

**DRAFT RED HERRING PROSPECTUS**

100% Book Built Issue

Dated: September 28, 2023

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

(Please scan this QR Code to view the DRHP)

**GENX DIAGNOSTICS LIMITED**

CIN: U85195OR2016PLC019956

Registered Office	Contact Person	Email and Telephone	Website
Plot No.1, BDA, Chandrashekharpur District Centre, Bhubaneswar, Khordha 751016, Odisha, India.	Bikash Kumar Panda Company Secretary & Compliance Officer	E-mail: <a href="mailto:cs@genxlive.in">cs@genxlive.in</a> Tel No: +91 674 3501516	<a href="http://www.genxlive.in">www.genxlive.in</a>

**PROMOTERS OF THE COMPANY**

Dr. Biswajit Mohanty, Dr. Bikash Agrawala &amp; Sunil Kumar Rout

**DETAILS OF THE ISSUE**

Type	Fresh Issue Size (in ₹ lakhs)	OFS Size (by no. of Shares or by amount in ₹)	Total Issue Size (in ₹ lakhs)	Eligibility
Fresh Issue	up to 25,52,000 Equity Shares aggregating up to ₹ [●] lakhs	Nil	₹ [●] 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. 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 81 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 Draft Red Herring Prospectus. Specific attention of the investors is invited to the section “*Risk Factors*” beginning on page 28 of this Draft Red Herring Prospectus.


**ISSUER ABSOLUTE RESPONSIBILITY**

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


**LISTING**

The Equity Shares Issued through Red Herring Prospectus are proposed to be listed on the SME Platform of NSE (“**NSE Emerge**”). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited (“**NSE**”).

**BOOK RUNNING LEAD MANAGER TO THE ISSUE**

Name and Logo	Contact Person	Email & Telephone
 HEM SECURITIES LIMITED	Ajay Jain	Email: <a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a> Tel. No.: +91- 022- 49060000

**REGISTRAR TO THE ISSUE**

Name and Logo	Contact Person	Email & Telephone
 BIGSHARE SERVICES PRIVATE LIMITED	Babu Rapheal C.	Email: <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> Tel No.: +91-022-62638200

**BID/ISSUE PERIOD**

ANCHOR PORTION ISSUE OPENS / CLOSES ON*: [●]	BID/ ISSUE OPENS ON: [●]	BID/ ISSUE CLOSES ON**: [●]***

\*Our Company, in consultation with the BRLM, may consider participation by Anchor Investors, in accordance with the SEBI (ICDR) Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Issue Opening Date.

\*\*Our Company, in consultation with the BRLM, may decide to close the Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date, in accordance with the SEBI (ICDR) Regulations.

\*\*\*The UPI mandate end time and date shall be at 5:00 p.m. on Bid/ Issue Closing Day.

**DRAFT RED HERRING PROSPECTUS**

100% Book Built Issue  
 Dated: September 28, 2023  
 Please read Section 26 and 32 of the  
 Companies Act, 2013  
 (This Draft Red Herring Prospectus will be  
 updated upon filing with the RoC)



**GENX DIAGNOSTICS LIMITED**  
 CIN: U85195OR2016PLC019956

Our Company was originally incorporated as "Genx Diagnostics Private Limited" on February 24, 2016 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Cuttack, Orissa with CIN U85195OR2016PTC019956. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting, held on August 25, 2023 our Company was converted into a Public Limited Company and consequently the name of our Company was changed from "Genx Diagnostics Private Limited" to "Genx Diagnostics Limited" vide a fresh certificate of incorporation consequent upon conversion from private company to public company dated September 23, 2023 issued by the Registrar of Companies, Cuttack, Orissa bearing CIN U85195OR2016PLC019956. For further details of Incorporation, change of name and registered office of our Company, please refer to chapter titled "History and Corporate Structure" beginning on page 126 of this Draft Red Herring Prospectus.

**Registered Office:** Plot No.1, BDA, Chandrashekharpur District Centre, Bhubaneswar, Khordha 751016, Odisha, India.

**Tel No:** +91 674 3501516; **E-mail:** [cs@genxlive.in](mailto:cs@genxlive.in); **Website:** [www.genxlive.in](http://www.genxlive.in);

**Contact Person:** Bikash Kumar Panda, Company Secretary & Compliance Officer

**Promoters of our Company:** Dr. Biswajit Mohanty, Dr. Bikash Agrawala & Sunil Kumar Rout

**DETAILS OF THE ISSUE**

**INITIAL PUBLIC OFFER OF UPTO 25,52,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH (THE "EQUITY SHARES") OF GENX DIAGNOSTICS LIMITED ("OUR COMPANY" OR "GDL" OR "THE ISSUER") AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING SHARE PREMIUM OF [●] PER EQUITY SHARE) FOR CASH, AGGREGATING UP TO ₹[●] LAKHS ("PUBLIC ISSUE") OUT OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH, AT AN ISSUE PRICE OF ₹[●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹[●] LAKHS WILL BE 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 [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH, AT AN ISSUE PRICE OF ₹[●] PER EQUITY SHARE FOR CASH, AGGREGATING UPTO ₹[●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE 26.39% AND [●]% RESPECTIVELY OF THE POST- ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.**

**THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN [●] EDITION OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND [●] EDITION OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, AND BHUBANESWAR EDITION OF [●], REGIONAL NEWSPAPER (ODIA BEING THE REGIONAL LANGUAGE OF ODISHA WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE SME PLATFORM OF NSE ("NSE EMERGE ") FOR THE PURPOSES OF UPLOADING ON THEIR WEBSITE**

In case of any revision in the Price Band, the Bid/Issue Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company, for reasons to be recorded in writing extend the Bid/Issue Period for a minimum of three Working Days, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the website of the BRLM and at the terminals of the Members of the Syndicate and by intimation to Designated Intermediaries and Sponsor Bank.

The Issue is being 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 shall be allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs", the "QIB Portion"), provided that our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% 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 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) are required to mandatorily utilize 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 will be 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 are not permitted to participate in the Issue through the ASBA process. For details, see "Issue Procedure" beginning on page 227 of this Draft Red Herring Prospectus.

**ELIGIBLE INVESTORS**

For details in relation to Eligible Investors, please refer to section titled "Issue Procedure" beginning on page 227 of this Draft Red Herring Prospectus.

**RISK IN RELATION TO THE FIRST ISSUE**

The face value of the Equity Shares is ₹10. The Floor Price, Cap Price and Issue Price determined by our Company, in consultation with the Book Running Lead Managers, 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 81 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 Draft Red Herring Prospectus. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 28 of this Draft Red Herring Prospectus.

**ISSUER ABSOLUTE RESPONSIBILITY**

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

**LISTING**

The Equity Shares Issued through Red Herring Prospectus are proposed to be listed on the SME Platform of NSE ("NSE EmERGE"). 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 [●] from National Stock Exchange of India Limited ("NSE") for using its name in the Issue Document for listing of our shares on the SME Platform of NSE ("NSE EmERGE"). For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited ("NSE").

**BOOK RUNNING LEAD MANAGER TO THE ISSUE****REGISTRAR 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- 022- 49060000;  
**Fax No.:** +91- 022- 22625991  
**Email:** [ib@hemsecurities.com](mailto:ib@hemsecurities.com)  
**Investor Grievance Email:** [redressal@hemsecurities.com](mailto:redressal@hemsecurities.com)  
**Website:** [www.hemsecurities.com](http://www.hemsecurities.com)  
**Contact Person:** Ajay Jain  
**SEBI Regn. No.** INM000010981



**Bigshare Services Private Limited**  
**Address:** S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra, India.  
**Telephone:** +91 22 6263 8200;  
**Fax No.:** +91 22 6263 8299  
**Email:** [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)  
**Investor Grievance Email:** [investor@bigshareonline.com](mailto:investor@bigshareonline.com)  
**Website:** [www.bigshareonline.com](http://www.bigshareonline.com)  
**Contact Person:** Babu Rapheal C.  
**SEBI Registration Number:** MB/INR000001385  
**CIN:** U99999MH1994PTC076534

**BID/ISSUE PROGRAMME**

**ANCHOR PORTION ISSUE OPENS/CLOSES ON\*: [●]**

**BID/ISSUE OPENS ON\*\*: [●]**

**BID/ISSUE CLOSES ON\*\*: [●]\*\***

\*Our Company, in consultation with the BRLM, may consider participation by Anchor Investors, in accordance with the SEBI (ICDR) Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Issue Opening Date.

\*\*Our Company, in consultation with the BRLM, may decide to close the Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date, in accordance with the SEBI (ICDR) Regulations.

\*\*\*The UPI mandate end time and date shall be at 5:00 p.m. on Bid/ Issue Closing Day.

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**SECTION I – GENERAL**

**DEFINITIONS AND ABBREVIATIONS**

*This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification, clarification, direction or policies shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarifications, modifications, replacements or reenactments thereto, as amended, from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.*

*The words and expressions used in this Draft Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, 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 Special Tax Benefits”, “Financial Information of the Company” and “Main Provisions of the Articles of Association” on page 88, 148 and 258 respectively, shall have the meaning ascribed to such terms in such sections.*

**General Terms**

<b>Terms</b>	<b>Description</b>
“GDL”, “the Company”, “our Company”, “Issuer” and “Genx Diagnostics Limited”	Genx Diagnostics Limited, a public limited Company incorporated under the Companies Act, 2013 and having its Registered office at Plot No.1, BDA, Chandrashekharpur District Centre, Bhubaneswar, Khordha 751016, Odisha, India.
“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**

<b>Term</b>	<b>Description</b>
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 “ <i>Our Management</i> ” beginning on page 130 of this Draft Red Herring Prospectus.
Auditors/ Statutory Auditors	The Statutory Auditors of our Company being M/s. Rajesh Biswanath & Co (Firm Registration No.326047E).
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.
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company being Jayant Kumar Das.
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 Bikash Kumar Panda (M. No. A72181)
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

Term	Description
Diagnostics Centre-I & Registered Office	Plot No.1, BDA, Chandrashekharpur District Centre, Bhubaneswar, Khordha 751016 Odisha, India.
Diagnostics Centre-II	A-19, Saheednagar, (SCIVC Campus) Maharshi College Road, Bhubaneswar, Khordha 751007, Odisha, India.
Diagnostics Centre-III	Khata No. 1119/1265, Plot No. 112/4558, Mouza-Makundapur-252, Jagatsinghpur 754103 Odisha, India.
Diagnostics Centre-IV	Ground Floor, Gouri Shankar Nursing Home, Basant Bihar, Jyoti Bihar, Burla, 768019, Odisha, India.
Diagnostics Centre-V	Plot No.- 2961, Mahabir Bazar, Kacheri Road, Dhenkanal 759001, Odisha, India.
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.
Executive Directors	Executive Directors are the Managing Director & Whole-time Directors of our Company.
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)
IBC	The Insolvency and Bankruptcy Code 2016
Group Companies	Our group companies identified in accordance with SEBI (ICDR) Regulations and in accordance with our Materiality Policy. For details, see section titled <b>“Our Group Companies”</b> on page 203 of this Draft Red Herring Prospectus.
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 <b>“Our Management”</b> on page 130 of this Draft Red Herring Prospectus.
ISIN	International Securities Identification Number. In this case being [●].
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 <b>“Our Management”</b> on page 130 of this Draft Red Herring Prospectus.
LLP	Limited Liability Partnership
MOA/ Memorandum/ Memorandum of Association	Memorandum of Association of Genx Diagnostics Limited as amended from time to time.
MD or Managing Director	The Managing Director of our Company, Dr. Biswajit Mohanty
Materiality Policy	The policy adopted by the Board in its meeting dated September 23, 2023 for identification of (a) material outstanding litigation proceedings involving our Company, Directors and Subsidiaries; (b) Group Companies; and (c) outstanding dues to material creditors by our Company, in accordance with the disclosure requirements under the SEBI (ICDR) Regulations, 2018 as amended from time to time.
Non-Executive Directors/ Nominee Directors	Non-executive directors on our Board. For details, see section titled <b>“Our Management”</b> on page 130 of this Draft Red Herring Prospectus
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 <b>“Our Management”</b> beginning on page 130 of this Draft Red Herring Prospectus
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.
Peer Review Auditor	The Independent Peer Reviewed Auditor of our Company M/s. R K Jagetiya & Co., Chartered Accountant (FRN: 146264W)
Promoter(s)	Shall mean promoters of our Company i.e. Dr. Bikash Agrawala, Dr. Biswajit Mohanty and Sunil Kumar Rout. For further details, please refer to section titled <b>“Our Promoter &amp; Promoter Group”</b> beginning on page 143 of this Draft Red Herring Prospectus.
Promoter Group	The persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 as enlisted in the section <b>“Our</b>

Term	Description
	<b><i>Promoter and Promoter Group</i></b> ” beginning on page 143 of this Draft Red Herring 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.
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 March 31, 2023, March 31, 2022 and March 31, 2021 and the Restated Statements of Profit and Loss and Cash Flows for the fiscals ended March 31, 2023, March 31 2022 and 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 Prospectus (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto.
RoC/ Registrar of Companies	Unless specified otherwise refers to Registrar of Companies, ROC-cum-Official Liquidator, Ministry Of Corporate Affairs, Corporate Bhawan, 2nd & 3rd Floor, Plot No-9(P), Sector-1, CDA, Cuttack-753014, Odisha, India.
SEBI Act/ SEBI	Securities and Exchange Board of India Act, 1992, as amended from time to time.
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, 2000 as amended from time to time.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative 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, 2019, 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 PIT 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 and Sweat Equity) Regulations, 2021
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/ 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.
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 <b><i>“Our Management”</i></b> beginning on page 130 of this Draft Red Herring Prospectus.
Stock Exchange	Unless the context requires otherwise, refers to, National Stock Exchange of India Limited

<b>Term</b>	<b>Description</b>
Shareholders	Shareholders of our Company from time to time.
Our Subsidiary Company/ Subsidiaries	The Company does not have any subsidiaries as on the date of this Draft Red Herring Prospectus
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 being Dr. Bikash Agrawala, Dr. Biswajit Mohanty and Sunil Kumar Rout

**Issue Related Terms**

<b>Terms</b>	<b>Description</b>
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 Red Herring Prospectus and who has Bid for an amount of at least ₹ 200 lakhs.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead 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 Red Herring 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	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company, in consultation with the Book Running Lead Managers
Anchor Investor Portion	Up to 60% of the QIB Portion which may be 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 shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI (ICDR) Regulations.
Application Supported by Block Amount (ASBA)	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid and authorising an SCSB to block the Bid Amount in the ASBA Account and will include amounts blocked by the SCSB upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism.
ASBA Account	A bank 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,

Terms	Description
	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	Any prospective investor(s) / Bidder (s) in this Issue who apply(ies) through the ASBA process except Anchor Investor.
ASBA Form/ Bid cum Application	An Application form (with or without UPI ID, as applicable), whether physical or electronic, used by Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus or the Prospectus.
Banker to the Issue Agreement	Agreement dated [●] 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 will be opened, in this case being [●]
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful bidders under the issue and which is described in the chapter titled “ <i>Issue Procedure</i> ” beginning on page 227 of this Draft Red Herring 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 Red Herring Prospectus and the Bid cum Application Form. The term “Bidding” shall be construed accordingly.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and in the case of 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	[●] equity shares and in multiples of [●] equity shares thereafter.
Bid/ Issue Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Syndicate, the Designated Branches and the Registered Brokers shall not accept the Bids, which shall be notified in in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Bhubaneswar Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation, and in case of any revision, the extended Bid/ Issue closing Date also to be notified on the website and terminals of the Syndicate, SCSB’s and Sponsor Bank, as required under the SEBI (ICDR) Regulations.
Bid/ Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Bhubaneswar Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation, and in case of any revision, the extended Bid/ Issue Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI (ICDR) Regulations.
Bid/ Issue Period	Except in relation to any Bids received from the Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date or the QIB Bid/ Issue Closing Date, as the case may be, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof. Provided however that the Bidding/ Issue Period shall be kept open for a minimum of three Working Days for all categories of Bidders.
Bidder/ Applicant	Any prospective investor who makes a bid pursuant to the terms of the Draft Red Herring Prospectus and the Bid-Cum-Application Form and unless otherwise stated or implied, which includes an ASBA Bidder and an Anchor Investor



<b>Terms</b>	<b>Description</b>
Bidding	The process of making a Bid.
Bidding/ Collection Centers	Centers at which the Designated intermediaries shall accept 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 will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Cap Price	The higher end of the price band above which the Issue Price will not be finalized and above which no Bids (or a revision thereof) will be accepted.
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, which shall be any price within the Price band as finalized by our Company in consultation with the BRLM. Only Retail Individual Investors are 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.
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 can submit the Bid-cum-Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid-Cum-Application Forms are available on the website of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated Date	The date on which funds are transferred from the Escrow Account(s) and the amounts blocked are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account(s) or the Refund Account(s), as applicable, in terms of the Red Herring Prospectus and the Prospectus, after the finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares may be Allotted to successful Bidders in the Offer.

Terms	Description
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	[●]
Designated RTA Locations	Such locations of the RTAs where Bidder can submit the Bid-Cum-Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid-Cum-Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a> .
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 <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> . Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	National Stock Exchange of India Limited (NSE Emerge i.e. SME platform of NSE)
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 September 28, 2023 issued in accordance with Sections 26 & 32 of the Companies Act, 2013
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 Draft Red Herring 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) to be opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through NACH/direct credit/ NEFT/ RTGS in respect of the Bid Amount when submitting a Bid.
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 shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids will be accepted
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI (ICDR) Regulations.
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.
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.

Terms	Description
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 September 25, 2023 between our Company and Book Running Lead Manager, Hem Securities Limited.
Issue Price	The Price at which the Equity Shares are being issued by our Company under this Draft Red Herring Prospectus being ₹[●] per Equity share.
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled “ <i>Objects of the Issue</i> ” beginning on page 73 of this Draft Red Herring Prospectus
Issue/ Public Issue/ Issue size/ Initial Public Issue/ Initial Public Offering/ IPO	The Initial Public Issue of upto 25,52,000 Equity shares of ₹ 10/- each at issue price of ₹ [●]/- per Equity share, including a premium of ₹ [●]/- per equity share aggregating to ₹ [●] lakhs
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the Stock Exchange.
Lot Size	[●]
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 [●] Equity Shares of ₹10 each at an Issue price of ₹ [●] each is aggregating to ₹ [●] Lakhs to be subscribed by Market Maker in this issue.
Market Making Agreement	The Market Making Agreement dated [●] between our Company, Book Running Lead Manager and Market Maker, [●].
Mutual Fund Portion	5% of the Net QIB Portion, or [●] Equity Shares, 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 [●] equity Shares of ₹10/- each at a price of ₹ [●] per Equity Share (the “ <b>Issue Price</b> ”), including a share premium of ₹ [●] per equity share aggregating to ₹ [●] 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 “ <i>Objects of the Issue</i> ” beginning on page 73 of this Draft Red Herring 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 [●] Equity Shares, which shall be 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

Terms	Description
	commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Pay-in-Period	The period commencing on the Bid/Issue Opening date and extended till the closure of the Anchor Investor Pay-in-Date.
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 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 ₹[●] and the maximum price (Cap Price) of ₹[●] and includes revisions thereof. The Price Band will be decided by our Company in consultation with the BRLM and advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily regional newspaper 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 finalize the Issue Price.
Prospectus	The Prospectus, 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	The bank account opened with the Public Offer Account Bank under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Accounts and from the ASBA Accounts on the Designated Date.
Public Issue Account Bank	Bank which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Issue Account(s) will be opened
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 [●] Equity Shares aggregating to ₹[●] lakhs which shall be Allotted to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be 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 or Anchor Investor Offer Price (for Anchor Investors).
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 to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI (ICDR) Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Issue including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Issue Opening Date and will 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 shall be 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 will be opened, in this case being [●].
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 September 26, 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.

Terms	Description
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 Bigshare Services Private 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 [●] Equity Shares, available for allocation to Retail Individual Bidders.
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable. QIB Bidders 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. Retail Individual Investors and Eligible Employees can revise their Bids during the Bid/ Issue Period and withdraw their Bids until the Bid/ Offer Closing Date.
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/ SEBI 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 <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> or at such other website as may be prescribed by SEBI from time to time.
SME Exchange	SME Platform of the National Stock Exchange of India Limited i.e. “NSE Emerge”
Specified Locations	Collection centres where the SCSBs shall accept application form, a list of which is available on the website of SEBI ( <a href="https://www.sebi.gov.in/">https://www.sebi.gov.in/</a> ) and updated from time to time.
Specified Securities	Equity shares offered through this Draft Red Herring Prospectus.

<b>Terms</b>	<b>Description</b>
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 NSE 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 [●] 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 [●].
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 [●] 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 number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, along with the circular issued by the NSE having reference no. 23/2022 dated July 22, 2022 and reference no. 25/2022 dated August 3, 2022 and the notice issued by BSE having reference no. 20220722- 30 dated July 22, 2022 and reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard.
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request/ 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

Terms	Description
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.
WACA	Weighted average cost of acquisition.
Wilful Defaulter(s)	Wilful defaulter as defined under Regulation 2(1)(III) 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
AMC	Annual Maintenance Contracts
ARC	The ARCs refer to our hub centres offering pathology tests, basic radiology tests and advanced radiology tests such as MRI, HRCT, SPECT and PET CT.
AFB	Acid- Fast Bacilli
BMD	Bone Mineral Densitometry
Bactec	Automated blood culture systems
CBC	Complete Blood Count
CBCT	Cone-beam Computed Tomography
CPL	Central Processing Laboratory
CT Scan	Computed Tomography Scan
CME Programs	Continuing Medical Education Programs
COVID-19	The novel Coronavirus disease (COVID-19) is an infectious disease caused by a newly discovered coronavirus.
DEXA	Dual Energy X-ray Absorptiometry
EQAS	External Quality Assurance Services
ECG	Electrocardiogram
ECO	Echocardiogram
ERP	Enterprise Resource Planning
FDI	Free Diagnostic Initiative
FDA	Food and Drug Administration
FDI	Foreign Direct Investment
FIPB	Foreign Investment Promotion Board
GST	Goods and Services Tax
Gross Revenue	Gross sales are excluding Discount allowed
GVA	Gross Value of Added
HIV	Human immunodeficiency virus
HPLC	High-Performance Liquid Chromatography
HRCT	High-Resolution Computed Tomography
ICMR	Indian Council of Medical Research
ISO	International Organization of Standardization
ITeS	Information technology-enabled services
IIT	Indian Institute of Technology
IT	Information Technology

IMS	Information Management System
IMA	Indian Medical Authority
KPI	Key performance indicators
LAN	Local Area Network
LIMS	Laboratory Information Management System
LIS	Laboratory information system
MoHFW	Ministry of Health and Family Welfare, Government of India
MGIT	Mycobacterium Tuberculosis
MRI	Magnetic Resonance Imaging
NABL	National Accreditation Board for Testing and Calibration Laboratories
NABH	National Accreditation Board for Hospitals & Healthcare Providers
NCD	Non-Communicable Disease
NHM	National Health Mission
NSS	National Sample Survey
ODISHA	Odisha formerly Orissa is an Indian state located in Eastern India
OPG	Orthopantomogram
PCR	Polymerase Chain Reaction
PACS	Picture Archiving and Communications System
PNDT	Pre-Natal Diagnostic Techniques Act
PET-CT	Positron Emission Tomography–Computed Tomography
PMASBY	Pradhan Mantri Atma Nirbhar Swasth Bharat Yojana
PMJAY	Pradhan Mantri Jan Arogya Yojana
RT-PCR	Reverse Transcription Polymerase Chain Reaction
PET-CT Scan	Positron Emission Tomography Computerized Tomography Scan
RIS	Radiology Information Systems
SCM	Supply chain management
SMEs	Small and Medium sized Enterprises
TFT	Thyroid Function Test
TRF	Test Requisition Form
TMT	Treadmill Test
USG	Ultrasound (Sonography)
VAS	Value added services
WAN	Wide Area Network
WHO	World Health Organization
X-Ray	X-radiation

**Conventional terms and Abbreviations**

<b>Abbreviation</b>	<b>Full Form</b>
Rs./ Rupees/ INR/ ₹	Indian Rupees
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>Abbreviation</b>	<b>Full Form</b>
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
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
Client ID	Client identification number of the Bidder's beneficiary account
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
Depositories Act	The Depositories Act, 1996, read with the rules, regulations, clarifications and modifications Thereunder
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
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

<b>Abbreviation</b>	<b>Full Form</b>
FCNR Account	Foreign Currency Non Resident (Bank) account established in accordance with the provisions of FEMA
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.
FBT	Fringe Benefit Tax
FDI	Foreign Direct Investment
FIs	Financial Institutions
FIIIs	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
GoI/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 Act	The Information Technology Act, 2000
IFRS	International Financial Reporting Standards
INR / ₹/ Rupees	Indian Rupees, the legal currency of the Republic of India
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 notified under Section 133 of the Companies Act 2013 and read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016

<b>Abbreviation</b>	<b>Full Form</b>
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
NRI	Non-Resident Indians
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

<b>Abbreviation</b>	<b>Full Form</b>
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
TAT	Turn around time
UIN	Unique identification number
U.N.	United Nations
US/United States	United States of America
UAE	United Arab Emirates
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
U.S. Securities Act	United States Securities Act of 1933
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 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

<b>Abbreviation</b>	<b>Full Form</b>
w.e.f.	With effect from
-, (₹)	Represent Outflow

The words and expressions used but not defined in this Draft Red Herring 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.

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

**Certain Conventions**

In this Draft Red Herring Prospectus, the terms “we”, “us”, “our”, “the Company”, “our Company”, unless the context otherwise indicates or implies, refers to Genx Diagnostics Limited. All references in the Draft Red Herring Prospectus to “India” are to the Republic of India. All references in the Draft Red Herring Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America.

In this Draft Red Herring Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lac / Lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crore”. In this Draft Red Herring Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

**Use of Financial Data**

Unless stated otherwise, throughout this Draft Red Herring Prospectus, all figures have been expressed in Rupees and Lakh. Unless stated otherwise, the financial data in the Draft Red Herring Prospectus is derived from our Restated Financial Statements 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 148 of this Draft Red Herring Prospectus.

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

Any percentage amounts, as set forth in “***Risk Factors***”, “***Our Business***”, “***Management’s Discussion and Analysis of Financial Condition and Results of Operations***” and elsewhere in the Draft Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial 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 148. of this Draft Red Herring Prospectus. The company does not have any subsidiary as on date of the Draft Red Herring Prospectus. Our fiscal year commences on April 1 of every year and ends on March 31 of every next year.

For additional definitions used in this Draft Red Herring Prospectus, see the section “***Definitions and Abbreviations***” on page 1 of this Draft Red Herring Prospectus. In the section titled “***Main Provisions of the Articles of Association***”, on page 258 of the Draft Red Herring 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 Draft Red Herring 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 81 of the Draft Red Herring Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.

#### **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 Draft Red Herring 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 28, 100 and 185 respectively of this Draft Red Herring Prospectus, unless otherwise indicated, have been calculated based on our restated financial statements prepared in accordance with Indian GAAP.

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

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. Failure to successfully upgrade our product portfolio, from time to time;
3. Any interruptions at our flagship centre and other diagnostic centres;
4. Adverse effect by global health epidemics, including the recent COVID-19 outbreak, and the continuing effect of the same;
5. Any inadequacy in collection of, or failure or delay in the delivery of, specimens to our laboratories;
6. technological advancement leading to more cost effective technologies or non-invasive diagnostic healthcare tests;
7. Dependence on third parties to provide us our testing equipments and reagents or recall of existing testing equipment and reagents;
8. Any change in government policies resulting in increases in taxes payable by us;
9. Our ability to retain our key managements persons and other employees;
10. Changes in laws and regulations that apply to the industries in which we operate.
11. Failure or malfunction of our equipment;
12. Our failure to keep pace with rapid changes in technology;
13. Our ability to grow our business;
14. Our ability to make interest and principal payments on our existing debt obligations and satisfy the other covenants contained in our existing debt agreements;
15. General economic, political and other risks that are out of our control;
16. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
17. Company’s ability to successfully implement its growth strategy and expansion plans;
18. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
19. Inability to successfully obtain registrations in a timely manner or at all;
20. Occurrence of Environmental Problems & Uninsured Losses;
21. Conflicts of interest with affiliated companies, the promoter group and other related parties;
22. Any adverse outcome in the legal proceedings in which we are involved;
23. Concentration of ownership among our Promoter;
24. The performance of the financial markets in India and globally;
25. 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 28, 100 and 185 respectively of the Draft Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

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



Neither our Company 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 DRAFT RED HERRING PROSPECTUS****A. OVERVIEW OF BUSINESS**

Incorporated in 2016, our company is a diagnostic facility providing a comprehensive range of diagnostic services and related healthcare tests to our customers which includes individuals, corporate clients, hospitals and other diagnostic centers. Our service portfolio includes diagnostic services with latest technologies under – (i) Radiology Segment such as CT scan, MRI, Ultrasound, X-ray, Intervention Radiology etc. and (ii) Pathology segment such as Molecular Biology, Biochemistry, Histocytopathology, Microbiology etc.

*For further details, please refer to the chapter titled “Our Business” beginning on page 100 194 of this Draft Red Herring Prospectus.*

**B. OVERVIEW OF THE INDUSTRY**

India’s healthcare sector is extremely diversified and is full of opportunities in every segment, which includes provider’s 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. India’s diagnostics market is currently valued at USD 4 Billion. The share of the organized sector in this segment is almost 25% (15% in labs and 10% in radiology). The diagnostics market expected to grow at a CAGR of 20.4% to reach USD 32 Billion by 2022. 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.

*For further details, please refer to the chapter titled “Industry Overview” beginning on page 91 of this Draft Red Herring Prospectus.*

**C. OUR PROMOTERS**

Dr. Biswajit Mohanty, Dr. Bikash Agrawala & Sunil Kumar Rout are the Promoters of our Company.

**D. DETAILS OF THE ISSUE**

This is an Initial Public Issue of upto 25,52,000 Equity Shares of face value of Rs. 10 each of our Company for cash at a price of Rs. [●] per Equity Share (including a share premium of Rs. [●] per Equity Share) aggregating to Rs. [●] lakhs (“The Issue”), out of which [●] Equity Shares of face value of Rs. 10 each for cash at a price of Rs. [●] per Equity Share aggregating up to Rs. [●] 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 [●] Equity Shares of face value of Rs. 10 each, at an issue price of Rs. [●] per Equity Share for cash, aggregating to Rs. [●] lakhs is hereinafter referred to as the “Net Issue”. The Public Issue and Net Issue will constitute 26.39% and [●] % 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.	Funding capital expenditure for the installation of additional medical equipment at the existing diagnostics center in Saheed Nagar, Odisha.	111.68
2.	To finance the cost of establishing diagnostics centres at Odisha, Chhattisgarh, Jharkand, and West Bengal.	218.85
3.	To finance the cost of establishing diagnostics collection centres across odisha.	368.40
4.	Repayment and/or pre-payment, in full or part, of certain borrowings availed by our Company	450.00
5.	To meet Working Capital requirements	[●]
6.	General Corporate Purpose	[●]
	<b>Total</b>	<b>[●]</b>

**F. PRE-ISSUE SHAREHOLDING OF PROMOTER AND PROMOTER GROUP**

Our Promoters and Promoter Group collectively holds 71,16,996 Equity shares of our Company aggregating to 99.96% 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 Draft Red Herring Prospectus: -

Sr. No	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
	<b>Promoters</b>				
1.	Dr. Bikash Agrawala	23,73,332	33.33	23,73,332	[●]
2.	Dr. Biswajit Mohanty	23,71,332	33.31	23,71,332	[●]
3.	Sunil Kumar Rout	23,72,332	33.32	23,72,332	[●]
	<b>Sub Total (A)</b>	<b>71,16,996</b>	<b>99.96</b>	<b>71,16,996</b>	<b>[●]</b>
	<b>Promoters Group</b>				
4.	Babita Mohanty	1,000	0.01	1,000	[●]
5.	Ranjit Kumar Mohanty	1,000	0.01	1,000	[●]
6.	Anil Kumar Rout	500	0.01	500	[●]
7.	Priyadarshini Pal	500	0.01	500	[●]
	<b>Sub Total (B)</b>	<b>3,000</b>	<b>0.04</b>	<b>3,000</b>	<b>[●]</b>
	<b>Grand Total (A+B)</b>	<b>71,19,996</b>	<b>100.00</b>	<b>71,19,996</b>	<b>[●]</b>

**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: -

Sr. No	Particulars	Amt. (Rs. in lakhs)		
		March 31, 2023	March 31, 2022	March 31, 2021
1.	Share Capital	178.00	178.00	178.00
2.	Net Worth	1238.47	774.61	315.60
3.	Total Income	2441.80	2181.66	1299.42
4.	Profit/(loss) after tax	463.86	459.02	163.23
5.	Earnings per Share <i>(based on weighted average number of shares)</i>	6.51	6.45	2.29
6.	Net Asset Value per Share <i>(Based on Weighted Average Number of Shares)</i>	17.39	10.88	4.43
7.	Total Borrowings <i>(including current maturities of long term borrowings)</i>	1395.98	1191.13	486.62

**H. AUDITOR QUALIFICATIONS**

There are no audit qualifications which have not been given effect in the Restated Financial Statements.

