future.

Related Party Transactions

For the transactions with our Promoter Group entities please refer to section titled **“Annexure-XXIX - Related Party Transactions”** on page 183 of this Prospectus.

Except as stated in **“Annexure-XXIX - Related Party Transactions”** beginning on page 183 of this Prospectus, and as stated therein, our Promoters or any of the Promoter Group Entities do not have any other interest in our business.

OUR PROMOTER GROUP:

In addition to the Promoters, the following individual and entities are part of our Promoter Group:

1. Natural Persons who are part of the Promoter Group

As per Regulation 2(1)(pp)(ii) of the SEBI (ICDR) Regulations, 2018, the Natural persons who are part of the Promoter Group (due to their relationship with the Promoters) are as follows:

Relationship with Promoters	Name of the Relatives				
	Harendra Singh	Nayan Prakash Singh	Udai Pratap Singh	Madhuri Singh	Nitu Singh
Father	Lt. Sarabjit Singh	Lt. Sarabjit Singh	Nayan Prakash Singh	Nagendra Singh	Lt. prabhu Nath Singh
Mother	Asarfi Devi	Asarfi Devi	Madhuri Singh	Basanti Devi	Prema Devi
Spouse	Nitu Singh	Madhuri Singh	Shushmita Singh	Nayan Prakash Singh	Harendra Singh
Brother	Ganesh Prasad Singh	Ganesh Prasad Singh	-	Rakesh Kumar Singh	Rajeev Ranjan Singh
	Nayan Prakash Singh	Harendra Singh		Om Prakash Singh	
	Mahesh Singh	Mahesh Singh		Ritesh Kumar Singh	
Sister	Sita Singh	Sita Singh	Supriya Singh	Madhumita Singh	Prabha Singh
	Lt. Sati Singh	Lt. Sati Singh	Anupriya Singh		
Son	Ayansh Sarbjit Singh	Udai Pratap Singh	-	Udai Pratap Singh	Ayansh Sarbjit Singh
Daughter	Anjana Singh	Supriya Singh	-	Supriya Singh	Anjana Singh
		Anupriya Singh		Anupriya Singh	
Spouse's Father	Lt. Prabhu Nath Singh	Nagendra Singh	Chandra Shekher Singh	Lt. Sarabjit Singh	Lt. Sarabjit Singh
Spouse's Mother	Prema Devi	Basanti Devi	Kusum Devi	Asarfi Devi	Asarfi Devi
Spouse's Brothers	Rajeev Ranjan Singh	Rakesh Kumar Singh	Pankaj Singh	Ganesh Prasad Singh	Ganesh Prasad Singh
		Om Prakash Singh	Koushalendra Singh	Harendra Singh	Nayan Prakash Singh
		Ritesh Kumsar Singh	Subham Singh	Mahesh Singh	Mahesh Singh
			Piyush Kumar Singh		
Spouse's Sisters	Prabha Singh	Madhumita Singh	Anita Singh, Babita Singh	Sita Singh	Sita Singh
			Deepika Singh	Lt. Sati Singh	Lt. Sati Singh
			Khusboo Singh		
			Sushma Singh		

2. Corporate Entities or Firms forming part of the Promoter Group

As per Regulation 2(1)(pp)(iv) of the SEBI (ICDR) Regulations, 2018, the following entities would form part of our Promoter Group:

S. No.	Nature of Relationship	Entities
1.	Any Body Corporate in which 20% or more of the share capital is held by the Promoters or an immediate relative of the Promoters or a firm or Hindu Undivided Family in which the Promoters or any one or more of his immediate relatives is a member;	Companies: - Asap Impact Private Limited - Asarfi Cancer Institute Private Limited - ASM Contractors India Private Limited - Essenmedi Source Private Limited - Sarabjit Cold Storage Private Limited
2	Any Body Corporate in which a body corporate as provided in (A) above holds twenty per cent. or more, of the equity share capital; and	-
3	Any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more than twenty per cent. of the total capital;	Partnership Firm: - Satya Infrastructure - Samadhan Health Scan - Navya Solution - Hunch Services - Neil Enterprises

S. No.	Nature of Relationship	Entities
		• Heli Enterprises • Havish Contractors • Sri Ram Construction HUF: • Nayan Prakash Singh HUF • Harendra Singh HUF Trust: • Asarfi Charitable Trust

3. Other Persons included in Promoter Group:

None of the other persons forms part of promoter group for the purpose of shareholding of the Promoter Group under Regulation 2(1) (pp)(v) of SEBI (ICDR) Regulations 2018.

DIVIDEND POLICY

Under the Companies Act, our Company can pay dividends upon a recommendation by our Board of Directors and approval by the shareholders at the general meeting of our Company. The Articles of Association of our Company give our shareholders, the right to decrease, and not to increase, the amount of dividend recommended by the Board of Directors.

The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. No dividend shall be payable for any financial except out of profits of our Company for that year or that of any previous financial year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013.

Our Company does not have any formal dividend policy for declaration of dividend in respect of the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and may depend on a number of factors, including the results of operations, earnings, Company's future expansion plans, capital requirements and surplus, general financial condition, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Our Company has not paid/ declared any dividend in last three years from date of this Prospectus. Our Company's corporate actions pertaining to payment of dividends in the past are not to be taken as being indicative of the payment of dividends by our Company in the future.

SECTION VI FINANCIAL INFORMATION OF THE COMPANY

RESTATED FINANCIAL STATEMENTS

Independent Auditor's Examination Report on Restated Financial Information of Asarfi Hospital Limited

**To,
The Board of Directors
Asarfi Hospital Limited
Baramuri, Bishunpur Polytechnic
Dhanbad (Jharkhand)- 828130**

Dear Sir/Ma'am,

1. We have examined the attached Restated Financial Information of Asarfi Hospital Limited (hereinafter referred as "the Company" or the "Issuer") comprising the Restated Statement of Assets and Liabilities of the company as at March 31, 2023, March 31, 2022, and March 31, 2021, the Restated Statements of Profit and Loss of the company, the Restated Cash Flow Statement of the company for the years ended on March 31, 2023, March 31, 2022, and March 31, 2021, the Summary Statement of Significant Accounting Policies adopted by the company and notes to the restated financial information (collectively hereinafter referred as "Restated Financial Statement" or "Restated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on 21.06.2023 for the purpose of inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus prepared by the Company in connection with its proposed SME Initial Public Offer of equity shares ("SME IPO") at SME Platform of BSE Limited ("BSE SME").
2. These restated Summary Statement have been prepared in terms of the requirements of:
 - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act")
 - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
 - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").
3. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Draft Red Herring prospectus/ Red Herring prospectus /Prospectus to be filed with Securities and Exchange Board of India ("SEBI"), the relevant Stock Exchange ("BSE SME") and Registrar of Companies, Jharkhand ("ROC") in connection with the proposed SME IPO. The Restated Financial Information of the company have been extracted and prepared by the management of the Company on the basis of preparation stated in Annexure IV to the Restated Financial Information. The Board of Directors of the Company responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.
4. We have examined such Restated Financial Information taking into consideration:
 - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 01.06.2023 in connection with the proposed IPO of equity shares of the Issuer;
 - b) The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
 - d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.
5. This Restated Financial Information have been compiled by the management from the Audited Financial Statements of the Company for the financial years ended on March 31, 2023, March 31, 2022 and March 31, 2021, which has been approved by the Board of Directors.
 - a) We have audited the special purpose financial statements of the company as at and year ended on March 31, 2023 prepared by the company in accordance with Indian Accounting Standard (Indian GAAP) for the limited purpose of complying with the requirement of Restated Audited Financial statements in the offer documents should not be more than six months old

from the issue opening date as required by ICDR Regulations in relation to the proposed IPO. We have issued our report dated 21.06.2023 on this special purpose which has been approved by the Board of Directors at their meeting held on 21.06.2023.

- b) Audited financial statements of the Company as at and for the years ended March 31, 2023, March 31, 2022, and March 31, 2021, prepared in accordance with the Indian Accounting Standards ("Indian GAAP") which have been approved by the Board of Directors at their meeting held on 21/06/2023, 05/09/2022 and 06/09/2021 respectively.

6. For the purpose of our examination, we have relied on:

- a) Auditors' reports issued by us dated 21.06.2023 as at and year ended on March 31, 2023 as referred in Paragraph 5(a) above
- b) Auditors' Report issued by us dated 21/06/2023, 05/09/2022 and 06/09/2021 on the financial statements of the company as at and for the years ended March 31, 2023, March 31, 2022 and March 31, 2021, as referred in Paragraph 5(b) above.

The audits for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, were conducted by us, and accordingly reliance has been placed on the restated statement of assets and liabilities and the restated statements of profit and loss and cash flow statements, the Summary Statement of Significant Accounting Policies adopted by the company and notes to the restated financial information (collectively hereinafter referred as "Restated Financial Statement" or "Restated Financial Information") examined by us for the said years.

7. Based on our examination and according to the information and explanations given to us, we report that:

- a) The "Restated Summary Statement of Assets and Liabilities" as set out in Annexure I to this report, of the Company as at and for years ended on March 31, 2023, March 31, 2022 and March 31, 2021 are prepared by the Company and approved by the Board of Directors. These Restated summary Statement of Assets and Liabilities have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to this Report.
- b) The "Restated Summary Statement of Profit and Loss" as set out in Annexure II to this report, of the Company as at and for the years ended March 31, 2023, March 31, 2022 and March 31, 2021 are prepared by the Company and approved by the Board of Directors. These Restated summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to this Report.
- c) The "Restated Summary Statement of Cash Flow" as set out in Annexure III to this report, of the Company as at and for the years ended March 31, 2023, March 31, 2022 and March 31, 2021 are prepared by the Company and approved by the Board of Directors. These Restated summary Statement of Cash Flow have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to this Report.
- d) The Restated Standalone Summary Statement have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
- e) The Restated Summary Statements have been made after incorporating adjustments for prior period and other material amounts in the respective financial years to which they relate, if any and there are no qualifications which require adjustments;
- f) Extra-ordinary items that needs to be disclosed separately in the accounts has been disclosed wherever required;
- g) There were no qualifications in the Audit Reports issued by the Statutory Auditors as at and for the years ended March 31, 2023, March 31, 2022 and March 31, 2021 which would require adjustments in this Restated Financial Statements of the Company;
- h) 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 IV to this report;
- i) Adjustments in Restated Summary Statements have been made in accordance with the correct accounting policies, which includes the impact of provision of gratuity made on actuarial valuation basis in the Restated Summary Statements;
- j) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statements;

- k) The company has not proposed any dividend in past effective for the said period.
8. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company as at and for the years ended March 31, 2023 March 31, 2022 and March 31, 2021 proposed to be included in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus.

Annexure No.	Particulars
I	Restated Statement of Assets & Liabilities
II	Restated Statement of Profit & Loss
III	Restated Cash Flow Statement
IV A	Statement of Significant Accounting Policies
IV B	Reconciliation of Restated Profit
IV C	Reconciliation of Restated Equity/ Net Worth
V	Restated Statement of Share Capital
VI	Restated Statement of Reserves & Surpluses
VII	Restated Statement of Long/Short -Term Borrowings
VIII	Restated Statement of Deferred Tax Liabilities/Assets
IX	Restated Statement of Non-Current Liabilities
X	Restated Statement of Long-Term Provisions
XI	Restated Statement of Trade Payable
XII	Restated Statement of Other Current Liabilities
XIII	Restated Statement of Short-Term Provisions
XIV	Restated Statement of Fixed Assets & Depreciations
XV	Restated Statement of Long-Term Loans and Advances
XVI	Restated Statement of Inventories
XVII	Restated Statement of Trade Receivable
XVIII	Restated Statement of Cash & Cash Equivalent
XIX	Restated Statement of Short-Term Loans and Advances
XX	Restated Statement of Other Current Assets
XXI	Restated Statement of Revenue from operations
XXII	Restated Statement of Other Income
XXIII	Restated Statement of Cost of Material Consumed
XXIV	Restated Statement of Purchase of Stock-in-Trade
XXV	Restated Statement of Changes in Inventories
XXVI	Restated Statement of Employees Benefit Expenses
XXVII	Restated Statement of Financial Cost
XXVIII	Restated Statement of Other Expenses
XXIX	Restated Statement of Related Parties Transactions
XXX	Statement of Capitalization, As Restated
XXXI	Statement of Contingent Liabilities & Commitments, As Restated
XXXII	Statement of Tax Shelter, As Restated
XXXIII	Statement of Financial Ratio, As Restated
XXXIV	Statement of Other Financial Information

9. We, M/s. D.N. Dokania & Associates, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and hold a valid peer review certificate issued by the “Peer Review Board” of the ICAI which is valid till 28th February, 2026.
10. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the special purpose interim financial statements and audited financial statements mentioned in paragraph 5 above.
11. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
13. Our report is intended solely for use of the Board of Directors for inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus to be filed with Securities and Exchange Board of India (“SEBI”), the relevant stock exchange (“BSE SME”) and Registrar of Companies, Jharkhand (“ROC”) in connection with the proposed SME IPO. Our report should not be

used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For M/s D. N. Dokania and Associates
Chartered Accountants
Firm Reg. No: 0050042C

Sd/-
(CA Naman Kumar Dokania)
Partner
Membership No: 417251
Place: Dhanbad
UDIN No: 23417251BGSVRK7664
Date: June 21, 2023

ANNEXURE - I

RESTATED STATEMENT OF ASSETS AND LIABILITIES

(₹ in Lakhs)

Particulars	Annexure	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
I. EQUITY & LIABILITIES				
(1) Shareholder's funds				
(a) Share Capital	V	1,449.73	124.95	124.95
(b) Reserves & Surplus	VI	2,734.53	2,137.78	1,564.95
(c) Money received against share warrants		-	-	-
Total		4,184.26	2,262.73	1,689.90
(2) Share application money pending allotments		-	-	-
(3) Non-Current Liabilities				
(a) Long-Term Borrowings	VII	1,078.76	598.71	250.22
(b) Deferred tax liabilities (Net)	VIII	81.05	71.95	75.30
(c) Other Non-Current liabilities	IX	1,968.44	1,829.91	832.81
(d) Long-term Provisions	X	71.19	30.65	17.98
Total		3,199.43	2,531.22	1,176.31
(4) Current Liabilities				
(a) Short-term borrowings	VII	641.44	564.60	463.14
(b) Trade Payables	XI			
- Due to Micro & Small Enterprises		-	-	-
- Due to Others		498.82	239.70	141.27
(c) Other current liabilities	XII	392.76	431.99	22.71
(d) Short-term Provisions	XIII	426.00	240.01	236.12
Total		1,959.02	1,476.30	863.24
TOTAL		9,342.71	6,270.24	3,729.45
II. ASSETS				
(1) Non-current Assets				
(a) Property, Plant & Equipment				
(i) Tangible assets	XIV	3,856.90	3,087.07	2,241.73
(ii) Intangible assets		-	-	-
(iii) Capital work-in-progress		1,791.10	934.22	162.44
(iv) Intangible assets under development		-	-	-
(b) Non-current Investments		-	-	-
(c) Deferred Tax Assets (Net)	VIII	-	-	-
(d) Long-term loans & advances	XV	43.63	40.72	356.67
(e) Other non-current assets		-	-	-
Total		5,691.63	4,062.01	2,760.84
(2) Current Assets				
(a) Current Investments		-	-	-
(b) Inventories	XVI	142.47	109.13	81.88
(c) Trade Receivables	XVII	1,693.07	532.59	209.93
(d) Cash & Cash Equivalents	XVIII	851.92	1,372.06	675.19
(e) Short-term loans & advances	XIX	963.62	194.45	1.62
(f) Other current assets	XX	-	-	-
Total		3,651.08	2,208.23	968.62
TOTAL		9,342.71	6,270.24	3,729.45

ANNEXURE - II

RESTATED STATEMENT OF PROFIT AND LOSS

(₹ in Lakhs)

Particulars	Annexure	For the Period ended Mar 31, 2023	For the Period ended Mar 31, 2022	For the Period ended Mar 31, 2021
I. Revenue from operations	XXI	7,070.33	6,521.31	5,412.17
II. Other Income	XXII	232.93	98.23	27.73
III. Total Revenue		7,303.26	6,619.54	5,439.90
IV. Expenses:				
a. Cost of Material Consumed	XXIII	1,296.07	1,382.00	1,450.48
b. Purchases of Stock in trade	XXIV	726.03	1,163.77	839.30
c. Change in Inventories of work in progress & finished goods	XXV	(20.26)	20.83	(22.00)
d. Employee benefit expenses	XXVI	1,123.08	876.56	822.75
e. Finance Costs	XXVII	133.86	70.19	62.70
f. Depreciation & amortization expenses	XIV	387.35	334.70	291.20
g. Other expenses	XXVIII	2,568.28	1,999.82	1,518.11
Total Expenses		6,214.41	5,847.86	4,962.54
V. Profit/(Loss) before exceptional & extraordinary item & tax		1,088.85	771.67	477.36
VI. Exceptional item		-	-	-
VII. Profit/(Loss) before extraordinary item & tax		1,088.85	771.67	477.36
VIII. Extraordinary Item		-	-	-
IX. Profit/(Loss) before tax		1,088.85	771.67	477.36
X. Tax Expenses				
(1) Current Tax		278.22	202.19	112.14
(2) Deferred Tax		9.10	(3.35)	11.79
(3) Prior Period Tax			-	
XI. Profit/(Loss) for the period from continuing operations		801.53	572.84	353.43
XII. Profit/(Loss) from discontinuing operation (before tax)		-	-	-
XIII. Tax expenses of discontinuing operation		-	-	-
XIV. Profit/(Loss) from discontinuing operation (after tax)		-	-	-
XV. Profit/(Loss) for the period		801.53	572.84	353.43
XVI. Earning Per Share (After Bonus)				
Basic		7.58	7.64	4.71
Diluted		7.58	7.64	4.71

ANNEXURE - III

RESTATED CASH FLOW STATEMENT

	(₹ in Lakhs)		
Particulars	For the Period ended Mar 31, 2023	For the Period ended Mar 31, 2022	For the Period ended Mar 31, 2021
CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit Before Taxes	1,088.85	771.67	477.36
Add/(Less): Adjustments For:-			
Depreciation	387.35	334.70	291.20
Interest Paid (Incl Finance Costs)	133.86	70.19	62.70
Interest Income	(21.80)	(29.40)	(16.77)
Net Profit Before Working Capital Changes	1,588.26	1,147.16	814.49
Adjustments For:-			
Decrease/(Increase) in Inventories	(33.34)	(27.25)	(39.78)
Decrease/(Increase) in Receivables	(1,160.48)	(322.66)	25.53
Decrease/(Increase) in Short Term Loans & Advances	(769.17)	(192.84)	403.19
Decrease/(Increase) in Other Current Assests	-	-	0.88
(Decrease)/Increase in Trade Payable	259.12	98.43	(141.61)
(Decrease)/Increase in Other Liabilities	(39.23)	409.28	(14.57)
(Decrease)/Increase in Provisions	151.72	9.31	93.00
Cash Generated from Operations	(3.11)	1,121.43	1,141.13
Less: Taxes Paid	203.41	194.95	111.65
Net Cash Flow From Operating Activities	(206.52)	926.48	1,029.48
Cash Flow from Investing Activities			
Purchase of Fixed assets	(2,014.06)	(1,951.82)	(836.16)
Sale of Fixed Assets	-	-	-
Collection of principal on loans			-
Sale/(Purchase) of investment securities	630.55	(709.66)	(438.51)
Purchase of Investemnet (Mutual Fund)	-	-	-
Interest Received	21.80	29.40	16.77
Income from Sale of Investment	-	-	-
Loans & Advances given	(2.91)	315.95	(342.36)
Net Cash Flow from Investing Activities	(1,364.62)	(2,316.12)	(1,600.26)
Cash Flow from Financing Activities			
Increase in share capital/Share Premium	1,744.78	-	-
Bonus Issue of Shares	(624.79)	-	-
Increase/(Decrease) in bank and other borrowing	695.42	1,447.05	662.65
Interest paid (Incl Finance Costs)	(133.86)	(70.19)	(62.70)
Share Issue Expenses	-	-	-
Net Cash Flow from Financing Activities	1,681.55	1,376.86	599.95
Net Increase/(Decrease) in Cash & Cash Equivalents	110.41	(12.78)	29.17
Opening Cash & Cash Equivalents	20.01	32.79	3.63
Closing Cash & Cash Equivalents	130.42	20.01	32.79

Notes:

1. The Cash Flow Statement has been prepared under Indirect method as per Accounting Standard-3 "Cash Flow Statement"
2. Figures in Brackets represent outflows.
3. The above statement should be read with the Restated Statements of Assets & liabilities, Statements of Profits & loss, Significant Accounting Policies and Notes to Accounts as appearing in Annexure I, II,& IV respectively.

ANNEXURE – IV (A)

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES & NOTES TO RESTATED FINANCIAL STATEMENTS

1 COMPANY INFORMATION

The Company was originally incorporated on October 04, 2005 as a Private Limited Company under the name and style of ASARFI HOSPITAL PRIVATE LIMITED under the provisions of the Companies Act, 1956 with the Registrar of Companies, Jharkhand. Subsequently, our company was converted into Public Limited Company vide necessary resolution passed by shareholders on January 03, 2012 in terms of Section 31/21 read with Section 44 of Companies Act 1956 and the name of the company is this day was changed to ASARFI HOSPITAL LIMITED pursuant to issuance of Fresh Certificate of Incorporation on dated February 8th 2012. The Corporate Identification Number (CIN) is U85110JH2005PLC011673 and its registration number is 011673.

The main objects to be pursued by the company to acquire establish & maintain one or more Hospitals for treatment of person suffering from illness or person requiring medical attention & also provide Primary Health Services & treatment as well as specialised super specialty health service. To acquire establish and maintain Pathological, Radiological, Diagnostic Centre, Clinic, Dispensaries, Pharmacies and other supporting and facilitating Centre including medicine shops and Rehabilitation Centre.

To carry out medical research by engaging in the research & development of all fields of medical science and all system & in therapies of medical treatment so as to afford medical relief in a better way.

2 SIGNIFICANT ACCOUNTING POLICIES**a. Basis of Preparation**

The Restated Summary Statement of Assets and Liabilities of the Company as at March 31, 2023, March 31, 2022 and March 31, 2021 and the related Restated Summary Statement of Profit and Losses and Cash Flows Statement for the years ended March 31, 2023, March 31, 2022 and March 31, 2021 have been compiled by management from the financial statements of the company for the year ended on March 31, 2023, March 31, 2022 and March 31, 2021.

The financial statements are prepared and presented under the historical cost convention and evaluated on a going-concern basis using the accrual system of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) and the requirements of the notified sections, schedules and rules of the companies Act 2013 including the Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006 as per section 211(3c) of the Companies Act, 2013 ("the Act") read with Rule 7 of companies (Accounts) Rules, 2014).

The presentation of financial statements requires estimates and assumption to be made that affect the reported amount of assets and Liabilities on the date of financial statement and the reported amount of revenue and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which results are known/ materialized."

b. Use of estimates

The preparation of financial statements in conformity with GAAP requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent asset and liabilities as at the date of the financial statements and reported amounts of income and expense during the year. Examples of such estimates include provisions for doubtful receivables, provision for income taxes, the useful lives of depreciable fixed assets and provision for impairment. Future results could differ due to changes in these estimates and the difference between the actual result and the estimates are recognised in the period in which the results are known/ materialise.

c. Property, Plant and Equipment**i) Property Plant & Equipment**

Property, plant and equipment are stated at historical cost less accumulated depreciation, and accumulated impairment loss, if any. Historical cost comprises of the purchase price including duties and non-refundable taxes, borrowing cost if capitalization criteria are met, directly attributable expenses incurred to bring the asset to the location and condition necessary for it to be capable of being operated in the manner intended by management And initial estimate of decommissioning, restoring and similar liabilities.

Subsequent costs related to an item of property, plant and equipment are recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are recognized in statement of profit and loss during the reporting period when they are incurred.

An item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gains or losses arising from derecognition are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

ii) Capital Work-in-Process

Directly attributable expenditure incurred on Construction of Building under progress are shown in the head of “Capital WIP “. At the point when Construction of Building will be completed and the assets ready to use for business purpose then it is transferred to appropriate category of tangible asset.

d. Depreciation/ amortization

Depreciation/amortisation is provided by using the written down value method over their useful lives as per Schedule III of Companies Act 2013.

Depreciation on additions to the assets and the assets purchased or disposed of, during the year is provided on pro rata basis, at their respective useful life or rate of depreciation as prescribed with reference to the date of acquisition/installation or date of addition/disposal thereof.

Type of Assets	Useful life as per Schedule III
Buildings	60 Years
Plant & Equipment	15 & 20 Years
Hospital Equipment	13 Years
Furniture and Fixtures	10 Years
Vehicles	8 Years
Office equipment	5 Years
Computers	3 Years

e. At each balance sheet date, the management reviews the carrying amounts of its assets included in each cash generating unit to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment. 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 asset 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 asset. Reversal of impairment loss is recognised as income in the statement of profit and loss.

f. Investments

Investment which are readily realizable and intended to be held for not more than one year from the date on which such investments are made , are classified as current investments . All other investments are classified as long term investments.

g. Revenue recognition

Revenue from Sale of Goods: Revenue is recognised when it is earned and no significant uncertainty exists as to its realisation or collection.

Revenue from Sale of Services: Revenue is recognised based on contractual terms and upon rendering of services as per terms of agreement.

Interest Income: Interest income is recognised using the time proportion method, based on rates implicit in the transaction.

Other Income: Other Income is recognised based on the contractual obligations on accrual basis.

h. Employee Benefits:

The Contribution to the provident fund & Employee State Insurance is charged to the statement of profit & loss A/c for the year when an employee renders the related services

Provision for Gratuity is provided in the restated balance sheet on the basis of Actuarial Valuation Report of the Actuary.

i. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. (Before Bonus effect & After Bonus effect)

Diluted earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period including diluted shares at the end of year / period

j. Taxation

Current income tax expense comprises taxes on income from operations in India. Income tax payable in India is determined in accordance with the provisions of the Income Tax Act, 1961.

Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax after the tax holiday period. Accordingly, MAT is recognised as an asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with it will fructify.

Deferred tax expense or benefit is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and is likely to reverse in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Advance taxes (Net of provision) and Provisions for Current Income Taxes are presented in the balance sheet after off-setting Advance tax paid ,TDS & TCS Receivable and Income tax provision arising in the same tax jurisdiction for relevant tax paying units and where the Company is able to and intends to settle the asset and liability on a net basis.

The Company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

k. Foreign currency transactions

Income and expense in foreign currencies are converted at exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities other than net investments in non-integral foreign operations are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses are recognised in the statement of profit and loss. Exchange difference arising on a monetary item that, in substance, forms part of an enterprise's net investments in a non-integral foreign operation are accumulated in a foreign currency translation reserve.

l. Inventories

Raw materials includes In Patient Department (IPD) Stock are carried at Cost value, that is used for the consumption for patient in hospital. Stock in trade includes Out Patient Department (OPD) Stocks are carried at lower of cost and net realisable value. That is used for the purpose of sale to outsider.

m. Provisions, Contingent liabilities and Contingent assets

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

n. Cash and cash equivalents

Cash and Cash Equivalents includes Cash, Cheque in hand, Bank Balance, Bank Deposit with original maturity Is less than 12 months.

o. Cash Flow Statement

Cash Flow are reported using the indirect method where by the profit before tax is adjusted for the effect of the transaction of the non cash nature, any deferrals or accruals of past and future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flow. The cash flows from operating, investing and financing activities of the company are segregated.

p. Provision for Gratuity

The Provision for Gratuity has been taken on the basis of the valuation report obtained from the report of Actuarial Valuer provided. The bifurcation of long term and short term has also been taken into account on the basis of the Actuarial Report.

q. Changes In Accounting Policies in the Periods/Years Covered in the Restated Financials.