**I. SUMMARY OF OUTSTANDING LITIGATIONS**

As on the date of Draft Red Herring Prospectus our Company, Promoters and Directors are not involved in any legal proceedings. For further details, please refer to the chapter titled “**Outstanding Litigations and Material Developments**” on page 194 of this Draft Red Herring Prospectus.

**J. RISK FACTORS**

For details on the risks involved in our business, please see the Chapter titled “**Risk Factors**” beginning on page 28 of this Draft Red Herring Prospectus.

**K. SUMMARY OF CONTINGENT LIABILITIES**

Our Company do not have any contingent liabilities as on March 31, 2023. For further details, please refer to Annexure-AB – Contingent Liabilities of the chapter titled “*Financial Information of the Company*” on page 148 of this Draft Red Herring 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: -

**List of Related Parties as per AS – 18**

Names of the related parties with whom transactions were carried out during the years and description of relationship:

Particulars	Names of related parties	Nature of Relationship
<b>Directors and Key Management Personnel (KMP)</b>	Dr. Biswajit Mohanty	Chairman & Managing Director
	Dr. Bikash Agrawala	Whole Time Director
	Sunil Kumar Rout	Whole Time Director
	Jayant Kumar Das	Chief Financial Officer (CFO)
	Panchanana Mahanta	Independent Director
	Minati Das	Independent Director
	Bikash Kumar Panda	Company Secretary
<b>Enterprises in which KMP/Relatives of KMP can exercise significant influence</b>	Dr. Rashmi Gupta	Wife of (Dr. Bikash Agrawala)
	Smt. Babita Mohanty	Wife of ( Dr. Biswajit Mohanty)
	Smt. Priyadarshini Pal	Wife of (Sunil Kumar Rout)
	Prativa Education & Charitable Trust	Sunil Kumar Rout is trustee of the Trust
	Fraternity Hospitals Private Limited	Sunil Kumar Rout holding more than 20%
	Stilt bird Trading Pvt Ltd	Sunil Kumar Rout holding more than 20%
	Medpotter Labs Private Limited	Dr. Bikash Agarwala holding more than 20%
	Genx Consultancy Services	Partnership firm where all promoters are partner

(Amount in Rs. Lakhs)

(i) Transactions with Director and KMP	31/03/2023	31/03/2022	31/03/2021
<b>A) Remuneration/Professional fee Paid</b>			
Sunil Kumar Rout	13.30	8.40	8.40
Dr. Bikash Agrawala	34.53	12.00	12.00
Dr. Biswajit Mohanty	41.27	39.60	43.20
<b>B) Sunil Kumar Rout</b>			
Unsecured Loan -Opening Bal.Cr/(Dr)	11.45	15.91	15.91
Loan taken this year Cr/(Dr)	-	-	-
Loan repaid this year Cr/(Dr)	(0.24)	(4.46)	-
Outstanding Balance Cr/(Dr)	11.21	11.45	15.91
<b>C) Dr. Bikash Agrawala</b>			
Unsecured Loan -Opening Bal.Cr/(Dr)	3.32	3.32	3.32
Loan taken this year Cr/(Dr)	-	-	-
Loan repaid this year Cr/(Dr)	-	-	-
Outstanding Balance Cr/(Dr)	3.32	3.32	3.32
<b>D) Dr. Biswajit Mohanty</b>			
Unsecured Loan -Opening Bal.Cr/(Dr)	7.48	7.48	7.48
Loan taken this year Cr/(Dr)	-	-	-
Loan repaid this year Cr/(Dr)	-	-	-
Outstanding Balance Cr/(Dr)	7.48	7.48	7.48
<b>(ii) Transactions with Entities where Director/ KMP or their Relatives hold substantial Interest</b>			

Salary/Professional Fee Paid			
Dr. Rashmi Gupta	34.16	36.00	24.00
Smt. Babita Mohanty	28.10	12.00	6.40
Smt. Priyadarshini Pal	5.70	3.60	3.60

**Note:**

- List of Related parties has been identified by the management and relied upon by the Auditor.
- In case there is no transaction with any of the above related parties, only name of such related parties has been disclosed as required by AS- 18.

For further details, please refer to the *Annexure - Y – Related Party Disclosures* of chapter titled “*Financial Information of the Company*” on page 148 of this Draft Red Herring 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 Draft Red Herring Prospectus.

**N. WEIGHTED AVERAGE PRICE AT WHICH THE EQUITY SHARES WERE ACQUIRED BY EACH OF OUR PROMOTER IN LAST ONE YEAR**

Weighted average price at which the Equity Shares were acquired by our Promoters in last one year preceding the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Promoters	No. of Shares acquired in last one year	Weighted Average Price (in ₹)*
1.	Dr. Bikash Agrawala	17,79,999	Nil
2.	Dr. Biswajit Mohanty	17,79,999	Nil
3.	Sunil Kumar Rout	17,79,999	Nil

*\*Except for the bonus issue of shares, which has been made by our Company on August 23, 2023 our Promoters have acquired/been allotted any Equity Shares in the one year immediately preceding the date of this Draft Red Herring Prospectus and accordingly due to bonus issue of shares, the weighted average price is Nil.*

**O. AVERAGE COST OF ACQUISITION OF SHARES**

The average cost of acquisition of Equity 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.	Dr. Bikash Agrawala	23,73,332	2.50
2.	Dr. Biswajit Mohanty	23,71,332	2.50
3.	Sunil Kumar Rout	23,72,332	2.50

*\*The average cost of acquisition of Equity Shares by our Promoter has been calculated by taking into account the amount paid by them to acquire, by way of fresh issuance or transfer, the Equity Shares less amount received by them for the sale of Equity Shares through transfer, if any and the net cost of acquisition has been divided by total number of shares held as on date.*

**P. PRE IPO PLACEMENT**

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

**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.

<b>Date of Allotment</b>	<b>Number of Equity Shares</b>	<b>Face Value (Rs.)</b>	<b>Issue Price (Rs.)</b>	<b>Reasons for Allotment</b>	<b>Benefits Accrued to our Company</b>	<b>Name of Allottee</b>	<b>No. of Shares Allotted</b>
August 23, 2023	53,39,997	10	Nil	Bonus Issue in the ratio of 3:1	Capitalization of Reserves & Surplus	Dr. Bikash Agrawala	17,79,999
						Dr. Biswajit Mohanty	17,79,999
						Sunil Kumar Rout	17,79,999
						<b>Total</b>	<b>53,39,997</b>

**R. SPLIT/ CONSOLIDATION OF EQUITY SHARES**

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

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

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

### **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 Draft Red Herring 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 148, 100 and 185 respectively of this Draft Red Herring 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 Draft Red Herring Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors 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 Draft Red Herring 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 28 and **“Management Discussion and Analysis of Financial Condition and Results of Operations”** on page 185 of this Draft Red Herring Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in the **“Restated Financial Statements”**.

#### **INTERNAL RISK FACTORS**

1. **Our operations are concentrated mainly in Bhubaneswar, and any loss of business in such regions could have an adverse effect on our business, results of operations and financial condition.**

A significant portion of our revenue is derived from diagnostic centre situated at Saheednager, Bhubaneswar. For the Fiscals 2022 and 2023 our revenue from sales form diagnostic centre situated at Saheednager, Bhubaneswar represented 99.89% and 92.06% of our revenue from operations respectively. In case of any interruption in the functioning of any of

our diagnostic centre in whole or in part, because of fire, natural disaster or other factors or accidents beyond our control, our capacity to provide diagnostic healthcare services may be materially and adversely affected or suspended for an indefinite period of time. In the event of any disruption in operations of our diagnostic centre, we may be required to outsource a large volume of clinical tests, our ability to correctly and efficiently deliver testing results may be compromised, we may lose customers and we may face significant increases in costs for test processing, transport and logistics.

Further, majority of our Diagnostic centres and collection centres are located within Khorda District of Odisha. In the event of a regional disruption in these regions, or any other developments including political or civil unrest, disruption or sustained economic downturn in these regions, could adversely affect our business, financial condition and results of operations, which are largely dependent on the performance and other prevailing conditions affecting our operations and profitability.

**2. *We derive a significant portion of our revenue from our two main diagnostic services, and our business may be adversely affected if these categories do not perform as well as expected.***

We provide various diagnostic services like CT Scan, MRI, Ultrasound, X-ray, Biochemistry, Histocytology, Microbiology, Pathology etc. Out of this, the revenue contribution of our two main diagnostic services i.e. MRI and Biochemistry accounted for a significant portion of our total revenue in the last two Financial Years i.e. 50.60 % in FY 2023 and 41.48 % in F.Y. 2022. In case of increased competition, pricing pressures within our top two categories or other factors, our revenue from these services may decline in the future. Any adverse developments with respect to the sale of services within our top two categories could adversely affect our revenue which in turn may have an adverse effect on our business, results of operations and financial condition. For further details, please refer to the chapter titled “Our Business” on page 100 of this Draft Red Herring Prospectus.

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

Our operations are subject to risks inherent with the use of medical equipment. We may experience failures or there could be injury to our employees or others either because of defects, faulty maintenance or repair, or improper use or lack of timely servicing of our equipment or timely availability of replacements. Any significant malfunction or breakdown of our equipment may entail significant repair and maintenance costs and cause disruptions in our operations. Any injury caused by our medical equipment in our laboratories due to equipment defects, improper maintenance or improper operation could subject us to litigation or claims from the parties. We cannot assure you that we would be able effectively respond to any such events, in a timely manner and at an acceptable cost, which could lead to an inability to effectively provide our services and, therefore, affect our business and reputation.

Moreover, we depend on third-party vendors and suppliers to procure our imaging equipment, testing equipment and reagents and we enter into contractual arrangements with them. However, we cannot assure you that we will be able to continue to obtain adequate supplies of equipment, reagents and test kits, in a timely manner and without any defects, in the future. Any such reductions or interruptions in the supply of equipment or reagents, defects in reagent and test kits and any inability on our part to find alternate sources for the procurement of such items, may have an adverse effect on our ability to provide our services in a timely or cost effective manner.

Competition among manufacturers for a greater share of the diagnostic healthcare equipment market may accelerate the development of new technologies and, consequently, result in the obsolescence of our equipment, and we may not have the financial ability to acquire new or improved equipment and may not be able to maintain a competitive equipment base. We may consequently be unable to deliver our diagnostic healthcare services in an efficient and effective manner and, as a result, our business, results of operations and financial condition may be adversely affected.

**4. *Our business mainly depends on our goodwill, reputation and customer perception, and any negative publicity may materially and adversely affect our business, financial condition and results of operations if we are unable to maintain and grow our brand.***

Our brand and reputation are critical for the success of our business and operations. Our ability to maintain and improve our brand image is dependent on factors such as quality, accuracy and efficiency of our clinical laboratory tests and profiles,



turnaround time and patient satisfaction, the performance of our service network, the introduction of new tests and services and our ability to maintain strong relationships with doctors and vendors. Further, as we expand into new geographic markets within India and overseas, and as the market becomes increasingly competitive, maintaining and enhancing our brand image may become costly and difficult.

Our services are designed to diagnose or prevent diseases and other health conditions. As a result, users of our services have a greater sensitivity to errors than users of services or products that are not intended for the diagnosis, treatment and prevention of diseases. We train our medical personnel, including technicians and other staff to provide accurate and timely test results. However, any delays or inaccuracies in the results we provide, including due to inherent limitations in the technology and equipment used or due to wrong interpretation of test results by doctors, may result in the wrong treatment being prescribed to a patient, which may cause potential harm to such patient. In addition, if our personnel make errors in the handling and labelling of patient specimens, or in the operation of our complex medical equipment, or if they inadequately or improperly extract specimens from patients causing bodily harm, our test results may not be accurate and we may become liable under healthcare or other laws for acts or omissions by our employees, which may adversely affect our brand and reputation. Further, we provide intimation of certain critical test results to doctors by phone. Any lapse, miscommunication or failure may cause serious harm to patients and could adversely affect our brand and reputation. Also, any allegation of sex determination against us as well as our inability to identify fraudulent organ donors could lead to criminal proceedings, which may adversely affect our brand and reputation.

Our service network includes third-party patient service centres which are operated by third-parties under the 'Genx' brand. Our relationship with third-party patient service centres are contractual in nature and we have limited control over them. If such third-party patient service centres fail to meet our quality standards, engage in improper business practices or otherwise act in any way that harm our brand, our reputation may be adversely affected and we may lose existing and potential patients. In the event that (i) a third party having a right to use our brand name for a specific purpose on limited terms under an arrangement with us misuses our brand, or (ii) customer complaints or adverse publicity from any other source damages our brand, our business, financial condition and results of operations may be adversely affected.

**5. *Any negligence in collection of, or failure or delay in the transfer of, specimens to our laboratory could compromise or destroy the integrity of such specimens, which could adversely affect our business, results of operations and financial condition.***

The sample collection process is highly distributed, fragmented, and labour-intensive, and dependent on the skill and focus of front-end employees and third-party pickup points. Any mix-ups, losses or errors in the sample collection process can result in erroneous or non-results and adversely affect the business of the Company.

Any losses or errors in the specimen collection, preparation, labelling, storage process or exchange of patient related information with the other patients could result in us not being able to effectively provide our services and adversely affect our business and reputation. In case of any negligence in collection or transfer of the specimen to the laboratory for testing purpose, we may experience loss of specimens, delays and inefficiencies, including mislabelling of specimen, which are not within our control. If we are unable to deliver or receive specimens at our laboratory in a timely manner, their integrity as well as the outcome of results may be compromised, or the reporting of results of tests to patients may be delayed, which could adversely affect our reputation. In the event specimens are lost, destroyed, damaged or contaminated, we may have to incur additional costs, such as the cost of re-administering tests or from delays in the generation of critical test results. The occurrence of any such events could adversely affect our reputation, business, results of operations and financial condition.

We depend on the smooth transportation of specimens from different sources to our laboratories, the logistics of which are subject to various uncertainties and risks. A key challenge in the operation of a laboratory network is the maintenance of sample integrity and turnaround time when tests are conducted by laboratories far away from the sample collection point or otherwise difficult to reach from the patient service centre or pickup point. The timely pickup, transportation and delivery of specimens depend on numerous factors beyond our control, including weather and road conditions, air traffic delays and, in the case of our international operations, customs delays. Disruptions of transportation services because of weather related problems, strikes, lock-outs, terrorism, inadequacies in the road infrastructure and port facilities, or other events could impair our ability to receive test specimens or any other supplies and generate test results to our customers in a timely manner.

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

Our performance depends upon the continued services efforts and abilities of our Promoters and Key managerial personnel, Dr. Biswajit Mohanty, Sunil Kumar Rout and Dr. Bikash Agrawala. They have gained experience in this line of business and have over the years built relations with our suppliers, third party suppliers, customers and other persons who are connected with us and have been actively involved in the day to day operations and management, further we believe that the inputs and experience of our senior management, in particular, and other key personnel are valuable for successful delivery of services, our overall business operations and the strategic directions taken by our Company. For details in relation to the experience of our key management personnel, please refer to Section “Our Management” on page 130 of this Draft Red Herring Prospectus

We cannot assure you that these individuals or any other member of our senior management team will not leave us or join a competitor or that we will be able to retain such personnel or find an adequate replacement in a timely manner, or at all. The loss of any of our promoters, senior management and other key personnel, or failure to recruit suitable or comparable replacements, could have an adverse effect on us. The loss of service of the promoters, senior management and other key personnel could seriously impair the ability to continue to manage and expand the business efficiently. If we are unable to retain qualified employees at a reasonable cost, we may be unable to execute our growth strategy.

**7. *We have had certain inaccuracy in relation to regulatory filings to be made with the RoC and our company has made non-compliances of certain provision under applicable laws.***

Our company has not complied with certain statutory provisions in the past including but not limited to the details as mentioned herein. Further, there are few discrepancies noticed in some of our corporate records related to e-forms filed with the Registrar of Companies, which includes non-filing of e-form CHG-1 for creation of charge on term loans, which is a non-compliance of Section 77 of the Companies Act, 2013.

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. In case of any action being taken by the regulatory authorities against the Company and/or its officers, the same may have an adverse effect on our business and reputation. Although, no show cause notice in respect of the non-compliance has been received by the Company till date, any penalty imposed for such non-compliance in future by the any regulatory authority could affect our financial conditions to that extent.

**8. *The restated financial statements have been provided by peer reviewed Chartered Accountants who is not Statutory Auditor of our Company.***

The restated financial statements of our Company F.Y. ended March 31, 2023, March 31, 2022 and March 31, 2021 has been provided by a peer reviewed chartered accountants who is not statutory auditor of our Company because our statutory auditor does not hold a valid peer review certificate.

**9. *We do not own the registered office and Diagnostic Centers from which we carry out our business activities. In case of non- renewal of rent agreements or dispute in relation to use of the said premise, our business and results of operations can be adversely affected.***

Our registered office and Diagnostic Centers are being taken by us on rent from third parties for limited period of time which are required to be renewed periodically. Further, the rent agreement for our independent collection centre situated in Patrapara, Bhubanehwar has been expired and yet to be renewed. In the event of termination/non-renewal of said agreements, on commercially reasonable terms or at all we may be required to vacate the said premises and may therefore be forced to relocate. This may cause disruption in our corporate affairs and business and impede our effective operations which could lead temporarily impact on our business operations until we get suitable alternative location.

In addition, the agreements pertaining to the fulfilment centre has irregularities of enforceability, such as non-registration of agreement and inadequate payment of stamp duty, which may affect the evidentiary value of the relevant agreements in

specific performance or other injunctive procedures in a court of law, and could impair our operations. Further, it may result in levy of penal charges, in case cognizance being taken by concerned Authorities. For details on the duration of existing rent agreements for our premises, please refer to the section titled “**Our Business**” beginning on page 100 of this Draft Red Herring Prospectus.

Further, any unanticipated or steep increase in the regulatory costs on account of stamp duty, municipal taxes or any other local duties, taxes, levies may adversely impact our ability to expand our warehouse in an affordable manner. There can be no assurance that we will, in the future, be able to renew the agreements for the existing locations on same or similar terms, or will be able to find alternate locations for the offices on similar terms favourable to us, or at all. We may also fail to negotiate the renewal of our rent agreements for our premises, either on commercially acceptable terms or at all, which could result in increased rental rates for subsequent renewals or searching of new premises, affecting our financial condition and operations. In the event that the rent agreement is terminated or they are not renewed on commercially acceptable terms, we may suffer a disruption in our operations which could materially and adversely affect our business, financial condition and results of operations.

**10. Our proposed capacity expansion plans relating to our Diagnostic centres are subject to the risk of unanticipated delays in implementation and cost overruns.**

In addition to our existing five diagnostic centres, we have further entered into an agreement to start with two new Diagnostic Centres on rent, based in Berhampur & Jeypore in Odisha. Our expansion plans remain subject to the potential problems and uncertainties including cost overruns or delays. Problems that could adversely affect our expansion plans include increased costs of equipment or manpower, inadequate performance of the equipment and machinery installed in our diagnostic centre, 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, taxes and duties, interest and finance charges, working capital margin and other external factors which may not be within the control of our management. There can be no assurance that the proposed capacity additions and expansions will be completed as planned or on schedule, and if they are not completed in a timely manner, or at all, our budgeted costs may be insufficient 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. There can be no assurance that we will be able to complete the aforementioned expansion and additions in accordance with the proposed schedule of implementation and any delay could have an adverse impact on our growth, prospects, cash flows and financial condition.

**11. We have not placed orders for the purchase of medical equipment’s and other asstes for which part of the funds are being raised through the Issue.**

Our Company has identified the medical equipment’s and others asstes to be acquired and has received the quotations from the suppliers, but we have not placed final orders for all the medical equipment’s and other asstes aggregating to Rs. 698.93 lakhs which is approximately [●]% of the Issue Proceeds and are proposed to be acquired for our expansion plan by utilization of Issue Proceeds. Our Company is further subject to risks on account of inflation in the price of medical equipment’s and other assets.

Since the part funding for the equipment’s is from the IPO proceeds, any delay in access to IPO proceeds may eventually delay the process of placing the orders. The purchase of equipment’s would require us to consider factors including but not limited to pricing, delivery schedule and after-sales maintenance. There may be a possibility of delay at the supplier’s end in providing timely delivery of these machineries, equipment’s and utilities, which in turn may delay the implementation of our expansion plan. Further, the quotations relied upon by us in arriving at the total cost of equipment’s and utilities are valid for a specific period of time and may lapse after the expiry of the specific period. Consequent upon which, there could be a possible escalation in the cost of equipment’s proposed to be acquired by us at the actual time of purchase, resulting in increase in the project cost, which may result in cost overruns, and may affect our profitability. For further details, read section “**Objects of the Issue**” beginning on page 73 of the Draft Red Herring Prospectus.

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

We require certain statutory and regulatory permits, licenses and approvals to operate our business. Though we believe that we have obtained those permits and licenses which are adequate to run our business, we cannot assure that there is no other statutory/regulatory requirement which we are required to comply with. Further, some of these approvals are granted for fixed periods of time and need renewal from time to time. We are required to renew such permits, licenses and approvals. There can be no assurance that the relevant authorities will issue any of such permits or approvals in time or at all. Failure by us to renew, maintain or obtain the required permits or approvals in time may result in the interruption of our operations and may have a material adverse effect on our business, financial condition and results of operations.

Our Company has made an application under Shops & Establishment Act for Diagnostics Centre situated at Jagatsinghpur, Chandrashekharpur and Dhenkanal which is pending for approval. Apart from this, application for Pre-Conception and Pre-Natal Diagnostic Techniques is filed for Diagnostic centre situated at Dhenkanal which is pending for approval. Further, we have made an application for fire-safety certificate for Diagnostics Centre situated at Saheed Nagar.

Our company has entered into a Memorandum of Understanding (MOU) with Gourishankar Nursing Home for our Diagnostic Centre IV. In accordance with the MOU, we rely on all the government regulatory licenses, registration and permits held by the said nursing home for our operations. In case of regulatory issue like expiry of any license or any compliance related challenges, or breach or non-renewal of MOU between Gourishankar Nursing Home and our Company could face significant disruptions in our business operation. These disruptions could lead to legal consequences, harm our reputation, and disrupt income from said diagnostic centre. Furthermore, the potential closure of Gourishankar Nursing Home due to regulatory challenges presents a substantial risk to continuity of said Centre, which could result in financial losses and operational complexities for our Business.

The approvals required by our Company are subject to numerous conditions and there can be no assurance that these 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. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business.

**13. Our future growth is dependent upon our ability to identify and introduce new tests, services and technologies. Failure to acquire new or improved equipments could adversely affect our business, results of operations and financial condition.**

The diagnostic healthcare services industry is subject to constant innovations in, and improvements to tests and services, processes and technologies. In order to maintain our position in our industry, we must continue to anticipate and keep abreast of the demands and needs of our patients through developing new tests and services by improving existing tests and services or provide better combination of the diagnostic tests. If we fail to anticipate trends in the industry or we are not able to introduce or develop new tests, services and technologies before or at least concurrently with our competitors and at competitive prices, our business, results of operations and financial condition may be adversely affected.


Also, due to the outbreak of new diseases and changes in the methods used to detect the different diseases or with the change in the methods used to detect the different diseases we may require new and improved equipment. Further, with the development of the new diagnostic equipment based on new technologies may result in the obsolescence of our current equipment, and we may not have the financial ability to acquire new or improved equipment and may not be able to maintain a competitive equipment base. We may consequently be unable to deliver our diagnostic healthcare services in an efficient and effective manner and, as a result, our business, results of operations and financial condition may be adversely affected.

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

The prices that we charge for our services could become subject to recommended or maximum fees set by the Government or other authorities. For example, the government could introduce “price lists” for services that could be mandatory or, even if not mandatory, result in guidance for the prices we charge for our diagnostic healthcare services. The implementation of such or other policies affecting the prices we charge could, in effect, limit our ability to charge customers higher prices for our services, which may have an adverse effect on our business, results of operations and financial condition.

**15. We have not yet applied for the registration of our trademark. If we fail to obtain trademark registration our brand building efforts may be hampered which might lead to adverse effect on our business**



Our Company has not registered the trademark  in the name of our Company. However, the same is registered in the name of our Promoter & Whole-Time Director i.e. Sunil Kumar Rout which is used by us. In respect of such trademarks, we have not entered into any assignment agreement or license agreement with him as permitted under the Trade Marks Act 1999, however, we have been permitted by the owner of the trademark namely Sunil Kumar Rout to use the aforementioned trademark. While we believe that the NOC shall continue to remain in place and will be renewed from time-to-time basis, we cannot assure that the same will not be revoked in future. We may not be able to protect our rights in the said trademarks assigned to us through NOC instead of executing formal Assignment Agreement or License Agreement as it may not be acceptable in legal proceedings under the extant provisions of trade marks law. Further, in the event of non-renewal/ revocation of NOC, we may be forbidden from using this trademark and this may affect our brand image adversely. For further details, please refer to section titled Government & Other Approvals on page 196 of this Draft Red Herring Prospectus.

**16. The diagnostics industry in India is highly competitive and our inability to compete effectively may adversely affect our business, results of operations and financial condition.**

The diagnostic healthcare services industry in India is highly competitive and has low barriers to entry. Factors upon which we compete with other diagnostic healthcare service providers include, among others, our ability to offer services similar to, or superior than, those of our competitors; the prices for our services, in particular in comparison to those of our competitors; the breadth of our testing offerings; the geographical reach of our network; our ability to process samples and report data accurately and in a timely manner; our historical experience and customer relationships; and the quality of our facilities. Moreover, the competitive business environment of our industry is compounded by the fact that we compete with all diagnostic healthcare service providers in India, including, among others, hospital-based laboratories; independent clinical laboratories; smaller-scale providers or diagnostic healthcare companies with a more established local or regional presence in certain geographies; international competitors that may establish, or expand existing operations in India; and new entrants, including other healthcare providers, pathology and radiology laboratories and preventive care providers, each of which already are located in regions in which we operate or will operate in the future. Our inability to compete effectively upon any one or more of these and other factors, as well as with the multitude of organized and unorganized players in our industry, could have a material and adverse effect on our business.

Also, the pricing-related competition may intensify in the near future which may have an adverse impact on the results of our operations, including our profit margins. Increase in the number of comparable diagnostic healthcare facilities may exert additional pricing pressure on some or all of our services. In addition, we may price our services differently in different regions of India, which may lead to patient dissatisfaction. Our competitors may also succeed in providing services that are more effective, popular or cheaper than ours, which may render our services uncompetitive. Our larger competitors may modify their business model to benefit from increased cost efficiencies and provide services similar to ours at a significant discount to our prices. If we are unable to compete effectively, our business could decline or contract and our business, results of operations and financial condition could be adversely affected.

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

We rely on information technology systems and third-party website to support our business processes, including for placing order for tests by our customers, conducting tests, transmission of testing results, billing services, quality control, tracking logistics, human resources, finance and other patient service functions. As a result, our business depends on the capacity

and reliability of third-party vendors whom we engage and will continue to do so. Interruptions in these technology systems and/or the third-party website, whether due to fire, power loss, telecommunications failures, system failures or errors, human errors, malicious software, physical or electronic break-ins, denial-of-service attacks, or otherwise could affect the availability of our services and prevent or hinder the ability of consumers to access our services.

We seek to protect our IT systems and network infrastructure from security breaches and other disruptive problems caused by our increased internet connectivity. We employ security systems, including firewalls and password encryption, designed to minimize the risk of security breaches but there can be no assurance that these security measures will be successful. Breaches of our security measures could affect the security of information stored in and transmitted through these computer systems and network infrastructure.

***18. We may be subject to legal proceedings arising out of patient complaints in relation to our services, which could adversely affect our business and reputation.***

Our company may be subject to the claims, suits or complaints relating to services provided by our laboratories in relation to the services provided by us. In addition, we may be subject to professional liability claims, including, without limitation, for improper use or malfunction of our diagnostic imaging equipment or for accidental contamination or injury from exposure to radiation or inability in processing and handling of samples due to human error. Though we have taken Professional Indemnity for Doctors (Special Drive) Policy, however, there cannot be any assurance that any claim made by us will be honored by the insurance company in part or at all. Further there is a possibility that any action against us that is not fully covered by insurance could be costly to defend and may result in a substantial damage award against us and divert the attention of our management from our operations, which could have a material and adverse effect on our business, reputation, financial condition and our results of operations. For details of insurance policies, see "Our Business" on page 100 of this Draft Red Herring Prospectus.

***19. Excessive dependence on HDFC Bank Ltd and Union Bank of India in respect of loan facilities obtained by our Company.***

Our company has been sanctioned credit facilities by HDFC Bank Ltd and Union Bank of India. The Company is dependent on such facility for its Term loans, working capital facility and other funding requirement and any default under such arrangement with such lender may create problem for operation of the Company, which may affect the financial stability of the Company. At the same time this may result into difficulty in arranging for funds for re-payment and may also adversely affect the financial position of the Company.

***20. Our insurance coverage may not be adequate to protect us against certain operating hazards and this may have a material adverse effect on our business.***

We have obtained insurance coverage in respect of certain risks. Our business operations involve various risks that, if left uninsured, could have adverse effects on our business and operational results. We maintain several insurance policies to mitigate risks, including vehicle insurance, Professional Indemnity for Doctors (Special Drive) Policy, IFFCO Tokio Bharat Laghu Udyam Suraksha Policy for Building, Furniture & Fixtures, Plant & Machinery, Fittings, and medical equipment at our diagnostic centers in Chandrashekharapur, Jagatsinghpur, and Saheednagar. We also have IFFCO Tokio Burglary and House Breaking Insurance Policy for our diagnostic centers in Chandrashekharapur and Jagatsinghpur, specifically covering burglary and housebreaking perils.

For our diagnostic centers situated in Dhenkanal and Burla, Sambalpur, we have obtained the "Office & Professional Establishment Protector Insurance Policy (Sookshma Udyam)" to safeguard us specifically against Fire and Allied Perils, Burglary and Other Perils, Money, and Public Liability. In addition to these policies.

While we believe that we maintain insurance coverage in adequate amounts consistent with size of our business, our insurance policies do not cover all risks, specifically risks such as cash in transit, key man 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. For details of insurance policies, see “Our Business” on page 100 of this Draft Red Herring Prospectus.