There is only change in Significant Accounting Policies which needs to be adjusted in the Restated Summary Statements includes the impact of provision of gratuity made on actuarial valuation basis report.

ANNEXURE IV (B)**RECONCILIATION OF RESTATED PROFIT****(₹ in Lakhs)**

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Net profit/(loss) after tax as per audited statement of profit & loss	801.53	582.41	364.16
Adjustments for:			
(Increase)/Decrease in Expenses (Note 1)	-	1.25	-
Excess/(Short) Provision for Tax (Note 2)	-	-	(1.25)
Excess/(Short) Provision for Gratuity (Note 3)	-	(10.83)	(9.48)
Deferred Tax (Liability)/Assets Adjustment (Note 4)	-	-	-
Net profit/(loss) after tax as restated	801.53	572.83	353.43

Explanatory Notes to the above restatements made in Audited Financial Statements of the Company for the respective years / periods.

Adjustments having impact on Profit:**Note 1:**

Amounts relating to the prior period & other incomes/expenses have been adjusted in the year to which the same relates to & under which head the same relates to.

Note 2:

The company has provided Excess or Short Provision in the year in which the income tax has been filed for F.Y. 2021-22, 2020-21 & 2019-20. But in restated account, the company has provided Excess or Short Provision in the year to which it relates.

Note 3:

The Company has not provided for the Provisioning of Gratuity since 31.03.2020, and in 31.03.2023 as per AS-15 in Books of Accounts, the effect of the Provisions on Gratuity has been taken by adjusting the opening Reserve & Surplus.

In Restated Financials of FY 2019-20, 2020-21, 2021-22, the company has provided for the gratuity provision in the respective year to which it relates. The Actuarial Valuation Report has been taken into account while providing for the same.

Note 4:

There is no change in deferred tax Assets/Liabilities as per audited books of accounts & as per restated books.

To give Explanatory Notes regarding Adjustments

Appropriate adjustment have been made in the restated financial statements, wherever required, by reclassification of the corresponding items of income, expenses, assets & liabilities, in order to bring them in line with the groupings as per the audited financials of the Company for all the years & the requirements of the Securities & Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations 2018.

ANNEXURE IV (C)**RECONCILIATION OF RESTATED EQUITY/ NETWORTH****(₹ in Lakhs)**

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Equity/ Networth as per audited Financials	4,185.65	2,295.83	1,713.42
Adjustments for:			

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Differences pertaining to changes in Profit/ (Loss) due to Restated Effect for the period covered in Restated Financials	-	(31.71)	(22.13)
Differences pertaining to changes in B/S due to Restated Effect for the period covered in Restated Financials on account on short provision of tax	(1.39)	(1.39)	(1.39)

Explanatory Notes to the above restatements made in Audited Financial Statements of the Company for the respective years/ periods.

To give Explanatory Notes regarding Adjustments

Appropriate adjustment have been made in the restated financial statements, wherever required, by reclassification of the corresponding items of income, expenses, assets & liabilities, in order to bring them in line with the groupings as per the audited financials of the Company for all the years & the requirements of the Securities & Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations 2018.

ANNEXURE V - NOTES TO THE RESTATED FINANCIAL INFORMATION

ANNEXURE V

DETAILS OF SHARE CAPITAL AS RESTATED

1. Statement of Share Capital:

(₹ in Lakhs)			
Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Authorized			
41,00,000 Equity Shares of ₹ 10/- at par value	410.00	410.00	410.00
69,00,000 Equity Shares of ₹ 10/- at par value	690.00	690.00	-
40,00,000 Equity Shares of ₹ 10/- at par value	400.00	-	-
50,00,000 Equity Shares of ₹ 10/- at par value	500.00	-	-
Total	2,000.00	1,100.00	410.00
Issued, Subscribed & Fully paid up Capital			
12,49,550 Equity Shares of ₹ 10/- at par value fully paid up	124.95	124.95	124.95
62,47,750 Equity Shares of ₹ 10/- at par value	624.78	-	-
60,00,000 Equity Shares of ₹ 10/- at par value	600.00	-	-
10,00,000 Equity Shares of ₹ 10/- at par value	100.00	-	-
Total	1,449.73	124.95	124.95

Terms/rights attached to equity shares:

- As on the date of report the company had only one class of equity shares.
- During the F.Y. 2021-22, the Company has increased its authorised share capital from 41,00,000 shares to 1,10,00,000 shares vide a resolution passed at the EGM of the Company held at registered office of the Company on 10th March 2022.
- During the F.Y. 2022-23, the Company has increased its authorised share capital from 1,10,00,000 shares to 1,50,00,000 vide a resolution passed at the EGM of the Company held at registered office of the Company on 25th August 2022.
- During the F.Y. 2022-23, the Company has increased its authorised share capital from 1,50,00,000 shares to 2,00,00,000 shares vide a resolution passed at the EGM of the Company held at registered office of the Company on 06th October 2022.
- During the F.Y. 2022-23, the Company has issued & allotted 62,47,750 Bonus Shares on 02nd day of September 2022.
- During the F.Y. 2022-23, the Company has converted unsecured loans and issued & allotted 60,00,000 Shares on 01st day of October 2022 .
- During the F.Y. 2022-23, the Company has issued & preferentially allotted 10,00,000 Shares on 28th day of February 2023 at ₹ 52/- per share.

2. Reconciliation of Shares outstanding at the beginning and at the end of the Period

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
At the beginning of the period	12,49,550	12,49,550	12,49,550
Additional Shares Due to Change in Face Value	-	-	-
Issued during the year	1,32,47,750	-	-
Redeemed or brought back during the period	-	-	-
Total	1,44,97,300	12,49,550	12,49,550

3. For the period of three years immediately preceding the date as at which the Balance Sheet is prepared:

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash.	-	-	-
Aggregate number and class of shares allotted as fully paid up by way of bonus shares.	62,47,750	-	-
Aggregate number and class of shares allotted as fully paid up by way of conversion of Unsecured Loan	60,00,000	-	-
Aggregate number and class of shares allotted as fully paid up by way of preferential allotment	10,00,000	-	-
Total	1,32,47,750	-	-

5. Details of Shareholders holding more than 5% shares in the company (In terms of No. of Shares Holding):

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Name of Shareholders	No. of Shares	No. of Shares	No. of Shares
Prasum Sengar	-	-	73,630.00
Harendra Singh	36,95,900.00	2,02,650.00	1,11,660.00
Asap Impact Pvt. Ltd.	6,54,540.00	1,09,090.00	1,09,090.00
Nayan Prakash Singh	34,89,960.00	2,16,660.00	1,40,220.00
Sukanti Kumar Das	3,31,500.00	93,970.00	93,970.00
Gopal Singh	4,72,620.00	90,020.00	-
Udai Pratap Singh	23,54,360.00	-	-
Madhuri Singh	7,90,880.00	-	-
Total	1,17,89,760.00	7,12,390.00	5,28,570.00

6. Details of Shareholders holding more than 5% shares in the company (In terms of % Holding):

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Name of Shareholders	% holding	% holding	% holding
Prasum Sengar	0.00%	0.00%	5.89%
Harendra Singh	25.49%	16.22%	8.94%
Asap Impact Pvt. Ltd.	4.51%	8.73%	8.73%
Nayan Prakash Singh	24.07%	17.34%	11.22%
Sukanti Kumar Das	2.29%	7.52%	7.52%
Gopal Singh	3.26%	7.20%	0.00%
Udai Pratap Singh	16.24%	0.00%	0.00%
Madhuri Singh	5.46%	0.00%	0.00%
Total	75.87%	57.01%	42.30%

Shares held by promoters as at the end of the year 31st March 2021

Name of Promoter	Class of Shares Equity/ Preference	No. of Shares (Face Value ₹ 10/- each)	% of total shares	% Change during the year
Nayan Prakash Singh	Equity	1,40,220.00	11.22%	0.00%
Harendra Singh	Equity	1,11,660.00	8.94%	0.00%
Udai Pratap Singh	Equity	8,330.00	0.67%	0.00%
Madhuri Singh	Equity	20,760.00	1.66%	0.00%
Nitu Singh	Equity	61,410.00	4.91%	0.00%

Shares held by promoters as at the end of the year 31st March 2022

Name of Promoter	Class of Shares Equity/ Preference	No. of Shares (Face Value ₹ 10/- each)	% of total shares	% Change during the year
Nayan Prakash Singh	Equity	2,16,660.00	17.34%	6.12%
Harendra Singh	Equity	2,02,650.00	16.22%	7.28%
Udai Pratap Singh	Equity	8,330.00	0.67%	0.00%
Madhuri Singh	Equity	42,580.00	3.41%	1.75%
Nitu Singh	Equity	61,410.00	4.91%	0.00%

Shares held by promoters as at the end of the year 31st March 2023

Name of Promoter	Class of Shares Equity/Preference	No. of Shares (Face Value ₹ 10/- each)	% of total shares	% Change during the year
Nayan Prakash Singh	Equity	34,89,960.00	24.07%	6.73%
Harendra Singh	Equity	36,95,900.00	25.49%	9.28%
Udai Pratap Singh	Equity	23,54,360.00	16.24%	15.57%
Madhuri Singh	Equity	7,90,880.00	5.46%	2.05%
Nitu Singh	Equity	5,68,060.00	3.92%	-1.00%

Terms & Rights attached to Equity Shares.

The Company has only one class of share referred to as Equity Shares having a par value of ₹ 10/- each.

Each holder of Equity Shares is entitled to one vote per share. Dividend on such shares is payable in proportion to the paid up amount. Dividend (if any) recommended by board of directors (other than interim dividend) is subject to approval of the shareholders in the ensuing Annual General Meeting.

In the event of winding up of the company, the holder of Equity Shares will be entitled to receive any of the remaining assets of the company after all preferential amounts and external liabilities are paid in full.

However, no such preferential amount exists currently. The distribution of such remaining assets will be on the basis of number of Equity Shares held and the amount paid up on such shares.

Notes:

1. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.
2. The above statement should be read with the notes to restated summary statements of assets & liabilities, profits & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III & IV respectively.

ANNEXURE VI

DETAILS OF RESERVES & SURPLUS AS RESTATED

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
A. Securities Premium Account			
Balance at the beginning of the period/year	381.42	381.42	381.42
Add: On shares issued	420.00	-	-
Balance at the end of the period/year	801.42	381.42	381.42
B. Profit & Loss Account			
Balance at the beginning of the period/year	1,756.36	1,183.53	830.10
Add: Net profit/(loss) of the period/year	801.53	572.83	353.43
Less: Issued Bonus Shares	624.78	-	-
Balance at the end of the period/year	1,933.11	1,756.36	1,183.53
Total (A+B)	2,734.53	2,137.78	1,564.95

Notes:

1. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.
2. The above statement should be read with the notes to restated summary statements of assets & liabilities, profits & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III & IV respectively.

ANNEXURE VII A

DETAILS OF LONG/SHORT TERM BORROWINGS AS RESTATED

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
LONG TERM BORROWINGS			
A. Loan from Banks (Secured)			
SBI Bank (TL)	1,078.76	598.71	240.71
Siemens Financial Services Pvt. Ltd.	-	-	9.51
Total	1,078.76	598.71	250.22
B. Loan from other parties (Unsecured)			
Total	-	-	-
Total (A+B)	1,078.76	598.71	250.22
SHORT TERM BORROWINGS			
A. Loan from Banks (Secured)			
SBI Bank (TL & WC)	144.00	-	87.80
SBI Bank (Car Loan)	-	-	-
SBI Bank - CC (Stock)	497.44	472.77	368.22
SBI Bank - OD	-	88.33	7.12
Siemens Financial Services Pvt. Ltd.	-	3.50	-
Total (A)	641.44	564.60	463.14

Notes:

1. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.
2. The above statement should be read with the notes to restated summary statements of assets & liabilities, profits & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III & IV respectively.

ANNEXURE VII B

NATURE OF SECURITY & TERMS OF REPAYMENT FOR LONG/SHORT TERM BORROWINGS INCLUDING CURRENT MATURITIES

(₹ in Lakhs)

S.No.	Lender	Type	Nature of Facility	Loan	Amount Outstanding as at March 31, 2023	Rate of Interest (%)	Repayment Terms	Security/ Principal Terms & Condition
1	SBI Bank (7917)	Short Term	Cash Credit	400.00	399.00	1.50%+ EBLR i.e 9.05%	Repayable on demand	Primary Security: 1. Hypothecation of Stock & Receivables 2. Hypothecation of Plant & Machinery proposed to be purchased out of Bank Finance. Collateral Security: Extension of equitable mortgage over land & building in the name of the Company. Beyond above Personal Guarantee of Shareholder & Director has given.
2	SBI Bank (2157)	Short Term	Cash Credit (Sub-Limit)	100.00	98.44			
3	SBI Bank (8038)	Long Term	Term Loan	1,400.00	1,222.76		Repayable in 60 months	Extension of equitable mortgage over land & building in the name of the Company has given as a primary security & collateral security. Beyond above Personal Guarantee of Shareholder & Director has been given.

ANNEXURE VIII

DETAILS OF DEFERRED TAX LIABILITIES (NET) AS RESTATED

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Opening Balance - (A)	71.95	75.30	63.52
Depreciation as per Companies Act	387.35	334.69	291.20
Depreciation as per Income Tax Act	423.49	321.36	338.03
Difference in Depreciation	36.14	(13.33)	46.83
Tax Rate as per Income Tax Act	25.168%	25.168%	25.168%
Current Year Liabilities/(Assets) - (B)	9.10	(3.35)	11.79
Closing Balance (A+B)	81.05	71.95	75.30

Notes:

1. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.
2. The above statement should be read with the notes to restated summary statements of assets & liabilities, profits & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III & IV respectively.

DEFERRED TAX ASSETS AND LIABILITIES SUMMARY

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Opening Balance of (DTA)/DTL	71.95	75.30	63.52

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Add: Provision for the year	9.10	(3.35)	11.79
Closing Balance of (DTA)/DTL	81.05	71.95	75.30

ANNEXURE IX

OTHER NON-CURRENT LIABILITIES AS RESTATED

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Long Term Payables	1,968.44	1,829.91	832.81
Total	1,968.44	1,829.91	832.81

Notes:

1. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.
2. The above statement should be read with the notes to restated summary statements of assets & liabilities, profits & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III & IV respectively.

ANNEXURE X

DETAILS OF LONG-TERM PROVISIONS AS RESTATED

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Provision for Employee-Benefits			
Provision for Gratuity	71.19	30.65	17.98
Long -Term Provision (A+B)	71.19	30.65	17.98

Notes:

1. The Provisioning for Gratuity has been taken into account based on the Actuarial Valuer Report.

Notes:

1. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.
2. The above statement should be read with the notes to restated summary statements of assets & liabilities, profits & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III & IV respectively.

ANNEXURE XI

DETAILS OF TRADE PAYABLES AS RESTATED

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
From Micro, Small & Medium Enterprises	-	-	-
From Other than Micro, Small & Medium Enterprises:			
Sundry Creditors for Expenses	498.82	239.70	141.27
Total	498.82	239.70	141.27

Trade Payable Ageing as at March 31, 2021

(₹ in Lakhs)

Particulars	Outstanding for following periods from the date of transaction				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME					
(ii) Others	139.04	2.23	-	-	141.27
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	139.04	2.23	-	-	141.27

Trade Payable Ageing as at March 31, 2022

(₹ in Lakhs)

Particulars	Outstanding for following periods from the date of transaction				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME					
(ii) Others	239.70	-	-	-	239.70
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	239.70	-	-	-	239.70

Trade Payable Ageing as at March 31, 2023

(₹ in Lakhs)

Particulars	Outstanding for following periods from the date of transaction				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME					
(ii) Others	498.70	0.12	-	-	498.82
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	498.70	0.12	-	-	498.82

Notes:

1. Outstanding against Purchase/ Acquisition of Capital Goods/ Assets have been shown under “Sundry Creditors for Capital Goods/ Fixed Assets”.
2. Trade Payable as on 31st March, 2023 has been taken as certified by the management of the company.

Notes:

1. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.
2. The above statement should be read with the notes to restated summary statements of assets & liabilities, profits & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III & IV respectively.

ANNEXURE XII

DETAILS OF OTHER CURRENT LIABILITIES AS RESTATED

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
OTHER PAYABLES			
Advance for Supply of Goods	392.76	418.09	-
Medica Heart Institute	-	13.90	22.71
Other Payables	-	-	-
Total	392.76	431.99	22.71

Notes:

1. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.
2. The above statement should be read with the notes to restated summary statements of assets & liabilities, profits & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III & IV respectively.

ANNEXURE XIII

DETAILS OF SHORT-TERM PROVISIONS AS RESTATED

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Provision for Employee-Benefits			
Salary & Reimbursements	115.95	70.19	153.81
Bonus Payable	47.58	43.60	-
Contribution to PF	4.56	2.54	3.02
Contribution to ESI	1.71	1.12	0.58
Provision for Gratuity	3.29	1.06	2.90
Total (A)	173.09	118.52	160.31
Other Provisions			

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Income Tax	82.54	7.73	0.49
Audit Fees	0.65	0.48	0.44
TDS Payable	27.24	18.40	11.14
GST Payable	0.40	-	-
RCM GST Payable	0.27	-	-
Electricity Charges Payable	6.69	6.04	5.50
Jharkhand Professional Tax Payable	0.16	0.64	-
Sale Tax Payable	-	0.58	-
Professional Fees Payable	134.95	87.62	58.24
Total (B)	252.90	121.48	75.81
Short-Term Provision (A+B)	425.99	240.00	236.12

Notes:

Provisions for Income Tax have been adjusted against the Advance Tax, TDS & TCS Receivables, if any.

Notes:

1. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.
2. The above statement should be read with the notes to restated summary statements of assets & liabilities, profits & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III & IV respectively.

ANNEXURE XIV (A)

RECONCILIATION OF RESTATED TANGIBLE ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
GROSS BLOCK			
Opening Balance as per Audited Financials	4,786.89	3,606.86	2,913.65
Adjustment: Short/ (Excess)	-	-	-
Opening Balance as per restated	4,786.89	3,606.86	2,913.65
Addition/ (Deletion)	1,157.18	1,180.03	693.21
Closing Balance as per restated	5,944.07	4,786.89	3,606.86
ACCUMULATED DEPRECIATION			
Opening Balance as per Audited Financials	1,699.82	1,365.13	1,073.93
Adjustment: Short/ (Excess)	-	-	-
Opening Balance as per restated	1,699.82	1,365.13	1,073.93
Charge for the Period	387.35	334.69	291.20
Closing Balance as per restated	2,087.17	1,699.82	1,365.13
NET BLOCK			
Closing Balance as per Audited Financials	3,856.90	3,087.07	2,241.73
Adjustment: Short/ (Excess)	-	-	-
Closing Balance as per restated	3,856.90	3,087.07	2,241.73

Explanatory notes for the restatement Adjustments:

There is no change in opening & closing balance of Gross Block & Accumulated depreciation as per audited books of accounts and as per restated books for respective financial covered under the restated financial information.

The changes shown in above are just a presentation issues which doesn't effect in net block & Financial Information of the company.

To give Explanatory Notes regarding Adjustments

Appropriate adjustment have been made in the restated financial statements, wherever required, by reclassification of the corresponding items of income, expenses, assets & liabilities, in order to bring them in line with the groupings as per the audited financials of the Company for all the years & the requirements of the Securities & Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations 2018.

ANNEXURE XIV (B)

DETAILS OF TANGIBLE ASSETS AS RESTATED

							(₹ in Lakhs)
Particulars	Land	Vehicles	Plant & Equipments	Furniture & Fixtures	Building	Office Equipments	Total
Gross Block:							
As at April 1, 2020	31.69	37.11	1,475.26	162.99	1,062.90	143.68	2,913.64
Addition/ (Deletion)	-	6.27	267.13	64.71	313.15	41.96	693.22
As at March 31, 2021	31.69	43.38	1,742.39	227.70	1,376.06	185.64	3,606.86
As at April 1, 2021	31.69	43.38	1,742.39	227.70	1,376.06	185.64	3,606.86
Addition/ (Deletion)	1,066.26	15.25	62.38	8.80	-	27.33	1,180.03
As at March 31, 2022	1,097.96	58.63	1,804.77	236.50	1,376.06	212.97	4,786.89
As at April 1, 2022	1,097.96	58.63	1,804.77	236.50	1,376.06	212.97	4,786.89
Addition/ (Deletion)	-	0.74	371.30	75.52	531.18	178.44	1,157.18
As at March 31, 2023	1,097.96	59.37	2,176.07	312.02	1,907.24	391.41	5,944.07
As at April 1, 2020	-	28.45	593.40	108.36	241.11	102.60	1,073.92
Charge for the Period	-	3.88	199.34	21.60	44.45	21.93	291.20
As at March 31, 2021	-	32.33	792.74	129.96	285.56	124.53	1,365.12
As at April 1, 2021	-	32.33	792.74	129.96	285.56	124.53	1,365.12
Charge for the Period	-	6.94	222.92	24.98	51.89	27.97	334.70
As at March 31, 2022	-	39.26	1,015.66	154.94	337.45	152.50	1,699.82
As at April 1, 2022	-	39.26	1,015.66	154.94	337.45	152.50	1,699.82
Charge for the Period	-	6.02	196.20	28.69	51.21	105.23	387.35
As at March 31, 2023	-	45.28	1,211.86	183.63	388.66	257.73	2,087.17
Net Block:							
As at March 31, 2021	31.69	11.05	949.64	97.74	1,090.50	61.11	2,241.73
As at March 31, 2022	1,097.96	19.37	789.11	81.56	1,038.60	60.47	3,087.07
As at March 31, 2023	1,097.96	14.09	964.21	128.39	1,518.57	133.68	3,856.90

ANNEXURE XIV (C)

RECONCILIATION OF RESTATED CAPITAL WORK IN PROGRESS

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
GROSS BLOCK			
Opening Balance as per Audited Financials	934.22	162.44	19.49
Adjustment: Short/ (Excess)	-	-	-
Opening Balance as per restated	934.22	162.44	19.49
Addition/ (Deletion)	856.88	771.79	142.95
Closing Balance as per restated	1,791.10	934.22	162.44
ACCUMULATED DEPRECIATION			
Opening Balance as per Audited Financials	-	-	-
Adjustment: Short/ (Excess)	-	-	-
Opening Balance as per restated	-	-	-
Charge for the Period	-	-	-
Closing Balance as per restated	-	-	-
NET BLOCK			
Closing Balance as per Audited Financials	1,791.10	934.22	162.44
Adjustment: Short/ (Excess)	-	-	-
Closing Balance as per restated	1,791.10	934.22	162.44

Notes:

1. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.
2. The above statement should be read with the notes to restated summary statements of assets & liabilities, profits & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III & IV respectively.

ANNEXURE XV

DETAILS OF LONG-TERM LOANS & ADVANCES AS RESTATED

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
A. Loans & Advances to Related Parties			
Unsecured, considered goods	-	-	-
B. Security Deposits			
Unsecured, considered goods	12.13	9.22	8.17
C. Others (Specify Nature)			
Advance to Staffs	-	-	-
Advance against Land	31.50	31.50	230.36
Other Advances	-	-	118.14
Total	31.50	31.50	348.50
Total (A+B+C)	43.63	40.72	356.67

Notes:

1. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.
2. The above statement should be read with the notes to restated summary statements of assets & liabilities, profits & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III & IV respectively.

ANNEXURE XVI

DETAILS OF INVENTORIES AS RESTATED

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Raw Materials (Stores & Consumables)	78.94	65.86	17.78
Stock-in-Trade	63.53	43.27	64.10
Total	142.47	109.13	81.88

Notes:

1. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.
2. The above statement should be read with the notes to restated summary statements of assets & liabilities, profits & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III & IV respectively.

ANNEXURE XVII

DETAILS OF TRADE RECEIVABLES AS RESTATED

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Secured, considered goods			
Over Six Months	573.19	107.44	130.64
Less than Six Months	1,119.88	425.15	79.29
Total	1,693.07	532.59	209.93

Trade Receivable Ageing as at March 31, 2021

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Less than - 6 months	6 months - 1 year	1 - 2 year	2 - 3 year	More than 3 years	Total
Undisputed Trade receivables – considered good	79.29	130.64	-	-	-	209.93
Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Unbilled revenues	-	-	-	-	-	-
Total	79.29	130.64	-	-	-	209.93

Trade Receivable Ageing as at March 31, 2022

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Less than - 6 months	6 months - 1 year	1 - 2 year	2 - 3 year	More than 3 years	Total
Undisputed Trade receivables – considered good	425.15	94.04	1.95	-	11.45	532.59
Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Unbilled revenues	-	-	-	-	-	-
Total	425.15	94.04	1.95	-	11.45	532.59

Trade Receivable Ageing as at March 31, 2023

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Less than - 6 months	6 months - 1 year	1 - 2 year	2 - 3 year	More than 3 years	Total
Undisputed Trade receivables – considered good	1,119.88	547.88	25.31	-	-	1,693.07
Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Unbilled revenues	-	-	-	-	-	-
Total	1,119.88	547.88	25.31	-	-	1,693.07

Notes:

1. Trade Receivables as on 31st March, 2023 has been taken as certified by the management of the company.
2. As per the view of management of the company there is no doubtful debt & hence provision for doubtful debt has not been made.

Notes:

1. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.
2. The above statement should be read with the notes to restated summary statements of assets & liabilities, profits & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III & IV respectively.

ANNEXURE XVIII

DETAILS OF CASH & CASH EQUIVALENTS AS RESTATED

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Cash on Hand	60.96	18.00	32.80
Bank Balance - Current Accounts	69.46	2.01	-
Bank Balance - CC Accounts	-	-	-
Other Bank Balances - Deposits with original maturity for less than 12 months	721.50	1,352.05	642.39
Total	851.92	1,372.06	675.19

Notes:

1. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.
2. The above statement should be read with the notes to restated summary statements of assets & liabilities, profits & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III & IV respectively.

ANNEXURE XIX

DETAILS OF SHORT-TERM LOANS & ADVANCES AS RESTATED

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
A. Loans & Advances to Related Parties			
Unsecured, considered goods	-	-	-
B. Security Deposits			
Unsecured, considered goods	-	-	-
C. Balance with Revenue Authorities			
Advance Tax	-	-	-
IT Refundable	0.53	0.53	0.53
GST Receivable (Cash ledger)	0.05	0.06	-
Total	0.58	0.59	0.53
D. Others (Specify Nature)			
Advances to Corporate/Individual/Others	443.47	190.64	0.32
Advances to Employee	9.15	3.22	-
Advances for Land	510.42	-	-
Prepaid Insurance	-	-	0.12
Prepaid AMC	-	-	0.65
Total	963.04	193.86	1.09
Total (A+B+C)	963.62	194.45	1.62

Notes:

1. Advances given to Suppliers have been taken as certified by the management of the company.
2. No Securities have been taken by the company against the advances given to the suppliers.
3. Advance Tax, TDS & TCS Receivables have been adjusted against the Provision for Income Tax.