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

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

**22. *We outsource some of the tests that we offer to third-party laboratories. Any lapse by such third party laboratories may have adverse consequences on our business and reputation.***

For select types of tests that we offer our customers, we believe that it is more cost-effective to outsource the performance of such tests to third-party laboratories than to perform such tests ourselves. The selection of the third parties has been done based on the periodic reviews and assessments of our third-party laboratories in order to determine their ability to continue to meet their obligations to us. However, we do not have control over the actions of our third-party laboratories and cannot guarantee that these laboratories will continue to perform such services to our satisfaction. Accordingly, we are exposed to the risk that these laboratories may be unable to fulfill their obligations to us. Any failure by these laboratories to perform such tests as required or any termination of such arrangements may adversely affect our operations if we are unable to find suitable replacement laboratories in a timely manner or at all. Also, in case of any failure on the part of such laboratories in the accuracy of the test results, we may be held liable for the deviation in results. In case of any such scenario we may be subject to legal liabilities claims and affect our business and operations.

**23. *We are dependent on certain key suppliers of testing apparatus and chemicals and the loss of, or a significant reduction in supply by, such suppliers could adversely affect our business, financial condition and results of operations. Further, we are also exposed to fluctuations in prices or shortage in supply of these materials which could adversely impact our business.***

The major materials used by us during the testing are the testing apparatus, chemicals used and the printing materials. Most of these materials are procured from our nominated vendors which are available locally. The loss of any one of our key suppliers or a significant reduction in supply from such suppliers could have a material adverse effect on our business, financial condition, results of operations and future prospects. Additionally, as our materials have certain specific technical specifications and grades, we may face difficulty in finding alternative sources for such materials. There can be no assurance that there will not be a significant disruption in the supply of these materials currently sourced by us or, in the event of a disruption, that we would be able to locate alternative suppliers of materials or third party manufacturers of comparable quality at an acceptable price, or at all, and whether such suppliers, if identified, would be able to make supplies to us in a timely manner, or at all. Any inability on our part to procure these materials from alternate suppliers in a timely manner, or on terms acceptable to us, would have an impact on our services and may adversely affect our operations. In addition, our Company has not entered into any definitive agreement with our Suppliers for the purchase of these materials on specified terms and conditions. Thus, any upward fluctuation in the prices or shortage in supply would result in increase of cost which may adversely impact the business and profitability of the Company.

**24. *If we are unable to service our debt obligations in a timely manner or to comply with various financial and other covenants and other terms and conditions of our financing agreements, it may adversely affect our business, prospects, results of operations and financial condition***

As of March 31, 2023 our Company had total indebtedness in the form of short term and long term borrowings of Rs. 1395.99 lakhs. Our indebtedness could have several important consequences, including but not limited to the following:

- a portion of our cash flows may be used towards repayment of our existing debt, which will reduce the availability of our cash flows to fund working capital, capital expenditures and other general corporate requirements;
- our ability to obtain additional financing in the future at reasonable terms may be restricted;
- fluctuations in market interest rates may affect the cost of our borrowings, as some of our indebtedness is at variable interest rates;
- there could be a material adverse effect on our business, financial condition and results of operations if we are unable to service our indebtedness or otherwise comply with financial and other covenants specified in the financing agreements; and

Many of our financing agreements also include various conditions and covenants that require us to obtain consent of the lenders prior to carrying out certain activities or entering into certain transactions. Certain covenants in these agreements require us to obtain approval/permission from our lenders in certain conditions. In the event of default or the breach of certain covenants, our lender has the option to make the entire outstanding amount payable immediately. There can be no assurance that we will be able to comply with these financial or other covenants or that we will be able to obtain consents necessary to take the actions that we believe are required to operate and grow our business. For further details in this regard, please refer to chapter titled “*Statement of Financial Indebtedness*” beginning on page 182 of this Draft Red Herring Prospectus.

**25. *Loans availed by Our Company has been secured on personal guarantees of our Directors/Promoters. Our business, financial condition, results of operations, cash flows and prospects may be adversely affected in case of invocation of any personal guarantees provided by our Directors/Promoters.***

Loans availed by our Company has been secured on guarantees of our Promoters and Directors. In the event of default on such borrowings, these personal guarantees may be invoked by our lenders thereby adversely affecting our Promoters’ ability to manage the affairs of our Company and this, in turn, could adversely affect our business, prospects, financial condition and results of operations. Further, if any of these personal guarantees are revoked by our Promoters, we may also not be successful in procuring alternate securities or guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows. For further details regarding loans availed by our Company, please refer “*Statement of Financial Indebtedness*” on page 182 of this Draft Red Herring Prospectus.

**26. *We may not be able to adequately protect or continue to use our intellectual property.***

Despite our efforts to protect and enforce our proprietary rights, unauthorized parties may in the future use, our trademarks or similar trademarks, copy aspects of our website images, features, compilation and functionality or obtain and use information that we consider as proprietary, such as the technology used to operate our website or our content, thereby undermining our position in market. Our competitors may adopt, service/website names similar to ours, thereby impeding our ability to build brand identity and possibly diluting our brand and leading to brand dilution or customer confusion. In addition, there could be potential trade name or trademark ownership or infringement claims brought by owners of other rights, including registered trademarks, in our marks or marks similar to ours. Any such claims, brand dilution or customer confusion related to our brands (including our trademarks) could damage our reputation and brand identity and substantially harm our business and results of operations.

**27. *Our Company has taken unsecured loans that may be recalled by the lenders at any time and our Company may not have adequate working capital to make timely payments or at all.***

Our Company has availed unsecured loans which may be recalled by its lenders at any time. As on March 31, 2023, the unsecured loans amounted to Rs. 22.00 lakhs due to lender. In the event that any lender seeks a repayment of any such loan, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. For further details, please see the section entitled “*Statement of Financial Indebtedness*” on page 182 of this Draft Red Herring Prospectus.

**28. *Our lenders have imposed certain restrictive conditions on us under our financing arrangements. This may limit our ability to pursue our business and limit our flexibility in planning for, or reacting to, changes in our business or industry.***



Certain of our financing agreements include conditions and restrictive covenants, including the requirement that we obtain consent from or intimate our respective lenders prior to carrying out certain activities and entering into certain transactions including, among others, declaring or paying dividends, effecting any change in our Company's capital structure, carrying out or entering into any amalgamation, consolidation, demerger, merger, restructuring and investing by way of share capital or lending or advancing funds to or placing deposits with any other concerns except in normal course of our business. These restrictions may limit our flexibility in responding to business opportunities, competitive developments and adverse economic or industry conditions.

Our financing agreements also generally contain certain financial covenants including the requirement to maintain, among others, specified debt-to-equity ratios, total outside liabilities to tangible net worth and minimum net worth. These covenants vary depending on the requirements of the financial institution extending the loan and the conditions negotiated under each financing document. Such covenants may restrict or delay certain actions or initiatives that we may propose to take from time to time. We cannot assure you that we will comply with the covenants with respect to our financing arrangements in the future or that we will be able to secure waivers for any non-compliance in a timely manner or at all. If the obligations under any of our financing agreements are accelerated, we may have to dedicate a substantial portion of our cash flow from operations to make payments under such financing documents, thereby reducing the availability of cash for our working capital requirements and other general corporate purposes. The occurrence of these events may have an adverse effect on our cash flow and financial conditions of the company. For further details regarding our indebtedness, see "*Statement of Financial Indebtedness*" on page 182 of this Draft Red Herring Prospectus.

**29. We have in the past entered into related party transactions and may continue to do so in the future.**

We have entered into various transactions with our Directors/ Promoters and Promoter Group members. These transactions, inter-alia include, remuneration, Professional Fees, loans and advances, etc. For details, please refer to "Annexure-Y-Related Party Transactions" under Section titled "*Financial Information of the Company*" of this Draft Red Herring Prospectus. Our Company has entered such transactions due to easy proximity and quick execution on arms-length price in compliance with provisions of Companies Act 2013 and other applicable laws. Although all related-party transactions that we may enter into in the future are subject to approval by Board or shareholders, as required under the Companies Act, we cannot assure you that such future transactions or any other future transactions, individually or in aggregate, will not have an adverse effect on our financial condition and results of operations or that we could not have achieved more favourable terms if such transactions are not entered into with related parties.

Furthermore, it is likely that we may enter into related party transactions in the future. Any future transactions with our related parties could potentially involve conflicts of interest. Accordingly, there can be no assurance that such transactions, individually or in the aggregate, will not have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects

**30. The average cost of acquisition of Equity Shares by our Promoters, are lower than the face value of Equity Share.**

The details of average cost of acquisition of Equity Shares of our Promoters are as under:

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (in ₹)*
1.	Dr. Bikash Agrawala	23,73,332	2.50
2.	Dr. Biswajit Mohanty	23,71,332	2.50
3.	Sunil Kumar Rout	23,72,332	2.50

\*The average cost of acquisition of Equity Shares by our Promoter has been calculated by taking into account the amount paid by them to acquire, by way of fresh issuance or transfer, the Equity Shares less amount received by them for the sale of Equity Shares through transfer, if any and the net cost of acquisition has been divided by total number of shares held as on date.

Accordingly, our Promoters' average cost of acquisition of Equity Shares in Company may be lower than the Issue Price decided by the Company in consultation with the Book Running Lead Manager. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and buildup of Equity Shares by our Promoters in our Company, please refer to the Chapter titled "*Capital Structure*" beginning on page 62 of this Draft Red Herring Prospectus

**31. *We depend on the performance of management and other highly-qualified and skilled personnel, and if we are unable to attract, retain, and motivate these and other well-qualified employees, our business could be harmed.***

Our success and growth depends upon consistent and continued performance of our employees with direction and leadership from senior management. From time to time, there may be changes in our executive management team or other key employees to enhance the skills of our teams or as a result of attrition. The loss of one or more of our executive officers or other key employees could adversely affect our functions and business operations. We also do not maintain key man life insurance with respect to any members of management or other employees.

Since our industry faces high demand and intense competition for talent, we may fail to timely attract or retain qualified or highly-skilled employees that we will need to achieve our strategic objectives. In addition to hiring new employees, we must continue to focus on developing, motivating and retaining our best employees, many of whom are at-will employees who may terminate their employment relationship with us at any time for alternate career opportunities.

If we fail to identify, recruit and integrate strategic personnel, our business, financial condition, cash flows and results of operations could be adversely affected. Any loss of members of our senior management team or key personnel could significantly delay or prevent the achievement of our business objectives, could harm our business and customer relationships. If we are not able to retain and motivate our current personnel or effectively integrate and retain employees, our ability to achieve our strategic objectives, and our business, financial condition, cash flows and results of operations will be adversely affected.

**32. *The levy of GST on the healthcare services industry in India in general, or on diagnostic or other healthcare services in particular, may adversely affect our business, financial condition, results of operations, prospects and cash flows.***

The healthcare services, including diagnosis, treatment or care are currently exempt from GST in India, there have been instances in the past of tax authorities levying or contemplating the levy of taxes on healthcare service providers, or disallowing or investigating exemptions or deductions claimed by tax assesses on such parameters. This matter has yet not been clarified through appropriate tax legislation, or by the appellate courts in India. Any such event in the future, we may be required to obtain the required registrations, or to incur significant costs on account of tax liability, including if arrears of tax are claimed from us on account of the relevant tax legislation being made effective retrospectively which may adversely affect our business, financial condition, results of operations and prospects.

**33. *The Promoters (including Promoter Group) and Directors hold 100% of the Equity Shares of our Company and are therefore interested in the Company's performance in addition to their remuneration and reimbursement of expenses.***

Our Promoter and Directors are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company or their relatives, dividend entitlement, or loans advanced by them to the Company, and benefits deriving from the directorship in our Company. There can be no assurance 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. For further information, please refer to the chapters/section titled “*Our Business*”, “*Our Promoters and Promoter Group*” and “*Annexure-Y - Related Party Transactions*”, beginning on pages 100, 143 and 148 respectively of this Draft Red Herring Prospectus.

**34. *Any Penalty or demand raised by statutory authorities in future will affect our financial position of the Company.***

Our Company is engaged in business of diagnosis and healthcare test, which attracts tax liability such as Income tax as per the applicable provisions of Law. We are also subject to the labour laws like depositing of contributions with Provident Fund & ESI. Any demand or penalty raised by the concerned authority in future for any previous years or current year will affect the financial position of the Company. Further, in the past, the Company has filed some returns with delayed fees/penalty under above applicable acts but any demand/penalty raise by concerned authority in future will affect the financial position of the Company.

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholder's investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our Dividend history refer to the Section "**Dividend Policy**" on page 147 of the Draft Red Herring Prospectus.

**36. *There is no monitoring agency appointed by Our Company to monitor the utilization of the issue proceeds.***

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

**37. *Fluctuation in foreign currency exchange rates could affect our financial condition and results of operations.***

Our business may involve import transactions with foreign companies in future, which is payable in foreign currencies. A depreciation of Rupee against these foreign currencies would mean that our imports would become expensive and will impact our gross margins. The exchange rate between the Rupee and these foreign currencies has fluctuated substantially in recent years and may continue to fluctuate significantly in the future. We bear the complete risk of currency exchange rate fluctuations.

The import is regulated by the various regulatory requirements, which empowers the relevant authority to undertake any measures that it deems fit, particularly in relation to medical equipment's, parts, components and machines to be imported. Such measures include denying approval for import of such products. There can be no assurance that such regulations will not become more stringent in the future, which could potentially restrict our ability to import from other jurisdictions.

While imports are not currently subject to any regulatory ban or restriction, there can be no assurance that such regulations will not evolve into more stringent regulations, which would place onerous requirements on us and consequently restrict our ability to import in future. There can also be no assurance that, under these circumstances, we will be successful in identifying alternate suppliers or we will be able to source such products or components domestically at favourable terms in a timely manner.

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

While the provision of diagnostic healthcare services is not heavily regulated, we are subject to a broad range of safety, health and environmental laws and various labour, workplace and related laws and regulations in the jurisdictions in which we operate, which impose controls on the disposal and storage of raw materials, bio-medical waste, air and water discharges, on the storage, handling, discharge and disposal of chemicals, employee exposure to hazardous substances and other aspects of our operations.

The Biomedical Waste (Management and Handling) Rules, 1998 (the "**BMW Rules**") are applicable to all persons generating, collecting, receiving, storing, transporting, treating, disposing or handling bio-medical waste in any form including hospitals, clinics and pathological laboratories. Improper disposal of biomedical waste can result in injuries to healthcare personnel and waste handlers, as well as an increased risk of infection to staff, an increase in risks associated with hazardous chemicals and drugs and the development of resistant strains of microorganisms, among other things. Any noncompliance in discharge of medical waste or of other hazardous substances or other pollutants into the air, soil or water

may cause us to be liable to regulatory bodies or to third parties. Although, we believe that our operations are materially in compliance with currently applicable environmental, health and safety regulations but any violations of such laws or regulations can lead to fines and penalties.

**39. *Certain data mentioned in this Draft Red Herring Prospectus has not been independently verified.***

We have not independently verified data from industry publications contained herein and although we believe these sources to be reliable, we cannot assure that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regard to other countries. Therefore, discussions of matters relating to India and its economy are subject to the limitation that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete or unreliable. For further details, please refer to the section titled “**Industry Overview**” on page 91 of this Draft Red Herring Prospectus

**40. *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 as detailed in the section titled “**Objects of the Issue**” is to be funded from the proceeds of this IPO. However, 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, and we may have to obtain additional borrowings. 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 73 of this Draft Red Herring Prospectus.

**41. *Our Company has during the preceding one year from the date of the Draft Red Herring Prospectus allotted Equity Shares at a price which is may be lower than the issue Price.***

In the last 12 months, we have made allotments of Equity Shares (other than bonus issue of shares) through right issue of shares, which may be lower than the issue Price. For details relating to number of shares issued, date of allotment etc. please refer to section titled “**Capital Structure**” on page 62 of this Draft Red Herring Prospectus. The issue Price is not indicative of the price that will prevail in the open market following listing of the Equity Shares.

**42. *The Objects of the issue for which funds are being raised, are based on our management estimates and the same have not been appraised by any bank or financial institution or any independent agency. The deployment of funds in the project is entirely at our discretion, based on the parameters as mentioned in the chapter titles “Objects of the issue”.***

The fund requirement and deployment is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated on page 73 under chapter “**Objects of the issue**” is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency. Further, we cannot assure that the actual costs or schedule of implementation as stated on page 73 under chapter “**Objects of the issue**” will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

**43. *Increases in operational costs could adversely affect our results of operations.***

Factors such as inflation, employee benefit costs, increased rental costs, and increased energy costs may increase our operating costs and those of our sellers, manufacturers, suppliers, freight and delivery companies. Further, to maintain our operational costs and margins, it is imperative to optimize the expansion of capacity of our Diagnostic centres.

Many of the factors affecting sellers, manufacturers and suppliers are beyond the control of these parties. In many cases, these increased costs may cause sellers, manufacturers, suppliers, freight and delivery companies, to spend less time providing services to our customers or to seek alternative sources of income. Likewise, these increased costs may cause

sellers, manufacturers, suppliers, freight and delivery companies to pass costs on to us and our customers by increasing prices, which would likely cause order volume to decline, and may cause sellers, manufacturers, suppliers to cease operations altogether.

**44. We may be unable to successfully implement or manage our growth strategy.**

The success of our business will largely depend on our ability to effectively implement our business and growth strategy. In the past we have generally been successful in execution of our business but there can be no assurance that we will be able to execute our strategy on time and within the estimated budget in the future. If we are unable to implement our business and growth strategy, this may have an adverse effect on our business, financial condition and results of operations.

**45. Certain key performance indicators for certain listed industry peers included in this Draft Red Herring 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 dated November 21, 2022, 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 81 of this Draft Red herring Prospectus. Although this information is sourced from and relied upon on the restated 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 are different methodologies and formulas used to compute the various ratios.

**46. Our Promoter and the Promoter Group will jointly continue to retain majority shareholding in our Company after the issue, which will allow them to determine the outcome of the matters requiring the approval of shareholders.**

Our promoter along with the promoter group will continue to hold collectively upto [●] % of the Equity share capital of the company. As a result of the same, they will be able to exercise significant influence over the control of the outcome of the matter that requires approval of the majority shareholders vote. Such a concentration of the ownership may also have the effect of delaying, preventing or deterring any change in the control of our company. In addition to the above, our promoter will continue to have the ability to take actions that are not in, or may conflict with our interest or the interest of some or all of our minority shareholders, and there is no assurance that such action will not have any adverse effect on our future financials or results of operations.

**47. We may require equity issuance, which will lead to dilution of equity and may affect the market price of our Equity Shares or additional funds through incurring debt to satisfy our capital needs, which we may not be able to procure and any future equity offerings by us.**

Our growth is dependent on having a strong balance sheet to support our activities. In addition to the internally generated cash flow, we may need other sources of financing to meet our capital needs which may include entering into new debt facilities with lending institutions or raising additional equity in the capital markets. We may need to raise additional capital from time to time, dependent on business conditions. The factors that would require us to raise additional capital could be business growth beyond what the current balance sheet can sustain; additional capital requirements imposed due to changes in regulatory regime or significant depletion in our existing capital base due to unusual operating losses. Any fresh issue of shares or convertible securities would dilute existing holders, and such issuance may not be done at terms and conditions, which are favourable to the then existing shareholders of our Company. If our Company decides to raise additional funds through the incurrence of debt, our interest obligations will increase, and we may be subject to additional covenants, which could further limit our ability to access cash flows from our operations. Such financings could cause our debt to equity ratio to increase or require us to create charges or liens on our assets in favour of lenders. We cannot assure you that we will be able to secure adequate financing in the future on acceptable terms, in time, or at all. Our failure to obtain sufficient financing could result in the delay or abandonment of our expansion plans. Our business and future results of operations may be affected if we are unable to implement our expansion strategy.

Any issuance of Equity Shares by our Company may dilute shareholding of investors in our Company; and hence affect the trading price of our Company’s Equity Shares and its ability to raise capital through an issue of its securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our

Company's Equity Shares. Additionally, the disposal, pledge or encumbrance of Equity Shares by any of our Company's major shareholders, or the perception that such transactions may occur may affect the trading price of the Equity Shares. No assurance may be given that our Company will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

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

The issue price of the equity shares has been based on many factor and may not be indicative of the market price of our Equity Shares after the issue. For further information please refer the section titled "***Basis for issue Price***" beginning on page 81 of the Draft Red Herring Prospectus. The market price of our Equity Shares could be subject to significant fluctuations after the issue, and may decline below the issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the issue Price.

- 49. *Investors other than retail (including non-institutional investors, QIBs 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 issue Closing Date, events affecting the Bidders 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 Bidder'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.

#### **EXTERNAL RISK FACTORS**

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

Product supply and pricing can be volatile due to a number of factors beyond our control, including global demand and supply, general economic and political conditions, tariff disputes, transportation and labour costs, labour unrest, natural disasters, competition, import duties, the outbreak of infectious diseases such as COVID-19, tariffs and currency exchange rates and there are inherent uncertainties in estimating such variables, regardless of the methodologies and assumptions that we may use. The outbreak, or threatened outbreak, of any severe communicable disease (particularly COVID-19) could adversely affect the overall business sentiment and environment, particularly if such outbreak is inadequately controlled. The outbreak of COVID-19 has resulted in authorities implementing several measures such as travel bans and restrictions, quarantines and lockdowns. These measures have impacted and may further impact our workforce and operations, the operations of our customers. In case there is a rapid increase in severe cases of infections leading to deaths, where the measures taken by governments are not successful or are any bans imposed by the government in this regard are lifted prematurely, may cause significant economic disruption in India and in the rest of the world. If any of our employees were suspected of contracting COVID-19 or any other epidemic disease, this could require us to quarantine some or all of these employees or disinfect the facilities. In addition, our revenue and profitability could be impacted to the extent that a natural disaster, health epidemic or other outbreak harms the Indian and global economy in general. The outbreak has significantly increased economic uncertainty. It is likely that the current outbreak or continued spread of COVID-19 will cause an economic slowdown and it is possible that it could cause a global recession.

- 51. *A slowdown in economic growth in India may adversely affect our business, financial condition, cash flows, results of operations and prospects.***

The performance and growth of our business are necessarily dependent on economic conditions prevalent in India, which

may be materially and adversely affected by centre 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 (oil and oil products), global economic uncertainty and liquidity crisis, volatility in exchange currency 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 raw materials and demand for our products 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 emerging market in Asian countries. Financial turmoil in Asia, Europe, the U.S. and elsewhere in the world in recent years has affected the Indian economy. 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.

**52. *Changing laws, rules and regulations and legal uncertainties in India, including adverse application of tax laws and regulations, may adversely affect our business and financial performance.***

Our business and financial performance could be adversely affected by changes in law or interpretations of existing, or the promulgation of new, laws, rules and regulations in India applicable to us and our business. For further details please refer to the chapter "**Government and Other Approvals**" on page 196 for details of the laws currently applicable to us. There can be no assurance that the central or the state governments in India may not implement new regulations and policies which will require us to obtain approvals and licenses from the central or the state governments in India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the implementation of the new regulations may have a material adverse effect on all our business, financial condition and results of operations. In addition, we may have to incur capital expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations. For instance, the Government has proposed a comprehensive national goods and services tax ("**GST**") regime that will combine taxes and levies by the Central and state Governments into a unified rate structure. Given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to the tax regime following implementation of the GST. The implementation of this new structure may be affected by any disagreement between certain state Governments, which could create uncertainty. Any such future amendments may affect our overall tax efficiency, and may result in significant additional taxes becoming payable.

**53. *Instability in financial markets could materially and adversely affect our results of operations and financial condition.***

The Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States of America or Europe, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets. The global financial turmoil, an outcome of the sub-prime mortgage crisis which originated in the United States of America, led to a loss of investor confidence in worldwide financial markets. Indian financial markets have also experienced the contagion affect of the global financial turmoil, evident from the sharp decline in SENSEX, NSE benchmark index. Any prolonged financial crisis may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

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

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

**55. *Government regulation of foreign ownership of Indian securities may have an adverse effect on the price of the Equity Shares.***

Foreign ownership of Indian securities is subject to government regulation. Under foreign exchange regulations currently in effect in India, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the rupees proceeds from the sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the Income Tax authorities. There can be no assurance that any approval required from the RBI or any other government agency can be obtained.

**56. *Our performance is linked to the stability of policies and the political situation in India.***

The Government of India has traditionally exercised, and continues to exercise, a significant influence over many aspects of the economy. Our business, and the market price and liquidity of our Equity Shares, may be affected by interest rates, changes in government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Any political instability in India may adversely affect the Indian securities markets in general, which could also adversely affect the trading price of our Equity Shares. Any political instability could delay the reform of the Indian economy and could have a material adverse effect on the market for our Equity Shares. There can be no assurance to the investors that these liberalization policies will continue under the newly elected government. Protests against privatization could slow down the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting companies in the industrial equipment manufacturing sectors, foreign investment, currency exchange rates and other matters affecting investment in our securities could change as well. A significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India and thereby affect our business.



**SECTION IV – INTRODUCTION****THE ISSUE**

<b>PRESENT ISSUE IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS</b>	
<b>Equity Shares Offered through Public Issue<sup>(1)(2)</sup></b>	Issue of upto 25,52,000 Equity Shares of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs.
<b>Out of which:</b>	
<b>Issue Reserved for the Market Makers</b>	Upto [●] Equity Shares of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹ [●] Lakhs
<b>Net Issue to the Public</b>	Upto [●] Equity Shares of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs
<b>Out of which*</b>	
A. QIB Portion <sup>(3)(4)</sup>	Not more than [●] Equity Shares of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs
<b>Of which</b>	
i) Anchor Investor Portion	Upto [●] Equity Shares of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs
ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Upto [●] Equity Shares of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs
<b>Of which</b>	
(a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Upto [●] Equity Shares of ₹10 each for cash at a price of ₹ [●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs
(b) Balance of QIB Portion for all QIBs including Mutual Funds	Upto [●] Equity Shares of ₹10 each for cash at a price of ₹ [●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs
B. Non-Institutional Portion	Not less than [●] Equity Shares of ₹10 each for cash at a price of ₹ [●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs
C. Retail Portion	Not less than [●] Equity Shares of ₹ 10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs
<b>Pre and Post – Issue Equity Shares</b>	
<b>Equity Shares outstanding prior to the Issue</b>	71,19,996 Equity Shares of face value of Rs.10 each.
<b>Equity Shares outstanding after the Issue</b>	Upto [●] Equity Shares of face value Rs.10 each.
<b>Use of Net Proceeds by our Company</b>	Please see the chapter titled “ <i>Objects of the Issue</i> ” on page 73 of this Draft Red Herring Prospectus.

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

**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(1) of SEBI (ICDR) Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being 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 September 23, 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 September 25, 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, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.

Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, please refer section titled “**Issue Procedure**” beginning on page 227 of this Draft Red Herring Prospectus.

**SUMMARY OF RESTATED FINANCIAL STATEMENTS**  
**ANNEXURE I - RESTATED STANDALONE STATEMENT OF ASSETS AND LIABILITIES**

(Amount in Rs. Lakhs)

PARTICULARS	As at the Year ended		
	3/31/2023	3/31/2022	3/31/2021
<b>A) EQUITY AND LIABILITIES</b>			
1. Shareholders' Funds			
(a) Share Capital	178.00	178.00	178.00
(b) Reserves & Surplus	1,060.47	596.61	137.60
	<b>1,238.47</b>	<b>774.61</b>	<b>315.60</b>
<b>2. Non-Current Liabilities</b>			
(a) Long Term Borrowings	1,051.27	939.43	337.87
(b) Deferred Tax Liabilities (Net)	283.57	175.59	134.23
(c) Long Term Provisions	7.87	4.58	1.82
(d) Other Long Term Liabilities	-	248.17	-
	<b>1,342.71</b>	<b>1,367.76</b>	<b>473.92</b>
<b>3. Current Liabilities</b>			
(a) Short Term Borrowings	344.72	251.71	148.75
(b) Trade Payables			
(i) total outstanding dues of micro enterprises and small enterprises; and	52.30	41.62	41.31
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises.	12.66	58.46	34.16
(c) Other Current Liabilities	50.95	56.95	42.28
(d) Short Term Provisions	71.30	123.25	51.91
	<b>531.92</b>	<b>531.99</b>	<b>318.41</b>
<b>Total</b>	<b>3,113.10</b>	<b>2,674.37</b>	<b>1,107.93</b>
<b>B) ASSETS</b>			
<b>1. Non-Current Assets</b>			
(a) Property, Plant & Equipment and Intangible Assets			
i) Tangible Assets			
(i) Gross Block	3,133.46	1,759.19	1,155.50
(ii) Depreciation	641.68	427.57	328.19
(iii) Net Block	2,491.77	1,331.63	827.31
ii) Intangible Assets			
(i) Gross Block	-	-	-
(ii) Depreciation	-	-	-
(iii) Net Block	-	-	-
iii) Capital Work in Progress	8.27	902.59	-
	<b>2,500.05</b>	<b>2,234.22</b>	<b>827.31</b>
(b) Non-Current Investment	-	-	-
(c) Deferred Tax Assets (Net)	-	-	-
(d) Long Term Loans and Advances	27.27	67.97	3.58
(e) Other Non-Current Assets	1.12	29.28	-
	<b>28.39</b>	<b>97.25</b>	<b>3.58</b>
<b>2. Current Assets</b>			
(a) Inventories	104.03	64.23	34.05
(b) Trade Receivables	38.68	62.12	48.61
(c) Cash and Cash equivalents	276.72	40.26	134.28
(d) Short-Term Loans and Advances	106.62	72.57	60.10
(e) Other Current Assets	58.61	103.72	-
	<b>584.66</b>	<b>342.90</b>	<b>277.04</b>
<b>Total</b>	<b>3,113.10</b>	<b>2,674.37</b>	<b>1,107.93</b>

**ANNEXURE II**  
**RESTATED STANDALONE STATEMENT OF PROFIT AND LOSS**

(Amount in Rs. Lakhs)

PARTICULARS		For the Year ended on		
		3/31/2023	3/31/2022	3/31/2021
1.	Revenue From Operation	2,428.10	2,172.71	1,293.06
2.	Other Income	13.70	8.95	6.36
<b>3.</b>	<b>Total Income (1+2)</b>	<b>2,441.80</b>	<b>2,181.66</b>	<b>1,299.42</b>
<b>4.</b>	<b>Expenditure</b>			
(a)	Cost of Material Consumed	386.34	535.00	386.41
(b)	Purchases of Stock in Trade	-	-	-
(c)	Employee Benefit Expenses	307.83	240.30	133.31
(d)	Finance Cost	87.69	35.59	53.83
(e)	Depreciation and Amortisation Expenses	214.12	99.37	83.55
(f)	Other Expenses	836.09	670.77	435.88
<b>5.</b>	<b>Total Expenditure 4(a) to 4(f)</b>	<b>1,832.08</b>	<b>1,581.04</b>	<b>1,092.98</b>
6.	Profit/(Loss) Before Exceptional & extraordinary items & Tax (3-5)	609.72	600.626	206.44
7.	Exceptional item	-	-	-
8.	Profit/(Loss) Before Tax (6-7)	609.72	600.63	206.44
9.	Tax Expense:			
(a)	Tax Expense for Current Year	37.88	100.26	34.46
(b)	Short/(Excess) Provision of Earlier Year	-	-	-
(c)	Deferred Tax	107.99	41.35	8.75
	Net Current Tax Expenses	145.87	141.61	43.21
<b>10.</b>	<b>Profit/(Loss) for the Year (8-9)</b>	<b>463.86</b>	<b>459.02</b>	<b>163.23</b>
<b>11.</b>	<b>Earnings per equity shares (Face Value of Rs. 10 each)</b>			
	i. Basic	6.51	6.45	2.29
	ii. Diluted	6.51	6.45	2.29

**ANNEXURE III**  
**RESTATED STANDALONE CASH FLOW STATEMENT**

(Amount in Rs. Lakhs)

PARTICULARS	For the Year ended on		
	3/31/2023	3/31/2022	3/31/2021
<b>A) Cash Flow From Operating Activities :</b>			
Net Profit before tax	609.72	600.63	206.44
Adjustment for :			
Depreciation	214.12	99.37	83.55
Interest Paid	87.69	35.59	53.83
Provision of Gratuity	3.53	2.77	0.84
Loss/(Profit) on Sale of Asset			
Interest Income	(3.41)	(6.31)	(0.92)
Adjustment with the Retained earnings	-	-	-
<b>Operating profit before working capital changes</b>	<b>911.65</b>	<b>732.06</b>	<b>343.75</b>
Changes in Working Capital			
(Increase)/Decrease in Inventory	(39.79)	(30.18)	(11.14)
(Increase)/Decrease in Trade Receivables	23.44	(13.51)	(6.95)
(Increase)/Decrease in Short Term Loans & Advances and Provisions	(34.06)	(12.46)	(44.94)
(Increase)/Decrease in Other Current Assets	45.12	(103.72)	-
Increase/(Decrease) in Trade Payables	(35.13)	24.61	(7.56)
Increase/(Decrease) in Other Current Liabilities	(6.00)	14.67	(53.85)
Increase/(Decrease) in Short Term Provisions	(52.19)	71.33	28.08
<b>Cash generated from operations</b>	<b>813.03</b>	<b>682.79</b>	<b>247.38</b>
Less:- Income Taxes paid	(37.88)	(100.26)	(35.77)
<b>Net cash flow from operating activities</b>	<b>775.15</b>	<b>582.54</b>	<b>211.61</b>
<b>B) Cash Flow From Investing Activities :</b>			
Purchase of Fixed Assets including of CWIP	(479.95)	(1,506.29)	(140.71)
Long term Investment made/Sold during the year	-	-	-
Increase/(Decrease) in Long Term Loans and Advances	40.70	(64.39)	3.10
Increase/(Decrease) in Other Non-Current Assets	28.16	(29.28)	-
Interest Income	3.41	6.31	0.92
<b>Net cash flow from investing activities</b>	<b>(407.68)</b>	<b>(1,593.65)</b>	<b>(136.69)</b>
<b>C) Cash Flow From Financing Activities :</b>			
Proceeds from Issue of Share Capital	-	-	-
Increase/(Decrease) in Short Term Borrowings	93.01	102.96	136.57
Increase/(Decrease) in Long Term Borrowings	111.84	601.56	(67.54)
Increase/(Decrease) in Other Long Term Liabilities	(248.17)	248.17	-
Interest Paid	(87.69)	(35.59)	(53.83)
<b>Net cash flow from financing activities</b>	<b>(131.02)</b>	<b>917.10</b>	<b>15.20</b>
<b>Net Increase/(Decrease) In Cash &amp; Cash Equivalents</b>	<b>236.46</b>	<b>(94.02)</b>	<b>90.12</b>
Cash equivalents at the beginning of the year	40.26	134.28	44.16
Cash equivalents at the end of the year	276.72	40.26	134.28

Notes :-		31/03/2023	31/03/2022	31/03/2021
1.	Component of Cash and Cash equivalents			
	Cash on hand	22.17	0.89	1.40
	Balance With banks	254.55	39.37	132.88
	Other Bank Balance	-	-	-
	<b>Total</b>	<b>276.72</b>	<b>40.26</b>	<b>134.28</b>
2	Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the company are segregated.			

## **GENERAL INFORMATION**

### **Brief Summary:**

Our Company was originally incorporated as “Genx Diagnostics Private Limited” on February 24, 2016 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Cuttack, Orissa with CIN U85195OR2016PTC019956. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting, held on August 25, 2023 our Company was converted into a Public Limited Company and consequently the name of our Company was changed from “Genx Diagnostics Private Limited” to “Genx Diagnostics Limited” vide a fresh certificate of incorporation consequent upon conversion from private company to public company dated September 23, 2023 issued by the Registrar of Companies, Cuttack, bearing CIN U85195OR2016PLC019956.

For further details, please refer to chapter titled “*History and Corporate Structure*” beginning on page 126 of this Draft Red Herring Prospectus.

### **Registered Office:**

#### **Genx Diagnostics Limited**

Plot No.1, BDA, Chandrashekharpur District Centre,  
Bhubaneswar, Khordha 751016, Odisha, India.

**Tel. No.:** +91 674 3501516

**Email:** [info@genxlive.in](mailto:info@genxlive.in)

**Website:** [www.genxlive.in](http://www.genxlive.in)

**CIN:** U85195OR2016PLC019956

**Registration No.:** 019956

### **Address of the RoC:**

#### **Registrar of Companies, Cuttack**

ROC-cum-Official Liquidator,  
Ministry of Corporate Affairs, Corporate Bhawan,  
2nd & 3rd Floor, Plot No-9(P), Sector-1, CDA,  
Cuttack-753014, Odisha, India.

**Tel No:** +91- 0671-2366952

**Email id:** [roc.cuttack@mca.gov.in](mailto:roc.cuttack@mca.gov.in)

**Website:** [www.mca.gov.in](http://www.mca.gov.in)

### **Board of Directors:**

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

<b>Sr. No.</b>	<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Address</b>
1.	Dr. Biswajit Mohanty	Chairman & Managing Director	07412518	A1/104, F-30 B, J B Nagar, Bhubaneswar 751014, Odisha, India.
2.	Dr. Bikash Agrawala	Whole Time Director	07412458	H-208, A-Block, Sri Jagannath Plaza, Gajapati Nagar, Bhubaneswar 751005, Odisha, India.
3.	Sunil Kumar Rout	Whole Time Director	07014976	A-1, N-5/32-E, Indradhanu Market, IRC Village, Bhubaneswar 751015, Odisha, India.
4.	Dr. Supriya Sundar Mishra	Non-Executive Director	10290482	Plot No-24, Lane-3, ITER College Road, Jagamohan Nagar, Jagam ARA, Bhubaneswar, Khorda 751030, Odisha, India
5.	Panchanana Mahanta	Independent Director	09766466	AL-101, Phase-I, Bhimatangi Housing Board, Bhubaneswar, Khurda 751002, Odisha, India.

6.	Minati Das	Independent Director	00855942	Plot No- C/2, Beside C.S Pur Telephone Exchange, Near CS Police Station, Bhubaneswar 751024, Odisha, India.
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For further details in relation to our Directors, please refer to chapter titled “**Our Management**” on page 130 of this Draft Red Herring Prospectus.

Chief Financial Officer	Company Secretary & Compliance Officer
<b>Jayant Kumar Das</b> <b>Genx Diagnostics Limited</b> Plot No.1, BDA, Chandrashekharpur District Centre, Bhubaneswar, Khordha 751016, Odisha, India. <b>Tel. No.:</b> +91 674 3501516 <b>Email:</b> <a href="mailto:accounts@genxlive.in">accounts@genxlive.in</a> <b>Website:</b> <a href="http://www.genxlive.in">www.genxlive.in</a>	<b>Bikash Kumar Panda</b> <b>Genx Diagnostics Limited</b> Plot No.1, BDA, Chandrashekharpur District Centre, Bhubaneswar, Khordha 751016, Odisha, India. <b>Tel. No.:</b> +91 674 3501516 <b>Email:</b> <a href="mailto:cs@genxlive.in">cs@genxlive.in</a> <b>Website:</b> <a href="http://www.genxlive.in">www.genxlive.in</a>

### **Investor Grievances:**

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

All grievances relating to the Offer other than the Anchor Investors may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Bidders should give full details such as name of the sole or first Bidder, ASBA Form number, Bidder DP ID, Client ID, PAN, date of the ASBA Form, details of UPI IDs (if applicable), address of the Bidder, number of Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the ASBA Bidder.

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

All grievances relating to the Anchor Investors may be addressed to the BRLM, giving full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidders DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form.

For all Offer related queries and for redressal of complaints, investors may also write to the Book Running Lead Manager.

### **Details of Key Intermediaries pertaining to this Issue and our Company:**

Lead Manager to the Issue	Legal Advisor to the Issue
<b>Hem Securities Limited</b> <b>Address:</b> 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai 400013, Maharashtra, India. <b>Tel No.:</b> +91-22-4906 0000 <b>Email:</b> <a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a> <b>Investor Grievance Email:</b> <a href="mailto:redressal@hemsecurities.com">redressal@hemsecurities.com</a> <b>Website:</b> <a href="http://www.hemsecurities.com">www.hemsecurities.com</a> <b>Contact Person:</b> Mr. Ajay Jain <b>SEBI Reg. No.:</b> INM000010981	<b>Mindspright Legal</b> <b>Address:</b> 712-714, C-Wing, Trade World, Kamla City, Senapati Bapat Marg, Lower Parel (West), Mumbai 400013, Maharashtra, India. <b>Tel No.:</b> +91-22-42197000 <b>Email:</b> <a href="mailto:legal@mindspright.co.in">legal@mindspright.co.in</a> <b>Contact Person:</b> Richa Bhansali <b>Website:</b> <a href="http://www.mindspright.co.in">www.mindspright.co.in</a>
Registrar to the Issue	Statutory Auditor
<b>Bigshare Services Private Limited</b> <b>Address:</b> S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai 400093, India.	<b>M/s. Rajesh Biswanath &amp; Co.</b> <b>Chartered Accountants,</b> <b>Address:</b> No. 08, 1st Floor, Deendayal Bhawan, Ashok Nagar, Bhubaneswar 751009, Odisha, India.

<b>Telephone:</b> +91 22 6263 8200 <b>Facsimile:</b> +91 22 6263 8299 <b>Email:</b> <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> <b>Investor Grievance Email:</b> <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> <b>Website:</b> <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> <b>Contact Person:</b> Babu Raphael <b>SEBI Registration Number:</b> MB/INR000001385 <b>CIN:</b> U99999MH1994PTC076534	<b>Tel No.:</b> +91 674-2532386/9437032386 <b>Email:</b> <a href="mailto:rajeshrbcl@gmail.com">rajeshrbcl@gmail.com</a> <b>Firm Registration No.:</b> 326047E <b>Membership No:</b> 062687 <b>Contact Person:</b> CA Rajesh Kumar Agrawalla
<b>Peer Review Auditor**</b>	<b>Bankers to our Company</b>
<b>M/s. R K Jagetiya &amp; Co.</b> <b>Chartered Accountants,</b> <b>Address:</b> B-303, Eklavya CHSL, N. L. Complex, Dahisar East, Mumbai – 400068, Maharashtra, India <b>Tel No.:</b> +91-9820800926 <b>Email:</b> <a href="mailto:rkjagetiya@gmail.com">rkjagetiya@gmail.com</a> <b>Firm Registration No.:</b> 146264W <b>Membership No:</b> 134691 <b>Peer Review Certificate Number:</b> 013198 <b>Contact Person:</b> Ravi K Jagetiya	<b>HDFC Bank Limited</b> <b>Address:</b> Business Park, First Floor, C111 – Saheednagar, Bhubaneswar, Odisha – 751007, India <b>Tel:</b> +91 9338270086 <b>Email:</b> <a href="mailto:sudhirkumar.sahoo@hdfcbank.com">sudhirkumar.sahoo@hdfcbank.com</a> <b>Website:</b> <a href="http://www.hdfcbank.com/">www.hdfcbank.com/</a> <b>Contact Person:</b> Sudhir Kumar Sahoo <b>Designation:</b> Branch Manager
<b>Bankers to the Issue/ Refund Banker/Sponsor Bank*</b>	<b>Syndicate Member*</b>
[•]	[•]

\*The Banker to the Offer (Sponsor Bank) and Syndicate Member shall be appointed prior to filing of the Red Herring Prospectus/ Prospectus with the Registrar of Companies.

\*\*In accordance with the SEBI (ICDR) Regulations, we have appointed M/s. R K Jagetiya & Co. Chartered Accountants, (FRN: 146264W) as Peer Review Auditor vide Board Resolution dated September 10, 2023 for restatement of financial statements for the financial year ended March 31, 2023, March 31, 2022 and March 31, 2021.

#### 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 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**

Bidders can submit Bid cum Application Forms in the Offer using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and email address, is provided on the 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 Offer 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 (CDP's)**

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](http://www.sebi.gov.in)) and updated from time to time.

### **Brokers to the Offer**

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

### **Experts Opinion**

Except for the reports in the section *“Statement of Special Tax Benefits”*, *“Financial Information of the Company”* *“Statement of Financial Indebtedness”* on page 88, 148 and 182 respectively of this Draft Red Herring Prospectus from the Peer Review Auditor, our Company has not obtained any expert opinions. We have received written consent from the Peer Review Auditors for inclusion of their name in this Draft Red Herring Prospectus, as required under Companies Act read with SEBI (ICDR) Regulations as “Expert”, defined in section 2(38) of the Companies Act and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act, 1933.

### **Inter-se Allocation of Responsibilities**

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

### **Monitoring Agency**

As per SEBI (ICDR) Regulations, 2018, appointment of monitoring agency is required only if Offer size exceeds ₹10,000 Lakhs. Hence, our Company is not required to appoint a monitoring agency in relation to the Offer. However, as per section 177 of the Companies Act, Audit Committee of our Company will be monitoring the utilization of the Offer Proceeds.

### **Green Shoe Option**

No Green Shoe Option is applicable for this Offer.

### **Appraising Entity**

None of the objects for which the Net Proceeds are proposed to be utilized have been financially appraised by any banks or financial institution.

### **Credit Rating**

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

### **IPO Grading**

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

### **Trustees**

As the Offer is of Equity Shares, the appointment of trustees is not required.

### **Debenture Trustees**

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

### **Filing of Offer Document with the Designated Stock Exchange/SEBI/ROC**

The Draft Red Herring Prospectus is being filed with National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, 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/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 will be filed to the RoC and a copy of this Prospectus to be filed under Section 26 of the Companies Act, 2013 will be filed to the RoC through the electronic portal at <http://www.mca.gov.in>.

### **Book Building Process**

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

- Our Company;
- The Book Running Lead Manager in this case being Hem Securities Limited,
- The Syndicate Member(s) who are intermediaries registered with SEBI/ registered as brokers with National Stock Exchange of India Limited and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
- The Registrar to the Issue and;
- The Designated Intermediaries and Sponsor bank

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

The Issue is being made through the Book Building Process wherein not more than 50% of the Net Issue shall be available for allocation on a proportionate basis to QIBs, provided that our Company may in consultation with the Book Running Lead Manager allocate upto 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations (the “**Anchor Investor Portion**”), out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Issue Price. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Net 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 to Retail Individual Bidders, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders may participate in the Issue through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the Issue. Under-subscription if any, in any category, except in the QIB Category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange.

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

Subject to valid Bids being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for Retail Portion where allotment to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under – subscription, if any, in any category, would be allowed to be met with spill – over from any other category or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public 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 227 of the Draft Red Herring Prospectus.

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

For further details on the method and procedure for Bidding, please see section entitled “**Issue Procedure**” on page 227 of this Draft Red Herring Prospectus.

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

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

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

#### Steps to be taken by the Bidders for Bidding:

- Check eligibility for making a Bid (see section titled “*Issue Procedure*” on page 227 of this Draft Red Herring Prospectus);
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Issue will obtain the Demographic Details of the Bidders from the Depositories.
- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant’s verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
- Ensure that the Bid cum Application Form is duly completed as per instructions given in this Draft Red Herring Prospectus and in the Bid cum Application Form;

#### Bid/ Issue Program:

Event	Indicative Dates
Bid/Issue Opening Date	[●] <sup>1</sup>
Bid/Issue Closing Date	[●] <sup>2</sup>
Finalization of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or about [●]
Credit of Equity Shares to Demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or about [●]

<sup>1</sup> Our Company in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI (ICDR) Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI (ICDR) Regulations

<sup>2</sup> Our Company in consultation with the Book Running Lead Manager, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI (ICDR) Regulations.

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Bid/ Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bid Cum Application Forms and any revisions to the same will be accepted only between 10.00 A.M. to 5.00 P.M. (IST) during the Issue Period (except for the Bid/ Issue Closing Date). On the Bid/ Issue Closing Date, the Bid Cum Application Forms will be accepted only between 10.00 A.M. to 3.00 P.M. (IST) for retail and non-retail Bidders. The time for applying for Retail

Individual Bidder on Bid/Issue Closing Date maybe extended in consultation with the Book Running Lead Manager, RTA and NSE taking into account the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the Bid Cum Application Forms on the Bid/Issue Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Issue Closing Date and, in any case, not later than 3.00 P.M. (IST) on the Bid/ Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid Cum Application Forms are received on the Bid/Issue Closing Date, as is typically experienced in public Issue, some Bid Cum Application Forms may not get uploaded due to the lack of sufficient time. Such Bid Cum Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the Book Running Lead Manager is liable for any failure in uploading the Bid Cum Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI (ICDR) Regulations, QIBs and Non-Institutional 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.

#### **Withdrawal of the Issue**

Our Company in consultation with the Book Running Lead Manager, 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 Book Running Lead Manager, 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 Draft Red Herring Prospectus, which our Company will apply for only after Allotment; and (ii) the filing of Red Herring Prospectus/ Prospectus with Registrar of Companies.

#### **Underwriting**

The Company and the Book Running Lead Manager to the Issue hereby confirm that the Issue will be 100% Underwritten by the Underwriter [•] in the capacity of Underwriter to the issue.

Pursuant to the terms of the Underwriting Agreement dated [•] 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
[•]	[•]	[•]	[•]

\*Includes [•] Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker, [•] in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 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 changes in our Company's auditors in the last three (3) years.

#### Details of the Market Making arrangement for this Issue

Our Company has entered into a Market Making Agreement dated [•] with the following Market Maker for fulfilling the Market Making obligations under this Issue:

<b>Name</b>	[•]
<b>Correspondence Address:</b>	[•]
<b>Tel No.:</b>	[•]
<b>E-mail:</b>	[•]
<b>Website:</b>	[•]
<b>Contact Person:</b>	[•]
<b>SEBI Registration No.:</b>	[•]
<b>Market Maker Registration No.</b>	[•]

In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we have entered into an agreement with the Book Running Lead Manager and the Market Maker (duly registered with NSE to fulfill the obligations of Market Making) dated [•] to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Issue.

[•], registered with SME Platform of NSE "NSE Emerge" will act as the Market Maker and has agreed to receive or deliver of the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by any amendment to SEBI (ICDR) Regulations.

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI ICDR Regulations, as amended from time to time and the circulars issued by NSE and SEBI in 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 National Stock Exchange of India Limited (SME platform of NSE) and SEBI from time to time.
- The minimum depth of the quote shall be Rs.1,00,000/-. However, the investors with holdings of value less than Rs. 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 NSE (in this case currently the minimum trading lot size is [•] equity shares; however the same may be changed by the SME platform of NSE 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, NSE 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 Book Running Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended. Further our Company and the Book Running Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our office from 10.00 a.m. to 5.00 p.m. on working days.
- **Risk containment measures and monitoring for Market Makers:** NSE Emerge Exchange will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.

- **Punitive Action in case of default by Market Makers:** The Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.
- **Price Band and Spreads:** The SEBI Circular bearing reference no: CIR/MRD/DP/02/2012 dated January 20, 2012, has laid down that for issue size up to Rs. 250 crores, the applicable price bands for the first day shall be:
  - 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 trading shall take place in TFT segment for first 10 days from commencement of trading. 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.

The following spread will be applicable on the SME Exchange/ Platform.

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

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

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



**CAPITAL STRUCTURE**

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

(Rs. in Lakhs, except share data)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price
A	<b>Authorized Share Capital</b> 1,00,00,000 Equity Shares having face value of Rs. 10/- each	1,000.00	-
B	<b>Issued, Subscribed &amp; Paid-up Share Capital prior to the Issue</b> 71,19,996 Equity Shares having face value of ₹10/- each	711.99	-
C	<b>Present Issue in terms of this Draft Red Herring Prospectus*</b> Upto 25,52,000 Equity Shares having face value of ₹ 10/-each at a Premium of ₹ [●] per share	[●]	[●]
	<i>Which comprises of:</i>		
D	<b>Reservation for Market Maker Portion</b> Upto [●] Equity Shares of ₹10/- each at a price of ₹[●] per Equity Shares Share reserved as Market Maker Portion	[●]	[●]
E	<b>Net Issue to Public</b> Net Issue to Public of Upto [●] Equity Shares of ₹10/- each at a price of ₹[●] per Equity Shares Share to the Public	[●]	[●]
F	<b>Issued, Subscribed and Paid up Equity Shares Share Capital after the Issue</b> Upto [●] Equity Shares of face value of ₹10/- each		[●]
G	<b>Securities Premium Account</b>		
	Before the Issue (as on date of this Draft Red Herring Prospectus)		Nil
	After the Issue		[●]

\*The Present Issue of upto 25,52,000 Equity Shares in terms of this Draft Red Herring Prospectus has been authorized pursuant to a resolution of our Board of Directors dated September 23, 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 September 25, 2023.

**Classes of Shares: -**

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

**Notes to the Capital Structure:****1. Changes in Authorised Equity Share Capital of our Company:**

Sr. No.	Particulars of Changes	Cumulative No. of Equity Shares	Face Value of Equity Shares	Cumulative Authorized Share Capital (Rs. in lakhs)	Date of Shareholders' Meeting	Whether AGM/ EGM
1.	Upon incorporation	2,50,000	10/-	25.00	On Incorporation	N.A.
2.	Increase in Authorised Share Capital from ₹25.00 Lakhs to ₹300.00 Lakhs	30,00,000	10/-	300.00	March 20, 2017	EGM
3.	Increase in Authorised Share Capital from ₹300.00 Lakhs to ₹1,000.00 Lakhs	1,00,00,000	10/-	1,000.00	August 16, 2023	EGM

## 2. Share Capital History of our Company:

### a) Equity Shares capital

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

Date of Allotment	No. of Equity Shares allotted	Face Value (₹)	Issue Price (including Premium if applicable) (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-up Capital (₹)
Upon Incorporation	10,000	10	10	Cash	Subscription to MOA <sup>(i)</sup>	10,000	1,00,000
March 30, 2017	14,71,500	10	10	Cash	Right Issue <sup>(ii)</sup>	14,81,500	1,48,15,000
March 28, 2019	2,98,499	10	10	Other than Cash	Conversion of Loan into Equity Share <sup>(iii)</sup>	17,79,999	1,77,99,990
August 23, 2023	53,39,997	10	Nil	Other than Cash	Bonus Issue in the ratio of 3:1 <sup>(iv)</sup>	71,19,996	7,11,99,960

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

(i) Initial Subscribers to Memorandum of Association subscribed 10,000 Equity Shares of face value of Rs. 10/- each, details of which are given below:

Sr. No.	Name of Subscribers	Number of Equity Shares Subscribed
1.	Dr. Bikash Agrawala	3334
2.	Dr. Biswajit Mohanty	3333
3.	Sunil Kumar Rout	3333
<b>Total</b>		<b>10,000</b>

(ii) Right Issue of 14,71,500 Equity Shares of face value of Rs.10/- each at par to the members as per details given below:

Sr. No.	Name of Allottees	Number of Equity Shares Allotted
1.	Dr. Bikash Agrawala	4,84,000
2.	Dr. Biswajit Mohanty	5,90,000
3.	Sunil Kumar Rout	3,97,500
<b>Total</b>		<b>14,71,500</b>

(iii) Allotment of 2,98,499 Equity Shares of face value of Rs.10/- each by way of conversion of loans into equity shares of the company. (refer point no. 4 below for allottees list)

(iv) Bonus issue of 53,39,997 Equity Shares of face value of Rs. 10/-each in the ratio of 3:1 i.e. Three (3) Bonus Equity Shares for every One (1) Equity Shares held by shareholders. (refer point no. 4 below for allottees list)

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

## 3. Details of Allotment made in the last two years preceding the date of Draft Red Herring Prospectus

Except as mentioned in point number 2.a(iv) below, the Company has not issued any Equity Share in the last two years preceding the date of the Draft Red Herring 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 (Rs.)	Issue Price (Rs.)	Reasons for Allotment	Benefits Accrued to our Company	Name of Allottee	No. of Shares Allotted
March 28, 2019	2,98,499	10	10	Conversion of loan into equity share	Reduction of debt and increase in share capital	Dr. Bikash Agrawala	1,05,999
						Sunil Kumar Rout	1,92,500
						<b>Total</b>	<b>2,98,499</b>
August 23, 2023	53,39,997	10	Nil	Bonus Issue in the ratio of 3:1	Capitalization of Reserves & Surplus	Dr. Bikash Agrawala	17,79,999
						Dr. Biswajit Mohanty	17,79,999
						Sunil Kumar Rout	17,79,999
						<b>Total</b>	<b>53,39,997</b>

5. 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.
6. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme.
7. Except for bonus issue made on August 23, 2023, Our Company has not issued Equity Shares at price below the Issue price within last one year from the date of the Draft Red Herring Prospectus. (*refer point no. 4 above for allottees list*)
8. We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
9. **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 Draft Red Herring Prospectus:

**I. Our Shareholding Pattern:-**

Sr. No.	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 securities (including Warrants)	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 Rs.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)	Promoter & Promoter Group	7	71,19,996	-	-	71,19,996	100	71,19,996	-	71,19,996	100	-	100	-	-	-		
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C)	Non-Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
	<b>Total</b>	<b>7</b>	<b>71,19,996</b>	<b>-</b>	<b>-</b>	<b>71,19,996</b>	<b>100.00</b>	<b>71,19,996</b>	<b>-</b>	<b>71,19,996</b>	<b>100.00</b>	<b>-</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>-</b>		

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 Draft Red Herring Prospectus 1 Equity share holds 1 vote.
- We have only one class of Equity Shares of face value of Rs. 10/- each.
- We are yet to enter into tripartite agreement with CDSL & NSDL.
- Our Company will file the shareholding pattern in the format 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 NSE 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 Draft Red Herring Prospectus: -

Sr. No.	Names of Shareholders	Equity Shares held (Face Value of Rs. 10 each)	% Pre-Issue paid up Share Capital
1.	Dr. Bikash Agrawala	23,73,332	33.33
2.	Dr. Biswajit Mohanty	23,71,332	33.30
3.	Sunil Kumar Rout	23,72,332	33.31
	<b>Total</b>	<b>71,16,996</b>	<b>99.95</b>

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

Sr. No.	Names of Shareholders	Equity Shares held (Face Value of Rs. 10 each)	% Pre-Issue paid up Share Capital
1.	Dr. Bikash Agrawala	23,73,332	33.33
2.	Dr. Biswajit Mohanty	23,71,332	33.30
3.	Sunil Kumar Rout	23,72,332	33.31
	<b>Total</b>	<b>71,16,996</b>	<b>99.95</b>

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

Sr. No.	Names of Shareholders	Equity Shares held (Face Value of Rs. 10 each)	% Pre-Issue paid up Share Capital
1.	Dr. Bikash Agrawala	5,93,333	33.33
2.	Dr. Biswajit Mohanty	5,93,333	33.33
3.	Sunil Kumar Rout	5,93,333	33.33
	<b>Total</b>	<b>17,79,999</b>	<b>100</b>

\*Details of shares held on September 28, 2022 and percentage held has been calculated based on the paid up capital of our Company as on September 28, 2022.

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

Sr. No.	Names of Shareholders	Equity Shares held (Face Value of Rs. 10 each)	% Pre-Issue paid up Share Capital
1.	Dr. Bikash Agrawala	5,93,333	33.33
2.	Dr. Biswajit Mohanty	5,93,333	33.33
3.	Sunil Kumar Rout	5,93,333	33.33
	<b>Total</b>	<b>17,79,999</b>	<b>100</b>

\*Details of shares held on September 28, 2021 and percentage held has been calculated based on the paid up capital of our Company as on September 28, 2021.

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

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 Draft Red Herring 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.

## 12. Capital Buildup in respect of Shareholding of our Promoters

As on the date of this Draft Red Herring Prospectus, Our Promoters, Dr. Bikash Agrawala, Dr. Biswajit Mohanty and Sunil Kumar Rout, collectively hold 71,16,996 Equity Shares of our Company. None of the Equity Shares held by our Promoters are 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 paid up/ Transfer	No. of Equity Shares	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)	Consideration	Nature of Acquisition	Pre-Issue Shareholding % (adjusted as per face value)	Post-Issue Shareholding % (adjusted as per face value)
<b>(A) Dr. Bikash Agrawala</b>							
Upon Incorporation	3,334	10	10	Cash	Subscriber to MOA	0.05	[●]
March 30, 2017	4,84,000	10	10	Cash	Right Issue	6.80	[●]
March 28, 2019	1,05,999	10	10	Other than Cash	Conversion of loan in equity shares	1.49	[●]
August 23, 2023	17,79,999	10	Nil	Other than Cash	Bonus Issue in the ratio of 3:1	25.00	[●]
<b>Total (A)</b>	<b>23,73,332</b>					<b>33.33</b>	<b>[●]</b>
<b>(B) Dr. Biswajit Mohanty</b>							
Upon Incorporation	3,333	10	10	Cash	Subscriber to MOA	0.05	[●]
March 30, 2017	5,90,000	10	10	Cash	Right Issue	8.29	[●]
August 23, 2023	17,79,999	10	Nil	Other than Cash	Bonus Issue in the ratio of 3:1	25.00	[●]
August 23 2023	(2000)	10	Nil	Other than Cash	Share Transfer by way of Gift <sup>(a)</sup>	(0.03)	[●]
<b>Total (B)</b>	<b>23,71,332</b>					<b>33.31</b>	<b>[●]</b>
<b>(C) Sunil Kumar Rout</b>							
Upon Incorporation	3,333	10	10	Cash	Subscriber to MOA	0.05	[●]
March 30, 2017	3,97,500	10	10	Cash	Right Issue	5.58	[●]
March 28, 2019	1,92,500	10	10	Other than Cash	Conversion of loan in equity shares	2.70	[●]
August 23, 2023	17,79,999	10	Nil	Other than Cash	Bonus Issue in the ratio of 3:1	25.00	[●]
August 23 2023	(1000)	10	Nil	Other than Cash	Share Transfer by	(0.01)	[●]

					way of Gift <sup>(b)</sup>		
<b>Total (C)</b>	<b>23,72,332</b>					<b>33.32</b>	<b>[•]</b>
<b>Grand Total (A+B+C)</b>	<b>71,16,996</b>					<b>99.96</b>	<b>[•]</b>

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

**a) Details of share transfer by Dr. Biswajit Mohanty of 2,000 Equity Shares by way of Gift dated August 23, 2023**

Sr. No.	Date of Transfer	Name of Transferee	No. of Shares Transferred
1.	August 23, 2023	Babita Mohanty	1,000
2	August 23, 2023	Ranjit Kumar Mohanty	1,000
		<b>Total</b>	<b>2,000</b>

**b) Details of share transfer by Sunil Kumar Rout of 1,000 Equity Shares by way of Gift dated August 23, 2023**

Sr. No.	Date of Transfer	Name of Transferee	No. of Shares Transferred
1.	August 23, 2023	Anil Kumar Rout	500
2	August 23, 2023	Priyadarshini Pal	500
		<b>Total</b>	<b>1,000</b>

**13. The average cost of acquisition of 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.	Dr. Bikash Agrawala	23,73,332	2.50
2.	Dr. Biswajit Mohanty	23,71,332	2.50
3.	Sunil Kumar Rout	23,72,332	2.50

**14. Shareholding of Promoters & Promoters Group**

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

Sr. No.	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
	<b>Promoters</b>				
1.	Dr. Bikash Agrawala	23,73,332	33.33	23,73,332	[•]
2.	Dr. Biswajit Mohanty	23,71,332	33.31	23,71,332	[•]
3.	Sunil Kumar Rout	23,72,332	33.32	23,72,332	[•]
	<b>Sub Total (A)</b>	<b>71,16,996</b>	<b>99.96</b>	<b>71,16,996</b>	<b>[•]</b>
	<b>Promoters Group</b>				
4.	Babita Mohanty	1,000	0.01	1,000	[•]
5.	Ranjit Kumar Mohanty	1,000	0.01	1,000	[•]
6.	Anil Kumar Rout	500	0.01	500	[•]
7.	Priyadarshini Pal	500	0.01	500	[•]
	<b>Sub Total (B)</b>	<b>3,000</b>	<b>0.04</b>	<b>3,000</b>	<b>[•]</b>
	<b>Grand Total (A+B)</b>	<b>71,19,996</b>	<b>100.00</b>	<b>71,19,996</b>	<b>[•]</b>

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

Date of Allotment/ Transfer	Name of Shareholders	No. of Equity Share	% of Pre issue Capital	Subscribed/ Acquire/ Transfer	Category of Allottees (Promoter/ Promoter Group/ Director)
August 23, 2023	Dr. Bikash Agrawala	17,79,999	25.00	Bonus Issue (3:1)	Promoter & Director
August 23, 2023	Dr. Biswajit Mohanty	17,79,999	25.00	Bonus Issue (3:1)	Promoter & Director
August 23, 2023	Sunil Kumar Rout	17,79,999	25.00	Bonus Issue (3:1)	Promoter & Director
August 23, 2023	Dr. Biswajit Mohanty	(2,000)	(0.03)	Share Transfer by way of Gift	Promoter & Director
August 23, 2023	Babita Mohanty	1,000	0.1	Acquisition by way of Gift	Promoter Group
August 23, 2023	Ranjit Kumar Mohanty	1,000	0.1	Acquisition by way of Gift	Promoter Group
August 23, 2023	Sunil Kumar Rout	(1,000)	(0.01)	Share Transfer by way of Gift	Promoter & Director
August 23, 2023	Anil Kumar Rout	500	0.1	Acquisition by way of Gift	Promoter Group
August 23, 2023	Priyadarshini Pal	500	0.1	Acquisition by way of Gift	Promoter Group

16. 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 Draft Red Herring Prospectus.