Notes:

1. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.
2. The above statement should be read with the notes to restated summary statements of assets & liabilities, profits & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III & IV respectively.

ANNEXURE XX

DETAILS OF OTHER CURRENT ASSETS AS RESTATED

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Preliminary Expenses	-	-	-
Total	-	-	-

Notes:

1. The figures disclosed above are based on the restated summary statement of assets & liabilities of the Company.

2. The above statement should be read with the notes to restated summary statements of assets & liabilities, profits & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III & IV respectively.

ANNEXURE XXI

DETAILS OF REVENUE FROM OPERATIONS AS RESTATED

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Revenue from Sale of Goods			
Sale of Medicines	461.09	518.53	1,006.78
Revenue from Sale of Services			
Income from Sale of Services	6,609.24	6,002.78	4,405.39
Total	7,070.33	6,521.31	5,412.17

Notes:

- The figures disclosed above are based on the restated summary of Profit & Loss of the Company.
- The above statement should be read with the notes to restated summary statements of assets & liabilities, profits & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III & IV respectively.

ANNEXURE XXII

DETAILS OF OTHER INCOME AS RESTATED

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Interest Income	21.80	29.40	16.77
Rebate & Discount	0.13	0.23	-
Total	21.93	29.64	16.77
Other Non-Operating Income (Net of Expenses)			
Rent	11.12	8.96	8.71
Income from Canteen	157.81	48.81	-
Income from Fooding	4.06	0.48	-
Income from Hostel	1.53	0.16	-
Income from Tution Fees	32.74	4.36	-
Royalty Income	0.76	-	-
Miscellaneous Income	2.98	5.82	2.25
Total	211.00	68.59	10.96
Total	232.93	98.23	27.73

Notes:

- The figures disclosed above are based on the restated summary of Profit & Loss of the Company.
- The above statement should be read with the notes to restated summary statements of assets & liabilities, profits & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III & IV respectively.

ANNEXURE XXIII

DETAILS OF COST OF MATERIALS CONSUMED AS RESTATED

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Inventory at the beginning of the year	65.86	17.78	-
Add: Purchases	1,309.15	1,430.08	1,468.26
Less: Inventory at the end of the year	78.94	65.86	17.78
Cost of Materials Consumed	1,296.07	1,382.00	1,450.48

Notes:

- The figures disclosed above are based on the restated summary of Profit & Loss of the Company.
- The above statement should be read with the notes to restated summary statements of assets & liabilities, profits & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III & IV respectively.

ANNEXURE XXIV

DETAILS OF PURCHASE OF STOCK-IN-TRADE AS RESTATED

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Purchases of Stock-In-Trade	726.03	1,163.77	839.30
Total	726.03	1,163.77	839.30

Notes:

1. The figures disclosed above are based on the restated summary of Profit & Loss of the Company.
2. The above statement should be read with the notes to restated summary statements of assets & liabilities, profits & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III & IV respectively.

ANNEXURE XXV

DETAILS OF CHANGE IN INVENTORIES OF WIP & FINISHED GOODS AS RESTATED

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Opening Inventories			
Stock-In-Trade	43.27	64.10	42.10
Less: Closing Inventories			
Stock-In-Trade	63.53	43.27	64.10
Increase/(Decrease) in Inventories	(20.26)	20.83	(22.00)

Notes:

1. The figures disclosed above are based on the restated summary of Profit & Loss of the Company.
2. The above statement should be read with the notes to restated summary statements of assets & liabilities, profits & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III & IV respectively.

ANNEXURE XXVI

DETAILS OF EMPLOYEE BENEFIT EXPENSES AS RESTATED

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Salaries & Wages			
Provision For Gratuity	42.77	10.83	9.48
Salary & Allowances to others	1,001.67	770.10	779.37
Remuneration to Director's	43.50	66.54	19.20
Total	1,087.94	847.47	808.05
Contribution to Provident & Other Funds	33.41	24.66	12.52
Staff Welfare Expenses	1.73	4.44	2.18
Total	1,123.08	876.56	822.75

Notes:

1. The figures disclosed above are based on the restated summary of Profit & Loss of the Company.
2. The above statement should be read with the notes to restated summary statements of assets & liabilities, profits & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III & IV respectively.

ANNEXURE XXVII

DETAILS OF FINANCE COST AS RESTATED

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Interest Expenses	86.68	23.05	47.05
Other borrowing costs/ Bank charges	47.18	47.14	15.65
Total	133.86	70.19	62.70

Notes:

1. The figures disclosed above are based on the restated summary of Profit & Loss of the Company.
2. The above statement should be read with the notes to restated summary statements of assets & liabilities, profits & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III & IV respectively.

ANNEXURE XXVIII

RESTATEMENT OF OTHER EXPENSES

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Consumption of Stores & Spare Parts & Others	1.13	0.96	-
Power & Fuel	146.18	131.18	87.66
Rent, Rates & Taxes	8.27	16.76	0.38
Repairs to Buildings	140.62	14.08	9.12
Repairs to Machinery	101.93	91.64	63.42
Repairs to Others	24.98	25.54	-
Insurance Expenses	4.41	5.32	4.56
Professional Fees & Services	1,118.98	921.28	746.81
Audit Fees			
- Statutory/Internal Audit Fees	0.50	0.36	0.48
- Tax/ GST Audit Fees	0.15	0.12	0.30
- Other Professional Fees	4.72	5.54	0.96
GST Reversal expenses	64.80	93.75	120.37
Miscellaneous Expenses	71.42	64.89	105.03
Rebate & Discount	188.70	1.97	-
Canteen Expenses	125.35	145.67	-
Incentive	38.92	108.54	17.49
Travelling Expenses	15.77	17.05	10.32
Hire Charges	1.11	3.47	14.07
Uniform Expenses	14.09	12.24	10.00
Internet Expenses	3.63	1.58	2.99
Other Expenses	15.56	56.88	35.41
Sales Tax(Earlier Year Assessment)	-	5.94	-
Services & Testing Expenses	254.44	139.71	192.37
CSR Activity Work	11.54	-	-
Printing & Stationery Expenses	38.03	24.13	17.67
Advertisement Expenses	66.84	22.58	24.68
Bad Debts Written Off	-	-	15.72
Sales & Promotion Expenses	106.21	88.64	38.30
Total	2,568.28	1,999.82	1,518.11

Notes:

- The figures disclosed above are based on the restated summary of Profit & Loss of the Company.
- The above statement should be read with the notes to restated summary statements of assets & liabilities, profits & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III & IV respectively.

ANNEXURE XXIX

DETAILS OF RELATED PARTIES TRANSACTIONS AS RESTATED

(₹ in lakhs)

Name of the Party	Nature of Relation	Nature of Transaction	Amount of Transactions Debited in 2020-21	Amount of Transactions Credited in 2020-21	Amount Outstanding as on 31.03.2021 (Payable)/ Receivable
Udai Pratap Singh	Director/ Promoter	Remuneration & Incentive	7.77	7.80	0.03
		Unsecured loan	-	-	-
Madhuri Singh	Director/ Promoter	Remuneration & Incentive	5.89	6.00	0.11
		Rent	6.96	7.20	0.24
		Unsecured loan	-	-	-
Gopal Singh	Relative of Director	Remuneration	2.00	5.40	3.40
Sukanti Kumar Das	Director	Professional Fees	29.60	29.60	-

Name of the Party	Nature of Relation	Nature of Transaction	Amount of Transactions Debited in 2020-21	Amount of Transactions Credited in 2020-21	Amount Outstanding as on 31.03.2021 (Payable)/ Receivable
Harendra Singh	Director/ Promoter	Salary	18.68	15.00	(3.68)
		Unsecured loan	-	-	-
Nayan Prakash Singh	Relative of Director/ Promoter	Salary	7.17	7.20	0.03
		Unsecured loan	-	-	-
Nitu Singh	Relative of Director/ Promoter	Salary	9.32	9.60	0.28
		Unsecured loan	-	-	-
Virendra Singh	Shareholder	Unsecured loan	-	-	-
Asap Impact Pvt. Ltd.	Director is a Promoter of Company	Rent	-	-	-
		Contract Service	-	-	-
		Sales & Supply	-	-	-

(₹ in lakhs)

Name of the Party	Nature of Relation	Nature of Transaction	Amount of Transactions Debited in 2021-22	Amount of Transactions Credited in 2021-22	Amount Outstanding as on 31.03.2022 (Payable)/ Receivable
Udai Pratap Singh	Director/ Promoter	Remuneration & Incentive	17.72	18.40	0.68
		Unsecured loan	-	-	-
Madhuri Singh	Director/ Promoter	Remuneration & Incentive	11.96	12.42	0.46
		Rent	6.66	7.20	0.54
		Unsecured loan	-	-	-
Gopal Singh	Relative of Director	Remuneration	6.89	9.94	3.05
Sukanti Kumar Das	Director	Professional Fees	13.46	14.23	0.77
Harendra Singh	Director/ Promoter	Salary	34.13	35.73	1.60
		Unsecured loan	-	-	-
Nayan Prakash Singh	Relative of Director/ Promoter	Salary	11.72	11.82	0.10
		Unsecured loan	-	-	-
Nitu Singh	Relative of Director/ Promoter	Salary	8.89	9.60	0.71
		Unsecured loan	-	-	-
Virendra Singh	Shareholder	Unsecured loan	-	-	-
Asap Impact Pvt. Ltd.	Director is a Promoter of Company	Rent	-	-	-
		Contract Service	-	-	-
		Sales & Supply	-	-	-

(₹ in lakhs)

Name of the Party	Nature of Relation	Nature of Transaction	Amount of Transactions Debited in 2022-23	Amount of Transactions Credited in 2022-23	Amount Outstanding as on 31.03.2023 (Payable)/ Receivable
Udai Pratap Singh	Director/ Promoter	Remuneration & Incentive	9.21	10.50	1.29
		Unsecured loan	154.47	154.47	-
Madhuri Singh	Director/ Promoter	Remuneration & Incentive	2.25	6.00	3.75
		Rent	-	-	-
		Unsecured loan	50.00	50.00	-
Gopal Singh	Relative of Director	Remuneration	5.68	8.40	2.72
Sukanti Kumar Das	Director	Professional Fees	17.10	17.43	0.33

Name of the Party	Nature of Relation	Nature of Transaction	Amount of Transactions Debited in 2022-23	Amount of Transactions Credited in 2022-23	Amount Outstanding as on 31.03.2023 (Payable)/ Receivable
Amit Kumar Barnwal	Director	Director Sitting Fees	0.64	0.76	0.12
Harendra Singh	Director/ Promoter	Salary	25.30	27.00	1.70
		Unsecured loan	205.00	205.00	-
Nayan Prakash Singh	Relative of Director/ Promoter	Salary	12.43	13.41	0.98
		Unsecured loan	208.00	208.00	-
Nitu Singh	Relative of Director/ Promoter	Salary	10.51	14.70	4.19
		Unsecured loan	15.00	15.00	-
Virendra Singh	Shareholder	Unsecured loan	12.00	12.00	-
Asap Impact Pvt. Ltd.	Director is a Promoter of Company	Rent	-	-	-
		Contract Service	37.87	40.04	2.17
		Royalty Income	0.76		(0.76)

ANNEXURE XXX

RESTATED STATEMENT OF CAPITALIZATION AS AT MARCH 31, 2023

(₹ in lakhs)

Particulars	Pre Issue	Post Issue *
Borrowings		
Short-Term Borrowings (A)	641.44	641.44
Long-Term Borrowings (B)	1,078.76	1,078.76
Total Borrowings (C)	1,720.20	1,720.20
Shareholder's Fund		
Equity Share Capital	1,449.73	1,967.73
Reserve & Surplus	2,734.53	4,910.13
Total Shareholder's Fund (D)	4,184.26	6,877.86
Long-Term Borrowings/ Shareholders' funds (B/D)	0.26	0.16
Total Borrowings/ Shareholders' funds (C/D)	0.41	0.25

The corresponding post issue figures are based on Auditor's Certificate dated July 20, 2023.

Notes:

- Short term debt represent debts which are due within 12 months from 31st March, 2023.
- Long term debt represent debt which are other than short term debts, as defined above.
- The figure disclosed above are based on restated statement of Assets & Liabilities of the company as at 31st March, 2023. While calculating the post issue shareholder's funds, we have considered the impact of fresh issue of 51,80,000 equity shares being offered through IPO at a price of ₹ 52/- per share. We've not taken impact of estimated issue expenses.

ANNEXURE XXXI

DETAILS OF CONTINGENT LIABILITIES & COMMITMENTS AS RESTATED

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
A. Contingent Liabilities			
Claim against the company not acknowledged as debt			
Income Tax Liability	7.93	5.35	5.35
Bank Guarantees	24.00	20.00	13.00
Other money for which company is contingently liable	-	-	-
B. Commitments			
Estimated Value of Contracts remaining to be executed on capital account and not provided for (net of advances)	4,562.15		

Uncalled liability on shares and other investments partly paid	-	-	-
Other Commitments	-	-	-
Total (A +B)	4,594.08	25.35	18.35

Notes:

1. The income tax liability matter is pending before Income Tax Appellate Tribunal, (ITAT) Ranchi.
2. The Bank Guarantee has been given to Corporates for Corporate Tie-up as Security.

ANNEXURE XXXII

STATEMENT OF TAX SHELTER AS RESTATED

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Profit before tax, as restated (A)	1,088.85	771.67	477.36
Normal Corporate Tax Rate (%)	27.82	27.82	27.82
Minimum Alternate Tax Rate (%)	16.69	16.69	16.69
As per Section 115BAA Rate (%)	25.17	25.17	25.17
Adjustments:			
Permanent Differences			
<i>Expenses disallowed under Income Tax Act, 1961</i>			
Donation	0.93	0.91	0.60
Gratuity Provision	42.77	10.83	9.48
Other disallowance including u/s 36 & 37	12.73	9.30	7.56
Total Permanent differences (B)	56.43	21.04	17.64
Income Considered Separately (C)	(34.03)	(38.37)	(25.48)
Timing differences			
Depreciation as per Books	387.35	334.69	291.20
Depreciation as per Income Tax Act	423.49	321.36	338.03
Other disallowance including u/s 43B	-	-	-
Total Timing Differences (D)	(36.14)	13.33	(46.83)
Net adjustments (E) = (B+C+D)	(13.74)	(4.00)	(54.67)
Tax expenses/(saving) thereon on net adjustment	(3.46)	(1.01)	(15.21)
Income from House Property (F)	7.79	6.27	6.10
Capital Gain (G)	1.11	-	-
Income from Other Sources (H)	21.80	29.40	16.77
Exempt Income (I)	-	-	-
Income/(Loss) (A+E+F+G-H+I)	1,105.80	803.35	445.56
Brought Forward Loss Set Off			
- Ordinary Business Loss	-	-	-
- Unabsorbed Depreciation	-	-	-
- Total	-	-	-
Taxable income/(loss)	1,105.80	803.35	445.56
Tax as per Normal Provision	307.63	223.49	123.95
Tax as per Section 115BAA	278.22	202.19	112.14
Income/(Loss) as per MAT	1,088.85	771.67	477.36
Brought Forward Loss Set Off	-	-	-
Taxable Income/(Loss) as per MAT	1,088.85	771.67	477.36
Tax as per MAT	181.73	128.79	79.67
Tax Paid as per -	Section 115BAA	Section 115BAA	Section 115BAA

ANNEXURE XXXIII(A)

RESTATED STANDALONE STATEMENT OF OTHER FINANCIAL RATIO

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Current Ratio (No of Times)	1.86	1.50	1.12
Debt Equity Ratio (No of Times)	0.41	0.51	0.42
Debt Service Coverage Ratio (No of Times)	2.02	3.04	6.65

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Return On Equity Ratio (%)	24.87%	28.99%	23.36%
Inventory Turnover Ratio	56.20	68.28	87.31
Trade Receivable Turnover Ratio	6.35	17.57	24.30
Trade Payable Turnover Ratio	5.51	13.62	10.88
Net Capital Turnover Ratio (No Of Times)	4.18	8.91	51.36
Net Profit Ratio (%)	11.34%	8.78%	6.53%
Return On Capital Employed (%)	19.91%	23.20%	21.82%
Return On Investment/Total Assets (%)	19.16%	25.32%	20.91%

ANNEXURE XXXIII(B)

PARAMETERS TO CALCULATE RATIOS

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Current Assets	3,651.08	2,208.23	968.62
Current Liabilities	1,959.02	1,476.30	863.24
Earning available for Debt Service	1,329.95	1,031.19	787.88
Interest + Installements	658.00	339.53	118.51
Profit after Tax/Net Profit	801.53	572.84	353.43
Total Turnover	7,070.33	6,521.31	5,412.17
Debts (Long term+Short term Borrowings)	1,720.20	1,163.31	713.36
Equity	4,184.26	2,262.73	1,689.90
Net Worth	4,184.26	2,262.73	1,689.90
Total Purchases	2,035.18	2,593.85	2,307.56
Average Account Receivable	1,112.83	371.26	222.70
Average Account Payable	369.26	190.48	212.07
Average Inventory	125.80	95.51	61.99
Net Working Capital	1,692.06	731.94	105.38
Capital Employed	5,904.46	3,426.04	2,403.26
Average Shareholder's Equity	3,223.49	1,976.31	1,513.19
Return on Investment	801.53	582.41	364.16
Total Investment	4,184.26	2,262.73	1,689.90

Note:

Details of numerator and denominator for the above ratio are as under

- (1) Current Ratio = Current Assets / Current Liabilities.
- (2) Debt- equity ratio = Total debt / Shareholders' equity.
- (3) Debt service coverage ratio = EBITDA/(Principal + Interest).
- (4) Return on equity ratio= Net profit after taxes / Avg Shareholder's Equity.
- (5) Inventory turnover ratio=Cost of goods sold or sales/Average inventory.
- (6) Trade receivables turnover ratio= Revenue from Operations /Average trade receivables.
- (7) Trade payables turnover ratio=Purchase/Average trade payables.
- (8) Net Capital turnover ratio=Net sales/Average working capital.
- (9) Net profit ratio=Net profit after taxes/Total Revenue.
- (10) Return on capital employed=Earnings before interest and taxes/Capital employed.
- (11) Return on investment/Total Assets=PAT/Total Assets.

ANNEXURE XXXIV

OTHER FINANCIAL INFORMATION AS RESTATED

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Restated PAT as per statement of Profit & Loss (For Basic EPS Purpose) (A)	801.53	572.84	353.43
Restated Earnings Before Interest, Tax, Depreciation & Amortization (EBITDA)	1,329.95	1,031.19	787.88
Weighted Average Number of Equity Shares at the end of the year/period (B)	1,05,80,633	12,49,550	12,49,550

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Weighted Average Number of Equity Shares at the end of the year/period (After considering Bonus) (C)	1,05,80,633	74,97,300	74,97,300
No. of Equity Shares at the end of the year/period (Absolute No.) (D)	1,44,97,300	12,49,550	12,49,550
No. of Equity Shares at the end of the year/period (Absolute No.)(After considering Bonus) (E)	1,44,97,300	74,97,300	74,97,300
Net Worth, as restated (F)	4,184.26	2,262.73	1,689.90
Earnings Per Share			
Restated Basic/ Diluted EPS at the end of year(After Bonus) (A/C)	7.58	7.64	4.71
Return on Net Worth (%) (A/F)	19.61%	25.32%	20.91%
Net Assets value per Equity Shares (Before Bonus) (F/D)	28.86	181.08	135.24
Net Assets value per Equity Shares (After Bonus) (F/E)	28.86	30.18	22.54
Nominal value per Equity Share (₹)	10.00	10.00	10.00

Notes:

- The ratios have been computed as per the following formulas:

(i) Basic Earnings per Share:
$$\frac{\text{Restated Profit after Tax available to Equity Shareholders}}{\text{Weighted Average No. of Equity Shares outstanding at the end of the year/ period}}$$

(ii) Diluted Earnings per Share:
$$\frac{\text{Restated Profit after Tax available to Equity Shareholders}}{\text{Weighted Average No. of Equity Shares outstanding at the end of the year/ period + Diluted shares at the end of the year/period}}$$

(iii) Net assets value (NAV) per Equity shares:
$$\frac{\text{Restated Network of Equity Shareholders}}{\text{No. of Equity shares outstanding at the end of the year/period}}$$

(iv) Return on Network (%) :
$$\frac{\text{Restated Profit after Tax available to Equity Shareholders}}{\text{Restated Network of Equity Shareholders}}$$

- EBITDA represents earnings (profit/(loss) before finance costs, income tax, depreciation & amortization expenses. Extraordinary & exceptional items have been considered in the calculation of EBITDA as they were expense items.
3. Net profit as restated, as appearing in the statement of profit & losses, has been considered for the purpose of computing the above ratios. These ratios are computed on the basis of the restated financial information of the company.
- Earnings per share calculations are done in accordance with Accounting Standard 20 "Earning per Share", issued by the institute of Chartered Accountants of India.
- Prior to March 31, 2023 the company has made the following changes in its capital structure, the effects of which have been considered in computing the above accounting ratios.

Notes:

- The figures disclosed above are based on the restated summary of Profit & Loss of the Company.
- The above statement should be read with the notes to restated summary statements of assets & liabilities, profits & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III & IV respectively

OTHER FINANCIAL INFORMATION

The audited financial statements of our Company as at and for the financial year ended March 31, 2023, March 31, 2022 and March 31, 2021 and their respective Audit reports thereon (Audited Financial Statements) are available at www.asarfi.in

Our Company is providing a link to this website solely to comply with the requirements specified in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018. The Audited Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) Red Herring Prospectus (iii) Prospectus, a statement in lieu of a prospectus, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision. Neither our Company, nor BRLM, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below: -

Particulars	March 31, 2022	March 31, 2021	March 31, 2020
Profit After Tax (₹ in lakhs)	801.53	572.84	353.43
Basic & Diluted Earnings per Share (Based in Weighted Average Number of Shares)	7.58	7.64	4.71
Return on Net Worth (%)	19.61%	25.32%	20.91%
NAV per Equity Shares (Based on Actual Number of Shares)	28.56	181.08	135.24
NAV per Equity Shares (Based on Weighted Average Number of Shares - With Bonus Effect)	28.86	30.18	22.54
Earnings before interest, tax, depreciation and amortization (EBITDA)	1,329.95	1,031.19	787.88

STATEMENT OF FINANCIAL INDEBTEDNESS

To,
The Board of Directors,
ASARFI HOSPITAL LIMITED
Address: BARAMURI BISHUNPUR
POLYTECHNIC
DHANBAD-828130 JHARKHAND

Dear Sirs,

Based on the independent examination of Books of Accounts, Audited Financial Statements and other documents of **ASARFI HOSPITAL LIMITED** and further explanations and information provided by the management of the Company, which we believe to be true and correct to the best of our information and belief, the sanction amount of financial indebtedness, principal terms of security for loan and other related details as on March 31, 2023 are mentioned below.

A. SECURED LOANS**STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY**

Name of Lender	Loan/ Agreement A/c No./Ref. No.	Purpose	Sanctioned Amount (₹ In Lakhs)	Rate of interest	Primary & Collateral Security	Re-Payment Schedule	Outstanding amount as on 31.03.2023 as per Books (₹ In Lakhs)
State Bank of India	31505817917	Cash Credit	500.00	1.50%+ EBLR i.e 9.05%	Primary Security: Refer Note 1 Collateral Security: Refer Note 2 Guarantee: Refer Note 3	On Demand	497.44
	41215708038	Term Loan	1400.00			Repayable in 60 monthly instalments commencing from 01-04-2023	1,222.76
TOTAL (Fund Based)							1,720.20
TOTAL (Non-Fund Based)							Nil
GRAND TOTAL (Fund and Non fund Based)							1,720.20

Note 1: Primary Security for the Credit Facility & Term Loan facility granted by State Bank of India:

- Hypothecation of Stocks and Receivables (Present & Future)
- Hypothecation of Plant and Machinery proposed to be purchased out of Bank Finance
- Equitable Mortgage over Land and Building having Title Deed – 6644 dated 28.07.2006, bearing Khata No.-36, Plot No.-27,46,47, Baramuri, Dhanbad (Area: 33.00 Decimal)
- Equitable Mortgage over Land and Building having Title Deed – 4026 dated 17.04.2009, bearing Khata No.-36, Plot No.-46, Baramuri, Dhanbad (Area: 12.00 Decimal)

Note 2: Collateral Security for the Credit Facility & Term Loan facility granted by State Bank of India:-

- Equitable Mortgage over Land and Building having Title Deed – 1558 dated 20.02.2008, bearing Khata No.-36, Plot No.-47, Baramuri, Dhanbad (Area: 4.82 Decimal)
- Equitable Mortgage over Land and Building having Title Deed – 4842 dated 23.05.2007, bearing Khata No.-36, Plot No.-46, Baramuri, Dhanbad (Area: 8.07 Decimal)
- Equitable Mortgage over Land and Building having Title Deed – 9937 dated 15.10.2007, bearing Khata No.-36, Plot No.-47, Baramuri, Dhanbad (Area: 4.44 Decimal)
- Equitable Mortgage over Land and Building having Title Deed – 8117 dated 16.09.2006, bearing Khata No.-36, Plot No.-46 & 47, Baramuri, Dhanbad (Area: 18.97 Decimal)
- Equitable Mortgage over Land and Building having Title Deed – 10330 dated 28.11.2006, bearing Khata No.-36, Plot No.-46, Baramuri, Dhanbad (Area: 10.09 Decimal)
- Equitable Mortgage over Land and Building having Title Deed – 9375 dated 30.07.2009, bearing Khata No.-54, Plot No.-984, Nawadih, Dhanbad (Area: 6.24 Decimal)

- g) Equitable Mortgage over Land and Building having Title Deed – 8443 dated 24.07.2009, bearing Khata No.-1, Plot No.-1746, Bhelatand, Dhanbad (Area: 16.84 Decimal)

Note 3:

Further the Credit facilities by State Bank of India has personal guarantee of 1. Shri Harendra Singh 2. Shri Sukanti Kumar Das 3. Smt. Madhuri Singh 4. Shri Nayan Prakash Singh 5. Smt. Nitu Singh 6. Shri Gopal Singh 7. Shri Udai Pratap Singh.

Note 4:

Based on the independent examination of documents of the issuer Company, Asarfi Hospital Limited and further explanations and information provided by the management of the Companies, it is hereby confirmed that the Company has been sanctioned for Fresh LGSCAS Term Loan Facility of ₹ 28.50 Crores from HDFC Bank Ltd for the purpose of Brown Field Cancer Hospital Project in aspirational district in Dhanbad, of which the disbursement has been done by HDFC Bank as on 31/03/2023.

Yours faithfully,

For M/s D. N. DOKANIA & ASSOCIATES
Chartered Accountants
Firm Registration No: 050042C

Sd/-
CA Naman Kumar Dokania
Partner
M. No. 417251
Date: June 19, 2023
Place: Dhanbad
UDIN: 23417251BGSVQY3214

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with our restated financial statements attached in the chapter titled **“Financial Information of the Company”** beginning on page 158. You should also read the section titled **“Risk Factors”** on page 25 and the section titled **“Forward Looking Statements”** on page 18 of this Prospectus, which discusses a number of factors and contingencies that could affect our financial condition and results of operations. The following discussion relates to us, and, unless otherwise stated or the context requires otherwise, is based on our Restated financial Statements.