#### 17. 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 Draft Red Herring Prospectus, our Promoters collectively hold 71,16,996 Equity Shares constituting [●]% of the Post – Issued, subscribed and paid up Equity Shares Share Capital of our Company, which are eligible for the Promoters' contribution.

Our Promoters, Dr. Bikash Agrawala, Dr. Biswajit Mohanty and Sunil Kumar Rout, have given written consent to include 19,35,000 Equity Shares held by them as part of Promoters Contribution constituting [●]% 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
<b>Dr. Bikash Agrawala</b>						
August 23, 2023	6,45,000	10	-	Acquisition by way of Bonus Issue (3:1)	[●]	3 years
<b>Total</b>	<b>6,45,000</b>				[●]	
<b>Dr. Biswajit Mohanty</b>						
August 23, 2023	6,45,000	10	-	Acquisition by way of Bonus Issue (3:1)	[●]	3 years
<b>Total</b>	<b>6,45,000</b>				[●]	



<b>Sunil Kumar Rout</b>						
August 23, 2023	6,45,000	10	-	Acquisition by way of Bonus Issue (3:1)	[●]	3 years
<b>Total</b>	<b>6,45,000</b>				[●]	

\*Assuming full subscription to the Issue.

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, 2018 and are being locked in for 3 years as per Regulation 238(a) of the SEBI (ICDR) Regulations, 2018 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, 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**

<b>Reg. No.</b>	<b>Promoters' Minimum Contribution Conditions</b>	<b>Eligibility Status of Equity Shares forming part of Promoter's Contribution</b>
237(1)(a)(i)	Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction	The minimum Promoter's contribution does not consist of such Equity Shares. <b><u>Hence Eligible</u></b>
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. <b><u>Hence Eligible</u></b>
237(1)(b)	Specified securities acquired by promoters during the preceding one year at a price lower than the price at which specified securities are being offered to public in the initial public offer	The minimum Promoter's contribution does not consist of such Equity Shares. <b><u>Hence Eligible.</u></b>
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. <b><u>Hence Eligible.</u></b>
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. <b><u>Hence Eligible.</u></b>

#### **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 Shares share capital constituting 51,84,996 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 duration of specified non-transferable period mentioned in the face

of the security certificate. The shares which are in dematerialized form, if any, shall be locked-in by the respective depositories. The details of lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

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

1. In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018 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 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, 2018 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, 2018 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, 2018 the specified securities held by the promoters and locked-in as per regulation 238 may be transferred to another promoter or any person of the promoter group or a new promoter 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.
18. 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.
19. As on the date of this Draft Red Herring 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.
20. 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 Draft Red Herring Prospectus.
21. As on the date of this Draft Red Herring 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.
22. We have 7 (Seven) shareholders as on the date of filing of this Draft Red Herring Prospectus.
23. As on the date of filing of this Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoters or any shareholders or any other person any option to acquire our Equity Shares after this Initial Public Offer.
24. Our Company has not raised any bridge loan against the proceeds of the Issue.
25. As on the date of this Draft Red Herring Prospectus, none of the shares held by our Promoters/ Promoter Group are subject to any pledge.
26. We here by confirm that there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Draft Red Herring Prospectus until the Equity Shares offered have been listed or application money unblocked on account of failure of Issue.
27. An over-subscription to the extent of 1% of the Issue subject to the maximum post issue paid up capital of Rs. 25 cr. 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.

28. Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines. Under-subscription, if any, in the QIB Category will not be allowed to be met with spill over from any category or combination thereof.
29. 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.
30. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
31. Our Company shall comply with such disclosure and accounting norms as may be specified by NSE, SEBI and other regulatory authorities from time to time.
32. There are no Equity Shares against which depository receipts have been issued.
33. Other than the Equity Shares, there is no other class of securities issued by our Company.
34. There are no safety net arrangements for this public issue.
35. As per RBI regulations, OCBs are not allowed to participate in this issue.
36. Our Promoter and Promoter Group will not participate in this Issue.
37. This Issue is being made through Book Building Method.
38. Our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.
39. 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.
40. 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 Red Herring Prospectus with the RoC and the 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 25,52,000 Equity Shares of our Company at an Issue Price of ₹[●] per Equity Share. We intend to utilize the proceeds of the Issue to meet the following objects:

1. Funding capital expenditure for the installation of additional medical equipment at the existing diagnostics center in Saheed Nagar, Odisha.
2. To finance the cost of establishing Diagnostics Centres at Odisha, Chhattisgarh, Jharkand, and West Bengal.
3. To finance the cost of establishing Diagnostics Collection Centres across odisha.
4. Repayment and/or pre-payment, in full or part, of certain borrowings availed by our Company.
5. To meet Working Capital requirements; and
6. 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 NSE Emerge. 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:

Particulars	Amount (₹ in Lakhs)
Gross Proceeds of the Issue	[●]
Less: Issue related expenses in relation to Issue	[●]
Net Proceeds	[●]

**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:

Sr. No.	Particulars	Amount (₹ in Lakhs)
1.	Funding capital expenditure for the installation of additional medical equipment at the existing diagnostics center in Saheed Nagar, Odisha.	111.68
2.	To finance the cost of establishing diagnostics centres at Odisha, Chhattisgarh, Jharkand, and West Bengal.	218.85
3.	To finance the cost of establishing diagnostics collection centres across odisha.	368.40
4.	Repayment and/or pre-payment, in full or part, of certain borrowings availed by our Company	450.00
5.	To meet Working Capital requirements	[●]
6.	General Corporate Purpose	[●]
	<b>Total</b>	[●]

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:

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

**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 28 of this Draft Red Herring Prospectus.

#### **Details of Utilization of Net Proceeds**

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

##### **1. Funding capital expenditure for the installation of additional medical equipment at the existing diagnostics center in Saheed Nagar, Odisha.**

Our Company intends to make capital expenditure towards installation of additional Medical Equipments at the existing diagnostics center in Saheed Nagar, Odisha. Our Company proposes to use part of net proceeds to the extent to Rs. 111.68 Lakhs to meet capital expenditure in relation to installation of Medical Equipments as below:

						<b>Rs. In Lakhs</b>
<b>Sr. No.</b>	<b>Medical Equipments</b>	<b>Qty (Nos)</b>	<b>Use of Equipment</b>	<b>Proposed Vendor</b>	<b>Quotation Date/ Validity</b>	<b>Total Cost (Inc. GST)</b>
1	Miniseq System with ancillary Devices	1	Used for genetic research and analysis.	Premas life science	September 08, 2023	111.68
2	Qsep1 Plus DNA Analyzer	1	Used to separate and analyze DNA fragments.		Valid till September 30, 2023	
3	Qubit Fluorometer	1	Used to quantify nucleic acids (DNA and RNA) or proteins accurately.			
4	Miniseq Mid Output Kit	1	Used for sequencing, ensuring reliable and efficient DNA sequencing			
<b>Total</b>						<b>111.68</b>

#### **Notes:**

- We have considered the above quotations for the budgetary estimate purpose and have not placed orders for them. The actual cost of procurement and actual supplier/dealer may vary.
- All quotations received from the vendors mentioned above are valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the machineries/ equipment or at the same costs.
- The machinery/equipment models and quantity to be purchased are based on the present estimates of our management. The Management shall have the flexibility to revise such estimates (including but not limited to change of vendor or any modification/addition/deletion of machineries or equipment) at the time of actual placement of the order. In such

case, the Management can utilize the surplus of proceeds, if any, arising at the time of actual placement of the order, to meet the cost of such other machinery, equipment or utilities, as required. Furthermore, if any surplus from the proceeds remains after meeting the total cost of machineries, equipment and utilities for the aforesaid purpose, the same will be used for our general corporate purposes, subject to limit of 25% of the amount raised by our Company through this Issue.

- d) We are not acquiring any second-hand machinery.

The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost of machineries proposed to be acquired by us at the actual time of purchase, resulting in increase in the estimated cost. Further, cost will be escalated on account of Packing & Forwarding, Transportation, Transit Insurance, Octroi / Entry tax if any etc. Such cost escalation would be met out of our internal accruals

## 2. To finance the cost of establishing diagnostics centres at Odisha, Chhattisgarh, Jharkhand, and West Bengal.

In line with our strategic objectives to expand our geographical presence, we are undertaking an expansion initiative in diagnostics sector. Our Company is currently operating 5 diagnostic laboratories at bhubaneshwar, Odisha. As a part of our strategy, we plan to expand our operation by establishing more diagnostic laboratories in next few years. Our Company proposes to utilise a portion of the Net Proceeds i.e., Rs. 218.85 lakhs towards funding the below mentioned 5 proposed diagnostic laboratories during Fiscals 2024 and 2025.

Number of diagnostic laboratories that we propose to set in various cities are as follows:

S. No.	Locations	No of Diagnostic laboratories
1.	Odisha	2
2.	Chhattisgarh	1
3.	Jharkhand	1
4.	West Bengal	1
<b>Total</b>		<b>5</b>

The size of our diagnostic laboratories varies across regions and is dependent on various factors such as availability of suitable locations, addressable market, lease rentals etc. Our Company proposes to open 5 new diagnostic laboratories as considered necessary and appropriate by our management. The premises for the proposed new diagnostic laboratories are expected to be taken on leasehold basis in line with the Company's business practices. Our estimate of costs mentioned below are based on quotations received from vendors from whom our Company had purchased similar items for our diagnostic laboratories in the past, current quotations, industry standards, prevailing market rates, rate contracts and historical costs;

The detailed break-up of these estimated costs for each store is as below:

Sr. No.	Medical Equipments	Proposed Vendor	Quotation Date/ Validity	Rs. In Lakhs
				Total Cost (Inc. GST)
1.	Biochemistry Analyzer, 3 Part CBC, Centrifuge Machine, Laminar Airflow Horizontal, Bio-Safety Cabinete C2 B2, fully automated Chemiluminescence Immunoassay	Care & Care	August 19, 2023 Valid till March 31, 2024	28.81
2.	D-10 DM Hemoglobin Testing System (Fully automated HPLC)	Lab Solutions	August 26, 2023 Valid till 60 days	10.62
3.	Vortex Shaker, Micro Centrifuge and Rotor	Noble Enterprise	September 11, 2023	4.34
<b>Total</b>				<b>43.77</b>

### Notes:

- We have considered the above quotations for the budgetary estimate purpose and have not placed orders for them. The actual cost of procurement and actual supplier/dealer may vary.
- All quotations received from the vendors mentioned above are valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the machineries/ equipment or at the same costs.

- c) The machinery/equipment models and quantity to be purchased are based on the present estimates of our management. The Management shall have the flexibility to revise such estimates (including but not limited to change of vendor or any modification/addition/deletion of machineries or equipment) at the time of actual placement of the order. In such case, the Management can utilize the surplus of proceeds, if any, arising at the time of actual placement of the order, to meet the cost of such other machinery, equipment or utilities, as required. Furthermore, if any surplus from the proceeds remains after meeting the total cost of machineries, equipment and utilities for the aforesaid purpose, the same will be used for our general corporate purposes, subject to limit of 25% of the amount raised by our Company through this Issue.
- d) We are not acquiring any second-hand machinery.

The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost of machineries proposed to be acquired by us at the actual time of purchase, resulting in increase in the estimated cost. Further, cost will be escalated on account of Packing & Forwarding, Transportation, Transit Insurance, Octroi / Entry tax if any etc. Such cost escalation would be met out of our internal accruals

Therefore, our company proposes to deploy Rs 87.54 lakhs for opening 2 new diagnostic laboratories during FY 2023-24 and Rs. 131.31 Lakhs for opening 3 new diagnostic laboratories during FY 2024-25 from issue proceeds.

### 3. To finance the cost of establishing diagnostics collection centres across Odisha.

To enhance accessibility and convenience for our valued customers, we are adding 60 new independent collection centers along with existing one center, thereby making a total of 61 independent collection centres along with current 60 third-party authorized dealers (“**Collection Centres**”) across multiple locations state-wide. To support this initiative, our company plans to allocate a portion of the Net Proceeds, Rs. 368.40 lakhs, for funding these 60 new collection centres during the fiscal years 2024 and 2025. We believe that increasing the number of collection centers will enable us to better serve the healthcare needs of Odisha’s communities. These centers will play a vital role in streamlining sample collection, thus enhancing diagnostic efficiency and reducing turnaround times.

The allocation of funds will encompass various aspects, including facility setup, equipment procurement, staff and operational expenses. The detailed break-up of these estimated costs for each store is as below

				Rs. In Lakhs
Sr. No.	Equipments & Other Assets	Proposed Vendor	Quotation Date/ Validity	Total Cost (Inc. GST)
1.	<b>Carnest Pro 19” touch screen display includes: General Health- BMI &amp; Pulse, Blood Pressure, Temperature, Blood Sugar and Oxygen Level. Cardiology-Eco Stethoscope, ECG, BP, SPO2</b>	Maestros Electronics and Telecommunication System Limited	September 11, 2023	2.24
2.	Centrifue Machine, Blood Mixture, Binocular Microscope and Blood Collection Chair AC, POS, Furniture and Interiors	Care & Care	September 09, 2023	1.76
3.	Air Condition	Nandighosh Trading Company	September 09, 2023 Valid till 180 days	0.36
4.	Refrigatator and TV	Gupta Distributors	September 12, 2023 Valid till 6 Months	0.52
5.	Computer, Printer, CCTV and Bar code Printer	Perfect Computer	September 11, 2023 Valid till 30 days	0.63
6.	Furniture and Fixture	Bharat Furniture & Accessories	September 12, 2023 Valid till 6 Months	0.48
7.	Aquaguard	Kalyan Enterprises	September 12, 2023 Valid till 6 Months	0.15
<b>Total</b>				<b>6.14</b>

**Notes:**

- a) We have considered the above quotations for the budgetary estimate purpose and have not placed orders for them. The actual cost of procurement and actual supplier/dealer may vary.

- b) All quotations received from the vendors mentioned above are valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the machineries/ equipment or at the same costs.
- c) The machinery/equipment models and quantity to be purchased are based on the present estimates of our management. The Management shall have the flexibility to revise such estimates (including but not limited to change of vendor or any modification/addition/deletion of machineries or equipment) at the time of actual placement of the order. In such case, the Management can utilize the surplus of proceeds, if any, arising at the time of actual placement of the order, to meet the cost of such other machinery, equipment or utilities, as required. Furthermore, if any surplus from the proceeds remains after meeting the total cost of machineries, equipment and utilities for the aforesaid purpose, the same will be used for our general corporate purposes, subject to limit of 25% of the amount raised by our Company through this Issue.
- d) We are not acquiring any second-hand machinery.

The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost of machineries proposed to be acquired by us at the actual time of purchase, resulting in increase in the estimated cost. Further, cost will be escalated on account of Packing & Forwarding, Transportation, Transit Insurance, Octroi / Entry tax if any etc. Such cost escalation would be met out of our internal accruals

Therefore, our company proposes to deploy Rs 184.20 lakhs for opening 30 new collection centers during FY 2023-24 and Rs. 184.20 Lakhs for opening 30 new collection centers during FY 2024-25 from issue proceeds.

#### 4. Repayment and/or pre-payment, in full or part, of certain borrowings availed by our Company

Our Company has entered into various financial arrangements from time to time, with banks and financial institutions. The loan facilities availed by our Company include borrowing in the form of, *inter alia*, term loans and working capital facility from various lenders. For further details, see “**Statement of Financial Indebtedness**” on page 182 of this Draft Red Herring Prospectus. Pursuant to the terms of the financing arrangements, prepayment of certain borrowings may attract prepayment charges as prescribed by the respective lender. Such prepayment charges, as applicable, will be funded from the internal accruals of our Company.

As at August 31, 2023, we had total outstanding of Rs. 466.40 lakhs of Union Bank of India. We propose to utilise an estimated amount of Rs. 450.00 Lakhs from the Net Proceeds to repay in part or full borrowing availed from the Union Bank of India by our Company. Pursuant to the terms of the financing arrangements, prepayment of certain borrowings may attract prepayment charges as prescribed by the respective lender. Such prepayment charges, as applicable, will be funded from the internal accruals of our Company.

We believe that such repayment/ pre-payment will help reduce our outstanding indebtedness, debt servicing costs, assist us in maintaining a favourable debt to equity ratio and enable utilisation of our internal accruals for further investment in our business growth and expansion. Additionally, we believe that the leverage capacity of our Company will improve our ability to raise further resources in the future to fund our potential business development opportunities and plans to grow and expand our business.

The details of the borrowing availed by our Company, which are proposed to be fully or partially repaid or pre-paid from the Net Proceeds is mentioned below: -

Sr. No.	Name of the lender	Nature of the borrowing	Sanctioned amount (in ₹ lakhs)	Rate of interest (%)	Repayment date/ Schedule	Purpose for which the loan was sanctioned*	Prepayment Penalty	Amount Outstanding as at August 31, 2023 (in ₹ lakhs)
1.	Union Bank of India	Term Loan	525.00	EBLR+ 0.75%	<b>Primary Security:</b> Hypothecation of Medical Equipments, DG Set & Air Conditioning Unit	Implementation Period of 5 months, Moratorium of 6 months. From Oct 2022, 84 instalments of	Not specified	466.40



Genx Diagnostics Limited

					<b>Guarantors:</b> Dr. Biswajit Mohanty, Dr. Bikash Agrawala & Sunil Kumar Rout	Rs.6,25,000/- +Interest		
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Note: The details included in the above table have been certified by our Statutory Auditors pursuant to their certificate dated September 27, 2023.

\*Our Statutory Auditors by way of their certificate dated September 27, 2023, have confirmed that the borrowings specified above has been utilized for the purposes availed, as per the sanction letters/loan agreements issued by the respective banks.

### 5. To Meet Working Capital Requirement:

Our business requires working capital majorly for investment in trade receivables, inventories and payment to trade payables and funding day to day operations. The Company will meet the requirement to the extent of ₹[●] from the Net Proceeds of the Issue and balance from borrowings at an appropriate time.

With the expansion of the business the company, we will be in the need of additional working capital requirements. The major capital will be invested in the trade receivables, inventories and payment to trade payables and funding day to day operations. The Company will meet the requirement to the extent of ₹[●] Lakhs from the Net Proceeds of the Issue and balance from borrowings at an appropriate time as per the requirement.

Details of Estimation of Working Capital requirement are as follows:

S. No.	Particulars	Restated			Estimated
		31-March-2021	31-March-2022	31-March-2023	31-March-2024
<b>I.</b>	<b>Current Assets</b>				
	Inventories	34.05	64.23	104.03	196.77
	Trade receivables	48.61	62.12	38.68	203.38
	Short Term Loans & Advances	60.10	72.57	106.62	127.95
	<b>Total(A)</b>	<b>142.76</b>	<b>198.92</b>	<b>249.33</b>	<b>528.10</b>
<b>II.</b>	<b>Current Liabilities</b>				
	Trade payables	75.47	348.25	64.95	96.54
	Other current liabilities	42.28	56.95	50.95	61.14
	Short-term provisions	51.91	123.25	71.30	77.94
	<b>Total (B)</b>	<b>169.66</b>	<b>528.46</b>	<b>187.20</b>	<b>235.61</b>
<b>III.</b>	<b>Total Working Capital Gap (A-B)</b>	<b>(26.90)</b>	<b>(329.54)</b>	<b>62.13</b>	<b>292.48</b>
<b>IV.</b>	<b>Funding Pattern</b>				
	Short Term Borrowings & Internal accruals	-	-	62.13	[●]
	<b>IPO Proceeds</b>				<b>[●]</b>

### Assumptions for working capital requirements

The following table sets forth the details of the holding period (with days rounded to the nearest whole number) considered for financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, as well as projections for financial year ended March 31, 2024.

Particulars	Unit	March 31, 2021	March 31, 2022	March 31, 2023	March 31, 2024
		Audited	Audited	Audited	Estimated
Debtors	Days	13	9	8	14
Creditors	Days	73	57	71	43
Inventories	Days	27	34	79	93

### Justification:

<b>Debtors</b>	The historical holding days of trade receivables has been ranging from 8 days to 13 days during Fiscal 2021 to Fiscal 2023. As per the current credit terms and prevalent trend of the industry & in order to expand company's operations, the holding level for debtors is anticipated at 14 Days of total revenue
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	from operations during Fiscal 24. The projected increase in trade receivables days is a strategic decision aimed at fostering higher sales growth. We intend to provide our customers with extended credit periods, allowing them more time to settle their invoices. By offering this flexibility, we expect to stimulate increased sales volume and foster stronger customer relationships.
<b>Creditors</b>	Past trend of Trade payables holding days has been in the range of 57 days to 73 days approximately during Fiscal 2021 to Fiscal 2023. However, with additional working capital funding, our Company intends to reduce trade payable to 43 days during Fiscal 2024 to avail cash discount as well as competitive purchase price to increase overall profitability of our Company. By reducing the time, it takes to settle our payables we aim to negotiate more favourable terms and conditions with our suppliers, enabling us to access competitive pricing for the goods we procure.
<b>Inventories</b>	Inventories include consumables. The historical holding days of inventories has been 79 days, 34 days and 27 days for the financial year ended March 31, 2023, March 31, 2022 and March 31, 2021 respectively. Company estimates inventories holding days to be around 93 days in Fiscal 24.

## 6. 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 ₹[●] 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 ₹[●] 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 Red Herring Prospectus/ Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

### 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:

Sr. No.	Particulars	(₹ in Lakhs)	
		Amount to be deployed and utilized	
		F.Y. 23-24	F.Y. 24-25
1.	Funding Capital Expenditure towards installation of additional Medical Equipments at existing diagnostics centre at Saheed Nagar, Odisha.	111.68	-
2.	To finance the cost of establishing diagnostics centres at Orissa, Chhattisgarh, Jharkand, and West Bengal.	87.54	131.31
3.	To finance the cost of establishing diagnostics collection centres across odisha.	184.20	184.20
4.	Repayment and/or pre-payment, in full or part, of certain borrowings availed by our Company	450.00	-
5.	To meet Working Capital requirements	[●]	[●]
6.	General Corporate Purpose	[●]	[●]
	<b>Total</b>	[●]	[●]

### Funds Deployed and Source of Funds Deployed:

[●], Chartered Accountants vide their certificate dated [●] 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	[●]
<b>Total</b>	[●]

### Sources of Financing for the Funds Deployed:

[●], Chartered Accountants vide their certificate dated [●] 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	[●]
<b>Total</b>	<b>[●]</b>

### 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.

### Bridge Financing Facilities

As on the date of the Draft Red Herring 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 Draft Red Herring Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full.

### Interim Use of Proceeds

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

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 28,100 and 148 respectively of the Draft Red Herring Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.

Price Band/ Issue Price shall be 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 [●] times of the face value at the lower end of the Price Band and [●] times of the face value at the upper end of the Price Band.

#### QUALITATIVE FACTORS

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

- a) Wide range of general and specialized tests using latest technology;
- b) Experienced leadership team with successful track record
- c) Customer centric approach and focus on customer satisfaction and
- d) Quality and Assurance

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 100 of this Draft Red Herring 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 148 of this Draft Red Herring 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	6.51	3
2	Financial Year ending March 31, 2022	6.45	2
3	Financial Year ending March 31, 2021	2.29	1
	<b>Weighted Average</b>	<b>5.79</b>	<b>6</b>

**Notes:**

- i. The figures disclosed above are based on the Restated Financial Statements of the Company.
- ii. The face value of each Equity Share is ₹10.00.
- iii. 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/ period
- 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/ period.

##### 2. Price Earning (P/E) Ratio in relation to the Price Band of ₹[●] to ₹[●] 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 period ending March 31, 2023	[●]	[●]
P/E ratio based on the Weighted Average EPS, as restated.	[●]	[●]

Industry P/E Ratio*	(P/E) Ratio
Industry Average	32.80

\* 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 Audited Results for the F.Y. 2022-23 and stock exchange data dated September 13, 2023.

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

Sr. No	Period	RONW (%)	Weights
1	Period ending March 31, 2023	37.45%	3
2	Period ending March 31, 2022	59.26%	2
3	Period ending March 31, 2021	51.72%	1
	<b>Weighted Average</b>	<b>50.16%</b>	<b>6</b>

**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/period
- 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	17.73
2.	As at March 31, 2022	43.52
3.	As at March 31, 2023	69.58
4.	NAV per Equity Share after the Issue	
	a) at floor Price	[●]
	b) at Cap Price	[●]
5.	Issue Price	[●]

\*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/period divided by weighted average number of equity shares outstanding at the end of the year/period
- 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

(₹ In lakhs)

Name of Company	Current Market Price (₹)	Face Value	EPS	PE	RoNW (%)	Book Value (₹)	Total Income (₹ In lakhs)
			Basic/Diluted				
Genx Diagnostics Limited	[●]	10	6.51	[●]	37.45%	69.58	2441.80
<b>Peer Group</b>							
Krsnaa Diagnostics Limited <sup>(i)</sup>	635.30	5	19.29	32.93	8.41%	235.28	50650.2
Vijaya Diagnostic Centre Limited <sup>(i)</sup>	474.90	1	8.26	57.49	15.59%	53.55	47337.34
Gian Life Care Limited <sup>(i)</sup>	24.90	10	1.03	24.17	7.04%	14.62	1261.7

## Notes:

- (i) Source – All the financial information for listed industry peers mentioned above is sourced from the Annual Reports of the aforesaid companies for the year ended March 31, 2023 and stock exchange data dated September 13, 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.
- (ii) 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 [●] 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 dated September 25, 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 Draft Red Herring Prospectus. Further, the KPIs herein have been certified by M/s R K Jagetiya & Co., Chartered Accountants, by their certificate dated September 25, 2023.

The KPIs of our Company have been disclosed in the sections titled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators” on pages 100 and 185, respectively. We have described and defined the KPIs as applicable in “Definitions and Abbreviations” on page 1 of this Draft Red Herring Prospectus.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilisation of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Issue, 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 <sup>(1)</sup>	2,428.10	2,172.71	1,293.06
EBITDA <sup>(2)</sup>	897.83	725.08	328.37
EBITDA Margin <sup>(3)</sup>	36.98%	33.37%	25.39%
PAT <sup>(4)</sup>	463.86	459.02	163.23
PAT Margin <sup>(5)</sup>	19.10%	21.13%	12.62%
RoE(%) <sup>(6)</sup>	46.08%	84.21%	72.15%
RoCE (%) <sup>(7)</sup>	26.47%	32.37%	32.44%

**Notes:**

- (1) Revenue from operation means revenue from sales, service and other operating revenues  
 (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	Genx Diagnostics Limited			Krsnaa Diagnostics Limited			Vijaya Diagnostic Centre Limited			Gian Life Care Limited		
	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 <sup>(1)</sup>	2,428.10	2,172.71	1,293.06	48,712.30	45,545.00	39,645.60	45922.27	46236.99	37674.57	1192.47	1592.97	1045.5
EBITDA <sup>(2)</sup>	897.83	725.08	328.37	12230.1	13147.6	34558.2	17998.99	20195.57	16370.87	182.28	602.26	305.17
EBITDA Margin (%) <sup>(3)</sup>	36.98%	33.37%	25.39%	25.11%	28.87%	87.17%	39.19%	43.68%	43.45%	15.29%	37.81%	29.19%
PAT <sup>(4)</sup>	463.86	459.02	163.23	6211.1	6839	18492.9	8520.7	11066.76	8512.65	106.37	437.12	201.72
PAT Margin (%) <sup>(5)</sup>	19.10%	21.13%	12.62%	12.75%	15.02%	46.65%	18.55%	23.93%	22.60%	8.92%	27.44%	19.29%
RoE(%) <sup>(6)</sup>	46.08%	84.21%	72.15%	8.73%	14.93%	1060.13%	16.77%	26.71%	26.89%	7.30%	36.91%	23.33%
RoCE (%) <sup>(7)</sup>	26.47%	32.37%	32.44%	11.64%	14.79%	73.72%	24.22%	34.48%	34.40%	10.25%	39.00%	29.59%

**Notes:**<sup>(1)</sup>Revenue from operation means revenue from sales, service and other operating revenues<sup>(2)</sup>EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income<sup>(3)</sup>'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations<sup>(4)</sup> PAT is calculated as Profit before tax – Tax Expenses<sup>(5)</sup>'PAT Margin' is calculated as PAT for the period/year divided by revenue from operations.<sup>(6)</sup> Return on Equity is ratio of Profit after Tax and Average Shareholder Equity<sup>(7)</sup> 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)

There has been no issuance of Equity Shares other than Equity Shares issued pursuant to a bonus issue on August 23, 2023, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

- b) The price per share of our Company based on the secondary sale/ acquisition of shares (equity shares)

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.

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

**Primary Transactions:**

Except as disclosed below, there have been no primary transactions in the 18 months preceding the date of this Draft Red Herring Prospectus:

Date of Allotment	No. of equity Shares allotted	Face value per Equity share (₹)	Issue price per Equity share (₹)	Nature of allotment	Nature of consideration	Total Consideration (in ₹ lakhs)
August 23, 2023	53,39,997	10	Nil	Bonus Issue in the ratio of 3:1	Other than Cash	Nil

**Secondary Transactions:**

Except as disclosed below, there have been no secondary transactions by the Promoters, members of the Promoter Group or shareholder(s) having the right to nominate director(s) in the Board of Directors of our Company are a party to the transaction, in the last three years preceding the date of this Draft Red Herring Prospectus:

Date of transfer	Name of transferor	Name of transferee	No. of Equity shares	Price Per Equity Share (₹)	Adjusted Price per equity share	Nature of transaction	Total Consideration (₹ in lakhs)
August 23, 2023	Dr. Biswajit Mohanty	Babita Mohanty	1000	-	-	Share Transfer by way of Gift	-
		Ranjit Kumar Mohanty	1000	-	-		-
	Sunil Kumar Rout	Anil Kumar Rout	500	-	-		-
		Priyadarshini Pal	500	-	-		-

Weighted average cost of acquisition & Issue price

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Issue price* (i.e. ₹ [●])	Issue price* (i.e. ₹ [●])
Weighted average cost of acquisition of primary / new issue as per paragraph 8(a) above.	NA^	NA^	NA^

*Genx Diagnostics Limited*

<b>Types of transactions</b>	<b>Weighted average cost of acquisition (₹ per Equity Shares)</b>	<b>Issue price* (i.e. ₹ [●])</b>	<b>Issue price* (i.e. ₹ [●])</b>
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph 8(b) above.	NA^^	NA^^	NA^^
Weighted average cost of acquisition of primary issuances /secondary transactions as per paragraph 8(c) above	NIL	[●] times	[●] times

**Note:**

^There were no primary/ new issue of shares (equity/ convertible securities) as mentioned in paragraph 8(a) above, in last 18 months from the date of this Draft Red Herring Prospectus.