Our financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditor June 21, 2023 which is included in this Prospectus under **“Financial Statements”**. The Restated Financial Information has been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. Our financial year ends on March 31 of each year, and all references to a particular financial year are to the twelve-month period ended March 31 of that year.

BUSINESS OVERVIEW

Asarfi Hospital Limited was incorporated in the year 2005 by Nayan Prakash Singh and Harendra Singh in the name of their mother **“Asarfi Devi”** to provide healthcare facilities to the people of Jharkhand.

Asarfi Hospital Limited, is a 250 bedded multi-speciality hospital, which is serving people for over one and half decade by providing healthcare services in Dhanbad, Jharkhand. Accredited by National Accreditation Board for Testing and Calibration Laboratories (**“NABL Accredited”**), we are an integrated healthcare service provider, committed to deliver valued healthcare services to our patients that includes prevention, treatment and proper rehabilitation. We are empanelled with several Government Agencies, Corporate Organizations for providing regular health care facilities to their employees and their dependants. We are also empanelled with the several Insurance and TPA providers.

Our hospital located at Dhanbad, Jharkhand is having departments/services like Cardiology, Neurosciences, General Medicine, Paediatrics & Neonatology, Obstetrics & Gynaecology, General Surgery, Gastroenterology, Orthopaedics Plastic Surgery & Cosmetics, Oncology, Nephrology, Urology, Ophthalmology, ENT, Day Care Services, Dental, Physiotherapy, Emergency, Nutrition & Dietetics, Anaesthesiology & Critical Care, Radiology, Pulmonology, Pain Management etc. among other healthcare services.

The hospital has a full-fledged high dependency unit, Emergency Department, Outpatient consultation, CCU, ICU, NICU, SICU, Labor room, Endoscopy room, Neurosurgery and Cardiac unit. The Diagnostic Centre features laboratory and imaging equipment like the Open X-Ray, Ultrasound, CT scan. The Hospital offers both inpatient and outpatient care which covers a wide range of Medical and Surgical specialties.

During the first wave of COVID-19 outbreak in our Country, our company decided to step-in and support in the fight against COVID-19 and was a designated COVID-19 treatment hospital and we decided to expand the capacity of our Hospital from 120 beds to 250 beds. During the second wave, the Hospital had dedicated 150 beds for COVID-19 Patients which included ICUs, General Wards, Private Cabin etc. With the support of our doctors, staffs, nursing students and interns, we had treated approximately 600 such patients.

Key Performance Indicators of our Company

(₹ In Lakhs except percentages and ratios)

Key Financial Performance	FY 2022-23	FY 2022-21	FY 2021-20
Revenue from operations ⁽¹⁾	7,070.33	6521.31	5,412.17
EBITDA ⁽²⁾	1,377.13	1,078.33	803.53
EBITDA Margin ⁽³⁾	19.48%	16.54%	14.85%
PAT ⁽⁴⁾	801.53	572.84	353.43
PAT Margin ⁽⁵⁾	11.34%	8.78%	6.53%
RoE(%) ⁽⁶⁾	19.16%	25.32%	20.91%
RoCE (%) ⁽⁷⁾	19.91%	23.20%	21.82%

Notes:

⁽¹⁾Revenue from operation means revenue from sales of medicines and sale of service

⁽²⁾EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

⁽³⁾‘EBITDA Margin’ is calculated as EBITDA divided by Revenue from Operations

⁽⁴⁾ PAT is calculated as Profit before tax – Tax Expenses

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

⁽⁶⁾ Return on Equity is ratio of Profit after Tax and Average Shareholder Equity

⁽⁷⁾ Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus total borrowings {current & non-current}.

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
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.
RoE(%)	RoE provides how efficiently our Company generates profits from shareholders' funds.
RoCE (%)	RoCE provides how efficiently our Company generates earnings from the capital employed in the business.

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

For details in respect of Statement of Significant Accounting Policies, please refer to “**Annexure IV of Restated Financial Statements**” beginning on page 183 of this Prospectus.

Factors Affecting our Results of Operations

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “**Risk Factors**” beginning on page 25 of this Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

1. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
2. Any change in government policies resulting in increases in taxes payable by us;
3. Our ability to retain our key managements persons and other employees;
4. Changes in laws and regulations that apply to the industries in which we operate.
5. Our failure to keep pace with rapid changes in technology;
6. Our ability to make interest and principal payments on our existing debt obligations and satisfy the other covenants contained in our existing debt agreements;
7. General economic, political and other risks that are out of our control;
8. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
9. Company's ability to successfully implement its growth strategy and expansion plans;
10. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
11. Inability to successfully obtain registrations in a timely manner or at all;
12. Occurrence of Environmental Problems & Uninsured Losses;
13. Conflicts of interest with affiliated companies, the promoter group and other related parties;
14. Any adverse outcome in the legal proceedings in which we are involved;
15. Concentration of ownership among our Promoter;
16. The performance of the financial markets in India and globally;
17. Global distress due to pandemic, war or by any other reason.

Discussion on Result of Operations

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements for the financial years ended on March 31, 2023, March 31, 2022 and March 31, 2021.

Particulars	For the Year ended on					
	March 31, 2023	% of Total Income	March 31, 2022	% of Total Income	March 31, 2021	% of Total Income
INCOME						
Revenue from operations	7,070.33	96.81	6,521.31	98.52	5,412.17	99.49
Other income	232.93	3.19	98.23	1.48	27.73	0.51
Total Income (I)	7,303.26	100.00	6,619.54	100.00	5,439.90	100.00
EXPENSES						

(₹ in lakhs)

Particulars	For the Year ended on					
	March 31, 2023	% of Total Income	March 31, 2022	% of Total Income	March 31, 2021	% of Total Income
Cost of Material Consumed	1,296.07	17.75	1,382.00	20.88	1,450.48	26.66
Purchases of Stock in trade	726.03	9.94	1,163.77	17.58	839.30	15.43
Change in Inventories of work in progress & finished goods	(20.26)	(0.28)	20.83	0.31	(22.00)	(0.40)
Employee Benefit Expenses	1,123.08	15.38	876.56	13.24	822.75	15.12
Finance Costs	133.86	1.83	70.19	1.06	62.70	1.15
Depreciation and Amortisation Expenses	387.35	5.30	334.70	5.06	291.20	5.35
Other Expenses	2,568.28	35.17	1,999.82	30.21	1,518.11	27.91
Total expenses (II)	6,214.41	85.09	5,847.86	88.34	4,962.54	91.22
Profit/ (Loss) before tax (III=I-II)	1,088.85	14.91	771.67	11.66	477.36	8.78
Tax expenses						
1. Current Tax	278.22	3.81	202.19	3.05	112.14	2.06
2. Deferred Tax	9.10	0.12	(3.35)	(0.05)	11.79	0.22
Total Tax Expenses (IV)	287.32	3.93	198.84	3.00	123.93	2.28
Profit/ (Loss) after tax (V=III-IV)	801.53	10.97	572.84	8.65	353.43	6.50

PRINCIPAL COMPONENTS OF STATEMENT OF PROFIT AND LOSS

Revenue from operations:

Revenue from operations mainly consists of sale of medicine and sale of services.

Other Income:

Other income primarily comprises of Interest Income, Income from canteen, Income from tuition fees, rent etc.

Cost of Material Consumed:

Cost of Material Consumed consists of purchase of inventories.

Purchase of Stock-In-Trade:

Purchase consists of purchase of stock-in-trade.

Change in inventories:

Changes in the inventory comprises of work in progress and finished goods.

Employee benefits expense:

Employee benefits expense primarily comprises of Salaries & wages, contribution to Provident & other funds and Staff welfare expenses.

Finance Costs:

Our finance cost includes Interest expense and Other Borrowing cost & Bank Charges.

Depreciation and Amortization Expenses:

Depreciation includes depreciation on Property, Plant & Equipments etc.

Other Expenses:

Our other expenses includes Professional Fees & Services, Services & Testing Expenses, Rebate & Discount, Power & Fuel, Repairs to Buildings & Machinery, Canteen Expenses, Sales & Promotion Expenses, Advertisement Expenses, and Miscellaneous Expenses etc.

COMPARISON OF FINANCIAL YEAR 2023 WITH FINANCIAL YEAR 2022 (BASED ON RESTATED FINANCIAL STATEMENTS)

Total Income:

Total income for the financial year 2022-23 stood at ₹ 7,303.26 Lakhs whereas in Financial Year 2021-22 the same stood at ₹ 6,619.54 Lakhs representing an increase of 10.33% primarily due to an increase in revenue from operations.

Revenue from Operations:

Revenue from Operations for the financial year 2022-23 stood at ₹ 7,070.33 Lakhs whereas in Financial Year 2021-22 the same stood at ₹ 6,521.31 Lakhs representing an increase of 8.42% primarily due to increase in the sale of services.

Other Income:

Other Income for financial year 2022-23 was ₹ 232.93 Lakhs as against ₹ 98.23 Lakhs in the Financial Year 2021-22 representing significant increase of 137.13% which primarily due to increase in Income from Rent, Income from Canteen and Tuition Fees.

Total Expenses:

Total Expenses for financial year 2022-23 has increased to ₹ 6,214.41 Lakhs from ₹ 5,847.86 Lakhs in the financial year 2021-22 representing an increase of 6.27%, the said increase is due to increase in volume of business and related cost.

Cost of Material Consumed:

Cost of Material Consumed for the financial year 2022-23 has decreased to ₹ 1,296.07 Lakhs from ₹ 1,382.00 Lakhs in the Financial Year 2021-22 representing a decrease of 6.22%.

Purchase of Stock-In-Trade:

Purchase of stock-in-trade for financial year 2022-23 has decreased to ₹ 726.03 lakhs against ₹ 1,163.77 lakhs in the financial year 2021-22 representing a decrease of 37.61%.

Change in inventories:

Closing inventory of stock-in-trade for financial year 2022-23 was ₹ 63.53 lakhs as against ₹ 43.27 lakhs in financial year 2021-22 representing decrease of 197.26%.

Employee benefits expense:

Employee benefits expense stood at ₹ 1,123.08 Lakhs during the financial year 2022-23 as compared to ₹ 876.56 Lakhs in the financial year 2021-22, representing an increase of 28.12% primarily due increase in Salaries & Wages.

Finance costs:

Finance costs for financial Year 2022-23, was ₹ 133.86 Lakhs as against ₹ 70.19 Lakhs during the financial year 2021-22, representing a significant increase of 90.71%, which is primarily due to the increase in Interest Expenses on borrowings.

Depreciation and Amortization Expenses:

Depreciation and Amortization Expenses for financial year 2022-23 was ₹ 387.35 Lakhs as against ₹ 334.70 Lakhs during the financial year 2021-22, representing an increase of 15.73% primarily due to major additions in Plant & Equipments, Building, Office Equipment, Furniture & Fixtures and Vehicles.

Other Expenses:

Other Expenses for financial Year 2022-23 was ₹ 2,568.28 Lakhs as against ₹ 1,999.82 Lakhs during the financial year 2021-22. The increase of 28.43% was primarily due to increase in expenses of Repairs to Buildings, Rebate & Discount, Professional Fees & Services, Audit Fees, Services & Testing Expenses and Advertisement Expenses & Printing & Stationery Expenses etc.

Restated Profit/ (Loss) before tax:

Restated Profit/ (Loss) before tax for financial year 2022-23 was ₹ 1,088.85 Lakhs as compared to ₹ 771.67 Lakhs in the financial year 2021-22, representing a significant increase of 41.10% primarily due to the reasons discussed above.

Restated Profit/ (Loss) after tax:

Restated Profit/ (Loss) after tax for financial year 2022-23 was ₹ 801.53 Lakhs in comparison to ₹ 572.84 Lakhs in the financial year 2021-22, representing an increase of 39.92% primarily due to the reasons discussed above.

COMPARISON OF FINANCIAL YEAR 2022 WITH FINANCIAL YEAR 2021 (BASED ON RESTATED FINANCIAL STATEMENTS)

Total Income:

Total income for the financial year 2021-22 stood at ₹ 6,619.54 Lakhs whereas in financial year 2020-21 the same stood at ₹ 5,439.90 Lakhs representing an increase of 21.68% primarily due to an increase in revenue from operations.

Revenue from Operations:

Revenue from Operations for the financial year 2021-22 stood at ₹ 6,521.31 Lakhs whereas in financial year 2020-21 the same stood at ₹ 5,412.17 Lakhs representing an increase of 20.49% primarily due to increase in the sale of services.

Other Income:

Other Income for financial year 2021-22 was ₹ 98.23 Lakhs as against ₹ 27.73 Lakhs in the Financial Year 2020-21 representing significant increase of 254.24% which primarily due to increase in Income from Canteen and Tuition Fees and Interest Income.

Total Expenses:

Total Expenses for financial year 2021-22 has increased to ₹ 5,847.86 Lakhs from ₹ 4,962.54 Lakhs in the financial year 2020-21 representing an increase of 17.84% the said increase is due to increase in volume of business and related cost.

Cost of Material Consumed:

Cost of Material Consumed for the financial year 2021-22 has decreased to ₹ 1,382.00 Lakhs from ₹ 1,450.48 Lakhs in the Financial Year 2020-21 representing a decrease of 4.72%.

Purchase of Stock-In-Trade:

Purchase of stock-in-trade for financial year 2021-22 has been increased to ₹ 1,163.77 lakhs against ₹ 839.30 lakhs in the financial year 2020-21 representing an increase of 38.66% primarily due to an increase in the volume of stock-in-trade purchased by us during financial year 2022 in line with the increase in sale of stock-in-trade during Financial Year 2022.

Change in inventories:

Closing inventory of stock-in-trade for financial year 2021-22 was ₹ 43.27 lakhs as against ₹ 64.10 lakhs in financial year 2020-21 representing increase of 194.68%.

Employee benefits expense:

Employee benefits expense stood at ₹ 876.56 Lakhs during the financial year 2021-22 as compared to ₹ 822.75 Lakhs in the financial year 2020-21, representing an increase of 6.54% primarily due increase in Salaries & Wages.

Finance costs:

Finance costs for financial Year 2021-22, was ₹ 70.19 Lakhs as against ₹ 62.70 Lakhs during the financial year 2020-21, representing an increase of 11.95%, which is primarily due to the increase in other borrowing costs/ bank charges.

Depreciation and Amortization Expenses:

Depreciation and Amortization Expenses for financial year 2021-22 was ₹ 334.70 Lakhs as against ₹ 291.20 Lakhs during the financial year 2020-21, representing an increase of 14.94% primarily due to major additions in Plant & Equipments, Vehicles and Furniture & Fixtures.

Other Expenses:

Other Expenses for financial Year 2021-22 was ₹ 1,999.82 Lakhs as against ₹ 1,518.11 Lakhs during the financial year 2020-21. The increase of 31.73% was primarily due to increase in expenses of Rent, Rates & Taxes, Repairs to Buildings & Machinery, Professional Fees & Services, Incentive, Printing & Stationery Expenses, Sales & Promotion Expenses and Miscellaneous Expenses, etc.

Restated Profit/ (Loss) before tax:

Restated Profit/ (Loss) before tax for financial year 2021-22 was ₹ 771.67 Lakhs as compared to ₹ 477.36 Lakhs in the financial year 2020-21, representing a significant increase of 61.66% primarily due to the reasons discussed above.

Restated Profit/ (Loss) after tax:

Restated Profit/ (Loss) after tax for financial year 2021-22 was ₹ 572.84 Lakhs in comparison to ₹ 353.43 Lakhs in the financial year 2020-21, representing a significant increase of 62.08% primarily due to the reasons discussed above.

Information required as per Item (II) (C) (iv) of Part A of Schedule VI to the SEBI Regulations:

An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:

1. Unusual or infrequent events or transactions

There has not been any unusual trend on account of our business activity. Except as disclosed in this Prospectus, there are no unusual or infrequent events or transactions in our Company.

2. Significant economic changes that materially affected or are likely to affect income from continuing operations.

There are no significant economic changes that may materially affect or likely to affect income from continuing operations.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.

Apart from the risks as disclosed under Section “**Risk Factors**” beginning on page 25 of the Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. Future changes in relationship between costs and revenues

Other than as described in the sections “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on pages 25, 106 and 192 respectively, to our knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

5. Total turnover of each major industry segment in which our Company operates

Our business activity primarily falls within a single business and geographical segment, i.e. is engaged in the business of healthcare services, as disclosed in “**Restated Financial Statements**” on page 158, we do not follow any other segment reporting.

6. Status of any publicly announced New Products or Business Segment

Except as disclosed in the Chapter “**Our Business**” on page 106, our Company has not announced any new product or service.

7. Seasonality of business

Our business is not subject to seasonality. For further information, see “**Industry Overview**” and “**Our Business**” on pages 94 and 106, respectively.

8. Dependence on single or few customers

We derive a significant portion of our revenues from our tie up arrangements with Governmental organizations, insurance companies, third party administrators and corporations. The loss of any one or more of our major customers would have a material effect on our business operations and profitability. Our revenue comes from in-patient and out-patient and through tie-up arrangements with governmental organisations, insurance companies, third party administrators and corporate entities. While our In-patient and Out patients cannot be categorised under the top ten category however based on the patients who come through Governmental organisations, insurance companies, TPA’s and corporate entities under the tie-up arrangements, our top 10 customers

relating to such entities contribute 37.05%, 37.02% and 37.14% of our revenues during the financial year 2022-23, 2021-22 and 2020-21 respectively.

9. Competitive conditions

Competitive conditions are as described under the Chapters “**Industry Overview**” and “**Our Business**” beginning on pages 94 and 106 respectively of this Prospectus.

10. Details of material developments after the date of last balance sheet i.e. March 31, 2023.

After the date of last Balance sheet i.e. March 31, 2023, the following material events have occurred after the last audited period:

1. Our company has approved the audited financial statements for the financial year ending March 31, 2023 in the Board meeting dated June 21, 2023.
2. Our Company has approved the Restated Financial Statements for the financial year ending March 31, 2023, March 31, 2022 and March 31, 2021 in the Board meeting dated June 21, 2023.
3. Our Company has approved the Draft Red Herring Prospectus vide resolution in the Board Meeting dated June 26, 2023.
4. Our Company has approved the Red Herring Prospectus vide resolution in the Board Meeting dated July 10, 2023.
5. Our Company has approved the Prospectus vide resolution in the Board Meeting dated July 21, 2023.

CAPITALISATION STATEMENT

(₹ in lakhs)

Particulars	Pre Issue	Post Issue *
Borrowings		
Short-Term Borrowings (A)	641.44	641.44
Long-Term Borrowings (B)	1,078.76	1,078.76
Total Borrowings (C)	1,720.20	1,720.20
Shareholder's Fund		
Equity Share Capital	1,449.73	1,967.73
Reserve & Surplus	2,734.53	4,910.13
Total Shareholder's Fund (D)	4,184.26	6,877.86
Long-Term Borrowings/ Shareholders' funds (B/D)	0.26	0.16
Total Borrowings/ Shareholders' funds (C/D)	0.41	0.25

The corresponding post issue figures are based on Auditor's Certificate dated July 20, 2023.

Notes:

4. Short term debt represent debts which are due within 12 months from 31st March, 2023.
5. Long term debt represent debt which are other than short term debts, as defined above.
6. The figure disclosed above are based on restated statement of Assets & Liabilities of the company as at 31st March, 2023. While calculating the post issue shareholder's funds, we have considered the impact of fresh issue of 51,80,000 equity shares being offered through IPO at a price of ₹ 52/- per share. We've not taken impact of estimated issue expenses.

SECTION VII – LEGAL AND OTHER INFORMATION**OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS**

Except as stated in this section, there are no: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoter in the last five financial years, including outstanding action; or (v) Material Litigation (as defined below); involving our Company, its Directors and Promoters.

Our Board, in its meeting held on February 13, 2023, determined that outstanding legal proceedings involving the Company, its Directors and Promoter will be considered as material litigation (“Material Litigation”) if the aggregate amount involved in such individual litigation exceeds 1% of profit after tax of the Company, as per the last audited financial statements of the Company or such litigations outcome could have a material impact on the business, operations, prospects or reputations of the Company.

The Company has a policy for identification of Material Outstanding Dues to Creditors in terms of the SEBI (ICDR) Regulations, 2018 as amended for creditors where outstanding due to any one of them exceeds 5.00% of the Company’s trade payables as per the last restated financial statements

I. LITIGATION INVOLVING OUR COMPANY**A. LITIGATION AGAINST OUR COMPANY****1. Litigation Involving Criminal matters:**

As on the date of this Prospectus, there are no outstanding criminal proceedings initiated against the Company

2. Litigation Involving Civil matters:

Except as mentioned below, as on the date of this Prospectus, there are no outstanding criminal proceedings filed by the Company:

Asarfi Hospital Ltd. (Complainant) vs. Rabindra Nath Paul and 4 Ors.(Accused)

Case/ Authority	Court of the Chief Judicial Magistrate at Dhanbad
Section Code	U/s 420,406,199, 200, 467, 468, 471, 472, 120B/34 of IPC.
Parties	M/s Asarfi Hospital Ltd. (Complainant) Rabindra Nath Paul (Respondent 1) & 4 Others (Respondents)
Case Number	Complaint Case No. 13141 of 2022
Case Details	Asarfi Hospital Limited was allotted 11.92 acres of land by Jharkhand Industrial Area Development Authority (JIADA) for the development of a Cancer Hospital. However, Respondent(s) 1 to 5 preferred I.A. no. 10474/2019 and 10491/2019 in F.A. no. 43/2012 before the High Court of Ranchi, which was sent to the Deputy Commissioner Dhanbad and Bokaro to pass appropriate orders. The Deputy Commissioner Dhanbad and Bokaro passed an order on 06.10.2020, stating that the land in question was legally transferred to the Complainant for developing and building the Cancer Hospital. The Respondent(s) again preferred I.A. no. 5710/2021 in F.A. no. 43/2012 before the High Court Jharkhand, Ranchi, for quashing the order passed by the Deputy Commissioner Dhanbad dated 06.10.2020. The Complainant alleged that the Respondent(s) have been misleading the Hon’ble court by filing fabricated and unreadable M-forms with an affidavit to mislead and to obtain a favorable order. The Complainant also alleged that the Complainant filed an application enclosing the M-forms, and the Circle Office Baghmara denied any proof of issuance of any such kind from his kind office, which proved that the documents were forged and fabricated by the respondent(s). The Complainant alleged that the respondent(s) are punishable under committing offence u/s 420,406, 199,200,467,468,471,472,120B/34 of IPC.
Status	The case is pending.

3. Actions by statutory and regulatory authorities against the Company

As on the date of this Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Company.

4. Claims related to Direct and Indirect taxes

Nature of Claim	Number of cases	Amount involved (₹ in lakhs)
Direct Tax	-	-
Indirect Tax	-	-

5. Other pending material litigations against the Company**(i) Sudhir Mahato vs. Asarfi Hospital Limited & Dr. D.P. Bhadani**

Court/Authority	District Consumer Forum, Jamtara.
Parties	Sudhir Mahato (Complainant) Asarfi Hospital Limited (Respondent No. 1) Dr. D. P. Bhadani (Respondent No. 2)
Case Number	CC No. 03/2019
Case Details	The Complainant was treated by Respondent No.2, who subsequently suggested that the Complainant undergo surgery for a tumor at Respondent No.1. The Complainant alleges that the surgery was unsuccessful and that Respondent No.2 cut an artery in the Complainant's left arm, causing him to become senseless and non-functional. It is further alleged that Respondent No.2 advised the Complainant to consent to the removal of his left arm to save his life on the operation table, but the Complainant disagreed and requested transfer to another hospital. The Complainant incurred significant expenses for treatment at another hospital and has filed a complaint before the District Consumer Forum, Dhanbad, seeking compensation of ₹4,99,477/-.
Status	The matter is pending

(ii) Ajay Singh vs. Dr. Arshad, Director of Asarfi Hospital Limited & Ors.

Court/ Authority	District Consumer Forum, Dhanbad.
Parties	Ajay Kumar Singh (Complainant) Dr. Arshad (Respondent No. 1) Director of Asarfi Hospital Limited (Respondent No. 2) Dr. S. K. Das (Respondent No. 3) Asarfi Hospital Limited (Respondent No. 4)
Case Number	CC No. 47/2018
Case Details	The Complainant, Ajay Singh, is the husband of the deceased, Durgabati Devi. The deceased was admitted to Asarfi Hospital and diagnosed by Respondent No.3 for a gynecological problem. Respondent No.2 directed Respondent No.1 to administer anesthesia and perform minor surgery. The Complainant alleges that Respondent No.1 and 2 did not thoroughly examine the patient, did not take consent, and did not conduct any tests. Respondent No.1 administered an anesthetic injection to the deceased, who did not regain consciousness after the surgery and was declared dead by the hospital. The Complainant alleges that the death was due to negligence, deficiency in service, and malpractice by the opposite parties. The father of the deceased lodged an FIR no. 261/2016 at P.S. Dhanbad. The Complainant filed a complaint before the District Consumer Forum, Dhanbad, seeking compensation of ₹19,00,000/-.
Status	The matter is pending

(iii) Saheen Parween vs. Dr. Urmila Sinha, MBBS, DGO R/o B. P. Sinha Memorial Clinic, Asarfi Hospital Limited & Dr. H. K. Bhaiya.

Court/Authority	District Consumer Forum, Dhanbad.
Parties	Saheen Parween (Complainant) Dr. Urmila Sinha, MBBS, DGO R/o B. P. Sinha Memorial Clinic (Respondent No. 1) Asarfi Hospital Limited (Respondent No. 2) Dr. H. K. Bhaiya (Respondent No. 3)
Case Number	CC No. 92/2019
Case Details	The Complainant filed a complaint against Dr. Urmila Sinha, DGO, R/o B. P. Sinha Memorial Clinic (Respondent No.1), Asarfi Hospital Limited, and others. The Complainant had some gynecological problems and faced late conception. She was diagnosed under Dr. Urmila Sinha and subsequently conceived. The expected date of delivery was declared on 01.09.2018. The Complainant was admitted to B. P. Sinha Memorial Clinic on the direction of Respondent No.1. The Complainant alleged that Respondent No.1 did not examine her before performing LSCS and did not take consent or conduct any tests. After the LSCS, the patient suffered heavy bleeding, pain, and serious infection. The Complainant

	was referred to K. M. Memorial Hospital for better treatment. The Complainant alleged that she suffered from serious pain after the stitches were removed by Respondent No.1. She was admitted to Asarfi Hospital for diagnosis under Dr. S. K. Das and subsequently shifted to the general ward. The Complainant alleged that Dr. H. K. Bhaiya prescribed various medicines without taking consent from Dr. S. K. Das, which caused severe breathing problems. The Complainant was admitted to C. K. Birla Hospital, and her uterus was removed to save her life. The Complainant filed a complaint before the District Consumer Forum, Dhanbad, seeking compensation of ₹15,00,000/- for negligence, deficiency in service, and malpractice by the opposite parties.
Status	The matter is pending

(iv) Brijnandan Prasad vs. Director of Asarfi Hospital & Ors.