^^There were no secondary sales / acquisition of shares of shares (equity/ convertible securities) other than Shares transfer on in last 18 months from the date of this Draft Red Herring Prospectus.

\* To be updated at Prospectus stage.

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 [●], all editions of Hindi national newspaper [●] and Bhubaneswar edition of Regional newspaper [●] where the registered office of the company is situated each with wide circulation.

The Price Band/ Floor Price/ Issue Price shall be determined by our Company in consultation with the BRLM and will be 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 100, 28 and 148 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 SPECIAL TAX BENEFITS**

To,

**The Board of Directors,  
Genx Diagnostics Limited**

Plot No.1, BDA, Chandrashekharpur District Centre, Bhubaneswar, Khordha 751016, Odisha, India.

**Sub: Statement of Special Tax Benefits (“The Statement”) available to Genx Diagnostics Limited (the “Company”) pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) and the Companies Act, 2013, as amended (the “Act”).**

Dear Sirs/ Madam,

We hereby report that the enclosed annexure prepared by the management of Genx Diagnostics Limited, states the special tax benefits available to the Company and the shareholders of the Company under the Income-Tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the “GST Act”) 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 business imperatives which the Company may face in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and do not cover any general tax benefits available to the Company. Further, the preparation of enclosed statement and the contents stated therein is the responsibility of the Company’s management. We are informed that, this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of Equity shares (“the Issue”) by the Company.

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

- a) The Company or its shareholders will continue to obtain these benefits in future; or
- b) The conditions prescribed for availing the benefits have been/would be met.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

**Limitations:**

Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, 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. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft offer document/ offer document or any other issue related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

This statement has been prepared solely in connection with the Proposed Issue by the Company under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

**For R K Jagetiya & CO.**

Chartered Accountant

**FRN:** - 146264W

Sd/-

**(Ravi K Jagetiya)**

Proprietor

**M. No.** 134691

**Place:** Mumbai

**Date:** September 25, 2023

**UDIN:** 23134691BGWLSJ9985

**ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS**

*The information provided below sets out the special tax benefits available to the Company and the Equity Shareholders under the Income Tax Act, 1961 presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.*

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

The Company is not entitled to any special direct tax benefits under the Income Tax Act, 1961

**B. SPECIAL INDIRECT TAX BENEFITS TO THE COMPANY**

- a) The company is engaged in providing pathological services which comes under the category of health care services and therefore exempted from GST.
- b) No special indirect tax benefits are available to the Company.

**C. SPECIAL DIRECT AND INDIRECT TAX BENEFITS TO THE SHAREHOLDERS**

The Shareholders of the Company are not entitled to any special tax benefits under the Income Tax Act, 1961 and GST Act.

**Notes:**

1. The above Annexure of special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.
2. The above annexure covers only the special tax benefits under the Act, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This Annexure also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.
3. The above Annexure of special tax benefits is as per the current direct tax laws relevant for the assessment year 2023-24. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws.
4. In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement, if any, entered into between India and the country in which the non-resident has fiscal domicile.
5. A new Section 115BAA has been inserted by the Taxation Laws (Amendment) Act, 2019 ('the Amendment Act, 2019') with effect from Financial Year 2019-20 granting an option to domestic companies to compute corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and cess of 4%), provided such companies do not avail specified exemptions/ incentives. The option under section 115BAA of the Act once exercised cannot be subsequently withdrawn for any future financial year. The Amendment Act, 2019 further provides that domestic companies availing such option will not be required to pay Minimum Alternate Tax ('MAT') under Section 115JB. The CBDT has further issued Circular 29/2019 dated October 02, 2019 clarifying that since the MAT provisions under Section 115JB itself would not apply where a domestic company exercises option of lower tax rate under Section 115BAA, MAT credit would not be available.

In such a case, the Company is not allowed to claim any of the following deductions/ exemptions under the Act: -

- ✓ Deduction under the provisions of Section 10AA.
  - ✓ Deduction under clause (iia) of sub-section (1) of Section 32 (additional depreciation).
  - ✓ Deduction under section 32AD or Section 33AB or Section 33ABA
  - ✓ Deduction under section 35AD or Section 35CCC
  - ✓ Deduction under section 80G
6. Lower corporate tax rate under Section 115BAA of the Act and Minimum Alternate Tax ('MAT') credit under section 115JAA of the Act which are in general available and hence may not be treated as special tax benefits.

7. The Company has evaluated and decided not to exercise the option permitted under Section 115BAA of the Act for the purpose of computing its income-tax liability for the Financial Year 2020-21 to Financial Year 2021-22, however, the same option to exercise has been considered by the Company in Financial Year 2022- 23 and accordingly current tax provisions has been calculated
8. This Annexure is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.
9. 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 changes from time to time. We do not assume responsibility to update the views consequent to such changes.

**For R K Jagetiya & CO.**

Chartered Accountant

**FRN:** - 146264W

Sd/-

**(Ravi K Jagetiya)**

Proprietor

**M. No.** 134691

**Place:** Mumbai

**Date:** September 25, 2023

**UDIN:** 23134691BGWLSJ9985

**SECTION V – ABOUT THE COMPANY**

**INDUSTRY OVERVIEW**

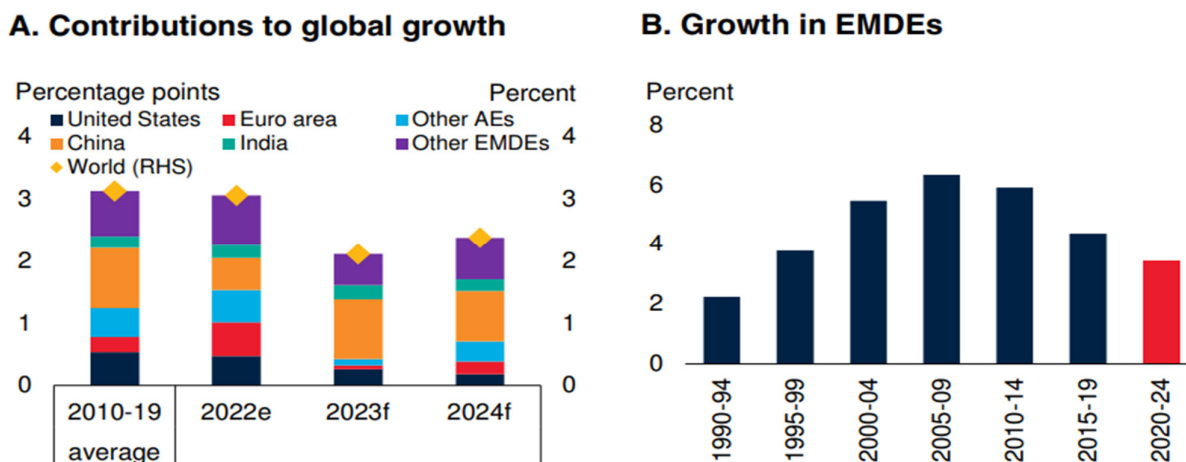
The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with the issue has independently verified the 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 ECONOMIC OVERVIEW**

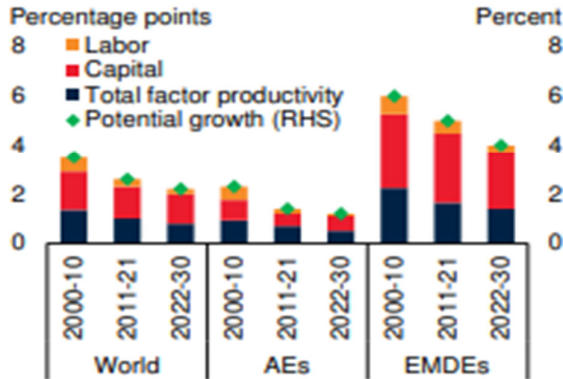
The global economy remains in a precarious state amid the protracted effects of the overlapping negative shocks of the pandemic, the Russian Federation’s invasion of Ukraine, and the sharp tightening of monetary policy to contain high inflation. The resilience that global economic activity exhibited 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 1.1.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 (Emerging Market and Developing Economies) is expected to average just 3.4 percent, one of the weakest half-decades of the past 30 years (figure 1.1.B). This slowdown reflects both cyclical dynamics and the current trend of declining global potential output growth (figure 1.1.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 1.1.D).

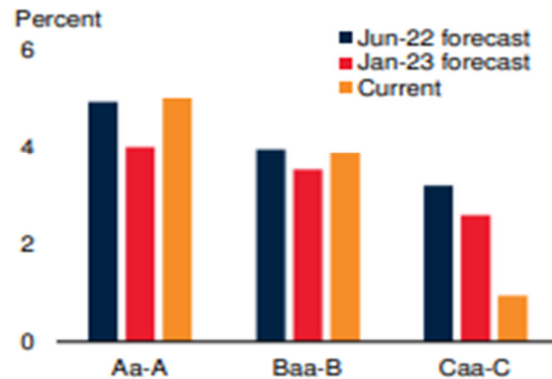
**FIGURE 1.1**



**C. Contributions to potential growth**



**D. EMDE growth in 2023, by credit rating**

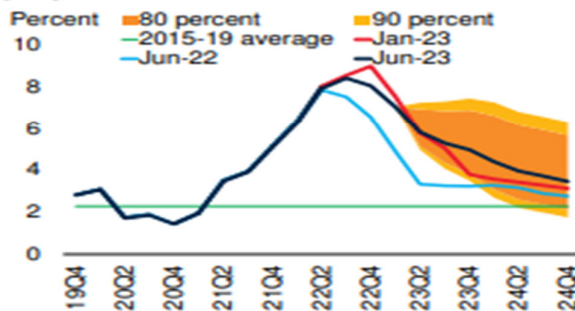


Inflation is expected to continue to be above its pre-pandemic level beyond 2024 (figure 1.1.E). That said, inflation expectations in most inflation targeting countries have so far not undergone a major shift and appear to remain anchored. Energy prices have eased considerably since their peak in 2022 on account of weaker global growth prospects and a warmer-than-expected Northern winter, which reduced natural gas and electricity consumption. Metal prices increased in early 2023, reflecting signs of a stronger-than anticipated recovery in China, but subsequently retraced those gains. Agricultural prices have been easing on the back of good production prospects for most crops.

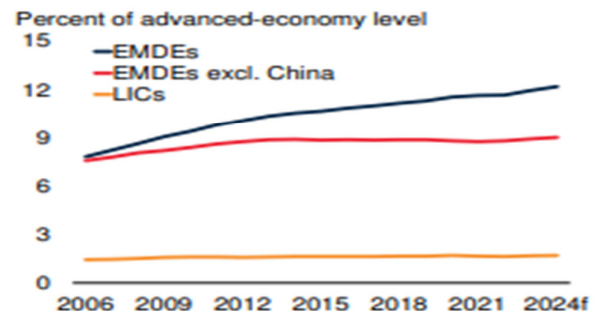
In all, global growth is forecast to slow from 3.1 percent in 2022 to 2.1 percent in 2023, before edging up to 2.4 percent in 2024. Relative to the January projections, this is 0.4 percentage point stronger in 2023 and 0.3 percentage point weaker in 2024. Greater-than-expected resilience of major economies at the end of 2022 and early in 2023 led to the overall upgrade to growth in 2023.

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 1.1.F). By 2024, economic activity in EMDEs will still be about 5 percent below levels projected on the eve of the pandemic.

**E. Model-based global CPI inflation projections**



**F. EMDE GDP per capita**

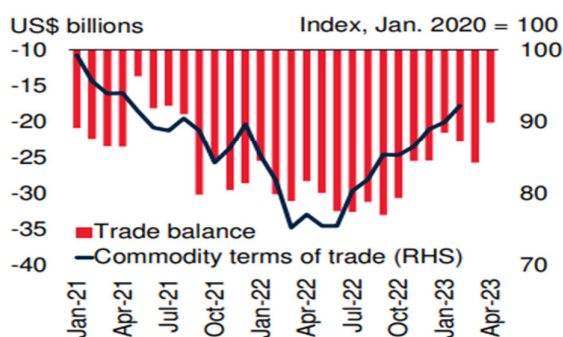


In 2022, South Asia (SAR) endured significant negative spillovers from rapid monetary policy tightening in advanced economies, weak growth in China, and the Russian Federation’s invasion of Ukraine. The peak impact of these shocks appears to have passed, and regional economic conditions have improved so far in 2023, however, the economic and financial consequence of these shocks persist. Terms of trade have become more favorable since the second half of 2022,

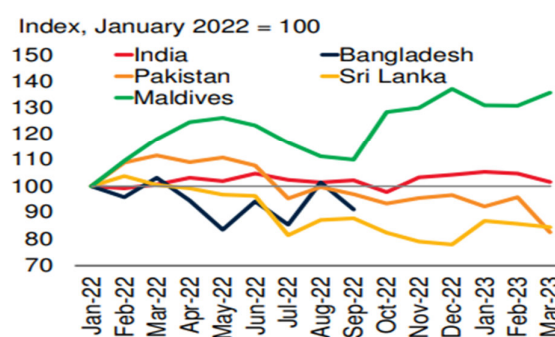
and large trade deficits caused by high import commodity prices have partially receded (figure 2.5.1.A). Maldives, the region's fastest-growing economy in 2022, benefited from sustained high levels of tourists from Europe, India, and Russia, and returning tourism from China since early this year (figure 2.5.1.B). Import restrictions imposed by several economies (Bangladesh, Nepal, Pakistan, Sri Lanka), which adversely affected economic activity, have been relaxed as external imbalances have improved and exchange rate pressures have eased. Food export bans, however, are expected to remain in place in Bangladesh, India, and Pakistan through 2023 despite falling global prices

In India, which accounts for three-quarters of output in the region, growth in early 2023 remained below what it achieved in the decade before the pandemic as higher prices and rising borrowing costs weighed on private consumption. However, manufacturing rebounded into 2023 after contracting in the second half of 2022, and investment growth remained buoyant as the government ramped up capital expenditure. Private investment was also likely boosted by increasing corporate profits. Unemployment declined to 6.8 percent in the first quarter of 2023, the lowest since the onset of the COVID-19 pandemic, and labor force participation increased. India's headline consumer price inflation has returned to within the central bank's 2-6 percent tolerance band.

**A. Merchandise trade balance and terms of trade**



**B. Manufacturing and tourism activity**



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

**INDIAN ECONOMIC OVERVIEW**

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

India's nominal gross domestic product (GDP) at current prices is estimated to be at Rs. 232.15 trillion (US\$ 3.12 trillion) in FY22. With more than 100 unicorns valued at US\$ 332.7 billion, India has the third-largest unicorn base in the world. The government is also focusing on renewable sources to generate energy and is planning to achieve 40% of its energy from non-fossil sources by 2030.

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

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.



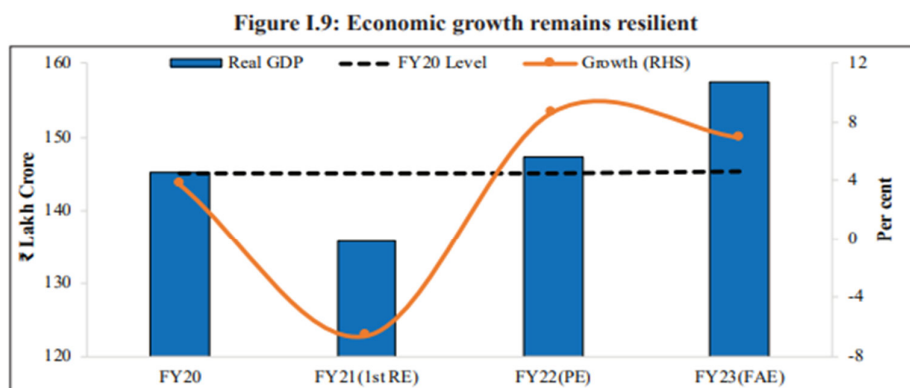
India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in FY 2022–23 (until August 2022), stood 46.8% higher than the same period last year. The ratio of revenue expenditure to capital outlay decreased from 6.4 in the previous year to 4.5 in the current year, signalling 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>

### Macroeconomic and Growth challenges in the Indian economy:

The impact of the pandemic on India was seen in a significant GDP contraction in FY21. The following year, FY22, the Indian economy started to recover despite the Omicron wave of January 2022. This third wave did not affect economic activity in India as much as the previous waves of the pandemic did since its outbreak in January 2020. Mobility enabled by localized lockdowns, rapid vaccination coverage, mild symptoms and quick recovery from the virus contributed to minimizing the loss of economic output in the January-March quarter of 2022. Consequently, output in FY22 went past its pre-pandemic level in FY20, with the Indian economy staging a full recovery ahead of many nations. The experience with the Omicron variant engendered a cautious optimism that it was possible to stay physically mobile and engage in economic activities despite the pandemic. FY23 thus opened with a firm belief that the pandemic was rapidly on the wane and that India was poised to grow at a fast pace and quickly ascend to the pre-pandemic growth path



Source: NSO, MoSPI

Note: AE stands for Advanced Estimates, PE stands for Provisional Estimates, RE stands for Revised Estimates

Source: <https://www.indiabudget.gov.in/economicssurvey/doc/eschapter/echap01.pdf>

### SERVICE INDUSTRIES IN INDIA

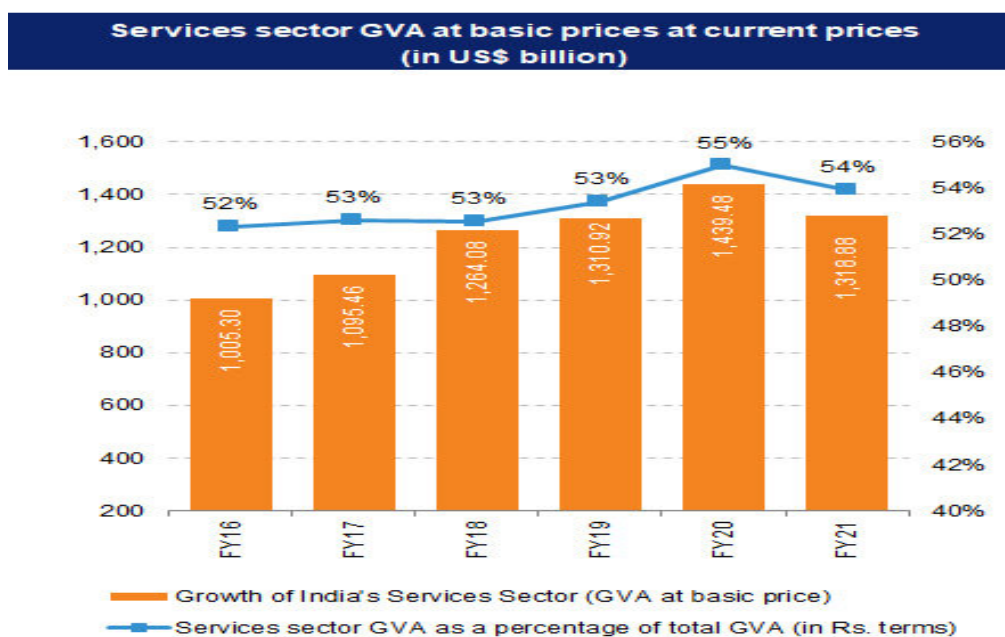
The services sector is not only the dominant sector in India's GDP, but has also attracted significant foreign investment, has contributed significantly to export and has provided large-scale employment. India's services sector covers a wide variety of activities such as trade, hotel and restaurants, transport, storage and communication, financing, insurance, real estate, business services, community, social and personal services, and services associated with construction. In order to enhance India's commercial services exports, share in the global services market from 3.3% and permit a multi-fold expansion in the GDP, the government is also making significant efforts in this direction.

The service sector has over 50% contribution to India's GDP, and it has witnessed a growth of 10.8% during the first half of 2021-22. The service sector has emerged as the highest employment generator with a 5-7% y-o-y growth in 2022. India is a unique emerging market in the globe due to its unique skills and competitive advantage created by knowledge-based

services. The Indian services industry, which is supported by numerous government initiatives like smart Cities, clean India, digital India are fostering an environment that is strengthening the services sector. The sector has the potential to open up a multi-trillion-dollar opportunity that might stimulate symbiotic growth for all nations.

Services export are projected to set a new record of US\$ 322.72 billion with a compound annual growth rate of 26.79% during FY23 as compared to FY22. India's service exports stood at US\$ 322.72 billion, whereas imports stood at US\$ 177.94 billion in April-March 2022-23. The services trade surplus for FY23 (April-March) \* is expected to be US\$ 144.78 billion, up from US\$ 107.52 billion in FY22 (April-March). India's service exports stood at US\$ 254.53 billion, whereas imports stood at US\$ 147.01 billion in FY22.

The services sector of India remains the engine of growth for India's economy and contributed 53% to India's Gross Value Added at current prices in FY22 (as per advance estimates). The services sector's GVA increased by 6.5% in the third quarter (2022-23), and it was the main driver of aggregate GVA growth (accounting for approximately 84% of total GVA growth). The services industry performed well in H2:2022-23, boosted by contact-intensive services and building activities. India's services sector GVA increased at a CAGR of 11.43% to Rs. 101.47 trillion (US\$ 1,439.48 billion) in FY20, from Rs. 68.81 trillion (US\$ 1,005.30 billion) in FY16. Between FY16 and FY20, financial, real estate and professional services augmented at a CAGR of 11.68% (in Rs. terms), while trade, hotels, transport, communication and services related to broadcasting rose at a CAGR of 10.98% (in Rs. terms). India 's IT and business services market is projected to reach US\$ 19.93 billion by 2025. In March 2023, the Manufacturing Purchasing Managers' Index (PMI) in India stood at 57.8. With the fastest growing (9.2%) service sector globally, the sector accounts for 66% share in India's GDP and generates about 28% of the total employment in India.



Both domestic and global factors influence the growth of the services sector. An extensive range of service industries have experienced double digit growth in recent years, supported by digital technologies and institutional frameworks made possible by the government. The ease of doing business in India has significantly increased for domestic and foreign firms due to considerable advancements in culture and the government outlook. Due to ongoing changes in the areas of lowering trade barriers, easing FDI regulations, and deregulation, India's services sector is poised to grow at a healthy rate in the coming years.

By 2025, healthcare industry is expected to reach US\$ 372 billion. India's digital economy is estimated to reach US\$ 1 trillion by 2025. By end of 2023, India's IT and business services sector is expected to reach US\$ 14.3 billion with 8% growth. The implementation of the Goods and Services Tax (GST) has created a common national market and reduced the overall tax burden on goods. It is expected to reduce costs in the long run on account of availability of GST input credit, which will result in the reduction in prices of services. India's software service industry is expected to reach US\$ 1 trillion by 2030.

Source: <https://www.ibef.org/industry/services>

## **HEALTHCARE SECTOR IN INDIA**

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 Centers (PHCs) in rural areas. The private sector provides majority of secondary, tertiary, and quaternary care institutions with major concentration in metros, Tier-I, and tier-II cities.

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

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

India's public expenditure on healthcare touched 2.1 % of GDP in FY23 and 2.2% in FY22, against 1.6% in FY21, as per the Economic Survey 2022-23.

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

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

The e-health market size is estimated to reach US\$ 10.6 billion by 2025. As per information provided to the Lok Sabha by the Minister of Health & Family Welfare, Dr. Bharati Pravin Pawar, the doctor population ratio in the country is 1:854, assuming 80% availability of 12.68 lakh registered allopathic doctors and 5.65 lakh AYUSH doctors.

Between April 2000-June 2022, FDI inflow for the drugs and pharmaceuticals sector stood at US\$ 19.90 billion, according to the data released by Department for Promotion of Industry and Internal Trade (DPIIT). During 2022-23 (up to December 2022) Foreign Direct Investment, (FDI) inflow in India stood at US\$ 36,746 million.

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

1. In the Union Budget 2023-24:
  - Under the Union Budget 2023-24, the Ministry of Health and Family Welfare has been allocated Rs. 89,155 crores (US\$ 10.76 billion), an increase of 3.43% compared to Rs. 86,200.65 crores (US\$ 10.4 billion) in 2021-22.
  - Pradhan Mantri Swasthya Suraksha Yojana (PMSSY) was allocated Rs. 3,365 crores (US\$ 0.41 billion).
  - Human Resources for Health and Medical Education was allotted Rs. 6,500 crores (US\$ 780 million).
  - National Health Mission was allotted Rs. 29,085 crores (US\$ 3.51 billion).
  - Ayushman Bharat – Pradhan Mantri Jan Arogya Yojana (AB-PMJAY) was allotted Rs. 7,200 crores (US\$ 870 million).
2. In July 2022, the World Bank approved a US\$ 1 billion loan towards India's Pradhan Mantri-Ayushman Bharat Health Infrastructure Mission
3. To promote medical tourism in the country, the government of India is extending the e-medical visa facility to the citizens of 156 countries.
4. In May 2022, the Union Government approved grants for five new medical colleges in Gujarat with a grant of Rs. 190 crores (US\$ 23.78 million) each. These colleges will come up in Navsari, Porbandar, Rajpipla, Godhra and Morbi.

5. In November 2021, the Government of India, the Government of Meghalaya, and the World Bank signed a US\$ 40-million health project for the state of Meghalaya. Project will improve the quality of health services and strengthen the state's capacity to handle future health emergencies, including the COVID-19 pandemic.
6. In September 2021, Prime Minister Mr. Narendra Modi launched the Ayushman Bharat Digital Mission. The mission will connect the digital health solutions of hospitals across the country with each other. Under this, every citizen will now get a digital health ID and their health record will be digitally protected.
7. In September 2021, the Telangana government, in a joint initiative with World Economic Forum, NITI Aayog and Health Net Global (Apollo Hospitals), launched 'Medicine from the Sky' project. The project will pave the way for drone delivery of life saving medicines and jabs in far-flung regions of the country.
8. According to a spokesperson, the Indian government is planning to introduce a credit incentive Programme worth Rs. 500 billion (US\$ 6.8 billion) to boost the country's healthcare infrastructure. The Programme will allow firms to leverage the fund to expand hospital capacity or medical supplies with the government acting as a guarantor and strengthen COVID-19-related health infrastructure in smaller towns.

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 Rs. 8.6 trillion (US\$ 132.84 billion) by FY22 from Rs. 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.ibef.org/industry/healthcare-india>

## **DIAGNOSTIC INDUSTRY IN INDIA**

Strong growth in revenue and operating margin during first half of the year boosted by pandemic, may help national level diagnostic firms to log FY 2021-22 with around 55% revenue growth and 800 basis point increase in operating margins, as per a report. As per a report by ICRA ratings, prices of diagnostic tests are expected to stabilize at current levels due to focus on volume growth and higher competitive intensity from unorganized players.

First half of FY 2021-22 witnessed a 74% increase in revenue for diagnostic industry led by players like Lal Pathlabs, Thyrocare Technologies, SRL, Metropolis Healthcare, Vijaya Diagnostic Centre, Krsnaa Diagnostics. Growth was partly due to low base and partly due to demand for COVID tests as active cases touched peak in May 2021, while non COVID tests slipped.

Realization improved due to better volume mix despite regulated pricing on COVID tests in first half of FY2021-22. As per the report Industry is set to close the year with a 55% annualized revenue growth which is likely to moderate in the second half, while for regional players' revenue growth is estimated at 8-10%.

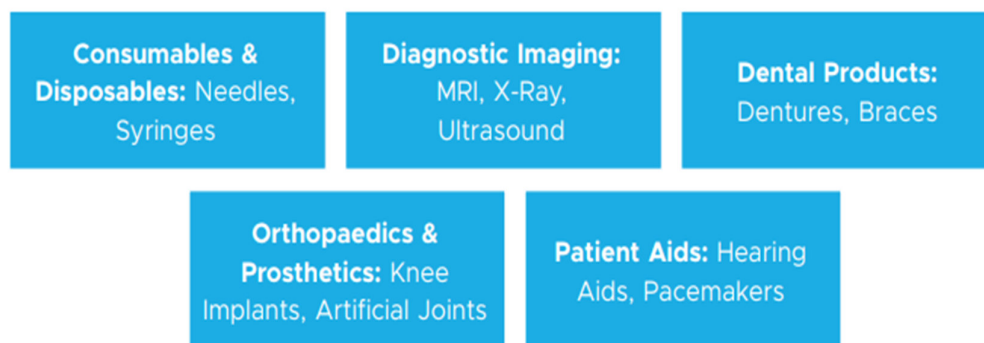
The rating agency expects operating margin levels to improve sharply to 30-32% in FY22 compared to 27.2% reported in FY21. And likely to stabilize to 29-30% during FY23 due to focus on volume growth against the existing pricing pressure. Long term debt requirements are expected to be limited given the lower capex needs. Net debt level to remain negative for the national level diagnostic players in the near term due to sizeable cash balances and healthy accruals.

Source: <https://www.ibef.org/news/diagnostic-industry-may-log-55-revenue-growth-in-fy22-says-report>

India's diagnostics market is currently valued at USD 4 Billion. The share of the organized sector in this segment is almost 25% (15% in labs and 10% in radiology). The diagnostics market expected to grow at a CAGR of 20.4% to reach USD 32 Billion by 2022.

Currently, India is the 4th largest medical devices market in Asia, after Japan, China, and South Korea. It is also among the top 20 markets globally. There are over 6,000 types of medical devices in India. Presently, it is estimated that India imports nearly 86% of its medical devices. In particular, the country is dependent on imports for higher-end medical products such as cancer diagnostics, medical imaging tools, ultrasonic scans and PCR technologies.

Four classes (A, B, C and D) of medical devices are manufactured in India as per the Global Harmonization Task Force Rules. The manufacturing value chain for the high-end medical devices (C and D) is led by multinational companies that have extensive service networks in India. This segment has over 90% dependency on imports and therefore also provides considerable opportunities for investment to devise a focused approach for minimizing the trade deficit. Classes A and B, on the other hand, which are relatively less technologically advanced, are produced largely by domestic manufacturers. Most of the Indian manufacturers of these devices are Micro, Small & Medium Enterprises (MSMEs) with an average turnover of USD 450-500 Million.



**Figure 4: Key Segments under Medical Devices<sup>11</sup>**

**Source:** [https://www.niti.gov.in/sites/default/files/2023-02/InvestmentOpportunities\\_HealthcareSector.pdf](https://www.niti.gov.in/sites/default/files/2023-02/InvestmentOpportunities_HealthcareSector.pdf)

## **DRIVERS OF GROWTH**

In the area of medical diagnostics, India currently has only 2,700 mammograms installed, less than 5% of the mammograms available in the US. Similarly, India has only 120 PET-CT scanners, with most of them concentrated in the metropolitan cities. Further, only 30% of cancer centers have advanced imaging technologies.

With the Government emphasizing early diagnosis of NCDs through initiatives like the HWCs, there is an increased demand for medical devices, including for the purpose of large-scale screening. Implementing comprehensive screening programmes as well as targeting specific disease profiles, which are relevant for the indigenous population, and specific communities, can enable early detection of diseases like cancers of the breast, cervix and prostate.

With respect to the availability of treatment services, similar gaps exist as up to 60% of health facilities are concentrated in a handful of large cities across the country. Presently, 30%-35% patients in India undergo surgery compared to 60%-65% globally. Similarly, only 15%-20% of patients in India undergo radiation therapy as against 40%-50% globally. Correcting the skewed spread and density of radiotherapy installations across Government establishments and encouraging the installation of linear accelerators in private institutes, in PPP mode, will help reduce the gap in overall cancer care.

India currently has 1.3 hospital beds per 1,000 populations. There is also a shortage of skilled health workers, with 0.65 physicians per 1,000 people (the World Health Organization standard is 1 per 1,000 people) and 1.3 nurses per 1,000 people.

An additional 3 Million beds will be needed for India to achieve the target of 3 beds per 1,000 people by 2025. Further, another 1.54 Million doctors and 2.4 Million nurses will be required to meet the growing demand for healthcare in India. Demand will also be created on account of the expansion of initiatives like Ayushman Bharat (PM-JAY) which will boost requirements for health personnel not only in larger cities but also Tier 2 and Tier 3 cities and villages. India will therefore need to increase the numbers of trained health personnel across various categories to achieve a ratio of at least 2.5 doctors and 5 nurses per 1,000 people by 2034.

Certain demographic and epidemiological trends are likely to boost the demand for healthcare as well as influence the nature of health services demanded in the years to come.

One such trend is rising income which could result in around 73 Million households moving into the middle-class category in India over the next 10 years, thereby enhancing their purchasing power, including with respect to healthcare. It is expected that 8% Indians will earn more than USD 12,000 per annum by 2026.

Another important trend is the increase in life expectancy and ageing. Life expectancy in India is likely to exceed 70 years by 2022 and the country's population is projected to increase to 1.45 Billion by 2028, making it the most populous nation globally.

While on the one hand, India has the largest population of youth compared to any country in the world, on the other, the number of senior citizens (60+ years) is also growing. In fact, it is estimated that the share of senior citizens in India's population will double from 8.6% in 2011 to 16% by 2041. In 2050, India is expected to have 300 Million senior citizens.

Further, India is now faced with a dual burden of disease. While communicable diseases still account for a significant proportion of the disease burden (33% of Disability Adjusted Life Years [DALYs] lost), a rising morbidity and mortality cost is now attributable to NCDs (55% of [DALYs] lost). India currently has around 60 Million diabetics, a number that is expected to swell to 90 Million by 2025. It is estimated that every fourth individual in India aged above 18 years has hypertension. Nearly 5.8 Million Indians die from NCDs (heart and lung diseases, stroke, cancer and diabetes) every year. The rising NCD burden is estimated to cost India USD 4.58 Trillion before 2030.

Lifestyle disorders are on the rise due to a combination of rising incomes, accelerated pace of urbanization and increased life expectancy. The fat consumption in diets is increasing, which alongside reduced physical activity, is leading to an upswing in obesity, cardiovascular diseases and cancer.

An ageing population with a growing middle class and greater longevity will boost the demand for health services in India as well as increasingly favor wellness and preventative services. Additionally, an increase in the prevalence of lifestyle or chronic diseases coupled with higher purchasing capacity will enhance the demand for specialized healthcare. Health insurance coverage is also expected to increase significantly on account of rising income levels and urbanization.

Other important drivers of growth for India's healthcare sector will be enhanced adoption of telemedicine and other digital technologies in the post-COVID era as well as the emergence of PPP models in healthcare. Chains of private hospitals are increasingly foraying beyond the metropolitan cities into Tier 2 and Tier 3 cities as well. More and more private players are seeking accreditation and developing new healthcare models. Further, various States have launched innovative initiatives to attract PPP investments into the healthcare space.

Source: [https://www.niti.gov.in/sites/default/files/2023-02/InvestmentOpportunities\\_HealthcareSector.pdf](https://www.niti.gov.in/sites/default/files/2023-02/InvestmentOpportunities_HealthcareSector.pdf)

## **OUR BUSINESS**

*Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section “Forward-Looking Statements” for a discussion of the risks and uncertainties related to those statements and also the section “Risk Factors” for a discussion of certain factors that may affect our business, financial condition, or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the Twelve-month period ended March 31 of that year. In this section, a reference to the “Company” or “we”, “us” or “our” means Genx Diagnostics Limited.*

*All financial information included herein is based on our “Financial information of the Company” included on page 148 of this Draft Red Herring Prospectus.*

### **OVERVIEW**

Incorporated in 2016, our company is a diagnostic facility provider having a comprehensive range of diagnostic services and related healthcare tests to our customers which includes individuals, corporate clients, hospitals and other diagnostic centers. Our service portfolio includes diagnostic services with latest technologies under – (i) Radiology Segment such as CT scan, MRI, Ultrasound, X-ray, Intervention Radiology etc and (ii) Pathology segment such as Molecular Biology, Biochemistry, Histocytology, Microbiology etc. We have ensured accessibility of our services by establishing various diagnostic centers in Bhubaneswar and Chandrashekarapur in Khordha District and others in Sambalpur, Dhenkanal & Jagatsinghpur District of Odisha and strategically locating collection centers in neighboring districts.

We commenced our operations with a Diagnostic Centre in Bhubaneswar (Khordha District), Odisha. In 2021, we expanded by establishing another Diagnostic Centre in Jagatsinghpur District. Continuing our growth, we opened two additional Diagnostic Centres across Odisha in year 2022-23, and as on the date of this draft red herring prospectus, we are currently operating a total of five functional diagnostic centres. Additionally, we have an independent collection centre in Bhubaneswar. Furthermore, we have collaborated with 60 third-party authorized dealers (“Collection Centres”) across multiple locations state-wide. These authorized dealers efficiently collect specimens and deliver them to our diagnostic centres for testing.

As of August 31, 2023, we have 112 machines in the Pathology Department and 22 machines in the Radiology Department. Our team includes 08 radiologists, 07 pathologists, 57 technologists, and over 60 qualified professionals, comprising clinicians, technicians, and operators. We have accreditations such as National Accreditation Board for Testing and Calibration Laboratories (“NABL”) and National Accreditation Board for Hospitals & Healthcare Providers (“NABH”) by consistently investing in our equipment and technology platform. These recognitions not only distinguish us in the market but also instills confidence in our patients, medical partners, and stakeholders. To ensure the functionality and reliability of our diagnostic equipment, we procure our diagnostics equipments from reputable suppliers like Siemens Healthcare Private Limited, Bio Rad etc. These associations further ensure consistent functionality of our equipment through comprehensive maintenance contract (CMC) that include routine servicing and calibration, as well as annual maintenance contracts (AMC).

We provide a wide range of general and specialized pathology and radiology tests to address diverse diagnostic requirements. In fiscal year 2021, 2022 and 2023, our gross revenue from Pathology services was Rs. 820.05 lakhs, Rs. 1291.42 lakhs & Rs. 1168.61 lakhs respectively and our gross revenue from Radiology services was Rs. 627.38 lakhs, Rs. 971.62 lakhs & Rs. 1259.49 lakhs respectively. Our customer-centric approach aims to enhance service quality and customer satisfaction. To ensure convenience, we provide value-added services such as home specimen collection and multiple delivery and access options (SMS, email, and web portal) for test reports.

Our Company was founded by our promoters Dr. Biswajit Mohanty, Dr. Bikash Agrawala, and Sunil Kumar Rout. Their expertise in clinical biochemistry, radiology and administration has been pivotal to our growth. Dr. Biswajit Mohanty holds an MBBS degree from Odisha Council of Medical Registration (OCMR), complemented by a Doctor of Medicine in Biochemistry from Utkal University and has an experience of 31 years. Dr. Bikash Agrawala completed his MBBS program from Sambalpur University and pursued a Doctor of Medicine in Radiology Diagnosis from Dr. M.G.R. Medical University and has an experience of 18 years. Sunil Kumar Rout possesses an MBA degree from St Peters University and recently achieved a Doctor of Philosophy (D.Phil.) in the specialized area of health Sciences from Theophany University and has an experience of 17 years.

## Genx Diagnostics Limited

Our company and promoters have received many prestigious awards in the past that bear testimony to the customer confidence our products have gained over the years.

### Awards and Accreditations:

- Accreditation Certificate in accordance with ISO 15189:2012 by the National Accreditation Board for Testing and Calibration Laboratories (NABL).
- Compliance with NABH Certification standards for Medical Laboratory in the fields of Clinical Biochemistry, Pathology, Microbiology & Serology by the National Accreditation Board for Hospitals & Healthcare Providers (NABH).
- Best Productivity Excellence Award in 2020 for Innovation Management through Six Sigma, conferred by the Odisha State Productivity Council.
- Productivity Excellence Award in 2020 for TQM & Business Excellence, presented by the Odisha State Productivity Council.
- Times Health Icons: Time Health Excellence 2021 recognized Genx Diagnostics as the Best Diagnostic Laboratory.
- Times Health Icons: Time Health Excellence 2023 acknowledged Genx Diagnostics as the Best Diagnostic Laboratory.
- Certificate of Recognition as Covid Warriors from the Siddhartha TV network.

The following table sets forth a breakdown of our revenue from operations, as well as other key performance indicators, for the periods indicated:

<i>(Rs. In Lakhs except percentages and ratios)</i>			
Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Revenue from Operations <sup>(1)</sup>	2,428.10	2,172.71	1,293.06
EBITDA <sup>(2)</sup>	897.83	725.08	328.37
EBITDA Margin <sup>(3)</sup>	36.98%	33.37%	25.39%
Profit After Tax (PAT)	463.86	459.02	163.23
PAT Margin <sup>(4)</sup>	19.10%	21.13%	12.62%
Net Worth <sup>(5)</sup>	1,238.47	774.61	315.60
ROE <sup>(6)</sup>	46.08%	84.21%	72.15%
ROCE <sup>(7)</sup>	26.47%	32.37%	32.44%

#### Notes:

<sup>(1)</sup> Revenue from operation means revenue from services and other operating revenues

<sup>(2)</sup> EBITDA is calculated as Profit before tax + Depreciation + Interest Cost - Other Income

<sup>(3)</sup> 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations

<sup>(4)</sup> 'PAT Margin' is calculated as PAT for the year divided by revenue from operations.

<sup>(5)</sup> Net worth means the aggregate value of the paid-up share capital and reserves and surplus of the company.

<sup>(6)</sup> Return on Equity is ratio of Profit after Tax and Shareholder Equity

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

## **OUR COMPETITIVE STRENGTHS**

### ***Experienced leadership team with successful track record***

Our company relies on a dedicated and highly skilled staff, well-prepared to support our rapid growth. Our top management, comprising Dr. Bikash Agrawala, Sunil Kumar Rout, and Dr. Biswajit Mohanty, bring substantial experience and expertise to the organization. Dr. Bikash Agrawala boasts 18 years of experience in medical imaging, Sunil Kumar Rout specializes in General Administration and Logistics, and Dr. Biswajit Mohanty holds qualifications in clinical biochemistry and quality assessment. Collectively, they have played a pivotal role in our company's development, enhancing the productivity and efficiency of our services. Their leadership and guidance have been instrumental in navigating the evolving healthcare landscape, earning us a reputation among patients and medical practitioners in our region.

These founders are complemented by a professional management team that shares the same vision and values, working collaboratively to drive our growth. This management team brings substantial experience in the sectors we serve, allowing



us to seize market opportunities, develop and implement effective business strategies, meet client expectations, and proactively adapt to shifts in market conditions.

**Wide range of general and specialized tests using latest technology**

Our company provides a wide range of general and specialized diagnostic services under pathology segment such as Molecular Biology, Biochemistry, Histocytology, Microbiology etc. & radiology segment such as CT scan, MRI, Ultrasound, X-ray, Intervention Radiology etc. using latest technology. Our test portfolio covers disease screening, hormonal balance assessments, nutritional deficiency evaluations, and monitoring of lifestyle disorders. These tests have been developed over time, taking into account our experiences, patient requirements, and medical advancements. Our approach aims to address a wide range of customer demands, offering cost-effective test combinations. By maximizing test efficiency and affordability, we aim to improve the customer experience while increasing our average revenue per sample.

Below is our test and service wise gross revenue breakup for last three Financial Years:

*(Rs. In Lakhs except percentages)*

PARTICULARS	FY 2022-23	% to Total Sales	FY 2021-22	% to Total Sales	FY 2020-21	% to Total Sales
CT Scan	292.22	12.03%	326.64	14.43%	206.75	14.28%
MRI	486.17	20.02%	379.50	16.77%	269.39	18.61%
Ultrasound	341.24	14.05%	176.81	7.81%	95.66	6.61%
X-Ray/ECG	135.84	5.59%	88.66	3.92%	55.59	3.84%
Intervention Radiology	4.02	0.17%	-	0.00%	-	0.00%
<b>Radiology Total-A</b>	<b>1,259.49</b>	<b>51.87%</b>	<b>971.62</b>	<b>42.93%</b>	<b>627.38</b>	<b>43.34%</b>
Mol.Biology	75.77	3.12%	407.62	18.01%	212.34	14.67%
Biochemistry	742.46	30.58%	521.70	23.05%	-	0.00%
Histocytology	65.37	2.69%	42.64	1.88%	-	0.00%
Serology	-	0.00%	0.66	0.03%	-	0.00%
Microbiology	116.32	4.79%	121.68	5.38%	-	0.00%
Lab Test	168.69	6.95%	197.11	8.71%	607.71	41.99%
<b>Pathology Total-B</b>	<b>1,168.61</b>	<b>48.13%</b>	<b>1,291.42</b>	<b>57.07%</b>	<b>820.05</b>	<b>56.66%</b>
<b>Gross Total-A+B</b>	<b>2,428.10</b>	<b>100.00%</b>	<b>2,263.03</b>	<b>100.00%</b>	<b>1,447.43</b>	<b>100.00%</b>

\*Gross sales are excluding Discount allowed.

**Customer centric approach and focus on customer satisfaction**

In competitive diagnostic and health check market, our company's commitment revolves around a customer-centric approach. We recognize that quality and affordability are paramount for our clients. Our core mission is to provide the quality healthcare test services at reasonable prices, delivering the accurate and reliable test findings. Through latest equipment, skilled professionals, and stringent quality controls, we ensure the precision of our tests, while optimizing operational efficiency and embracing cost-effective practices to keep our services accessible.

To ensure convenience, we provide value-added services such as home specimen collection and multiple delivery and access options (SMS, email, and web portal) for test reports. We have implemented a Data-Based Server System to improve operational efficiency, simplifying procedures like patient registration and report generation. Patients can access their reports conveniently online. Our Company is active on various social media platforms like Facebook, Instagram etc. These platforms enable us to spread awareness of latest technological equipments and promote our offerings and enable us to connect with our target audience.

**Quality and Assurance**

Our commitment to upholding stringent quality standards serves as a substantial competitive advantage. With accreditation from both NABH and NABL, we consistently provide precise diagnostic services. This dedication not only distinguishes us in the market but also instills confidence in our patients, medical partners, and stakeholders. We prioritize continuous training, remain current with technological advancements, and refine our processes, thereby strengthening our reputation as a trusted diagnostic service provider. Our persistent dedication to quality establishes us as the preferred option for individuals seeking precise diagnostics. Furthermore, our active participation in external quality control assurance programs adds an additional layer of confidence in the quality of our services.

## **OUR BUSINESS STRATEGIES**

### **Continue to expand presence across various geographies**

Our strategic vision encompasses both geographical expansion and diversification across sectors. Leveraging our extensive expertise in deploying and managing diagnostic centers, we are dedicated to establishing presence in other states also. To achieve this, we are extending our reach into neighboring states, including key cities like Ranchi, Medinapur and Raipur, reflecting our dedication to broadening our footprint. For further details, see “*Objects of the Issue*” on page 73 of this Draft Red Herring Prospectus

We are also increasing efforts to raise brand awareness among healthcare professionals and the general public. Furthermore, to enhance accessibility and convenience for our valued customers, we are adding 60 new independent collection centers along with existing one center, thereby making a total of 61 independent collection centres along with current 60 third-party authorized dealers (“**Collection Centres**”) across multiple locations state-wide. In summary, our strategic vision revolves around growth, both in terms of geographical reach and diversification across sectors, with a focus on providing exceptional diagnostic services in the ever-evolving healthcare landscape.

### **Continue to recruit and retain skilled employees**

Our employees are one of our most important assets, we recognize that our employees are crucial to our organization, playing a pivotal role in our success. We offer a wide range of programs and benefits that contribute to both the personal and professional development of our employees. Our aim is to further reduce our employee attrition rate, retaining more of our highly skilled workforce as we expand in the future. This involves a steadfast dedication to providing them with an improved, safer, and healthier working environment.

### **Continue to Focus on Providing Customer Centric Services and Offerings**

We plan to increase the breadth of our diagnostic services by the adoption of new, cutting-edge diagnostic testing technology, as we believe this will expand our scope of diagnostic services and further enhance the reputation of our brand. We also intend to enhance our pathology and radiology test offerings by creating customized packages to our customers, based on customers’ age, sex and medical history, to cater to their specific needs.

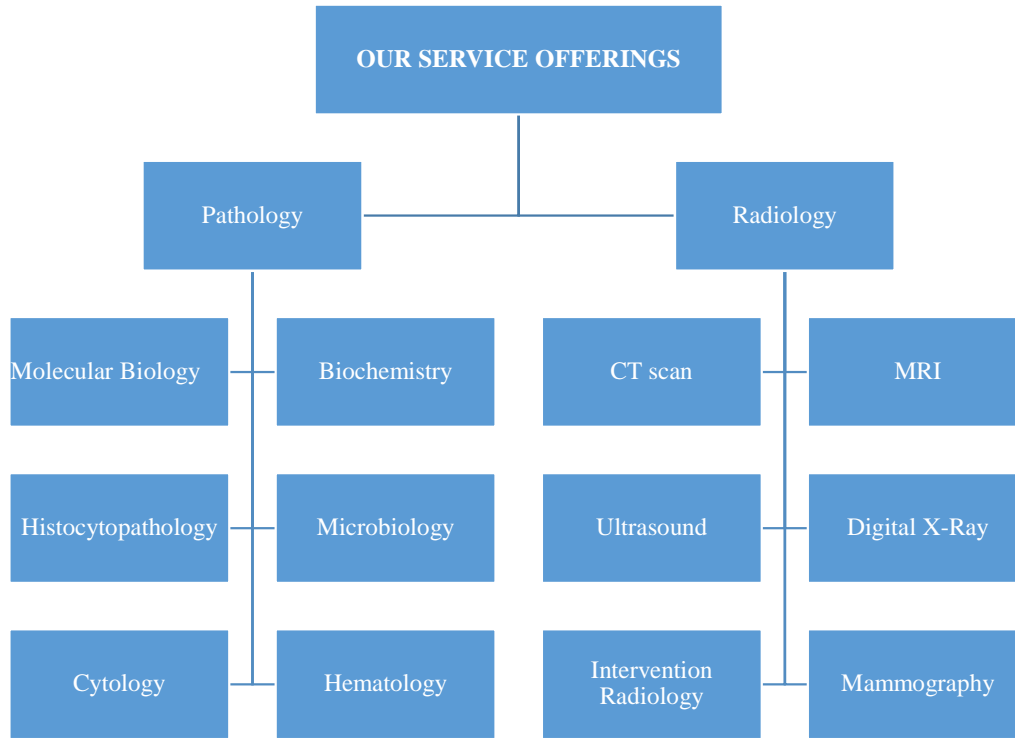
We expect that these packages will increase revenue per customer visit. We also intend to offer additional value added services, such as customer care services, increasing scope for home collection of specimens etc. We offer our patients a detailed test report which covers result trend analysis and patient specific interpretations and comments by our doctors in some cases. We also have a policy of ensuring conclusive diagnosis to our patients, even if it involves incurring additional costs for us, by way of re-checks and repeat specimen analysis.

### **Continue our focus on providing quality diagnostic and related healthcare tests and services**

The quality and reliability of our diagnostic and related healthcare tests and services are essential to our success, as we believe these are primary concerns to patients, hospitals and other healthcare providers and corporate customers. Accordingly, our commitment to the quality and reliability of our diagnostic healthcare services is fundamental to our corporate brand and strategy.

In addition, we will continue to upgrade our diagnostic equipment and technology in order to increase the efficiency of our processing capacity. We believe we gain access from our suppliers to advanced diagnostic technologies and equipment, which further enhance the quality and reliability of our diagnostic healthcare services. We will also continue to enhance the customer experience by further developing our online initiatives and leveraging our potential data analytics capabilities.

**OUR SERVICE PORTFOLIO**



**BREIF DISCRIPTION OF SERVICES**

**1. PATHOLOGY:**

Pathology involves analyzing tissues, organs, fluids, and cells to diagnose and understand various health conditions. Pathologists play a crucial role in identifying disease causes and guiding treatment decisions.

**Following are the list of some specialized test conducted by our company:**

- **Molecular Biology:** Molecular biology is a scientific discipline that explores the complicated processes happening at the molecular level.



Above equipments are used for testing molecular tests like reverse transcription polymerase chain reaction (RT-PCR), Covid-19, MTB complex detection etc.

- **Biochemistry:** Biochemistry tests measure substances (protein, sugar, oxygen, etc.) in blood and urine and are widely used in the diagnosis of diseases and the determination of treatment.



Vistro 5600 Chemical Analyzer is indeed used for a comprehensive range of biochemistry and hormonal tests, including Blood Sugar, Liver Function Tests (LFT), Renal Function Tests (RFT), Lipid Profile, and Thyroid Function Tests.



Above Cobas-e-411 is used for all Hormonal tests/ Immuno Assay Tests

- **Cytology:** Cytology is the study of individual cells, their structure, function, and behavior. It's often used in medical diagnostics, especially in cancer screening.
- **Histocytopathology:** Histocytopathology is a branch of medicine that involves the examination of tissues and cells at a microscopic level to diagnose diseases.
- **Microbiology:** Microbiology is the study of microorganisms, which are tiny living entities such as bacteria, viruses, fungi, and protozoa, helping us combat diseases.

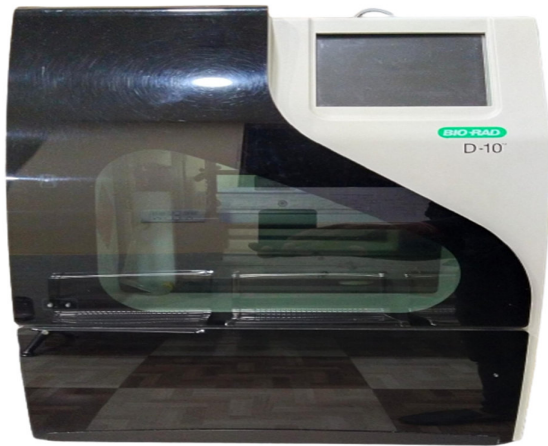


BACTEC-FF1313 used for blood culture system to detect infections



Incubator used for Incubation of samples

- **Hematology:** Hematology is the medical field dedicated to the study of blood and its components. It involves diagnosing and treating conditions like anemia, leukemia, and clotting disorders.



BioRad HPL-D10 is system used for analysis of hemoglobin variants, including HbA1C (glycated hemoglobin), HbA2 (a minor hemoglobin component), and HbF (fetal hemoglobin).



Yumizen H-500 is a cell counter used in the field of hematology for conducting Complete Blood Count (CBC) tests.

## 2. RADIOLOGY

Radiology is a medical specialty that focuses on the use of medical imaging techniques to diagnose and treat diseases and conditions within the human body like X-Rays, Ultrasounds, Mammography, MRI, CT Scan and Bone Mineral Density (BMD) scans.

**Following are the list of some radiology test conducted by our company:**

- **CT scan (Computed Tomography):** A CT scan is a medical imaging technique that uses X-rays and a computer to create detailed cross-sectional images of the body. It provides a comprehensive view of bones, organs and soft tissues.



CT scans for radiology purposes, specifically to diagnose and monitor cardiac conditions.

- **MRI (Magnetic Resonance Imaging):** MRI is a non-invasive imaging method that uses strong magnetic fields and radio waves to produce detailed images of the body's internal structures like the brain, muscles and organs

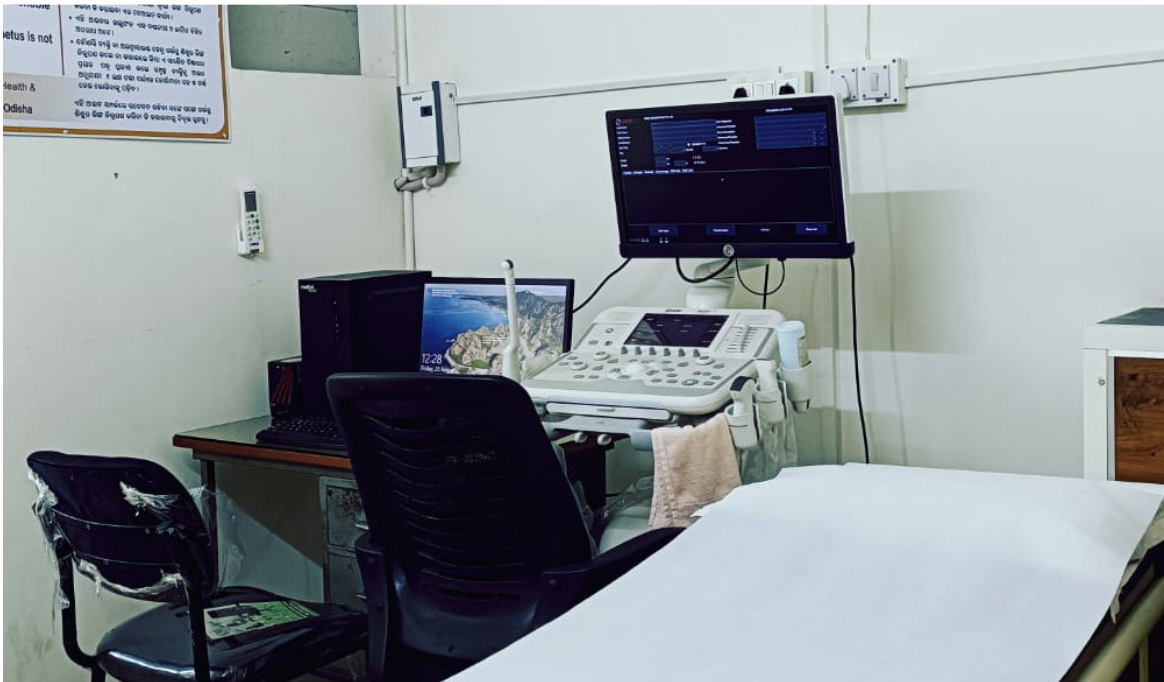


Open MRI to scan Clustrophobic Patients.



High Field MRI to get High Resolution Image

- **Ultrasound (Sonography):** Ultrasound imaging utilizes high-frequency sound waves to create real-time images of the body's internal organs and structures like abdomen.



Used For conducting ultrasound and imaging.

- **Digital X-Ray:** X-rays use electromagnetic radiation to produce images of the inside of the body. They are commonly used to diagnose bone fractures, dental problems, and lung conditions.
- **Mammography:** Mammography is a medical imaging technique specifically designed for the detection and evaluation of breast abnormalities, particularly breast cancer.



Used for conducting X-Ray



Used for scanning images of breasts

- **Intervention Radiology:** Interventional radiology is a specialized field of medicine that combines imaging techniques like X-rays, CT scans, and ultrasound with minimally invasive procedures to diagnose and treat various conditions.



To scan and examine cardiovascular diseases

**OUR LOCATION:**

Location	Address
<b>Registered Office &amp; Diagnostics Centre-I</b>	Plot No.1, BDA, Chandrashekharpur District Centre, Bhubaneswar, Khordha 751016 Odisha, India.
<b>Diagnostics Centre-II</b>	A-19, Saheednagar, (SCIVC Campus) Maharshi College Road, Bhubaneswar, Khordha 751007, Odisha, India.
<b>Diagnostics Centre-III</b>	Khata No. 1119/1265, Plot No. 112/4558, Mouza-Makundapur-252, Jagatsinghpur 754103 Odisha, India
<b>Diagnostics Centre-IV</b>	Ground Floor, Gouri Shankar Nursing Home, Basant Bihar, Jyoti Bihar, Burla, 768019, Odisha, India.
<b>Diagnostics Centre- V</b>	Plot No.- 2961, Mahabir Bazar, Kacheri Road, Dhenkanal 759001, Odisha, India.

**Registered Office & Diagnostic Centre-I**



**Diagnostics Centre-II**





## **OUR BUSINESS PROCESS**

### **Pre-Analytical Phase:**

- 1. Registration and Demographic Data Collection:** Patients are registered, and their demographic information is recorded. A unique identification (UID) is created, and the requested tests are noted for billing purposes.
- 2. Sample Collection:** Samples are collected from patients for diagnostic testing.
- 3. Barcode Generation:** Each sample is assigned a barcode for tracking purposes.
- 4. Data Storage:** Patient data is securely stored in the data storage server.
- 5. Sample Transfer:** Samples are transferred to the laboratory for processing.
- 6. Sample Acceptance/Rejection:** Samples are received by the lab and undergo acceptance or rejection based on quality and labeling. Accepted samples are prepared for processing.
- 7. Patient Preparation for Radiology Investigation:** For radiology procedures, patients are prepared, which includes obtaining consent, conducting skin tests, and monitoring vital signs.

### **Analytical Lab Phase:**

- 1. Start of the Day Preparation:** The lab begins the day by checking reagents and consumables, ensuring they are ready for use. Daily quality control (QC) checks are performed to ensure accuracy.
- 2. Sample Processing (Pathology):** Pathology samples are processed in accordance with the requested tests.
- 3. Patient Transfer (Radiology):** Patients are transferred to the radiology department for various imaging procedures such as MRI, CT scans, ultrasound (USG), X-rays, mammography etc.
- 4. Data Storage:** Data from radiology tests and pathology test are securely stored in the data storage server, and daily statements are generated.

### **Post-Analytical Phase:**

- 1. Report Verification:** Pathology reports are verified for accuracy and completeness.
- 2. Release of Reports:** Once verified, reports are released to patients or relevant authorities.
- 3. Turnaround Time (TAT):** TAT is calculated from the time the sample is received by the lab to when the report is generated.
- 4. Final Report Storage:** The final reports are stored securely in the Data-Based Server System for future reference.

## **QUALITY MANAGEMENT**

We have adopted a code of conduct for our clinical laboratories and other facilities designed to improve the processes for collection, handling, storage and transportation of patient specimens, as well as to assure accurate and timely test results and work environment of our employees in general. Our quality assurance efforts focus on proper identification of specimens, report accuracy, proficiency testing, reference range relevance and process audits for all of our diagnostic centres & collection centres. We also focus on credentials, training and competency of professional and technical staff, and we continue to implement initiatives to enhance our quality and standardization. We have accreditations such as NABL and NABH by consistently investing in our equipment and technology platform.

## **PRODUCTION AND INSTALLED CAPACITY**

As we are not a manufacturing company, thus installed production capacity or capacity utilization is not applicable on us.

## **COLLABORATION/TIE-UPS/JOINT VENTURES**

There are no collaborations, tie ups or joint ventures as on the date of this Draft Red Herring Prospectus

## **EXPORT AND EXPORT OBLIGATIONS**

Our Company does not have any export obligation as on the date of this Draft Red Herring Prospectus

## **SALES AND MARKETING**

We seek to utilize cost-efficient marketing to increase our patient base. Our marketing activities aims to increase our walk-in and home collection patients mainly through creating awareness of our health check-ups and wellness initiatives and the convenience of our home collection services. We also continue to target corporate and institutional customers and continue to develop our business through social media and our online initiative like Facebook, Instagram & you tube. We also provide various schemes, incentives and health checkup plans for the individual customers' in order to attract more walk-in customers and patients. As a part of our marketing strategy, we employ various marketing techniques including advertisement through hoardings and display boards. Our sales & distribution network is aided by our capable in-house sales and marketing team of 08 employees. Our marketing/advertising expenses were Rs 16.11 lakhs, Rs. 12.92 lakhs and Rs. 5.62 lakhs respectively for the Fiscal Year 2023, 2022 and 2021.

## **COMPETITION**

Our business is highly competitive and we face competition from organized as well as unorganized providers. We also compete with many regional reference laboratories and local private laboratories. We believe that our experience in this business and quality assurance will be the key to overcome competition posed by such players. Being a competitive market, there are number of competitors offering services similar to us like Krsnaa Diagnostics Limited, Vijaya Diagnostic Centre Limited, Gian Life Care Limited etc. We believe that the principal factors affecting competition in our business include client relationships, reputation, and service quality, reliability on the test reports, relative quality and price. Our continued success depends on our ability to compete effectively against our existing and future competitors. With the entry of the new competitors, our ability to retain our existing clients and to attract new clients is critical to our continued success.