Court/ Authority	District Consumer Commission, Dhanbad
Parties	Brijnandan Prasad (Complainant) The Director of Asarfi Hospital (Respondent no. 1) Dr. Aniket Kumar (Respondent No. 2)
Case no.	CC No. 10/2023
Case Details	The Complainant, father of the deceased Ashwani Kunal, filed a complaint against Asarfi Hospital Limited, alleging negligence on the part of Respondent No. 2, who was treating his son. The Complainant's son was admitted to Asarfi Hospital on 09.08.2022, due to vomiting and abdominal pain. The patient was taken for many pathology and radiography tests and was given various injections and medicines. After all the tests, Respondent No. 2 could not find any cause or name for the patient's illness. At the eleventh hour, Respondent No. 2 referred the patient to Health World Hospital situated at Durgapur. The patient died on 17/08/2022, due to the negligence of Asarfi Hospital and more precisely by Respondent No. 2. The Complainant alleged that Respondent No. 1 and 2 misguided him by providing false assurance of his son's health and escorting money in the name of the treatment. The Complainant filed a complaint before the District Consumer Commission, Dhanbad, seeking compensation of ₹ 50,00,000/- towards the life of the deceased.
Status	The matter is pending

(v) Sahara India Commercial Corporation Limited & 3 Ors. Vs Asarfi Hospital Ltd. & 22 Ors.

Court/Authority	High Court of Jharkhand. Civil review application No. 78 of 2022, Civil Review No. 75/2022 and IA. No. 1733/2023
Case Details	Jharkhand Industrial Area Development Authority (JIADA) has allotted about 9.55 Acres of Land to Asarfi Hospital Limited (the Company) on lease basis on 15.07.2019 for development of a Cancer Hospital. The said allotted land was a part of the disputed land and certain parties have alleged that the land does not belong to the State of Jharkhand / Jharkhand Industrial Area Development Authority and hence the said land cannot be leased out to Asarfi Hospital Limited. A first appeal case no. 43 of 2012 (arising out of Title suit no. 76 of 2006 and Title suit no.92 of 2010) was pending in the High Court of Jharkhand wherein the said land was a part of suit land. In the said suites neither Asarfi Hospital Limited nor State of Jharkhand / JIADA was made a party. In first appeal case no. 43 of 2012, Asarfi Hospital Limited was made a party on 03.03.2022 and State / JIADA was made a party on 29.11.2019. A Contempt Case No.700/2012 and Civil Revision Case No. 30/2014 was also filed which was disposed off along with the first appeal case no. 43 of 2012 vide judgment of the High Court dated 30.06.2022. In the Title Suit no. 76 of 2006 and in the Title Suit no.92 of 2010, the Judgment and Decree was passed on 15.12.2011/06.01.2012 and 05/06/2014, respectively. That, both the judgment and decree suits was declared in favour of Plaintiffs of the title suit no.76 of 2006. Pursuant to an interim Order (in case no. 43 of 2012) of high court dated 29.11.2019, Deputy Commissioner, Dhanbad and Bokaro-cum-Regional Director JIADA in a Misc Case No. 01/2020 had passed an order dated 28.10.2020 in favour of the Asarfi Hospital Limited stating that the land under dispute has been lawfully allotted to the Asarfi Hospital Limited (Company) and instructed the company to start the work immediately and accordingly the construction of cancer hospital has been done. A petition for quashing of the order of DC Dhanbad was filed and the same was not disposed-off by the high court vide order dated 30.06.2022. The Hon'ble High Court vide its Order dated 30.06.2022 has observed that the state had no title to transfer by lease these plots to the Company. Whereas, the Company is free to make a claim according to law

	against the State. The State is also free to acquire the land according to law. In the said order the High Court has directed the matter to be remanded to the Court below for passing order on the petition of both the sides that culminated in the impugned order dated 05.06.2014. Also, that the executing court will consider the terms of the decree, the events thereafter and then pass such order as a called for by law and equity, particularly the principles of reasonableness and fairness laid down by Hon'ble the Supreme Court in Satya Jain v. Anis Ahmed Rushdie; (2013) 8 SCC 131. Subsequently, aggrieved by such judgment of the High Court, the Company has filed a Civil review application No. 75 of 2022 and IA No. 1733 of 2023 (application u/s 340 of Cr. P.C. filed against the decree holders for forging of documents and giving false statement before the court), which has been dismissed by the High Court vide order dated April 26, 2023. The decree holders in whose favour the judgment was passed by high court has also filed a Civil review application No. 78 of 2022, before the Hon'ble High Court at Jharkhand, which has been partly allowed by the High Court vide order dated April 26, 2023.
Status	<u>Civil review application No. 75 of 2022 and IA No. 1733 of 2023:</u> Vide Order dated 26/04/2023 the Hon'ble High Court while dismissing the Application along with the IA has held that the review petition is devoid of any merit and appears to be filed solely to delay the execution proceeding. Also held that, the petitioners have attempted to raise issues which do not concern the leased area over which it claims to be a lessee. <u>Civil review application No. 78 of 2022:</u> Vide Order dated 26/04/2023 the Hon'ble High Court held that the petitioner is entitled to the reliefs as claimed for with respect to Plot No.625 of Khata No.66, Khewat and has partly allowed the Review Petition.

(vi) State of Jharkhand & Ors. Vs. Sahara India Commercial Corporation Ltd. & Ors.

Court/Authority	Supreme Court of India
Case Number	Provisional No. 13869/2023
Case Details	The State of Jharkhand & Ors. have filed a Special Leave Petition before the Supreme Court of India, against the order dated 30.06.2022 in First Appeal No. 43 of 2012 and an order dated 26.04.2023 in Civil Review No. 75 of 2022 passed by the High Court of Jharkhand.
Status	Matter is Pending

(vii) Amiya Kumar Paul (Decree Holder 8) & 7 Ors. (Decree Holders) Vs. M/s Sahara India Commercial Corporation Ltd, Sahara India (Judgement Debtor 1) M/s Asarfi Hospital Limited (Judgement Debtor 17) & 15 Ors. (Judgement Debtors)

Court/Authority	Court of the Civil Judge (Sr. Div.) 1 st at Dhanbad
Case Number	Execution Case No. 30/2023
Case Details	Amiya Kumar Paul, along with 7 other Decree Holders, has filed an Execution Petition based on a Judgement Decree passed on 15.12.2011 in a Title Suit no. 76 of 2006. The Decree Holders have alleged that Judgement Debtors no. 14 to 17 have wilfully failed to obey the decree, especially relief (c) in the decree. The Decree Holders have approached the court to direct the Judgement Debtors to restore possession over the land along with existing structures spread over 11.93 acres in Plot No. 603/570, 604/568 of Khatian No. 76 and Plot No. 584/620 of Khatian No. 71, Mouza- Ranguni, Dhanbad. Additionally, they have requested the attachment of the properties of Judgement Debtor no. 17 and sale of the same for recovering the cost. The Decree Holders have also asked for necessary orders for detention of Judgement Debtors no.14 to 17, as well as realization of ₹ 1,00,000/- from Judgement Debtor no. 1 to 9 by auctioning the moveable and immoveable property of the Judgement Debtors and paying the Decree Holders as per the Judgement Decree.
Status	Matter is Pending

(viii) Uday Shankar Paul & Ors. Vs. State of Jharkhand & Asarfi Hospital Limited & Ors.

Court/Authority	High Court of Jharkhand at Ranchi
Case Details	Contempt Case (Civil) No. 645/2022

	A Contempt Case has been filed against the Company and others for continuous and intentional violation of the Judgment, dated 30.06.2022, in First Appeal No. 43 of 2012 passed by the Hon'ble High Court of Jharkhand at Ranchi.
Status	The case is in the Hearing Stage and the same is being heard on merit.

(ix) Legal Notice from Green Surgicals Pvt. Ltd.

Greens Surgicals Pvt. Ltd. through their Advocates has served a legal notice dated 17.01.2023 for Defamation and demanded special damages of ₹ 2,00,25,000 alleging that Asarfi Hospital Limited or their authorized signatories have counterfeited the seal of M/s Greens Surgicals Pvt. Ltd. & also copied the invoice format used by them for claiming the treatment/surgery charges from the ESI Corporation Regional Office, Namkum, Ranchi. The matter is pending.

6. Other pending material litigations filed by the Company

(i) Asarfi Hospital Limited vs. Rajkeshwari Devi

Court/Authority	Court of Sub-Judge First at Dhanbad
Case Number	Title Suit 274/2010
Case Details	Our Company has purchased a piece and parcel of the Raiyati land for construction of Cancer Hospital. Our Company has alleged that the Defendant has illegally encroached and constructed structures including Iron Gate on the said land and thereby obstructing the easementary right of the Company. Against such action of the defendant a Title Suit was filed by Asarfi Hospital Limited for the said land outside hospital premises. The suit is valued at ₹ 1,05,000/-.
Status	The case is in the Hearing Stage.

(ii) Asarfi Hospital Limited vs. Rajkeshwari Devi

Court/Authority	Court of Sub-Judge First at Dhanbad
Case Number	Title Suit 275/2010
Case Details	Our Company has purchased a piece and parcel of the Raiyati land for construction of Cancer Hospital. Our Company has alleged that the Defendant has illegally encroached and constructed structures including Iron Gate on the said land and thereby obstructing the easementary right of the Company. Against such action of the defendant a Title Suit was filed by Asarfi Hospital Limited for the said land outside hospital premises. The suit is valued at ₹ 1,05,000/-.
Status	The case is in the Hearing Stage.

(iii) Asarfi Hospital Ltd. (Complainant) vs. Rabindra Nath Paul and 4 Ors.(Accused)

Case/ Authority	Court of the Chief Judicial Magistrate at Dhanbad
Section Code	U/s 420,406,199, 200, 467, 468, 471, 472, 120B/34 of IPC.
Parties	M/s Asarfi Hospital Ltd. (Complainant) Rabindra Nath Paul (Respondent 1) & 4 Others (Respondents)
Case Number	Complaint Case No. 13141 of 2022
Case Details	Asarfi Hospital Limited was allotted 11.92 acres of land by Jharkhand Industrial Area Development Authority (JIADA) for the development of a Cancer Hospital. However, Respondent(s) 1 to 5 preferred I.A. no. 10474/2019 and 10491/2019 in F.A. no. 43/2012 before the High Court of Ranchi, which was sent to the Deputy Commissioner Dhanbad and Bokaro to pass appropriate orders. The Deputy Commissioner Dhanbad and Bokaro passed an order on 06.10.2020, stating that the land in question was legally transferred to the Complainant for developing and building the Cancer Hospital. The Respondent(s) again preferred I.A. no. 5710/2021 in F.A. no. 43/2012 before the High Court Jharkhand, Ranchi, for quashing the order passed by the Deputy Commissioner Dhanbad dated 06.10.2020. The Complainant alleged that the Respondent(s) have been misleading the Hon'ble court by filing fabricated and unreadable M-forms with an affidavit to mislead and to obtain a favorable order. The Complainant also alleged that the Complainant filed an application enclosing the M-forms, and the Circle Office Baghmara denied any proof of issuance of any such kind from his kind office, which proved that the documents were forged and fabricated by the respondent(s). The Complainant alleged that the respondent(s) are punishable under committing offence u/s 420,406, 199,200,467,468,471,472,120B/34 of IPC.
Status	The case is pending.

II. LITIGATION INVOLVING OUR DIRECTORS & PROMOTERS**1. Criminal proceedings against the Promoters & Directors of the company:****(i) Raghunath Ram (Complainant) Vs. Nayan Prakash Singh (Respondent No-1), Harendra Singh (Respondent No-2), and Ganesh Singh (Respondent No-3).**

Court/Authority	Hon'ble Chief Judicial Magistrate, Dhanbad Complainant Case No. 402 of 2015* and SC/ST Case No. 02 of 2017
Section Code	U/s 418/ 468/ 471/ 506/ 323/ 427/ 452/ 120B I.P.C. and U/s 3 (i) (v) (viii) (x) (xv), (2) (iii), SC/ST, Act
Case Details	The Complainant (who is by case a schedule tribe), in the Instant Complaint has alleged that the accused persons have tried to illegally occupy the alleged land of the Complainant which is situated beside the Asarfi Hospital. It was also alleged that, the accused persons have threatened the complainant and his family members and used abusive languages against them. Against the said complaint case a Cr.M.P No. 2596/2022 was filed under section 482 of Cr.P.C. by the Accused persons against the State of Jharkhand and the Complainant, before the Hon'ble High Court Jharkhand at Ranchi.
Status	All the above cases are pending before the respective courts.

**The Promoters/Company are not in possession of documents of complaint case no. 402 of 2015. The aforementioned summary has been prepared based on case documents of SC/ST Case No. 02 of 2017 & Cr. M.P. No. 2596/2022 and information available with Promoters.*

(ii) Raghunath Ram (Complainant) Vs. Harendra Singh (Respondent No-1), Ganesh Singh (Respondent No-2) and Nayan Prakash Singh (Respondent No-3).

Court/Authority	Hon'ble Chief Judicial Magistrate, Dhanbad Complainant Case No. 1588 of 2018* and SC/ST Case No. 196 of 2018*
Section Code	U/s 101/ 193/203/120B/427/452 I.P.C. and U/s 3 (i) (v) (viii) (x) (xv), (2) (iii), SC/ST, Act
Case Details	The Complainant (who is by case a schedule tribe), in the Instant Complaint has alleged that the accused persons have tried to illegally occupy the alleged land of the Complainant which is situated beside the Asarfi Hospital. It was also alleged that, the accused persons have threatened the complainant and his family members and used abusive languages against them. Against the said complaint case a Cr.M.P No. 4369/2019 was filed under section 482 of Cr.P.C. by the Accused persons against the State of Jharkhand and the Complainant, before the Hon'ble High Court Jharkhand at Ranchi.
Status	All the above cases are pending before the respective courts.

**The Promoters/Company are not in possession of copy of complaint case no. 1588 of 2018 and SC/ST Case No. 196 of 2018. The aforementioned summary has been prepared based on case documents of Cr. M.P. No. 4369/2019 and information available with Promoters.*

(iii) State of Jharkhand (Complainant) Vs. Harendra Singh (Respondent No-1), Ganesh Singh (Respondent No-2), & Nayan Prakash Singh (Respondent No-3)

Court/Authority	3-District and Adl. Sessions Judge 1 st , Dhanbad SC/ST Case No. 4 of 2022
Section Code/Category/Act	U/s 114,120B,295A,341,336,435,452,504,506, of I.P.C, 1860, & SC ST (Prevention of Atrocities) Act, Arms Act 25(a).
Case Details	The petition was filed on 10/01/2022 before the Hon'ble Court. Petition copy has not been served.
Status	Matter is Pending

(iv) Vrindavan Pandey (Complainant) vs. Harendra Singh (Respondent No-1), Prabandh AK (Respondent No-1) & Swati Sinha (Respondent No-3).

Court/Authority	Dhanbad P.S 0225/2022, Date of FIR: 02.06.2022
Section Code/Category/Act	U/s 341,323,504,506,34 of I.P.C, 1860
Case Details	The Complainant has alleged that Respondent 1 and 2, along with their five or six employees, illegally pressurized and demanded money from the complainant's nephew and people related to the complainant. On denying, they insisted on humiliating the complainant and his nephew. The

	Complainant alleged that, the complainant's grand-daughter of the complainant's nephew, aged 3 years, was admitted to the respondent's hospital named Asarfi Hospital Limited, Dhanbad, in the emergency ward of the hospital on 31.05.2022, as she was having diarrhea and vomiting. Suddenly on 02.06.2022, a call was received from the hospital stating that the complainant's grand-daughter's state had worsened at around 11.00 a.m. Subsequently, on reaching the hospital, the hospital management demanded illegal money of around ₹ 2,00,000, and unless the amount was submitted, the treatment for the complainant's grand-daughter wouldn't start. It was stated by the hospital management that the amount was demanded and ordered by the director, i.e., Respondent 1. On denial of such illegal money, Respondent 1 called upon the police to take some action, and on reaching, the police forces started attacking the complainant's nephew and the people related to him, who were unarmed at such time. Subsequently, the complainant's grand-daughter was discharged after the submission of ₹ 30,000, while during admission, already ₹ 10,000 was charged. The patient was left in a live or die state, which created a state of mental pressure on the complainant's mind. This conduct of Respondent 1 and 2, along with their employees, amounts to harassment and extortion, which is illegal and punishable under the law.
Status	Case is still under preliminary inquiry by Dhanbad Police Station. Case was filed by attendants of one patient for assault/battery.

(v) State of Jharkhand (Complainant) Vs. Sunil Singh, Ganesh Singh, Amrendra Singh, Harendra Singh, and Jai Prakash Singh (Accused).

Court/Authority	The Hon'ble Chief Judicial Magistrate, Dhanbad P.S. Case No- 936 of 2014 and G.R. 4346 of 2014*
Section Code/ Category/ Act	U/s 147/ 148/ 149/ 448/ 427 of I.P.C.
Case Details	One Ambuj Kumar Singh has registered a complainant against Sunil Singh, Ganesh Singh, Amrendra Singh, Harendra Singh, and Jai Prakash Singh before the P.S. Dhanbad on 18.09.2014. The Complainant has alleged that the accused has demanded Rs.10,00,000 as extortion money from the Complainant and used weapons and threatened him. The Complainant in order to protect himself and his property has given Rs.10,000 to the accused. On September 28, 2015, a charge sheet bearing no. 1132/15 dated 11.09.2015, along with the case diary, was filed in the Court of the CJM, Dhanbad, in case no. 936/14 against Sunil Singh, Ganesh Singh, Amrendra Singh, Harendra Singh, and Jai Prakash Singh under sections 147, 148, 149, 448, and 427 I.P.C. The accused persons appeared before the court on December 14, 2015. On May 24, 2019, The petition for surrender cum bail was filed on behalf of Harendra Singh and Jai Prakash Singh, and they were released on bail after furnishing a bail bond. Later, on June 22, 2019, a similar petition for surrender cum bail was filed on behalf of Ganesh Prasad Singh, Amrendra Kumar Singh, and Sunil Singh, and they were also released on bail after furnishing a bail bond.
Case status	Matter is Pending

*The Promoters/Company are not in possession of documents of case no. G.R. 4346 of 2014 and P.S. Case No- 936 of 2014. The aforementioned summary has been prepared based on the orders of the CJM Dhanbad, the Complaint filed by the Complainant before P.S. Dhanbad and information available with Promoters.

2. Criminal proceedings filed by the Promoters & Directors of the company

As on the date of this Prospectus, there are no outstanding criminal proceedings filed by the Promoters & Directors of the company.

3. Actions by statutory and regulatory authorities against the Promoters & Directors of the company

As on the date of this Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Promoters & Directors.

4. Claims related to Direct and Indirect taxes

(i) Direct Tax

Udai Pratap Singh [Promoter & Director]

A. Y.	Section Code	Date of Demand	Amount (in ₹)	Particulars
2021-22	143(1) (a)	22-03-2022	1,09,990	No Appeal has been preferred against the demand. The matter is pending.
Total			1,09,990	

Sukanti Kumar Das [Director]

A. Y.	SectionCode	Date of Demand	Amount (in ₹)	Particulars
2011-12	143(1) (a)	04-01-2013	52,656	No Appeal has been preferred against the demand. The matter is pending.
2012-13	143(1) (a)	31-07-2013	1,15,710	No Appeal has been preferred against the demand. The matter is pending.
2016-17	143(1) (a)	03-02-2017	77,508	No Appeal has been preferred against the demand. The matter is pending.
2021-22	143(1) (a)	31-03-2022	29,116	No Appeal has been preferred against the demand. The matter is pending.
Total			2,74,990	

Harendra Singh [Promoter]

A. Y.	SectionCode	Date of Demand	Amount (in ₹)	Particulars
2005-06	143(1)	24-02-2007	34,458	No Appeal has been preferred against the demand. The matter is pending.
2009-10	143(1) (a)	10-02-2011	15,100	No Appeal has been preferred against the demand. The matter is pending.
2010-11	143(1) (a)	22-03-2012	17,840	No Appeal has been preferred against the demand. The matter is pending.
2012-13	143(1) (a)	08-05-2013	16,260	No Appeal has been preferred against the demand. The matter is pending.
2013-14	143(1) (a)	25-06-2014	52,720	No Appeal has been preferred against the demand. The matter is pending.
TOTAL			1,36,378	

Nitu Singh [Promoter]

A. Y.	SectionCode	Date of Demand	Amount (in ₹)	Particulars
2007-08	143(1)	24-02-2009	285	No Appeal has been preferred against the demand. The matter is pending.
2008-09	143(1)	13-03-2010	272	No Appeal has been preferred against the demand. The matter is pending.
2009-10	143(1) (a)	31-03-2011	2,570	No Appeal has been preferred against the demand. The matter is pending.
2019-20	143(1) (a)	28-12-2019	320	No Appeal has been preferred against the demand. The matter is pending.
TOTAL			3,447	

(ii) Indirect Tax Liabilities:

Nil

5. Other Pending Litigations:

Nil

6. Other pending material litigations against the Promoters & Directors of the company

As on the date of this Prospectus, there are no outstanding litigations initiated against the Promoters and Directors, which have been considered material by the Company in accordance with the Materiality Policy.

7. Other pending material litigations filed by the Promoters & Directors of the company

As on the date of this Prospectus, there are no outstanding litigations initiated by the Promoters and Directors, which have been considered material by the Company in accordance with the Materiality Policy.

III. LITIGATIONS INVOLVING THE GROUP COMPANY WHICH CAN HAVE A MATERIAL IMPACT ON OUR COMPANY

As on date of Prospectus, our Group Company do not have any pending litigation which can have a material impact on our Company.

OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

The Board of Directors of our Company considers dues exceeding 5% of our Company's total Trade Payables as per Restated financial statements, to small scale undertakings and other creditors as material dues for our Company. As on March 31, 2023, there are 5 creditors to whom our Company owes amounts exceeding 5% of our Company's Trade Payables and the aggregate outstanding dues to them being approximately ₹ 392.27 lakhs. Further, our Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure, if any, in relation to amount unpaid as at the year end together with interest payable as required under the said Act have not been furnished. As on March 31, 2023, our Company owes amounts aggregating to ₹ 498.82 lakhs approximately towards 121 creditors, which may or may not include small scale undertakings. There are no disputes with such entities in relation to payments to be made to them. The details pertaining to amounts due towards such creditors are available on the website of our Company i.e. www.asarfi.in

MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE

Except as disclosed in Chapter titled ***“Management's Discussion & Analysis of Financial Conditions & Results of Operations”*** beginning on page 192 of this prospectus, there have been no material developments that have occurred after the Last Balance Sheet date.

GOVERNMENT AND OTHER APPROVALS

Except as mentioned below, our Company has received the necessary consents, licenses, permissions, registrations and approvals from the Central and State Governments and other government agencies/ regulatory authorities/ certification bodies required to undertake the Issue or continue our business activities and no further approvals are required for carrying on our present or proposed business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Prospectus.

For details in connection with the regulatory and legal framework within which we operate, see the section titled “**Key Industrial Regulations and Policies**” at page 124 of this Prospectus. The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

The Company has got following licenses/ registrations/ approvals/ consents/ permissions from the Government and various other Government agencies required for its present business.

I. APPROVALS FOR THE ISSUE

The following approvals have been obtained in connection with the Issue:

Corporate Approvals:

- a) The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on January 13, 2023 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
- b) The shareholders of our Company have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a Special Resolution passed in the Extra Ordinary General Meeting held on February 13, 2023 authorized the Issue.
- c) Our Board approved the Draft Red Herring Prospectus pursuant to its resolution dated June 26, 2023.
- d) Our Board approved the Red Herring Prospectus pursuant to its resolution dated July 10, 2023.
- e) Our Board approved the Prospectus pursuant to its resolution dated July 21, 2023.

Approval from the Stock Exchange:

- f) In-principle approval dated July 07, 2023 from BSE for using the name of the Exchange in the offer documents for listing of the Equity Shares on SME Platform of BSE, issued by our Company pursuant to the Issue.

Agreements with NSDL and CDSL:

- g) The company has entered into an agreement dated March 15, 2023 with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent, who in this case is, Cameo Corporate Services Limited for the dematerialization of its shares.
- h) Similarly, the Company has also entered into an agreement dated March 04, 2023 with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent, who in this case is Cameo Corporate Services Limited for the dematerialization of its shares.
- i) The International Securities Identification Number (ISIN) of our Company is INE0DN001027.

II. APPROVALS PERTAINING TO INCORPORATION, NAME AND CONSTITUTION OF OUR COMPANY

S. No.	Nature of Registration	CIN	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1.	Certificate of Incorporation	U85110JH2005PTC011673	Companies Act, 1956	Registrar of Companies, Bihar & Jharkhand	October 04, 2005	Valid till cancelled
2.	Fresh Certificate of Incorporation	U85110JH2005PLC011673	Companies Act, 1956	Registrar of Companies, Jharkhand	February 08, 2012	Valid till cancelled

S. No.	Nature of Registration	CIN	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
	Consequent upon Change of Name on Conversion to Public Limited Company					

III. GENERAL APPROVALS

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

A. TAX RELATED APPROVALS:

Sr. No	Description	Applicable laws	Authority	Registration number	Date of Issue	Date of Expiry
1.	Permanent Account Number (PAN)	Income Tax Act, 1961	Income Tax Department, Government of India	AAFCA4125L	*	Valid until cancelled
2.	TAN (Tax Deduction Account Number)	Income Tax Act, 1961	Commissioner of Income Tax	RCHA00957F	**	Valid till cancelled
3.	Goods & Service Tax Registration Certificate (Jharkhand)	Central Goods and Services Tax Act, 2017	Government of India	20AAFCA4125L 1Z2	Valid from July 17, 2018 and Date of Issue of renewed certificate June 14, 2022	Valid till cancelled
4.	Goods & Service Tax Registration Certificate (Uttar Pradesh)	Central Goods and Services Tax Act, 2017	Government of India	09AAFCA4125L 1ZM	August 02, 2022	Valid till cancelled
5.	Professional Tax Registration	Jharkhand Tax on Profession, Trades, Callings and Employment Act, 2011	Commercial Taxes Department, Jharkhand	20861605701	July 08, 2021	Valid Till Cancelled

* Date not identifiable

** Certificate not traceable

B. LABOUR LAW RELATED APPROVALS:

Sr. No	Description	Applicable laws	Authority	Registration number	Date of Certificate	Date of Expiry
1.	Importer-Exporter Code number (IEC)	The Foreign trade (Development and Regulation) Act, 1992	Additional Directorate General of Foreign Trade	AAFCA4125L	March 28, 2022	Valid till cancelled
2.	Udyam Registration	MSME Development Act, 2006	Ministry of Small, Micro and medium enterprises	UDYAM-JH-04-0011287	November 25, 2021	Valid till cancelled
3.	Registration under Employees' Provident Funds (PF)	Employees' Provident Fund and Miscellaneous Provisions Act, 1952	Employees' Provident Fund Organisation	JHRAN003148900 0	March 25, 2015	Valid till cancelled
4.	Employees' State Insurance Corporation (ESIC)	Employees' State Insurance Act, 1948	Employees' State Insurance Corporation	6000010392000140 1	January 13, 2011	Valid till cancelled
5.	Approval under Sub Clause (b) of Clause (ii) of the Proviso to Clause (viii) of Sub	Income Tax Act, 1961	Income Tax Department	ITBA/COMM/17/2 021-22/1037268789(1)	November 25, 2021	November 24, 2024

Sr. No	Description	Applicable laws	Authority	Registration number	Date of Certificate	Date of Expiry
	Section (2) of Section 17					
6.	Legal Entity Identifier (LEI)	LEI Code	Legal Entity Identifier India Limited	984500678B2D811D4E74	May 31, 2021	May 31, 2024

C. BUSINESS OPERATION RELATED APPROVALS:

a. Registered Office:

Sl. No.	Name of Registration	Applicable Law	Registration No.	Issuing Authority	Date of Issue	Validity
1.	Certificate of Provisional Registration as a Clinical Establishment for providing medical services as a Hospital, Polyclinic, Physiotherapy, Dental Clinic, Dialysis, Day Care Centre, Pathology, Haematology, Biochemistry, Microbiology, Collection Centre, Xray Centre, ECG Centre, UltraSound Centre, CTScan Centre under Allopathy System of Medicine.	The Clinical Establishments (Registration and Regulation) Act, 2010	2035400585	District Registering Authority (Dhanbad), Government of Jharkhand	September 05, 2022	September 04, 2023
2.	Registration for Operation of Medical Diagnostic X-Ray Equipment for C-ARM Equipment (ID: G-XR-115721)	Atomic Energy Act, 1962	19-LOP-423171	Radiological Safety Division, Atomic Energy Regulatory Board, Government of India	August 26, 2019	August 26, 2024
3.	Registration for Operation of Medical Diagnostic X-Ray Equipment for C-ARM Equipment (ID: G-XR-128617)	Atomic Energy Act, 1962	20-LOP-495745	Radiological Safety Division, Atomic Energy Regulatory Board, Government of India	March 28, 2020	March 28, 2025
4.	License for Operation of Medical Diagnostic X-Ray Equipment for Interventional Radiology Equipment (ID: G-XL-62119)	Atomic Energy Act, 1962	18-LOP-303051	Radiological Safety Division, Atomic Energy Regulatory Board, Government of India	July 30, 2018	July 30, 2023
5.	License for Operation of Medical Diagnostic X-Ray Equipment for Computed Tomography Equipment (ID: G-XL-96190)	Atomic Energy Act, 1962	18-LOEE-324776	Radiological Safety Division, Atomic Energy Regulatory Board, Government of India	October 17, 2018	October 17, 2023
6.	License for Operation of Medical Diagnostic X-Ray Equipment for Computed Tomography Equipment (ID: G-XL-111995)	Atomic Energy Act, 1962	19-LOP-432301	Radiological Safety Division, Atomic Energy Regulatory Board, Government of India	September 25, 2019	September 25, 2024
7.	Registration for Operation of Medical Diagnostic X-Ray Equipment for Radiography (Fixed) Equipment (ID: G-XR-96727)	Atomic Energy Act, 1962	18-LOEE-323876	Radiological Safety Division, Atomic Energy Regulatory Board, Government of India	October 15, 2018	October 15, 2023

Sl. No.	Name of Registration	Applicable Law	Registration No.	Issuing Authority	Date of Issue	Validity
8.	Registration for Operation of Medical Diagnostic X-Ray Equipment for Radiography (Mobile) Equipment (ID: G-XR-96727)	Atomic Energy Act, 1962	20-LOP-495748	Radiological Safety Division, Atomic Energy Regulatory Board, Government of India	March 28, 2020	March 28, 2025
9.	Registration for Operation of Medical Diagnostic X-Ray Equipment for Radiography (Fixed) Equipment (ID: G-XR-138687)	Atomic Energy Act, 1962	21-LOP-601546	Radiological Safety Division, Atomic Energy Regulatory Board, Government of India	March 17, 2021	March 17, 2026
10.	License to Sell, Stock or Exhibit or Offer for Sale or Distribute Drugs by Retail other than those specified in [Schedule C, C(1) and X] [Trade – Asarfi Pharma]	Drugs and Cosmetics Rules 1945	JH-DH1-133908	State Drug Control Directorate, Dhanbad-1	June 26, 2021	June 25, 2026
11.	License to Sell, Stock or Exhibit or Offer for Sale or Distribute Drugs by Retail other than those specified in Schedule C [Excluding those specified in Schedule X] [Trade – Asarfi Pharma]	Drugs and Cosmetics Rules 1945	JH-DH1-133909	State Drug Control Directorate, Dhanbad-1	June 26, 2021	June 25, 2026
12.	License to Sell, Stock or Exhibit or Offer for Sale or Distribute Drugs by Retail other than those specified in Schedule C and C(1) [Excluding those specified in Schedule X] [Trade – Asarfi Medical]	Drugs and Cosmetics Rules 1945	JH-DH1-144834	State Drug Control Directorate, Dhanbad-1	April 07, 2023	April 06, 2028
13.	License to sell, stock or exhibit for sale or distribute by retail drugs specified in Schedule X [Trade – Asarfi Medical]	Drugs and Cosmetics Rules 1945	JH-DH1-144835	State Drug Control Directorate, Dhanbad-1	April 07, 2023	April 06, 2028
14.	License to sell, stock or exhibit for sale or distribute by retail drugs specified in Schedule X [Trade – Asarfi Medical]	Drugs and Cosmetics Rules 1945	JH-DH1-144833	State Drug Control Directorate, Dhanbad-1	April 07, 2023	April 06, 2028
15.	Certificate of Registration under Section 19(1) to the Genetic Clinic/ Ultrasound Clinic/Imaging Centre	Pre-natal Diagnostic Techniques (Regulation and Prevention of Misuse) Act, 1994 (57 of 1994)	12/07-08	Deputy Commissioner cum District Appropriate Authority, Dhanbad	September 01, 2022	July 26, 2027
16.	Certificate of Approval for the purpose of Medical Termination of Pregnancy	Medical Termination of Pregnancy Act, 1971 (34 of 1971)	-	Civil Surgeon cum Chief Medical Officer, Dhanbad	March 16, 2020	Valid till cancelled
17.	FSSAI License	Food Safety and Standards Act, 2006	21121171000226	Food Safety and Standards Authority of India	March 27, 2021	March 26, 2026
18.	Certificate of Fire License	Jharkhand Fire Services Act, 2007	4189/Tech./2022	Jharkhand Fire Service Headquarter	November 07, 2022	November 06, 2023

Sl. No.	Name of Registration	Applicable Law	Registration No.	Issuing Authority	Date of Issue	Validity
19.	Certification for NABL 128 [NABL Medical (Entry Level) Testing Labs {NABL M(EL)T Labs} Program]	NABL Medical (Entry Level) Testing Labs	NABL-M(EL)T-00100	National Accreditation Board for Hospitals & Healthcare Providers (Constituent Board of Quality Council of India)	April 15, 2021	April 14, 2024
20.	Approval for Paramedical Courses for Diploma in Medical Lab Technician (DMLT) - 30 Seats, Diploma in Dialysis Technician (DDT) - 30 Seats, Dresser-40 Seats, Diploma in OT Technician - 30 Seats, Diploma in Anaesthesia Technician - 30 Seats, Diploma in X-Ray Technician/ Radiographer - 30 Seats, Diploma in ECG Technician - 30 Seats	Jharkhand State Paramedical Council Act, 2008	पारा.मेडी/ विविध - 01/ 2021-132	Jharkhand State Paramedical Council	August 04, 2021	Valid till cancelled
21.	License to use lift at Asarfi Hospital	OTIS Elevator Company (India) Limited	M/c No. D8854	Customer Service Executive, OTIS Elevator Company (India) Limited	May 03, 2023	-
22.	License to use lift at Asarfi Hospital	OTIS Elevator Company (India) Limited	M/c No. M008918	Customer Service Executive, OTIS Elevator Company (India) Limited	May 03, 2023	-
23.	License to use lift at Asarfi Hospital	OTIS Elevator Company (India) Limited	M/c No. W007925	Customer Service Executive, OTIS Elevator Company (India) Limited	May 02, 2023	-
24.	License to use lift at Asarfi Hospital	OTIS Elevator Company (India) Limited	M/c No. B009568	Customer Service Executive, OTIS Elevator Company (India) Limited	May 02, 2023	-

b. Cancer Hospital: Situated at Ranguni Road, Bhuli, Dhanbad – 828125, Jharkhand, India

Sl. No.	Name of Registration	Applicable Law	Issuing Authority	Registration No.	Date of Issue	Validity
1.	Approval of Building Permit	Building Plan approval Management System	Jharkhand Industrial Area Development Authority	JIADA/BP/0018/ 2021	January 12, 2022	January 12, 2027
2.	Approval for Site and Layout of Medical Accelerator installation for Varian, True Beam SVC with FFF, Medical Accelerator installation having nominal photon energy(ies) 6, 10, 15, 6FFF, 10FFF MV	Atomic Energy Act, 1962	Radiological Safety Division, Atomic Energy Regulatory Board, Government of India	22-SLA-766564	April 21, 2022	Valid till cancelled
3.	Approval for Site and Layout of Medical Accelerator installation for Varian Medical Systems, Halcyon, Medical Accelerator installation having nominal photon energy(ies) 6FFF MV	Atomic Energy Act, 1962	Radiological Safety Division, Atomic Energy Regulatory Board, Government of India	22-SLA-769265	April 21, 2022	Valid till cancelled

Sl. No.	Name of Registration	Applicable Law	Issuing Authority	Registration No.	Date of Issue	Validity
4.	Approval for Site and Layout of RAL HDR Brachytherapy facility change in the Orientation of the Building all around the RAL HDR brachytherapy facility	Atomic Energy Act, 1962	Radiological Safety Division, Atomic Energy Regulatory Board, Government of India	20-SLA-504852	June 06, 2020	Valid till cancelled
5.	Approval for change in the Orientation of the Building all around the RAL HDR Brachytherapy facility	Atomic Energy Act, 1962	Radiological Safety Division, Atomic Energy Regulatory Board, Government of India	22-RTADHOC-771397	April 21, 2022	Valid till cancelled
6.	Approval for Site, Layout and Construction of Nuclear Medicine Facility	Atomic Energy Act, 1962	Radiological Safety Division, Atomic Energy Regulatory Board, Government of India	20-NMSLA-490540	March 08, 2020	Valid till cancelled
7.	Fire Advisory	Jharkhand Fire Services Act, 2007	Jharkhand Fire Service Headquarter	1443/Tech./2021	May 18, 2021	Valid till cancelled
8.	NoC for Construction of Cancer Hospital	--	Dhanbad Municipal Corporation	1750	September 01, 2021	Valid till cancelled
9.	Soil Testing Report		CSIR – Central Institute of Mining & Fuel Research, Dhanbad (Council of Scientific and Industrial Research)	TSP/0015/2019-20	January 27, 2020	Valid till cancelled

c. Academic Building

Sr. No	Nature of Registration	Registration No.	Issuing Authority	Date of Issue	Date of Expiry
1.	Approval for Post MBBS Diploma Course(s) in Paediatrics- DCH (NBEMS)- 2 Seats	NBEMS/ACCR/Diplo ma/Granted/26108-D/2022/ dated 17.01.2023	National Board of Examinations in Medical Sciences (NBEMS)	January 2023	December 2027
2.	Application by “Asarfi Institute for Legal Education (A Unit of Asarfi Hospital Limited)” for BBA LLB and B.com LLB (5 years integrated course)- 60 Seats	बि.बि.म.को.वि/आर/1064 / 2023, धनबाद	Binod Bihari Mahto Koyalanchal Universiw, Dhanbad, Jharkhand	June 17, 2023	Session 2023-28

D. QUALITY CERTIFICATIONS:

Sr. No	Nature of Registration	ISO Standard	License No.	Issuing Authority	Date of Issue	Date of Expiry
1.	Quality Management System For Health Care Services	ISO 9001:2015	305022022243Q	QRO Certification LLP	February 22, 2022	February 21, 2025

E. INTELLECTUAL PROPERTY RELATED APPROVALS:

Sr. No.	Brand Name/ Logo/ Trademark	Class	TM Category	Owner	Application No./ Registration Certificate No.	Date of Registration	Current Status
1.		44	Device	Asarfi Hospital Limited	Application No. 5358887 Certificate No. 3094378	March 07, 2022	Registered

IV. Approvals or Licenses applied but not received:

- Application for Consent for discharge of Continuation of discharge under section 25/26 of Water (Prevention and Control of Pollution) Act, 1974 has been made on March 03, 2023 for Asarfi Hospital Limited.
- Application for Consent for Emission/continuation of Emission under Section 21 of the Air (Prevention and Control of Pollution) Act, 1974 has been made on March 03, 2023 for Asarfi Hospital Limited.
- Application for renewal of Authorization for Bio-Medical Waste Treatment under Bio-Medical Waste Rules, 2016; and Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2016 and The Environment (Protection) Act, 1986 to Jharkhand State Pollution Control Board has been made on March 04, 2023.
- Application for Renewal of Consent to Establish under The Water (Prevention & Control of Pollution) Act, 1974 and the Air (Prevention & Control of Pollution) Act, 1981 to Jharkhand State Pollution Control Board for Asarfi Cancer Hospital has been made on March 10, 2023.
- Application by “Asarfi Institute of Management (A Unit of Asarfi Hospital Limited)” for Bachelors in Hospital Management and Masters in Hospital Management courses to Binod Bihari Mahto Koyalanchal University, Dhanbad has been made on September 28, 2022.
- Licenses under the Drugs and Cosmetics Act, 1940, to operate a Blood Centre for Processing of whole Blood Components and Apheresis.
- Application for the renewal of National Accreditation Board for Hospitals & Healthcare Providers (Constituent Board of Quality Council of India) Certificate.
- Application for the renewal of National Accreditation Board for Testing and Calibration Laboratories (NABL) Certificate.

V. Approvals or Licenses pending to be applied:

- Registrations of ambulances operated by our hospitals issued by the relevant Regional Transport Office.

OUR GROUP COMPANY

As per the SEBI (ICDR) Regulations, 2018, for the purpose of identification of Group Company, our Company has considered those companies as our Group company with which there were related party transactions as per the Restated Financial Statements of our Company in any of the last three financial years and other Companies as considered material by our Board. Further, pursuant to a resolution of our Board dated February 13, 2023 for the purpose of disclosure in relation to Group company in connection with the Issue, a company shall be considered material and disclosed as a Group company if such company fulfills both the below mentioned conditions:

- i. Such company that forms part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulations; and
- ii. Our Company has entered into one or more transactions with such company in preceding fiscal or audit period as the case may be exceeding 10.00% of total revenue of the company as per Restated Financial Statements.

Based on the above, the Asap Impact Private Limited is identified as our Group Company:

Details of our Group Company:

1. Asap Impact Private Limited

Asap Impact Private Limited was incorporated on October 17, 2008 as a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation issued by the Registrar of Companies, Patna.

CIN	U85100BR2008PTC013996
PAN	AAHCA3483D
Registered Office	3/18, HIG Bahadurpur Housing Colony, P.S. Agamkuan Patna-800026 Bihar

Financial Information

In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, basic earnings per share, diluted earnings per share and Net Asset Value, derived from the latest audited financial statements available on a standalone basis of our group company are available on the website of our company at www.asarfi.in.

It is clarified that such details available on our group company websites do not form a part of this Prospectus. Anyone placing reliance on any other source of information, including our Group Company's website, as mentioned above, would be doing so at their own risk.

Litigations

Our Group Company does not have any pending litigation which can have a material impact on our Company.

Common pursuits among Group Company

As on the date of this Prospectus, none of our Group Company are engaged in the similar line of business as of our Company. As a result, conflicts of interests may arise in allocating business opportunities amongst our Companies and in circumstances where our respective interests diverge.

Nature and Extent of Interest of Group Company

a) In the promotion of our Company:

Our Group Company does not have any interest in the promotion of our Company.

b) In the properties acquired or proposed to be acquired by our Company in the past two years before filing the Prospectus with stock exchange:

Our Group Company do not have any interest in the properties acquired or proposed to be acquired by our Company in the past two years before filing the Prospectus with Stock Exchange.

c) In transactions for acquisition of land, construction of building and supply of machinery:

None of our Group Company is interested, directly or indirectly, in any transactions for acquisition of land, construction of building, supply of machinery, with our Company.

Related business transactions and their significance on the financial performance of our Company

Other than the transactions disclosed in the section “*Restated Financial Statements-Related Party Transactions*” on page 183, there are no related business transactions between the Group Company and our Company.

Business interest of our Group Company in our Company

Except as disclosed in the section “*Other Financial Information–Related Party Transactions*” and “*History and certain Corporate Structure*” on page 183 and page 135, our Group Company have no business interests in our Company.

Other confirmations

- a) None of the above-mentioned Group Company has made any public and/ or rights issue of securities in the preceding three years.
- b) None of the above-mentioned Group Company are in defaults in meeting any Statutory/ bank/ institutional dues and no proceedings have been initiated for economic offences against any of the Group Company.
- c) Our Group Company has not been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.

Undertaking/ Confirmations by our Group Company

None of our Promoters or Promoter Group or Group Company or person in control of our Company has been:

- i. Prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority; or
- ii. Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.

None of our Promoters, person in control of our Company have ever been a Promoters, Director or person in control of any other Company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Further, neither our Promoters, the relatives of our individual Promoters (*as defined under the Companies Act*) nor our Group company/ Promoter Group entities have been declared as a willful defaulter or economic offender by the RBI or any other government authority and there are no violations of securities laws committed by them or any entities they are connected with in the past and no proceedings for violation of securities laws are pending against them.

In the past, our Group Company, Asap Impact Private Limited has defaulted in payment of Principal and interest amount on a loan availed from Allahabad Bank aggregating to ₹ 6.91 Crores. A recovery proceeding under SARFAESI Act, 2002 was initiated by the Bank against the Company and filed an application no. 213/2018 before the Debt Recovery Tribunal Allahabad. Subsequently the Company has made a one-time-settlement with the bank and paid the settled amount in full and obtained a No Objection Certificate dated 11.07.2019. The said defaulted loan account has been closed on 28.06.2019 by the bank.

The information as required by the SEBI ICDR Regulations with regards to the Group company, is also available on the website of our company i.e. www.asarfi.in.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

Corporate Approvals

The Board of Directors, pursuant to a resolution passed at their meeting held on January 13, 2023 authorized the Issue, subject to the approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013, and such other authorities as may be necessary. The shareholders of our Company have, pursuant to a special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra-Ordinary General Meeting held on February 13, 2023 authorized the Issue.

In-principal Approval

Our Company has obtained in-principal approval from the SME Platform of BSE (BSE SME) for using its name in this Red Herring Prospectus/ Prospectus pursuant to an approval letter dated July 07, 2023 BSE which is the Designated Stock Exchange.

Prohibition by SEBI, RBI or governmental authorities

As on date of this Prospectus, we confirm that our Company, our Promoters, our Promoter Group, our Directors, person(s) in control of the promoter, our Group Company or the natural person(s) in control of our Company are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/court.

The companies, with which our Directors are or were associated as promoter, directors or persons in control are not prohibited or debarred from accessing capital markets under any order or direction passed by SEBI or any other regulatory authority.

None of our Directors or the entities that our Directors are associated with as promoter or directors is in any manner associated with the securities market and there has been no action taken by the SEBI against our Directors or any entity in which our Directors are associated with as promoter or directors.

Prohibition with respect to wilful defaulter or a fraudulent borrower

Neither our Company, our Promoter, our Directors, Group Company, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as wilful defaulter or a fraudulent borrower as defined by the SEBI ICDR Regulations, 2018.

Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

Our Company, Promoters and Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent applicable to each of them as on the date of the Prospectus.

Eligibility for the Issue

Our Company is eligible in terms of Regulations 230 of SEBI (ICDR) Regulations for this issue.

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations; and this issue is an Initial Public Issue in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, as we are an Issuer whose post issue paid up capital is more than ten crore rupees and we may hence issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange [in this case being the “SME Platform of BSE (BSE SME)”].

We confirm that:

1. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue will be 100% underwritten and that the BRLM to the Issue shall underwrite minimum 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to section titled “**General Information – Underwriting**” beginning on page 57 of this Prospectus.
2. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or Equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within eight (8) Working Days from the date our Company becomes liable to repay it, then our

Company and every officer in default shall, on and from expiry of eight (8) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act, 2013.

3. In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our Book Running 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 issue observation on the Red Herring Prospectus/ Prospectus.
4. In accordance with Regulation 261(1) of the SEBI (ICDR) Regulations, we hereby confirm that we will enter into an agreement with the Book Running Lead Manager and with Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the SME Platform of BSE (BSE SME). For further details of the arrangement of market making please refer to section titled ***“General Information- Details of the Market Making Arrangements for this Issue”*** beginning on page 57 of this Prospectus.
5. In accordance with Regulation 228(c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoters or directors is a wilful defaulter or a fraudulent borrower.
6. In accordance with Regulation 228(d) of the SEBI (ICDR) Regulations, None of the Issuer’s promoters or directors is a fugitive economic offender.
7. In accordance with Regulation 230(1)(a) of the SEBI (ICDR) Regulations, Application is being made to SME Platform of BSE and BSE Ltd. is the Designated Stock Exchange.
8. In accordance with Regulation 230(1)(b) of the SEBI (ICDR) Regulations, our Company has entered into agreement with depositories for dematerialisation of specified securities already issued and proposed to be issued.
9. In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all the present Equity share Capital is fully Paid-up.
10. In accordance with Regulation 230(1)(d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoters are already in dematerialised form.
11. 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 March 15, 2023 and National Securities Depository Limited (NSDL) dated March 04, 2023 for establishing connectivity.
12. Our Company has a website i.e. www.asarfi.in
13. There has been no change in the promoters of the Company in the preceding one year from date of filing application to SME Platform of BSE.

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, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

We confirm that we comply with all the below requirements / conditions so as to be eligible to be listed on the SME Platform of BSE:-

- 1) Our Company was originally incorporated as a private limited Company under the name of Asarfi Hospital Private Limited on October 04, 2005 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Bihar & Jharkhand, bearing registration number as 011673. Thereafter, our Company was converted from private limited to public limited, pursuant to special resolution passed by the shareholders of the Company at the Extraordinary general meeting held on January 03, 2012 and the name of our Company was changed from Asarfi Hospital Private Limited to Asarfi Hospital Limited vide fresh certificate of incorporation dated February 08, 2012 issued by the Registrar of Companies, Jharkhand. The Corporate identification number of our Company is U85110JH2005PLC011673.
- 2) The post issue paid up capital of the company will be upto 1,96,77,300 shares of face value of ₹ 10/- aggregating up to ₹ 19.68 Crores which is less than ₹ 25 Crores.
- 3) The Company has a track record of at least 3 years as on the date of filling Prospectus.
- 4) As on March 31, 2023, the Company has net tangible assets of ₹ 9,342.71 Lakhs.

- 5) The Company confirms that it has operating profits (earnings before interest, depreciation and tax) from operations for atleast 2 financial years out of preceding three financial years and its net-worth as on March 31, 2023, March 31, 2022 and March 31, 2021 is positive.

(₹ in Lakhs)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Cash Accruals	1,476.20	1,106.37	768.56
EBITDA	1,329.95	1,031.19	787.88
Networth	4,184.26	2,262.73	1,689.90

- 6) Our Company confirms that there is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoter, Group Company, companies promoted by the promoter of the Company;
- 7) Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR);
- 8) There is no winding up petition against our Company that has been admitted by the Court or a liquidator has not been appointed of competent Jurisdiction against the Company.
- 9) No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company
- 10) The directors of the issuer are not associated with the securities market in any manner, and there is no outstanding action against them initiated by the Board in the past five years

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF DRAFT OFFER DOCUMENT/ OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER, HEM SECURITIES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. 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 THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGER, HEM SECURITIES LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, HEM SECURITIES LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED JUNE 26, 2023 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE DRAFT OFFER DOCUMENT AND THIS/ OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/ OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Jharkhand in terms of sections 26 and 33 of the Companies Act, 2013.

Statement on Price Information of Past Issues handled by Hem Securities Limited:

Sr. No.	Issue name	Issue size (₹ in Cr.)	Issue Price (₹)	Listing date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing
1.	Baheti Recycling Industries Limited	12.42	45.00	December 08, 2022	120.00	174.67% [-2.73%]	107.78% [4.82%]	135.22% [0.14%]
2.	Chaman Metallics Limited	24.21	38.00	January 16, 2023	68.00	44.47% [0.68%]	19.74% [-1.05%]	68.16% [11.65%]
3.	Earthstahl & Alloys Limited	12.96	40.00	February 08, 2023	55.00	22.50% [1.41%]	45.83% [1.81%]	N.A.
4.	Macfos Limited	23.75	102.00	March 01, 2023	184.00	69.61% [0.71%]	174.41% [5.99%]	N.A.
5.	Systango Technologies Limited	34.82	90.00	March 15, 2023	98.00	110.56% [5.00%]	132.56% [10.28%]	N.A.
6.	Labelkraft Technologies Limited	4.75	55.00	March 23, 2023	56.00	0.27% [3.68%]	24.55% [9.66%]	N.A.
7.	Vasa Denticity Limited	54.06	128.00	June 02, 2023	211.00	156.13% [3.53%]	N.A.	N.A.
8.	Hemant Surgical Industries Limited	24.84	90.00	June 05, 2023	171.00	34.30% [4.23%]	N.A.	N.A.
9.	Greenchef Appliances Limited	53.62	87.00	July 06, 2023	104.00	N.A.	N.A.	N.A.
10.	Kaka Industries Limited	21.23	58.00	July 19, 2023	110.20	N.A.	N.A.	N.A.

Source: Price Information www.bseindia.com & www.nseindia.com, Issue Information from respective Prospectus.

1. The scrip of Earthstahl & Alloys Limited, Macfos Limited, Systango Technologies Limited and Labelkraft Technologies Limited has not completed its 180th days from the date of listing; Vasa Denticity Limited & Hemant Surgical Industries Limited has not completed its 90th day from the date of listing and Greenchef Appliances Limited & Kaka Industries Limited has not completed its 30th day from the date of listing.

Summary statement of Disclosure:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ Cr.)	No. of IPOs trading at discount- 30 th calendar days from listing			No. of IPOs trading at Premium- 30 th calendar days from listing			No. of IPOs trading at discount- 180 th calendar days from listing			No. of IPOs trading at Premium- 180 th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2021-22	6 ⁽¹⁾	130.40	-	-	-	4	-	2	-	-	-	6	-	-
2022-23	15 ⁽²⁾	220.57	-	-	-	6	5	3	-	-	-	8	-	3
2023-24	3 ⁽³⁾	100.13	2	-	-	-	-	-	-	-	-	-	-	-

- 1) The scrip of EKI Energy Services Limited, DU Digital Technologies Limited, Prevest Denpro Limited, Jainam Ferro Alloys (I) Limited, Shri Venkatesh Refineries Ltd. and KN Agri Resources Limited was listed on April 7, 2021, August 26, 2021, September 27, 2021, October 08, 2021, October 11, 2021 and March 28, 2022 respectively; and.

- 2) The scrip of Krishna Defence and Allied Industries Limited was listed on April 6, 2022; Eighty Jewellers Limited was listed on April 13, 2022; Kesar India Limited was listed on July 12, 2022; Silicon Rental Solutions Limited was listed on October 10, 2022; Cargosol Logistics Limited was listed on October 10, 2022; Cargotrans Maritime Limited was listed on October 10, 2022; Concord Control Systems Limited was listed on October 10, 2022; Lloyds Luxuries Limited was listed on October 11, 2022; Vedant Asset Limited was listed on October 12, 2022; Baheti Recycling Industries Limited was listed on December 08, 2022; Chaman Metallics Limited was listed on January 16, 2023; Earthstahl & Alloys Limited was listed on February 08, 2023; Macfos Limited was listed on March 01, 2023; Systango Technologies Limited was listed on March 15, 2023 and Labelkraft Technologies Limited was listed on March 23, 2023.
- 3) The scrip of Vasa Denticity Limited was listed on June 02, 2023; Hemant Surgical Industries Limited was listed on June 05, 2023; Greenchef Appliances Limited was listed on July 06, 2023; Kaka Industries Limited was listed on July 19, 2023.

Note:

- Based on date of listing.
- BSE SENSEX and CNX NIFTY have been considered as the benchmark index.
- Prices on BSE/NSE are considered for all of the above calculations.
- 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 day, scrips are not traded then last trading price has been considered.
- N.A. – Period not completed.
- 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 Book Running Lead Manager. Hence, disclosures pertaining to recent 10 issues handled by Book Running Lead Manager are provided.

Track Record of past issues handled by Hem Securities Limited

For details regarding track record of BRLM to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the BRLM at www.hesecurities.com.

Disclaimer from our Company and the Book Running Lead Manager

Our Company, the Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in this Prospectus or, in case of the Company, in the advertisements or any other material issued by or at the instance of the Company and anyone placing reliance on any other source of information would be doing so at their own risk.

The BRLM accept no responsibility, save to the limited extent as provided in the Agreement entered between the BRLM (Hem securities Limited), and our Company on June 22, 2023 and the Underwriting Agreement dated June 28, 2023 entered into between the Underwriter, and our Company and the Market Making Agreement dated June 28, 2023 entered into among the Market Maker and our Company.

All information shall be made available by our Company, and the Book Running Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The Book Running Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, Group Company, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Company, and our affiliates or associates for which they have received and may in future receive compensation.

Note:

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company, and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriter and their respective Directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the issue.

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 majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual

funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹ 2,500.00 Lakhs and pension funds with a minimum corpus of ₹ 2,500.00 Lakhs, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Prospectus does not, however, constitute an offer to sell or an invitation to subscribe for Equity Shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in Dhanbad, Jharkhand, India only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be offered 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.

Disclaimer Clause of the SME Platform of BSE

BSE Limited (“BSE”) has vide its letter dated July 07, 2023, given permission to “Asarfi Hospital Limited” to use its name in the Offer Document as the Stock Exchange on whose Small and Medium Enterprises Platform (“SME platform”) the Company’s securities are proposed to be listed. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to the Company. BSE does not in any manner:

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- ii. warrant that this Company’s securities will be listed on completion of Initial Public Offering or will continue to be listed on BSE; or
- iii. take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.
- iv. warrant, certify or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the Company and investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the Company is determined by the Company in consultation with the Merchant Banker (s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.
- v. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.
- vi. The Company has chosen the SME platform on its own initiative and at its own risk, and is responsible for complying with all local laws, rules, regulations, and other statutory or regulatory requirements stipulated by BSE/other regulatory authority. Any use of the SME platform and the related services are subject to Indian laws and Courts exclusively situated in Mumbai.

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 Regulations under 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 outside the United States in compliance with Regulations of the 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.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

Filing of Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus with the SEBI/ RoC

The Prospectus is being filed with BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 Maharashtra, India.

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

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 26 & 32 of the Companies Act, 2013, was filed to the RoC, and a copy of the Prospectus, required to be filed under Section 26 & 32 of the Companies Act, 2013 will be delivered for registration to the Registrar of Companies, Jharkhand at Ministry Of Corporate Affairs Mangal Tower, 4th floor, Old Hazaribagh Road, Near KantaToli Chowk, Ranchi-834001, Jharkhand.

Listing

The Equity Shares of our Company are proposed to be listed on BSE SME. Our Company has obtained in-principle approval from BSE Limited by way of its letter dated July 07, 2023 for listing of equity shares on SME Platform of BSE (BSE SME).

BSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the BSE SME is not granted by BSE, our Company shall forthwith repay, all moneys received from the applicants in pursuance of the Prospectus. If such money is not repaid within the prescribed time, then our Company becomes liable to repay it, then our Company and every officer in default shall, shall be liable to repay such application money, with interest, as prescribed under the applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the BSE SME mentioned above are taken within Six (6) Working Days of the Bid/Issue Closing Date. If Equity Shares are not Allotted pursuant to the Issue within Six (6) Working Days from the Bid/Issue Closing Date or within such timeline as prescribed by the SEBI, our Company shall repay with interest all monies received from applicants, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period.

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-

- i. Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- ii. 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
- iii. 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 to action under section 447 of the Companies, Act 2013

Consents

Consents in writing of Our Directors, Our Promoter, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Our Banker to the Company, Book Running Lead Manager, Registrar to the Issue, Legal Advisor to the Issue, Banker to the Issue/ Sponsor Bank, Syndicate Members, Underwriter to the Issue and Market Maker to the Issue to act in their respective capacities have been obtained as required under section 26 and 32 of the Companies Act, 2013 and shall be filed along with a copy of the Red Herring Prospectus/ Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013

and such consents will not be withdrawn up to the time of delivery of the Red Herring Prospectus/ Prospectus for registration with the RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, 2018, M/s. D. N. Dokania & Associates, Chartered Accountants, Statutory Auditors of the Company has agreed to provide their written consent to the inclusion of their respective reports on Statement of Possible Tax Benefits relating to the possible tax benefits and restated financial statements as included in this Red Herring Prospectus/ Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of the Red Herring Prospectus/ Prospectus for registration with the RoC.

Experts Opinion

Except for the reports in the section titled **“Restated Financial Statements”, “Statement of Financial Indebtedness”** and **“Statement of Possible Tax Benefits”** on page 158, 190 and 92 respectively of this Prospectus from the Statutory Auditor, our Company has not obtained any expert opinions. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act 1933.

Fees, Brokerage and Selling Commission payable

The total fees payable to the Book Running Lead Manager will be as per the (i) Agreement dated June 22, 2023 with the Book Running Lead Manager, (ii) the Underwriting Agreement dated June 28, 2023 with the Underwriter and (iii) the Market Making Agreement June 28, 2023 with the Market Maker, a copy of which is available for inspection at our Registered Office from 10.00 AM to 5.00 PM on Working Days from the date of the Prospectus until the Bid/Issue Closing Date.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue for processing of applications, data entry, printing of CAN, tape and printing of bulk mailing register will be as per the agreement between our Company, and the Registrar to the Issue dated June 22, 2023, a copy of which is available for inspection at our Company’s Registered Office.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty, and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable it to send allotment advice by registered post/speed post.

Particulars regarding Public or Rights Issues during the last five (5) years

Our Company has not made any previous public or rights issue in India or Abroad the five (5) years preceding the date of this Prospectus.

Previous issues of Equity Shares otherwise than for cash

For detailed description please refer to the section titled **“Capital Structure”** beginning on page 57 of this Prospectus.

Underwriting Commission, brokerage and selling commission on Previous Issues

Since this is the initial public offering of our Company’s Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

Previous capital issue during the last three years by listed Group Company of our Company

We do not have any Group Company.

Performance vis-à-vis objects

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us.

Outstanding Debentures or Bond Issues or Redeemable Preference Shares

As on the date of this Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

Partly Paid-Up Shares

As on the date of this Prospectus, there are no partly paid-up Equity Shares of our Company.

Outstanding Convertible Instruments

Our Company does not have any outstanding convertible instruments as on the date of filing this Prospectus.

Option to Subscribe

- a. Investors will get the allotment of specified securities in dematerialization form only.
- b. The equity shares, on allotment, shall be traded on stock exchange in Demat segment only.

Stock Market Data for our Equity Shares

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

Investor Grievances and Redressal System

The agreement between the Registrar to the Issue, our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) years from the last date of dispatch of the letters of allotment and Demat credit to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

We hereby confirm that there are no investors complaints received during the three years preceding the filing of this Prospectus. Since there are no investors complaints received, none are pending as on the date of filing of this Prospectus.

Investors may contact the BRLM for any complaint pertaining to the Issue. All grievances, may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary, where the Application Form was submitted, quoting the full name of the sole or first Applicant, Application Form number, Applicants’ DP ID, Client ID, PAN, address of the Applicant, number of Equity Shares applied for, date of Application Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the Applicant shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove. Our Company, BRLM and the Registrar accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulations.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be within 15 Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Seepika Gupta, as the Company Secretary and Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:

Seepika Gupta
Company Secretary and Compliance Officer
Asarfi Hospital Limited
Address: Baramuri, Bishunpur Polytechnic,
Dhanbad-828130, Jharkhand, India
Tel. No.: +91 96088 33708
Email: cs@asarfihospital.com
Website: www.asarfi.in

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system “SCORES”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in.

Our Board by a resolution on February 13, 2023 constituted a Stakeholders Relationship Committee. For further details, please refer to section titled “**Our Management**” beginning on page 139 of this Prospectus.

Status of Investor Complaints

We confirm that we have not received any investor complaint during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this Prospectus.

Disposal of investor grievances by listed companies under the same management as our Company

We do not have any listed company under the same management.

Tax Implications

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled **“Statement of Possible Tax Benefits”** beginning on page 92 of this Prospectus.

Purchase of Property

Other than as disclosed in Section **“Our Business”** beginning on page 106 of this Prospectus there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Prospectus.

Except as stated elsewhere in this Prospectus, our Company has not purchased any property in which the Promoters and/or Directors have any direct or indirect interest in any payment made there under.

Capitalization of Reserves or Profits

Save and except as stated in **“Capital Structure”** on page 57 of this Prospectus, our Company has not capitalized its reserves or profits at any time since inception.

Revaluation of assets

There has not been any revaluation of assets since incorporation of the Company.

Servicing Behavior

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

Payment or benefit to officers of Our Company

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation.

Except as disclosed under chapter titled **“Our Management”** beginning on page 139 and chapter **“Restated Financial Statements”** beginning on page 158 of this Prospectus none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

Exemption from complying with any provisions of securities laws, if any

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

SECTION VIII: ISSUE RELATED INFORMATION**TERMS OF THE ISSUE**

The Equity Shares being Issued are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of the Red Herring Prospectus, Prospectus, Application Form, any Confirmation of Allocation Note (“CAN”), the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the Allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, 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 GoI, the Stock Exchange, the RoC, the RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, RBI, the GoI, the Stock Exchange, the RoC and/or any other authorities while granting its approval for the Issue.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, 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, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019 and circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and any subsequent circulars issued by SEBI in this regard, SEBI 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 RIIs 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, with respect to Application by retail individual investors 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 Applicants 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”). Subsequently, the final reduced timeline will be made effective using the UPI Mechanism for applications by retail individual investors (“UPI Phase III”), as may be prescribed by SEBI.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Bid-cum-Application forms. Investor may visit the official website of the concerned for any information on operational utilization 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 upto 51,80,000 Equity Shares has been authorized by a resolution of the Board of Directors of our Company at their meeting held on January 13, 2023 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on February 13, 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 shall be subject to the provisions of the Companies Act, 2013 and our MOA and AOA and shall rank pari-passu in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to section titled, **“Main Provisions of Article of Association”**, beginning on page 258 of this 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 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 section titled **“Dividend Policy”** and **“Main Provisions of Article of Association”** beginning on page 157 and 258 respectively of this Prospectus.

Face Value and Issue Price

The face value of each Equity Share is ₹ 10.00 and the Issue Price at the lower end of the Price Band is ₹ 51/- per Equity Share (“Floor Price”) and at the higher end of the Price Band is ₹ 52/- per Equity Share (“Cap Price”). The Anchor Investor Issue Price is ₹ 52/- per Equity Share.

The Price Band and the minimum Bid Lot size was decided by our Company in consultation with the BRLM, and has been advertised, at least two Working Days prior to the Bid/ Issue Opening Date, in all editions of Business Standard, an English national daily newspaper and all editions of Business Standard, a Hindi national daily newspaper and Dhanbad edition of Ranchi Express, a regional newspaper each with wide circulation and shall be made available to the Stock Exchange for the purpose of uploading on its website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre filled in the Bid cum Application Forms available on the website of the Stock Exchange. The Issue Price has been determined by our Company and in consultation with the BRLM, after the Bid/ Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

Compliance with SEBI ICDR Regulations, 2018

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Compliance with Disclosure and Accounting Norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- a) Right to receive dividend, if declared;
- b) Right to receive Annual Reports and notices to members;
- c) Right to attend general meetings and exercise voting rights, unless prohibited by law;
- d) Right to vote on a poll either in person or by proxy;
- e) Right to receive offer for rights shares and be allotted bonus shares, if announced;
- f) Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- g) Right of free transferability of the Equity Shares; and
- h) Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc., please refer to section titled “**Main Provisions of the Articles of Association**” beginning on page 258 of this Prospectus.

Minimum Application Value, Market Lot and Trading Lot

As per regulations made under and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must be in Dematerialized form i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. Hence, the Equity Shares being issued can be applied for in the dematerialized form only. In this context, two agreements shall be signed among our Company, the respective Depositories and Registrar to the Issue.

Tripartite Agreement dated March 04, 2023 between NSDL, our Company and Registrar to the Issue; and
Tripartite Agreement dated March 15, 2023 between CDSL, our Company and Registrar to the Issue;

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 the SME Platform of BSE (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 Shares and is 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.

Minimum Number of Allottees

In accordance with Regulation 268 of SEBI (ICDR) Regulations, 2018 the minimum number of allottees in the Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies collected shall be unblocked forthwith.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/ authorities in Dhanbad, Jharkhand.

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Joint Holders

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, 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 in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be 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 Section 72 of the Companies Act, 2013 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:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) 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 in the Issue 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.

Bid/ Issue Program:

Event	Indicative Date
Bid/ Issue Opening Date	Monday, July 17, 2023
Bid/ Issue Closing Date	Wednesday, July 19, 2023
Finalization of Basis of Allotment with the Designated Stock Exchange	Monday, July 24, 2023
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI Id Linked Bank Account*	On or before Tuesday, July 25, 2023
Credit of Equity Shares to Demat Accounts of Allottees	On or before Wednesday, July 26, 2023
Commencement of Trading of The Equity Shares on the Stock Exchange	On or before Thursday, July 27, 2023

*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding four Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Bid/Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Application Forms and any revisions to the same were accepted only between 10.00 A.M. to 5.00 P.M. (IST) during the Issue Period (except for the Bid/ Issue Closing Date). On the Bid/ Issue Closing Date, the Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for retail and non-retail Applicants.

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Bidders 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 Bidders can revise or withdraw their Bid-Cum- Application Forms prior to the Bid/ Issue Closing Date. Allocation to Retail Individual Bidders, in this Issue will be on a proportionate basis.

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

Minimum Subscription and Underwriting

This Issue is not restricted to any minimum subscription level and 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 is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the issuer becomes liable to repay it, the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

In terms of Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Issue is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled **“General Information - Underwriting”** on page 57 of this Prospectus.

Further, in accordance with Regulation 267 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.

Migration to Main Board

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

If the Paid-up Capital of the company is likely to increase above ₹ 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in 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 for listing our shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

If the Paid-up Capital of the company is more than ₹ 10 crores but below ₹ 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 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 are proposed to be listed on the SME Platform of BSE (BSE SME), wherein the Book Running Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of 3 (three) years from the date of listing on the SME platform of BSE.

For further details of the agreement entered into between the Company, the Book Running Lead Manager and the Market Maker please refer to section titled ***“General Information - Details of the Market Making Arrangements for this Issue”*** on page 57 of this Prospectus.

Arrangements for disposal of odd lots

The trading of the Equity Shares will happen in the minimum contract size of 2,000 shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of BSE Limited.

As per the extent Guideline 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 in Dematerialized Form

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Issue shall be allotted only in dematerialized form. Further, as per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form on the Stock Exchange.

New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this Issue.

Application by Eligible NRI's, FPI's, VCF's, AIF's registered with SEBI

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

Restrictions on transfer and transmission of shares or debentures and on their consolidation or splitting

Except for lock-in of the Pre- Issue Equity Shares and Promoter minimum contribution in the Issue as detailed under section titled ***“Capital Structure”*** beginning on page 57 of this Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfers of Equity Shares. There are no restrictions on transfer and transmission of shares/ debentures and on their consolidation/ splitting except as provided in the Articles of Association. For further details, please refer to section titled ***“Main Provisions of the Articles of Association”*** beginning on page 258 of this Prospectus.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013 our Company shall, after filing the Prospectus/ Prospectus with the RoC publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) 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 the Registered Office of our Company is situated.

In the pre-Issue advertisement, we stated the Bid/Issue Opening Date and the Bid/Issue Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICDR Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, was in the format prescribed in Part A of Schedule X of the SEBI Regulations.

Allotment Advertisement:

Our Company, the BRLM and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of the English national newspaper i.e. Business Standard, all editions of Hindi national newspaper i.e. Business Standard and Dhanbad Edition of Regional newspaper i.e. Ranchi Express with wide circulation where our Registered office is located.

Withdrawal of the Issue

Our Company in consultation with the BRLM, reserve the right to not to proceed with the issue after the Bid/ Issue Opening date but before the Allotment. In such an event, our Company would issue a public notice in the newspaper in which the pre-issue advertisements were published, within two days of the Bid/ Issue Closing date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the issue. The BRLM through, the Registrar of the issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one 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.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this 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 and regulations.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is less than or equal to ten Crore rupees, 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 BSE SME i.e. SME platform of BSE). For further details regarding the salient features and terms of such an issue please refer chapter titled "**Terms of the Issue**" and "**Issue Procedure**" on page 228 and 237 of this Prospectus.

Issue Structure:

Initial Public Issue of upto 51,80,000 Equity Shares of ₹ 10 each (*the "Equity Shares"*) for cash at a price of ₹ 52/- per Equity Share (including a Share Premium of ₹ 42/- per Equity Share), aggregating up to ₹ 2,693.60 Lakhs (*the Issue*) by the issuer Company (the "Company").

The Issue comprises a reservation of upto 2,60,000 Equity Shares of ₹ 10 each for subscription by the designated Market Maker (*the Market Maker Reservation Portion*) and Net Issue to Public of upto 49,20,000 Equity Shares of ₹ 10 each (*the Net Issue*). The Issue and the Net Issue will constitute 26.33% and 25.00 %, respectively of the post Issue paid up equity share capital of the Company. The Issue is being made through the Book Building Process.

Particulars of the Issue ⁽²⁾	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non-Institutional Investors	Retail Individual Investors
Number of Equity Shares available for allocation	Upto 2,60,000 Equity Shares	Not more than 24,60,000* Equity Shares	Not less than 7,38,000* Equity Shares	Not less than 17,22,000* Equity Shares
Percentage of Issue Size available for allocation	5.02% of the Issue Size	Not more than 50% of the Net Issue	Not less than 15% of the Net Issue	Not less than 35% of the Net Issue
Basis of Allotment⁽³⁾	Firm Allotment	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to 9,84,000 Equity Shares was made available for allocation on a proportionate basis to all QIBs (b) 14,76,000 Equity Shares were allocated on a discretionary basis to Anchor Investors	Proportionate basis subject to minimum allotment of 2,000 Equity Shares and further allotment in multiples of 2,000 Equity Shares.	Proportionate basis subject to minimum allotment of 2,000 Equity Shares
Mode of Allotment	Compulsorily in dematerialized form.			
Minimum Bid Size	2,60,000 Equity Shares	Such number of Equity Shares and in multiples of 2,000 Equity Shares that the Bid Amount exceeds ₹200,000	Such number of Equity Shares and in multiples of 2,000 Equity Shares that the Bid Amount exceeds ₹200,000	2,000 Equity Shares
Maximum Bid Size	2,60,000 Equity Shares	Such number of Equity Shares in multiples of 2,000 Equity Shares not exceeding the size of the Net Issue, subject to applicable limits	Such number of Equity Shares in multiples of 2,000 Equity Shares not exceeding the size of the Net Issue (excluding the QIB portion), subject to applicable limits	2,000 Equity Shares
Trading Lot	2,000 Equity Shares, However the Market Maker may accept odd lots if any in the market as required under	2,000 Equity Shares and in multiples thereof	2,000 Equity Shares and in multiples thereof	2,000 Equity Shares and in multiples thereof

Particulars of the Issue ⁽²⁾	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non-Institutional Investors	Retail Individual Investors
	the SEBI (ICDR) Regulations, 2018.			
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form. In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids ⁽⁴⁾			
Mode of Bid	Only through the ASBA process.	Only through the ASBA process. (Except for Anchor investors)	Only through the ASBA process (including the UPI Mechanism for an application size of up to Rs. 500,000)	Only through the ASBA process (including the UPI Mechanism)

* Subject to finalization of basis of allotment

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

- ⁽¹⁾ Our Company may, in consultation with the Book Running Lead Managers, has allocated 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations.
- ⁽²⁾ In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Issue for at least 25% of the post issue paid-up Equity share capital of the Company. This Issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.
- ⁽³⁾ Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.
- ⁽⁴⁾ Full Bid Amount was payable by the Anchor Investors at the time of submission of the Anchor Investor Bid-cum- Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

The Bids by FPIs with certain structures as described under “**Issue Procedure - Bids by FPIs**” on pages 237 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

Withdrawal of the Issue

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue.

In case, the Company wishes to withdraw the Issue after Bid/Issue Opening but before allotment, and in such case the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly.

If our Company withdraws the Issue after the Bid/Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) filing of the Red Herring Prospectus/ Prospectus with ROC.

Bid/ Issue Program:

Event	Indicative Dates
Bid/ Issue Opened Date	Monday, July 17, 2023
Bid/ Issue Closed Date	Wednesday, July 19, 2023
Finalization of Basis of Allotment with the Designated Stock Exchange	Monday, July 24, 2023

Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI ID linked bank account*	On or before Tuesday, July 25, 2023
Credit of Equity Shares to Demat accounts of Allottees	On or before Wednesday, July 26, 2023
Commencement of trading of the Equity Shares on the Stock Exchange	On or before Thursday, July 27, 2023

Our Company in consultation with the Book Running Lead Manager, considered participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Issue Period was one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI ICDR Regulations

ISSUE PROCEDURE

All Bidders should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL1/CIR/P/2016/26) dated January 21, 2016, and SEBI Circular bearing number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018, notified by SEBI ("General Information Document") and SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, included below under Section "PART B – General Information Document", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the Book Running Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

All Designated Intermediaries in relation to the Issue should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2016/26) dated January 21, 2016 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles as amended and modified by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 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 08, 2019.

Additionally, all Bidders may refer to the General Information Document for information, in addition to what is stated herein, in relation to (i) category of Bidders eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment instructions for Bidders applying through ASBA process and Retail Individual Investors applying through the United Payments Interface channel; (v) issuance of Confirmation of Allocation Note ("CAN") and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Bid Cum Application Form); (vii) Designated Date; (viii) disposal of Applications; (ix) submission of Bid Cum Application Form; (x) other instructions (limited to joint 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 (xiii) interest in case of delay in Allotment or refund.

With effect from July 1, 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/DCR2/CIR/P/2019/133 dated November 8, 2019 UPI Phase II was extended till March 31, 2020. Subsequently, the final reduced timeline will be made effective using the UPI Mechanism for applications by RIBs ("UPI Phase III"), as may be prescribed by SEBI

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Book Running Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of the Prospectus. Bidders are advised to make their independent investigations and ensure that their Application 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 Prospectus.

This section applies to all the Bidders, please note that all the Bidders are required to make payment of the Full Application Amount along with the Bid Cum Application Form.

Phased implementation of Unified Payments Interface

SEBI has issued a circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 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 08, 2019 (collectively the "UPI Circulars") in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI will be 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 RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three

working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

Phase I: This phase has become 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 Applicant 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, 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 RIIs 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 mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Manager.

PART A

Book Building Procedure

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) read with Regulation 252 of SEBI ICDR Regulations, 2018, the Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process wherein not more than 50% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non Institutional Investors and not less than 35% of the Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spillover from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the BSE, at least one day prior to the Bid/Issue Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Offer is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

- i. RIIs (other than the RIIs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- ii. RIIs using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- iii. QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

Anchor Investors were permitted to participate in the Offer through the ASBA process.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

Category	Colour*
Anchor Investor**	White
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA)	White
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	Blue

*Excluding Electronic Bid cum Application Form

** Bid cum application for for Anchor Investor was made available at the Office of the BRLM.

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs captured and uploaded the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Prospectus.

The Bid Cum Application Form contained information about the Bidder and the price and the number of Equity Shares that the Bidders wished to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders were required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, submitted a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries”)

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), and intending to use UPI, were also required to enter their UPI ID in the Bid Cum Application Form.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange was done by:

For Applications submitted by Investors to SCSB	After accepting the form, SCSB captured and uploaded the relevant details in the electronic bidding system as specified by the stock exchange and began blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs	After accepting the Bid Cum Application Form, respective Intermediary captured and uploaded the relevant details in the electronic bidding system of the stock exchange. Post uploading, they forwarded a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment	After accepting the Bid Cum Application Form, respective intermediary captured and uploaded the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shared application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank initiated 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 validated the electronic bid details with depository’s records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange allowed modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders have authorized our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Bidders.

The Sponsor Bank 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 will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the Book Running Lead Managers in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

Participation by Promoters and members of the Promoter Group of our Company, the Book Running Lead Manager and the Syndicate Members

The Book Running Lead Managers and the Syndicate Member were not allowed to purchase Equity Shares in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Book Running Lead Managers and the Syndicate Member could Bid for Equity Shares in the Issue, either in the QIB Portion or in the Non-Institutional Portion as was applicable to such Bidders, where the allocation is on a proportionate basis and such subscription could be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the Book Running Lead Managers and Syndicate Member, were required to be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the Book Running Lead Managers nor any associates of the Book Running Lead Managers could apply in the Issue under the Anchor Investor Portion:

- mutual funds sponsored by entities which are associate of the Book Running Lead Managers;
- insurance companies promoted by entities which are associate of the Book Running Lead Managers;
- AIFs sponsored by the entities which are associate of the Book Running Lead Managers; or
- FPIs (other than individuals, corporate bodies and family offices) sponsored by the entities which are associate of the Book

Running Lead Managers.

Further, persons related to our Promoters and Promoter Group did not apply in the Issue under the Anchor Investor Portion.

- i) rights under a shareholders' agreement or voting agreement entered into with our Promoters or Promoter Group;
- ii) veto rights; or
- iii) right to appoint any nominee director on the Board.

Further, an Anchor Investor was deemed to be an associate of the Book Running Lead Managers, if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the Book Running Lead Managers.

MAXIMUM AND MINIMUM APPLICATION SIZE

1. For Retail Individual Bidders

The Application must be for a minimum of 2,000 Equity Shares, so as to ensure that the Application Price payable by the Bidder does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed ₹ 2,00,000.

2. For Other than Retail Individual Bidders (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of 2,000 Equity Shares thereafter. An Application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Option to Subscribe in the Issue

- a) As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b) The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c) A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

Information for the Bidders

The relevant Designated Intermediary could enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It was the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she was required to surrender the earlier Acknowledgement Slip and request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid. In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Book Running Lead Managers are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Red Herring Prospectus and this Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges

BIDS BY ANCHOR INVESTORS:

Our Company in consultation with the BRLM, has considered participation by Anchor Investors in the Issue for up to 60% of the

QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations were eligible to invest. The QIB Portion has reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares has been added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

1. Anchor Investor Bid cum Application Forms were made available for the Anchor Investors at the offices of the BRLM.
2. The Bid were for a minimum of such number of Equity Shares so that the Bid Amount is at least ₹ 200.00 lakhs.
3. Bidding for Anchor Investors opened one Working Day before the Bid/ Issue Opening Date and be completed on the same day.
4. Our Company in consultation with the BRLM, finalized allocation to the Anchor Investors on a discretionary basis and accordingly, 14,76,000 equity shares were allocated to Anchor Investors.
5. Allocation to Anchor Investors was completed on the Anchor Investor Bid/ Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made was made available in the public domain by the BRLM before the Bid/Issue Opening Date, through intimation to the Stock Exchange.
6. Anchor Investors did not withdraw or lower the size of their Bids at any stage after submission of the Bid.
7. At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
8. 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.
9. The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.
10. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
11. Anchor Investors were not permitted to Bid in the Issue through the ASBA process.

BIDS BY ELIGIBLE NRIS:

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the BRLM and the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non- Resident Forms should authorize their SCSB to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary (“NRO”) accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

BIDS BY FPI INCLUDING FII'S:

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Issue, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of

registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

In terms of the SEBI FPI Regulations, the Issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non- Residents (blue in colour).

BIDS BY SEBI REGISTERED VCF'S, AIF'S AND FVCI'S:

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIF's.

The holding by any individual VCF registered with SEBI in one 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 by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd 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 the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There was no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders was treated on the same basis with other categories for the purpose of allocation.

BIDS BY HUFs:

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Application is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bid cum Applications by HUFs may be considered at par with Bid cum Applications from individuals.

BIDS BY MUTUAL FUNDS:

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in 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.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum 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 Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

BIDS BY SYSTEMATICALLY IMPORTANT NON BANKING FINANCIAL COMPANIES:

In case of Applications 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 Bid cum Application Form. Failing this, our Company reserve 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 legislations, regulations, directions, guidelines and circulars issued by RBI from time to time.

BIDS BY LIMITED LIABILITY PARTNERSHIPS:

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any bid without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

BIDS BY INSURANCE COMPANIES:

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid by Insurance Companies without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

1. equity shares of a company: the least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
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 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 belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (1), (2) and (3) above, as the case may be. Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

BIDS UNDER POWER OF ATTORNEY:

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹2500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid 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:

- a) With respect to Bids by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.

- b) With respect to Bids 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 Bid cum Application Form.
- c) With respect to Bids made by provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 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 Bid cum Application Form.
- d) With respect to Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form
- e) Our Company in consultation with the BRLM in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application form, subject to such terms and conditions that our Company and the BRLM may deem fit.

The above information is given for the benefit of the Bidders. Our Company, the BRLM and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Prospectus.

BIDS BY PROVIDENT FUNDS / PENSION FUNDS:

In case of Bids made by provident funds with minimum corpus of ₹ 25 Crore (subject to applicable law) and pension funds with minimum corpus of ₹ 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Bid cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

BIDS BY BANKING COMPANY:

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid by a banking company without assigning any reason.

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 Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks' own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paidup share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a nonfinancial services company in excess of 10% of such investee company's paid up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

BIDS BY SCSB'S:

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making Bid cum 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 Bid cum application in public issues and clear demarcated funds should be available in such account for such Bid cum applications.

ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE ISSUE:

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

Issue Procedure for Application Supported by Blocked Account (ASBA) Bidders

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders had to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager were not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA

Bidders were advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process were provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

Terms of payment

The entire Issue price of ₹ 52/- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

Payment mechanism

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Payment into Escrow Account for Anchor Investors

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, was decided the list of Anchor Investors to whom the CAN was sent, pursuant to which the details of the Equity Shares allocated to them in their respective names was notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account was be drawn in favour of:

- a. In case of resident Anchor Investors: - “Asarfi Hospital Limited IPO – Anchor Account- R”
- b. In case of Non-Resident Anchor Investors: - “Asarfi Hospital Limited IPO – Anchor Account- NR”
- c. Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections from the Anchor Investors.

Build of the Book

- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Issue Period.

- b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centres during the Bid/ Issue Period.

Withdrawal of Bids

- a) RIIs can withdraw their Bids until Bid/ Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

Signing of Underwriting Agreement and Filing of Red Herring Prospectus/ Prospectus with RoC

- a) Our company has entered into an Underwriting Agreement dated June 28, 2023
- b) A copy of Red Herring Prospectus was filed with the RoC on July 10, 2023 and copy of Prospectus will be filed with RoC in terms of Section 32 of Companies Act, 2013 and Section 26 of Companies Act, 2013.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act 2013, our Company has, after filing the Red Herring Prospectus with the ROC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation. In the pre-Issue advertisement, we have stated the Bid Opening Date and the Bid/Issue Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICRD Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, was in the format prescribed in Part A of Schedule X of the SEBI Regulations.

GENERAL INSTRUCTIONS:

Please note that the NIIs are not permitted to withdraw their bids or lower the size of Bids in terms of quantity of Equity Shares or Bid Amount) at any stage. Retail Individual Investor can revise their Bids during the Bid/Issue period and withdraw their Bids until Bid/issue Closing date.

Anchor investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID, Client ID, UPI ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. If the first applicant is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
7. In case of Joint bids, ensure the first bidder is the ASBA Account holder (or the UPI linked bank account holder, as the case may be) and the signature of the first bidder is included in the Bid cum Application Form;
8. QIBs, Non-Institutional Bidders and the Retail Bidders should submit their Bids through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, RII may submit their bid by using UPI mechanism for payment.
9. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
10. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;
11. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);

12. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
14. Ensure that the Demographic Details are updated, true and correct in all respects;
15. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
16. 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;
17. Ensure that the category and the investor status is indicated;
18. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
19. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
20. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum 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 Bid cum Application Form;
21. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
22. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Bid cum Application Form;
23. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Issue;
24. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
25. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
26. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
27. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not Bid for a Bid Amount exceed ₹ 2,00,000/- (for Applications by Retail Individual Bidders);
10. Do not fill up the Bid cum Application Form such that the Equity Shares Application 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 Red Herring Prospectus;
11. Do not submit the General Index Register number instead of the PAN;
12. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;
13. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Applicant;
14. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
15. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid

- depository accounts as per Demographic Details provided by the depository);
16. Do not submit a Bid by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Bids made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLMs and the Registrar, shall ensure that the basis of allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares offered through the Issue through the Issue document except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than 1% of the net Issue to public may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Investor Grievance

In case of any pre-issue or post issue related problems regarding demat credit/ refund orders/ unblocking etc. the Investors can contact the Compliance Officer of our Company.

Nomination Facility to Bidders

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

GROUND OF TECHNICAL REJECTIONS

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- 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;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- GIR number furnished instead of PAN;
- Bid for lower number of Equity Shares than specified for that category of investors;
- Bids at Cut-off Price by NIIs and QIBs;
- Bids for number of Equity Shares which are not in multiples of Equity Shares which are not in multiples as specified in the Red Herring Prospectus;
- The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in the Red Herring Prospectus;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;

- Signature of sole Bidder is missing;
- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/Issue Opening Date advertisement and the Red Herring Prospectus and as per the instructions in the Red Herring Prospectus and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchanges;
- Where no confirmation is received from SCSB for blocking of funds;
- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and
- Details of ASBA Account not provided in the Bid cum Application form.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.

BASIS OF ALLOCATION

- a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the Red Herring Prospectus . For details in relation to allocation, the Bidder may refer to the Red Herring Prospectus .
- b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- c) In case of under subscription in the issue, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the Red Herring Prospectus.

ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to Prospectus . No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

BASIS OF ALLOTMENT

- a. **For Retail Individual Bidders**

Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to 2,000 Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than 17,22,000 Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of 2,000 Equity Shares and in multiples of 2,000 Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

b. For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to 9,98,000 Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than 9,98,000 Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of 2,000 Equity Shares and in multiples of 2,000 Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

c. For QIBs

Not more than 50% of the Net Issue shall be allocated on a proportionate basis to QIBs, provided that our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price.

In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price.

Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

a) In the first instance allocation to Mutual Funds for 5% of the QIB Portion shall be determined as follows:

- In the event that Bids by Mutual Fund exceeds 5% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for 5% of the QIB Portion.
- In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
- Equity Shares remaining unsubscribed, not allocated to Mutual Funds was made available for Allotment to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price.

d. ALLOTMENT TO ANCHOR INVESTOR

a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:

- i) not more than 60% of the QIB Portion will be allocated to Anchor Investors;
- ii) one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor

Investors; and

iii) allocation to Anchor Investors shall be on a discretionary basis and subject to:

- a maximum number of two Anchor Investors for allocation up to ₹ 2 crores;
a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crores per such Anchor Investor; and
- in case of allocation above twenty five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty five crore rupees and an additional 10 such investors for every additional twenty five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.

b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

c) **In the event that the Issue Price is higher than the Anchor Investor Allocation Price:**

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors

d) **In the event the Issue Price is lower than the Anchor Investor Allocation Price:**

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

e) **Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over Subscribed Issue:**

In the event of the Issue being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the BSE SME (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For Bids where the proportionate allotment works out to less than 2,000 equity shares the allotment will be made as follows:
 - Each successful Bidder shall be allotted 2,000 equity shares; and
 - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.

Retail Individual Investor' means an investor who applies for shares of value of not more than ₹ 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 BSE.

The Executive Director/ Managing Director of BSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

Issuance of Allotment Advice

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.

- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.
The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.
- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

Designated Date:

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Bid/Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any

Disposal of Application and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at BSE SME where the Equity Shares are proposed to be listed are taken within 6 (Six) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(four) working days of the Issue Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

Right to Reject Applications

In case of QIB Bidders, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Retail Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who-

- (a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities;
or

- (b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”

Undertakings by Our Company

We undertake as follows:

1. That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within six working days from Issue Closure date.
3. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
4. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within six Working Days from the Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
5. That our Promoter 's contribution in full has already been brought in;
6. That no further Issue of Equity Shares shall be made till the Equity Shares Issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, undersubscription etc.;
7. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
8. If our Company does not proceed with the Issue after the Bid/Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the Pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
9. If our Company withdraws the Issue after the Bid/Issue Closing Date, our Company shall be required to file a fresh Draft Red Herring Prospectus with the Stock exchange/ RoC/ SEBI, in the event our Company subsequently decides to proceed with the Issue;
10. If allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/ unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period.

Utilization of Issue Proceeds

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
- 5) Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- 6) The Book Running Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

Equity Shares in Dematerialized Form with NSDL or CDSL

To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- Tripartite Agreement dated March 04, 2023 between NSDL, the Company and the Registrar to the Issue;
- Tripartite Agreement dated March 15, 2023 between CDSL, the Company and the Registrar to the Issue;
- The Company's equity shares bear an ISIN: INE0DN001027.

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 Foreign Exchange Management Act, 1999 ("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 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 government bodies responsible for granting foreign investment approvals are the Reserve Bank of India ("RBI") and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP").

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated Foreign Direct Investment Policy notified by the DPIIT File No. 5(2)/2020-FDI Policy dated October 15, 2020, with effect from October 15, 2020 (the "FDI Policy"), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT or the DPIIT that were in force and effect prior to October 15, 2020. The Government of India proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DPIIT issues an updated circular.

In terms of the FEMA NDI Rules, a person resident outside India may make investments into India, subject to certain terms and conditions, and provided that an entity of a country, which shares land border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with government approval.

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 Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/ RBI.

Further, in 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 ("Restricted Investors"), 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. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Issue Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and/ or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

Investment conditions/ restrictions for overseas entities

Under the current FDI Policy 2020, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Foreign Exchange Management. (Non-debt Instruments) Rules, 2019. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral/ statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

Investment by FPIs under Portfolio Investment Scheme (PIS)

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

Investment by NRI or OCI on repatriation basis

The purchase/ sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as “Capital Instruments”) of a listed Indian company on a recognised stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

Investment by NRI or OCI on non-repatriation basis

As per current FDI Policy 2020, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non- repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“US Securities Act”) or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of “US Persons” as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the “Prospectus Directive”) has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorized. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Prospectus.

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 Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

SECTION IX - MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION OF OUR COMPANY

The following regulations comprised in the Articles of Association were adopted pursuant to the member's special resolution passed at the Extra Ordinary General Meeting held on February 13, 2023 In substitution for, and to the entire exclusion of, the earlier regulation comprised in the extant Articles of Association of the Company.

Pursuant to Schedule I of the Companies Act, and the SEBI ICDR Regulations, the Main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and Transmission of equity shares or debentures, their consolidation or splitting are as provided below. Each provision below is numbered as per the corresponding article number in the articles of association and defined terms herein have the meaning given to them in the Articles of Association.

INTERPRETATION

- I
1. In these regulations-
 - (a) "The Act" means the Companies Act, 2013,
 - (b) "The Seal" means the common seal of the company.
 - (c) "The Year" means 1st April to 31st March respectively.
 - (d) "Seal" means the Common Seal of the Company
 - (e) "Directors" means the Directors of the Company and includes persons occupying the position of the Directors by whether names called.
 - (f) "The Year" means 1st April to 31st March respectively.
 2. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

PUBLIC COMPANY

3. As per Section 2(71) of the Companies Act ,2013 "Public company" means a company which-
 - (a) Is not a Private Company
 - (b) has a minimum paid-up share capital *** as may be prescribedProvided that a Company which is a subsidiary of a Company, not being a Private Company, shall be deemed to be a Public Company for the purpose of this Act even where such Subsidiary Company continues to be a Private Company in its articles;

SHARE CAPITAL AND VARIATION OF RIGHTS

- II. 1. Subject to the provisions of the Act and these Articles, the shares the capital of the company 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. Further provided that the option or right to call of shares shall not be given to any person except with the sanction of the Company in general meeting.
2.
 - i. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,-
 - a. one certificate for all his shares without payment of any charges; or
 - b. several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
 - ii. The Company agrees to issue certificate within fifteen days of the date of lodgement of transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies or to issue within fifteen days of such lodgement for transfer, Pucca Transfer Receipts in denominations corresponding to the market units of trading autographically signed by a responsible official of the Company and bearing an endorsement that the transfer has been duly approved by the Directors or that no such approval is necessary;
 - iii. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid - up thereon.

- iv. In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
3.
 - i. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back 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 is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
 - ii. The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.
4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
5.
 - i. The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
 - ii. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
 - iii. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
6.
 - i. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
 - ii. To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari-passu therewith.
8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.
9. Where at any time Company having Share Capital proposes to increase its subscribed capital by the issue of further Shares, such shares shall be offered in compliance with the relevant provisions of Companies Act, 2013 and any other applicable law.

DEMATERIALISATION OF SHARES

10. Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its shares, debentures and other securities and to offer any shares, debentures or other securities proposed to be issued by it for subscription in a dematerialized form and on the same being done, the Company shall further be entitled to maintain a Register of Members/ Debenture holders/ other security holders with the details of members/debenture holders/ other securities both in materialized and dematerialized form in any medium as permitted by the Act.
 - i. Every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities in electronic form with a Depository. If a person opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of the security, and on

receipt of the information, the Depository shall enter in its records the name of the allottee as the Beneficial Owner of the Security.

- ii. Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears as the beneficial owner of the shares, debentures and other securities in the records of the Depository as the absolute owner thereof as regards receipt of dividends or bonus on shares, interest/premium on debentures and other securities and repayment thereof or for service of notices and all or any other matters connected with the Company and accordingly the Company shall not (except as ordered by the Court of competent jurisdiction or as by law required and except as aforesaid) be bound to recognise any benami trust or equity or equitable, contingent or other claim to or interest in such shares, debentures or other securities as the case may be, on the part of any other person whether or not it shall have express or implied notice thereof.
- iii. In the case of transfer of shares, debentures or other securities where the Company has not issued any certificates and where such shares, debentures or other securities are being held in an electronic and fungible form, the provisions of the Depositories Act, shall apply.

Provided that in respect of the shares and securities held by the depository on behalf of a beneficial owner, provisions of Section 9 and any other applicable section as amended of the Depositories Act shall apply so far as applicable.

- iv. Every Depository shall furnish to the Company, information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws of the Depository and the Company in that behalf.
- v. Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in electronic form so far as they apply to shares in physical form subject however to the provisions of the Depositories Act.

LIEN

- 11.
 - i. The company shall have a first and paramount lien
 - a. on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - b. on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:
Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

Every fully paid shares shall be free from all lien and that in the case of partly paid shares the issuer's lien shall be restricted to moneys called or payable at fixed time in respect of such shares.

 - ii. The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
- 12. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: Provided that no sale shall be made-
 - a. unless a sum in respect of which the lien exists is presently payable; or
 - b. until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
- 13.
 - i. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof
 - ii. The purchaser shall be registered as the holder of the shares comprised in any such transfer.
 - iii. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- 14.
 - i. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

- ii. The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

- 15. i. The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

- ii. Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
 - iii. A call may be revoked or postponed at the discretion of the Board.
16. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.
17. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
18. i. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.

- ii. The Board shall be at liberty to waive payment of any such interest wholly or in part.

19. i. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- ii. In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

20. The Board -
- a. may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him and
 - b. upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

TRANSFER OF SHARES

21. i. The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
- ii. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
22. The Board may, subject to the right of appeal conferred by section 58 decline to register-
- i. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
 - ii. any transfer of shares on which the company has a lien.

- iii. Provided however that the Company will not decline to register or acknowledge any transfer of shares 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.
- iv. The common form of transfer shall be used by the Company

23. The Board may decline to recognise any instrument of transfer unless—

- a. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- b. the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- c. the instrument of transfer is in respect of only one class of shares.

24. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

TRANSMISSION OF SHARES

- 25.
 - i. 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 persons recognised by the company as having any title to his interest in the shares
 - ii. Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

- 26.
 - i. Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either-
 - a. to be registered himself as holder of the share; or
 - b. to make such transfer of the share as the deceased or insolvent member could have made.
 - ii. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

- 27.
 - i. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
 - ii. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
 - iii. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

28. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

FORFEITURE OF SHARES

29. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
30. The notice aforesaid shall-
- a. name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
 - b. state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
31. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
32.
 - i. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
 - ii. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
33.
 - i. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
 - ii. The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
34.
 - i. A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
 - ii. The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
 - iii. The transferee shall thereupon be registered as the holder of the share; and
 - iv. The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
35. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

ALTERATION OF CAPITAL

36. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
37. Subject to the provisions of section 61, the company may, by ordinary resolution-
- i. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - ii. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - iii. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; and

- iv. cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

38. Where shares are converted into stock,-

- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

39. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law-

- it share capital;
- any capital redemption reserve account; or
- any share premium account.

CAPITALISATION OF PROFITS

40. The company in general meeting may, upon the recommendation of the Board, resolve-

- i. that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the, profit and loss account, or otherwise available for distribution; and
- ii. that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- iii. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards-
 - a. paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - b. 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;
 - c. partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
- iv. A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
- v. The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

- 41. i. Whenever such a resolution as aforesaid shall have been passed, the Board shall-
 - a. make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
 - b. generally do all acts and things required to give effect thereto.
- ii. The Board shall have power-
 - a. to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - 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 capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of

profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

- iii. Any agreement made under such authority shall be effective and binding on such members.
- iv. Capital paid-up in advance of calls on any share may carry interest but shall not in respect thereof confer a right to dividend or to participate in profits

BUY-BACK OF SHARES

- 42. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

GENERAL MEETINGS

- 43. All general meetings other than annual general meeting shall be called extraordinary general meeting.
- 44.
 - i. The Board may, whenever it thinks fit, call an extraordinary general meeting.
 - ii. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

PROCEEDINGS AT GENERAL MEETINGS

- 45.
 - i. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
 - ii. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
- 46. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
- 47. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
- 48. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

ADJOURNMENT OF MEETING

- 49.
 - i. 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.
 - ii. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - iii. 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.
 - iv. 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.

VOTING RIGHTS

- 50. Subject to any rights or restrictions for the time being attached to any class or classes of shares,
 - i. on a show of hands, every member present in person shall have one vote;
 - ii. and on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

51. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
52. i. 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.
- ii. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
53. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
54. Any business other than that upon which a poll has been demanded maybe proceeded with, pending the taking of the poll.
55. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid
56. i. 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.
- ii. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

PROXY

57. 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.
58. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105
59. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

60. The persons hereinafter named shall become the First Directors of the Company:
1. Nayan Prakash Singh
 2. Harendra Singh

The appointment of Directors shall be governed by Section 152(read with (qualification & appointment of Director) rules 2014) of Companies act 2013

61. The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them-

- in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
- in connection with the business of the company.

62. The Board may pay all expenses incurred in getting up and registering the company.
63. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
64. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
- Any type of licence required as per the main object of the company it shall be signed, accepted, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine
65. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
66. i. Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- ii. Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

MANAGING DIRECTOR(S)/WHOLE TIME DIRECTOR(S)/KEY MANAGERIAL PERSONNEL

67. The Managing Director or Whole Time Director shall be appointed in compliance with the Provisions of Companies Act, 2013 and any other applicable law in force.
68. Powers and duties of Managing Director or whole-time Director:
- The Managing Director/Whole-time Director shall be subject to the supervision, control and direction of the Board and subject to the provisions of the Act, exercise such powers as are exercisable under these presents by the Board of Directors, as they may think fit and confer such power for such time and to be exercised as they may think expedient and they may confer such power either collaterally with or to the exclusion of any such substitution for all or any of the powers of the Board of Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any such powers. The Managing Directors/ whole time Directors may exercise all the powers entrusted to them by the Board of Directors in accordance with the Board's direction.

PROCEEDINGS OF THE BOARD

69. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
70. i. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- ii. In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
71. 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.
72. i. The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

- ii. 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 the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
- 73.
 - i. The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
 - ii. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
- 74.
 - i. A committee may elect a Chairperson of its meetings.
 - ii. If no such Chairperson is elected, or if at any meeting the 72 Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
- 75.
 - i. A committee may meet and adjourn as it thinks fit.
 - ii. 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.
- 76. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
- 77. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

- 78. Subject to the provisions of the Act,
 - i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
 - ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer
- 79. 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.

THE SEAL

- 80.
 - i. The Board shall provide for the safe custody of the seal.
 - ii. 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 authorised 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.

DIVIDENDS AND RESERVE

- 81. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

82. 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.
83. i. 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, thinks fit.
- ii. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
84. i. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- ii. 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.
- iii. 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.
85. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
86. i. 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.
- ii. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
87. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
88. 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.
89. No dividend shall bear interest against the company.

Provided however that no amount outstanding as unclaimed dividends shall be forfeited unless the claim becomes barred by law.

ACCOUNTS

90. i. 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.
- ii. No member (not being a director) shall have 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.

WINDING UP

91. Subject to the provisions of Chapter XX of the Act and rules made thereunder-
- 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.

- 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.
- 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 that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

- 92. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by the Company or entered into more than two years before the date of the Prospectus) which are or may be deemed material have been entered or to be entered into by the Company which are or may be deemed material will be attached to the copy of the Prospectus/ Prospectus, delivered to the Registrar of Companies, for registration. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the registered office between 10 A.M. and 5 P.M. on all Working Days from the date of this Prospectus until the Issue Closing Date.

Material Contracts

1. Agreement dated June 22, 2023 executed between our Company and the Book Running Lead Manager to the Issue.
2. Agreement dated June 22, 2023 executed between our Company and the Registrar to the Issue.
3. Banker to the Issue Agreement dated July 04, 2023 among our Company, Book Running Lead Manager, Banker to the Issue and the Registrar to the Issue.
4. Syndicate Agreement dated June 28, 2023 among our Company, the Book Running Lead Manager and Syndicate Member.
5. Market Making Agreement dated June 28, 2023 between our Company, Book Running Lead Manager and Market Maker.
6. Underwriting Agreement dated June 28, 2023 between our Company, Book Running Lead Manager and Underwriter.
7. Tripartite Agreement dated March 15, 2023 among CDSL, the Company and the Registrar to the Issue.
8. Tripartite Agreement dated March 04, 2023 among NSDL, the Company and the Registrar to the Issue.

Material Documents

1. Certified copies of the Memorandum and Articles of Association of the Company as amended.
2. Certificate of Incorporation dated October 04, 2005 issued by the Registrar of Companies, Jharkhand.
3. Fresh Certificate of Incorporation Consequent upon Change of Name on Conversion to Public Limited Company i.e. form “Asarfi Hospital Private Limited” to “Asarfi Hospital Limited” dated February 08, 2012 issued by the Registrar of Companies, Jharkhand.
4. Copy of the Board Resolution dated January 13, 2023 authorizing the Issue and other related matters.
5. Copy of Shareholder’s Resolution dated February 13, 2023 authorizing the Issue and other related matters.
6. Copies of Audited Financial Statements of our Company for the financial year ended March 31, 2023, March 31, 2022 and March 31, 2021.
7. Statutory Auditors Report dated June 21, 2023 on the Restated Financial Information of our Company for the financial year ended March 31, 2023, March 31, 2022 and March 31, 2021.
8. Copy of the Statement of Possible Tax Benefits dated June 21, 2023 from the Statutory Auditor.
9. Certificate on KPI’s issued by Statutory Auditors dated June 21, 2023
10. Consents of the Book Running Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Statutory Auditor of the Company, Market Maker, Underwriter, Bankers to our Company, Banker to the Issue/ Sponsor Bank, Syndicate Member, Promoter of our Company, Directors of our Company, Company Secretary and Compliance Officer and Chief Financial Officer, as referred to, in their respective capacities.
11. Board Resolution dated June 26, 2023 for approval of Draft Red Herring Prospectus, dated July 10, 2023 for approval of Red Herring Prospectus and dated July 21, 2023 for approval of Prospectus.
12. Due Diligence Certificate from Book Running Lead Manager dated June 26, 2023
13. Approval from BSE vide letter dated July 07, 2023 to use the name of BSE in the Red Herring Prospectus/ Prospectus for listing of Equity Shares on the BSE SME (SME Platform) of the BSE Ltd.

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, 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 Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Udai Pratap Singh Managing director DIN: 08453794	Sd/-

Date: July 21, 2023

Place: Dhanbad, Jharkhand

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, 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 Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Madhuri Singh Executive Director DIN: 06562038	Sd/-

Date: July 21, 2023

Place: Dhanbad, Jharkhand

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, 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 Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Sukanti Kumar Das Non-Executive Director DIN: 01842846	Sd/-

Date: July 21, 2023

Place: Dhanbad, Jharkhand

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, 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 Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Amit Kumar Barnwal Independent Director DIN: 09371601	Sd/-

Date: July 21, 2023

Place: Dhanbad, Jharkhand

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, 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 Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Rajkumari Sharma Independent Director DIN: 09647742	Sd/-

Date: July 21, 2023

Place: Dhanbad, Jharkhand

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, 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 Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY:

Name and Designation	Signature
Harendra Singh Chief Financial Officer	Sd/-

Date: July 21, 2023

Place: Dhanbad, Jharkhand

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, 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 Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE COMPANY SECRETARY AND COMPLIANCE OFFICER OF OUR COMPANY:

Name and Designation	Signature
Seepika Gupta Company Secretary and Compliance Officer	Sd/-

Date: July 21, 2023

Place: Dhanbad, Jharkhand