## **UTILITIES & INFRASTRUCTURE FACILITIES**

**Consumables** - The major components and equipment required at our laboratories are the testing apparatus, reagents & chemicals, X ray films, printing material and consumables such as the sample collection and sample handling equipment's. Most of the materials and the equipment's used in the testing purpose are derived from domestic sources. The suppliers are generally selected based on the quality, availability and price of material.

**Power** - The power requirements of the Company for running the office, systems and diagnostic centres is procured from the State Electricity Boards. Apart from this, we have a 200 KVA DG set installed within our premises to ensure uninterrupted power supply at Diagnostics Centre-II.

**Water** - Water is required for human consumption and adequate water sources are available. The requirements are fully met at the existing premises through local supplies.

## **INFORMATION TECHNOLOGY**

We use an information system to facilitate the flow of information among all our business functions, thereby ensuring quick decision making of key business processes and other routine functions. We aim to avoid duplication of efforts across different departments and thereby facilitating faster processing of work, payments and invoices. The IT system is used to store and manage all the clinical laboratory data, including all patient demographic and medical information and to track specimen collection, shipping and testing.

We have implemented a Data-Based Server System to improve operational efficiency, simplifying procedures like patient registration and report generation. Patients can access their reports conveniently online.

## **OUR EMPLOYEES**

As of August 31, 2023, we have 136 full time employees and 15 consultants. Our laboratory is managed by qualified scientific staff and supervised by a team of pathologists with specializations in relevant fields of laboratory medicine.

The following table sets forth the number of our employees as of August 31, 2023:

<b>Sr.</b>	<b>Manpower Details</b>	<b>Number of Staff</b>
1	Key Members	5
2	Sales & Marketing	8
3	Technologist	57

*Genx Diagnostics Limited*

4	Support Staff	66
<b>Total Employees Strength</b>		<b>136</b>
5	Consultants (Radiology)	8
6	Consultants (Pathology)	7
<b>Total Consultant</b>		<b>15</b>

**INSURANCE**






Our business operations involve various risks that, if left uninsured, could have adverse effects on our business and operational results. We maintain several insurance policies to mitigate risks, including vehicle insurance, Professional Indemnity for Doctors (Special Drive) Policy, IFFCO Tokio Bharat Laghu Udyam Suraksha Policy for Building, Furniture & Fixtures, Plant & Machinery, Fittings, and medical equipment at our diagnostic centers in Chandrashekharpur, Jagatsinghpur, and Saheednagar. We also have IFFCO Tokio Burglary and House Breaking Insurance Policy for our diagnostic centers in Chandrashekharpur and Jagatsinghpur, specifically covering burglary and housebreaking perils.

For our diagnostic centers situated in Dhenkanal and Burla, Sambalpur, we have obtained the "Office & Professional Establishment Protector Insurance Policy (Sookshma Udyam)" to safeguard us specifically against Fire and Allied Perils, Burglary and Other Perils, Money, and Public Liability. In addition to these policies.

We believe that our current level of insurance is adequate for our business and consistent with industry practice, and we have not historically experienced a loss in excess of our policy limits. In the future, we may face challenges in obtaining insurance coverage that comprehensively addresses the inherent risks in our business. Moreover, if insurance is available, it may come at rates that we deem commercially unreasonable.

**INTELLECTUAL PROPERTIES:**

The details of trademark used by our Company are: -

S. No.	Brand name/ Logo Trademark/Copyright	Class	TM Category	Owner	Trademark Number/ Registration Certificate Number	Issuing Authority	Date of Application	Status
1.		42	Device	Sunil Kumar Rout*	Application No.: 4500081 Certificate Number: 3100194	Registrar of Trademark	May 12, 2020	Registered
2.		5	Device	Genx Diagnostics Private Limited	Application No.: 5464983	Registrar of Trademark	May 27, 2022	Objected
3.		10	Device	Genx Diagnostics Private Limited	Application No.: 5464984 / Certificate Number:3236239	Registrar of Trademark	May 27, 2022	Registered
4.		41	Device	Genx Diagnostics Private Limited	Application No.: 5460725/ Certificate Number: 3234411	Registrar of Trademark	May 24, 2022	Registered
5.		44	Device	Genx Diagnostics Private Limited	Application No.: 5460724/ Certificate Number: 3144582	Registrar of Trademark	May 24, 2022	Registered

*\*The said trademarks are registered in the name of Sunil Kumar Rout, our Promoter, Whole Time Director, and is used by company vide No Objection Certificates.*

**IMMOVABLE PROPERTIES:**

Details of our Major properties are as follows:

Sr. No.	Details of Property	Owned/ Leased/ License	Purpose	Description of Purchase or Rent
1.	Plot No.1, BDA, Chandrashekharpur District Centre, Bhubaneswar, Khordha 751016 Odisha, India.	Rented	Registered Office & Diagnostics Centre-I	Rent Agreement dated August 01, 2023 between Sajalendu Malakar and Genx Diagnostics Private Limited
2.	A-19, Saheed Nagar, (SCIVC Campus) Maharshi College Road, Bhubaneswar, Khordha 751007, Odisha, India.	Rented	Diagnostics Centre-II	Memorandum of Understanding (MOU) dated April 25, 2016 between Saree Chaitanya Institute of Vaishnavic Culture and Genx Diagnostics Private Limited.
3.	Khata No. 1119/1265, Plot No. 112/4558, Mouza-Makundapur-252, Jagatsinghpur 754103 Odisha, India	Rented	Diagnostics Centre-III	Rent Agreement dated January 1, 2023 between Mr. Ramesh Chand Rout and Genx Diagnostics Private Limited
4.	Ground Floor, Gouri Shankar Nursing Home, Basant Bihar, Jyoti Bihar, Burla, 768019, Odisha, India.	Rented	Diagnostics Centre-IV	Rent Agreement dated June 1, 2023 between Dr Netrananda Dora and Genx Diagnostics Private Limited
5.	Plot No. - 2961, Mahabir Bazar, Kacheri Road, Dhenkanal 759001, Odisha, India.	Rented	Diagnostics Centre- V	Rent Agreement dated April 01, 2023 between Kedia Polyclinic (represented by – Deepak Kedia) and GenX Diagnostics Private Limited
6.	Ground Floor- 708 sq. Khata No. 701, Khatiyon No. 1166/4965, Plot No. 1246/1247, Mouza-Goilundi, Kamapalli Road, Berhampur Dist. - Ganjam, Odisha. India	Rented	Business expansion	Rent Agreement dated June 01, 2023 between Mr. Bhanuhansa Panda and Genx Diagnostics Private Limited
7.	Plot No. 1012, Khata No. 1039, Jagadhatripur, Jeypore, Odisha, India	Rented	Business expansion	Rent Agreement dated June 1, 2023 between Mrs Kadambini Tripathy and Genx Diagnostics Private Limited
8.	Shop No. C-111, 1st Floor, Vipul Plaza, Mz.- Sijua, Patrapara, Bhubneswar, Odisha- 751019, India	Rented	Independent Collection Centre	Rent Agreement dated Sept 13, 2022 between Saraswati Sahu and Genx Diagnostics Private Limited.

## **KEY REGULATIONS AND POLICIES**

The following description is a summary of certain sector specific laws currently in force in India, which are applicable to our Company. The information detailed in this section has been obtained from publications available in the public domain. The regulations set out below are not 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 statements below are based on the current provisions of Indian law, and the judicial and administrative interpretation thereof, which are subject to change or modifications by subsequent legislative, regulatory, administrative or judicial decisions.

For details of regulatory approvals obtained by us in compliance with the applicable regulations, see “**Government and Other Approvals**” on page 196 of this Draft Red Herring Prospectus.

### **LAWS RELATED TO OUR BUSINESS:** -

#### ***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. The Radiation Rules lay down various compliance measures regarding *inter alia* maintenance of radiation protection equipment and health surveillance of workers. The Radiation Rules also prescribe certain general safety guidelines, directives for emergency preparedness and accidents.

#### ***Atomic Energy (Safe Disposal of Radioactive Wastes) Rules, 1987 (“Radioactive Waste Rules”)***

Under the Radioactive Waste Rules, an 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

#### ***Indian Council of Medical Research Regulations–ICMR Guidelines for Good Clinical Laboratory Practices, 2021 (“GCLP”)***

The GCLP are guidelines provided by the Indian Council of Medical Research with the objective of promoting uniformity in maintaining quality of laboratory services, the first GCLP guidelines were released in the year 2008. GCLP 2021 aims to establish minimum criteria which should be followed by clinical and research laboratories involved in examining human samples, in routine healthcare delivery and clinical research, respectively. The GCLP 2021 provides guidelines with regards to (i) infrastructure; (ii) personnel training; (iii) equipment; (iv) examination processes; (v) sample storage and disposal; (vi) safety and hygiene measure; (vii) ethical considerations; and (viii) quality control and management.

#### ***Indian Council of Medical Research (“ICMR”) Guidelines for COVID-19 testing private laboratories in India (“ICMR Guidelines”)***

The guidelines laid down by ICMR for COVID-19 testing in private laboratories in India which was notified in the year 2020. The ICMR Guidelines stipulates that test to be conducted by a laboratory which has NABL accreditation for RT-PCR assay for RNA virus. The guidelines are with respect to (i) sample collection and testing guidelines (ii) reporting

protocols (iii) policy for sample storage and destruction; (iv) policy for sample storage and destruction; and (v) cost of the test.

***The Clinical Establishments (Registration and Regulation) Act, 2010 (“CERRA”)***

The CERRA is a central legislation that governs clinical establishments and provides for registration under it. It prescribes the minimum standards for facilities and services provided by clinical establishments. In terms of the CERRA, ‘clinical establishment’ specifically covers a hospital, maternity home, nursing home, dispensary, clinic, sanatorium or an institution by whatever name called that offers services, facilities requiring diagnosis, treatment or care for illness, injury, deformity, abnormality or pregnancy in any recognized system of medicine established and administered or maintained by any person or body of persons, whether incorporated or not, including a place established in connection with the diagnosis or treatment of diseases where pathological, bacteriological, genetic, radiological, chemical, biological investigations or other diagnostic or investigative services with the aid of laboratory or other medical equipment, are usually carried on.

The penalty provision under CERRA also covers anyone who contravenes any provision of CERRA for which no penalty is provided specifically, to be punished for the first offence with fine which may extend to ten thousand rupees, for any second offence with fine which may extend to fifty thousand rupees and for any subsequent offence with fine which may extend to five lakh rupees.

***The Clinical Establishments (Central Government) Rules, 2012 (“CECG Rules”)***

The CECG Rules *inter alia* provide conditions for registration and continuation of clinical establishments. In terms of the CECG Rules, clinical establishments are required to charge rates for each type of procedures and services within the range of rates determined by the Central Government and display the same in a local language as well as in English. Clinical establishments are required to maintain electronic records of patients and statistics, in accordance with the CECG Rules.

Certain States in India have framed rules under the CERC Act or under respective state legislation for clinical establishment, prescribing *inter alia* the powers of registration authority, procedure for registration of clinical establishments and applicable fee.

***Pre-Conception and Pre-Natal Diagnostic Techniques (Prohibition of Sex Selection) Act, 1994 (“PCNDT Act”) and the Pre-Natal Diagnostic Techniques (Regulation and Prevention of Misuse) Act, 1994 (“PNDT Act”)***

The PCNDT Act and PNDT Act prohibit sex selection, before or after conception, regulate the use of pre-natal diagnostic techniques by restricting their usage for the purposes of detecting genetic or metabolic disorders or 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.

***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.

***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.

***Atomic Energy Regulatory Board- Safety Code on Safe Transport of Radioactive Material AERB/NRF- TS/SC- 1, 2015 (“Transport Code”)***

The Transport Code which is based on the International Atomic Energy Agency regulations, regulates the transport of radioactive material in public domain. The basic requirement for the transport of radioactive material is that the package containing the material shall be designed and prepared in such a way that during the whole process of transport, the radioactive material remains contained to prevent contamination and remains shielded to avoid radiation exposure to cargo handlers and the public. The prime responsibility for ensuring compliance with the regulations lies with the consignor. Once the package is prepared as per the prescribed procedures, it can be transported by any mode.

***Atomic Energy Regulatory Board - Safety code on Nuclear Medicine Facilities dated November 4, 2010 (“Nuclear Medicine Code”)***

The Nuclear Medicine Code stipulates radiation safety requirements in handling radioactive materials for nuclear medicine applications in order to protect workers and members of the public from radiation exposure in excess of limits specified by the competent authority, reduce such radiation exposures to levels as low as reasonably achievable, ensure safe handling and physical security of radioactive materials, protect and manage radioactive waste and detect hazardous situations and initiate prompt remedial measures to mitigate such situations. The Nuclear Medicine Code mandates that nuclear medicine facilities should not be located in residential buildings and should *inter alia* have active rooms, wards and areas of source storage and handling marked with radiation symbol and a legend denoting active area and presence of a radiation hazard. The Nuclear Medicine Code also stipulates the qualification and responsibilities of employers, nuclear medicine physicians and nuclear medicine technologists.

***Radiation Surveillance Procedure for Medical Applications of Radiation, 1989 (“RSPM Notification”)***

The RSPM Notification was promulgated to ensure that procedures and installations involving radiation installations, radiation equipment and radioactive material are performed in conjunction with a pre-planned surveillance programme approved by the competent authority to ensure adequate protection. The RSPM Notification lays down that a license or an authorization from the competent authority must be procured by anyone handling radioactive material or radiation equipment. The RSPM Notification stipulates the working conditions that are to be ensured at every medical radiation installation and provides safety guidelines regarding *inter alia* design safety of equipment, planning of radiation installations, commissioning of radiation equipment and isolation and disposal of radioactive effluents or damaged radioactive material.

***Epidemic Disease Act, 1897 (“ED Act”)***

The ED Act is a central legislation that provides for the prevention of spread of a dangerous epidemic disease. It prescribes the powers to the State and Central Government to take special measures to prevent the spread of the epidemic. It also

provides for penalty and punishment for violation of the provisions of the ED Act, which includes any damage caused to healthcare service personnel and property.

***The Information Technology Act, 2000 (“Information Technology Act”)***

The Information Technology Act has been enacted to provide legal recognition for transactions carried out by means of electronic data interchange and other means of electronic communication, commonly referred to as "Electronic Commerce", which involve the use of alternatives to paper-based methods of communication and storage of information etc. Additionally, the said Act also provides for civil and criminal liabilities including fines and imprisonment for various computer-related offences. These include offences relating to unauthorized access to computer systems; it also recognizes contracts concluded through electronic means, creates liability for failure to protect sensitive personal data and gives protection to intermediaries in respect of third-party information liability. It also provides civil and criminal liabilities. The Information Technology Act also provides punishment for offences committed outside India. The Department of Information and Technology, under the Ministry of Communications and Information Technology, Government of India, has notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules 2011, which gives directions for the collection, disclosure, transfer and protection of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. The said rules also require the body corporate to provide a privacy policy for handling and dealing with personal information, including sensitive personal data.

***Consumer Protection Act, 2019 (“COPRA, 2019”)***

COPRA, 2019 has replaced the earlier Consumer Protection Act, 1986, seeking to provide better protection to the interests of consumers, especially in the digital age and to establish competent authorities for timely and effective administration and settlement of consumer disputes. COPRA, 2019 provides for establishment of a Central Consumer Protection Authority to regulate, amongst other things, matters relating to violation of rights of consumers, unfair trade practices and false or misleading advertisements which are prejudicial to the interests of public and consumers. The key features of the COPRA, 2019 include wider definition of “consumer”, enhancement of pecuniary jurisdiction, flexibility in e-filing complaints, imposition of product liability, wider definition of unfair trade practices, and provision for alternative dispute resolution. COPRA, 2019 provides for penalties for, amongst others, manufacturing for sale or storing, selling or distributing or importing products containing adulterants and for publishing false or misleading advertisements. The Consumer Protection (E-Commerce) Rules, 2020, issued under the COPRA, 2019 apply to, amongst other things, goods and services bought or sold over digital or electronic networks, all models of e-commerce and all forms of unfair trade practice across e-commerce models. They specify the duties of sellers, e-commerce entities and inventory e-commerce entities and the liabilities of marketplace e-commerce entities.

**LAWS RELATING TO THE SPECIFIC STATE WHERE OUR ESTABLISHMENT IS SITUATED**

***Odisha Shops & Establishments Act, 1956.***

The provisions of Odisha Shops and Establishments Act, 1956 regulates the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of inter alia registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures, and wages for overtime work. As per provisions of Sec. 4 of the Orissa Shops & Commercial Establishment Act, 1956, the employer of shop or commercial establishment located within Municipal Corporation /Municipality / NAC area and engaging one or more employee(s) has to apply for registration of his establishment within 30 days from its commencement. The Shops and Establishments Act regulates conditions of work, lists rights of employees in the unorganized sector and provides a list of obligations for every employer.

***Odisha State Tax on Professions, Trades, Callings and Employments Act of 2000***

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner.

**LABOUR AND EMPLOYMENT RELATED LAWS**



### ***Payment of Wages Act, 1936***

The Payment of Wages Act, 1936 as amended (the Payment of Wages Act) has been enacted to regulate the payment of wages in a particular form at regular intervals without unauthorized deductions and to ensure a speedy and effective remedy to employees against illegal deductions and / or unjustified delay caused in paying wages. It applies to the persons employed in a factory, industrial or other establishment, whether directly or indirectly, through a sub-contractor and provides for the imposition of fines and deductions and lays down wage periods. The Payment of Wages Act is applicable to factories and industrial or other establishments where the monthly wages payable are less than Rs. 6,500 per month.

### ***Equal Remuneration Act, 1976***

The Equal Remuneration Act, 1976, as amended (ER Act) provides for the payment of equal remuneration to men and women workers for same or similar nature of work and prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. Under the ER Act, no discrimination is permissible in recruitment and service conditions, except where employment of women is prohibited or restricted by law. It also provides that every employer should maintain such registers and other documents in relation to the workers employed by him/ her in the prescribed manner.

### ***Apprentices Act, 1961***

The Apprentices Act, 1961, as amended (the Apprentices Act) regulates and controls the programme of training of apprentices and matters connected therewith. The term Apprentice means a person who is undergoing apprenticeship training in pursuance of a contract of apprenticeship. Apprenticeship Training means a course of training in any industry or establishment undergone in pursuance of a contract of apprenticeship and under prescribed terms and conditions which may be different for different categories of apprentices. Every person engaging as an apprentice is required to enter into a contract of apprenticeship with the employer which is reviewed and registered by the apprenticeship advisor.

### ***Payment of Gratuity Act, 1972***

This act applies to all factories, mines, oilfields, plantations, ports and railway companies. But in the case of shops or establishments, other than those stated before, it applies to those organizations with 10 or more people employed on any day of the preceding 12 months. If the number of employee is below 10, the employer must still pay gratuities. Thus, no employer will be able to refuse gratuity under this act based on the number of employees. The act does not apply to apprentices and persons who hold civil posts under the Central Government or State Governments and are subjected to any other act or rule other than this act.

### ***Payment of Bonus Act, 1965***

The Payment of Bonus Act, 1965 is applicable to every establishment employing 20 or more employees. The said Act provides for payment of the minimum bonus specified under the Act to the employees. It further requires the maintenance of certain books and registers such as the register showing computation of the allocable surplus; the register showing the set on & set off of the allocable surplus and register showing the details of the amount of Bonus due to the employees. Further it also requires for the submission of Annual Return in the prescribed form (FORM D) to be submitted by the employer within 30 days of payment of the bonus to the Inspector appointed under the Act.

### ***Minimum Wages Act, 1948***

The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to this Act, in respect of which minimum rates of wages have been fixed or revised under the Act.

### ***Maternity Benefit Act, 1961***

The Maternity Benefit Act, 1961, as amended regulates the employment of pregnant women and ensures that they get paid leave for a specified period during and after their pregnancy. The Maternity Benefit Act is applicable to establishments in which 10 or more employees are employed, or were employed on any day of the preceding 12 months. Under the Maternity Benefit Act, a mandatory period of leave and benefits should be granted to female employees who have worked in the establishment for a minimum period of 80 days in the preceding 12 months from the date of her expected delivery. Such

### *Genx Diagnostics Limited*

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benefits essentially include payment of average daily wage for the period of actual absence of the female employee. The maximum period for which any woman shall be entitled to maternity benefit shall be 12 weeks, of which not more than six weeks shall precede the date of her expected delivery. Entitlement of six weeks of paid leave is also applicable in case of miscarriage or medical termination of pregnancy.

### ***Child Labour (Prohibition and Regulation) Act, 1986***

This statute prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Under this Act the employment of child labour in the building and construction industry is prohibited.

### ***Employees' State Insurance Act, 1948***

It is an Act to provide for certain benefits to employees in case of sickness, maternity and employment injury and to make provision for certain other matters in relation thereto. Whereas it is expedient to provide for certain benefits to employees in case of sickness, maternity and employment injury and to make provision for certain other matters in relation thereto; this Act requires all the employees of the establishment to which this act applies to be insured to the manner provided there under. The Employer and Employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the Employee State Insurance department.

### ***Employees (Provident Fund and Miscellaneous Provisions) Act, 1952***

The Employees Provident Funds and Miscellaneous Provisions Act, 1952 (PF Act), provides that every establishment employing more than 20 (twenty) persons, either directly or indirectly, in any other capacity whatsoever, is covered by the provisions of the PF Act. The employer of such establishment is required to make a monthly contribution matching to the amount of the employee's contribution to the provident fund. It is also mandatory requirement to maintain prescribed records and registers and filing of forms with the PF authorities. The PF Act also imposes punishments on any person who violate any of the provisions of the schemes made under the PF Act and specifically on employers who contravene or default in complying with certain provisions of the PF Act. If the person committing an offence is a company, every person, who at the time the offence was committed was in charge of the company, as well as the company, shall be deemed to be guilty of the offence and shall be liable to be prosecuted accordingly.

### ***Workmen's Compensation Act, 1923***

The Workmen Compensation Act, 1923 has been enacted with the objective to provide for the payment of compensation to workmen by employers for injuries by accident arising out of and in the course of employment, and for occupational diseases resulting in death or disablement. The WCA makes every employer liable to pay compensation in accordance with the WCA if a personal injury/disablement/loss of life is caused to a workman (including those employed through a contractor) by accident arising out of and in the course of his employment. In case the employer fails to pay compensation due under the WCA within one month from the date it falls due, the commissioner appointed under the WCA may direct the employer to pay the compensation amount along with interest and may also impose a penalty.

### ***Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013***

The Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (SHWPPR Act) provides for protection against sexual harassment at the workplace to women and prevention and redressal of complaints of sexual harassment. The SHWPPR Act defines-Sexual Harassment to include any unwelcome sexually determined behaviour (whether directly or by implication). Workplace under the SHWPPR Act has been defined widely to include government bodies, private and public sector organizations, non-governmental organizations, organizations carrying on commercial, vocational, educational, entertainment, industrial, financial activities, hospitals and nursing homes, educational institutes, sports institutions and stadiums used for training individuals. The SHWPPR Act requires an employer to set up an Internal Complaints Committee at each office or branch, of an organization employing at least 10 employees. The Government in turn is required to set up a Local Complaint Committee at the district level to investigate complaints regarding sexual harassment from establishments where our internal complaints committee has not been constituted.

### ***Trade Union Act, 1926 And Trade Union (Amendment) Act, 2001***

Provisions of the Trade Union Act, 1926 provides that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which is connected with the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a

trade union has to be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employees, or for imposing restrictive condition on the conduct of any trade or business etc.

## **TAXATION RELATED LAWS**

### ***Income-Tax Act, 1961***

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under it depending upon its Residential Status and-Type of Income involved. U/s 139(1) every Company is required to file its Income tax return for every Previous Year by 30th September of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Fringe Benefit Tax, Advance Tax, and Minimum Alternative Tax like are also required to be complied by every Company.

### ***Central Excise Act, 1944***

Excise duty is levied on production of goods but the liability of excise duty arises only on removal of goods from the place of storage, i.e., factory or warehouse. Unless specifically exempted, excise duty is levied even if the duty was paid on the raw material used in production.

### ***Indian Customs Act, 1962***

Customs duty is levied on imports into or exports from India vide Section 12 of the Customs Act, 1962 at the rates prescribed under the Customs Tariff Act, 1975 read with the relevant exemption notifications.

## **ENVIRONMENTAL LAWS**

### ***The Environment Protection Act, 1986 (the “Environment Protection Act”) and The Environment (Protection) Rules, 1986 (the “Environment Protection Rules”)***

The Environment Protection Act was enacted to act as an “umbrella” legislation designed to provide a framework for coordination of the activities of various central and state authorities established under previous laws. The Environment Protection Act authorises the Central Government to protect and improve environment quality, control, and reduce pollution.

The Environment Protection Rules framed under the Environment Protection Act lay down specific provisions regarding standards for emission or discharge of environmental pollutants, prohibition of carrying out industrial activities in certain geographical locations, procedures for function of environmental laboratories and submission of samples. The draft Environment (Protection) Amendment Rules, 2020 provide for regulations on use of membrane based water purification system which, if passed, shall be applicable to all filtration based purification or wastewater treatment system, where polymer based membrane is used and discarded at the end of its life.

### ***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 biomedical waste.

We are also required to submit an annual report to the prescribed authority and also to maintain records related to the generation, collection, storage, transportation, treatment, disposal, and/ or any form of handling of biomedical waste in accordance with the BMW Rules and the guidelines issued thereunder. The prescribed authority may cancel, suspend or refuse to renew an authorisation, if for reasons to be recorded in writing, the occupier/operator has failed to comply with any of the provisions of Environment Protection Act or BMW Rules.

### ***National Accreditation Board for Testing and Calibration Laboratories (“NABL”)***

### *Genx Diagnostics Limited*

The NABL is an autonomous body established under the aegis of Department of Science and Technology, Government of India. NABL provides government, regulators and the diagnostic industry with a scheme of laboratory accreditation through third-party assessment for formally recognizing the quality and technical competence of the testing and calibration of laboratories in accordance with International Organisation for Standardization Standards. NABL certification is a mandatory eligibility condition for diagnostic centres empanelment under the Central Government Health Scheme. Diagnostic laboratories which are not accredited by NABL may also participate in application and get empanelled under the Central Government Health Scheme but their empanelment shall be provisional till they are inspected by Quality Council of India or NABL, and are recommended for continuation of empanelment under the Central Government Health Scheme; however, there is no legal obligation to obtain certification from the NABL.

### ***Guidelines for Exchange of Human Biological Material for Biomedical Research Purposes, 1997 (“HBM Guidelines”)***

The HBM Guidelines, issued by the GoI, 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.

### ***Public Liability Insurance Act, 1991 (“PLI Act”)***

The PLI Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. The government by way of a notification has enumerated a list of hazardous substances. The owner or handler is also required to obtain an insurance policy insuring against liability under the legislation. The rules made under the PLI Act mandate that the owner shall contribute towards the environmental relief fund a sum equal to the premium paid on the insurance policies. The amount is payable to the insurer.

### ***Water (Prevention and Control of Pollution) Act, 1974***

The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set out by the concerned state PCB. The Water Act also provides that the consent of the concerned state PCB must be obtained prior to establishing any industry, operations or any treatment and disposal system, which is likely to discharge sewage or effluent into a water body.

### ***Water (Prevention and Control of Pollution) Cess Act, 1977***

The Water Cess Act has been enacted to provide for the levy and collection of a cess on water consumed by persons carrying on certain industries by local authorities constituted under the Water Act, with a view to augment the resources of the central and state PCBs for the prevention and control of water pollution. The Water Cess Rules have been notified under Section 17 of the Water Cess Act and provide, inter alia, standards for meters and places where they are to be affixed and the furnishing of returns by consumers.

### ***The Plastic Waste Management Rules, 2016***

The Plastic Waste Management Rules of 2016 provide us with the sharpest measures taken against plastic use in India. The most significant feature of these rules is that the plastic manufacturers and retail establishments that use plastic as their main component are legally bound to follow the system of collecting back the plastic waste.

## **FDI POLICY**

### ***Foreign Trade (Development and Regulation) Act, 1992***

Foreign Trade Act empowers the Government of India to, among other things, (a) make provisions for development and regulation of foreign trade; (b) prohibit, restrict or otherwise regulate exports and imports; (c) formulate an EXIM policy; and (d) appoint a Director General of Foreign Trade for the purpose of administering foreign trade and advising the Central Government in formulating EXIM policy and implementing the same. Every importer and exporter is required to obtain an ‘Importer Exporter Code’ from the Director General of Foreign Trade or from any other duly authorized officer.

### ***Foreign Trade Policy***

The Foreign Trade Policy provides that no export or import can be made by a person without an IEC unless such person is specifically exempted. The policy provides for all exports and imports made shall be governed by the Foreign Trade Policy, unless otherwise specified. FTP provides for handbook of procedures laying down the procedure to be followed by an exporter or importer or by any Licensing/Regional Authority or by any other authority for purposes of implementing provisions of FT (D&R) Act, the Rules and the Orders made there under and provisions of FTP.

### ***Foreign Exchange Management Act, 1999 (“FEMA”) And Regulations Framed Thereunder***

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Promotion of Industry and Internal Trade. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the ‘automatic route’ within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (“FEMA Regulations”), as amended from time to time to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2000 for regulation on exports of goods and services.

## **INTELLECTUAL PROPERTY RELATED LAW**

### ***Copyright Act, 1957***

Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including, inter-alia, and rights of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work.

### ***Trade Marks Act, 1999***

The Trade Marks Act governs the statutory protection of trademarks and prevention of the use of fraudulent marks in India. It provides for the 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. Under the provisions of the Trade Marks Act, an application for trade mark registration may be made with the Controller General of Patents, Designs and Trademarks by any person or persons claiming to be the proprietor of a trade mark, whether individually or as joint applicants, and can be made on the basis of either actual use or intention to use a trade mark in the future.

Once granted, a trade mark registration is valid for 10 years unless cancelled, subsequent to which, it can be renewed. If not renewed, the mark lapses and the registration is required to be restored to gain protection under the provisions of the Trade Marks Act. The Trade Marks Act prohibits registration of deceptively similar trademarks and provides penalties for infringement, falsifying or falsely applying for trademarks. Further, pursuant to the notification of the Trade Marks (Amendment) Act, 2010, simultaneous protection of trade mark in India and other countries has been made available to owners of Indian and foreign trade marks. It also seeks to simplify the law relating to the transfer of ownership of trade marks by assignment or transmission and to bring the law in line with international practices.

### ***The Design Act, 2000***

The Design Act, which came into force in May 2001, along with the rules made thereunder consolidate and amend the law relating to protection of designs. A design refers to the features of shape, configuration, pattern, ornamentation or composition of lines or colours applied to any article, in two or three dimensional or both forms, by an industrial process or means, whether manual, mechanical, chemical, separate or combined which in the finished article appeal to and is judged solely by the eye. In order to register a design, it must be new or original and must not be disclosed to the public anywhere in India or any other country by publication in tangible form or by use or in any other way prior to the filing date. A design should be significantly distinguishable from known designs or combination of known designs in order for it to be registered. A registered design is valid for a period of 10 years after which the same can be renewed for a second period of five years, before the expiration of the original period of 10 years. After such period, the design is made available to the public by placing it in the public domain.

**GENERAL LEGISLATIONS**

***Micro, Small and Medium Enterprises Development Act, 2006 and Industries (Development and Regulation) Act, 1951***

The Micro, Small and Medium Enterprises Development Act, 2006 and Industries (Development and Regulation) Act, 1951 (“MSMED Act”) inter-alia seeks to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. The MSMED Act inter-alia empowers the Central Government to classify by notification, any class of enterprises including inter-alia, a company, a partnership, firm or undertaking by whatever name called, engaged in the manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 as:

- (i) a micro enterprise, where the investment in plant and machinery does not exceed ₹25,00,000/- (Rupees Twenty-Five Lakhs Only);
- (ii) a small enterprise, where the investment in plant and machinery is more than ₹25,00,000/- (Rupees Twenty -Five Lakh Only) but does not exceed ₹5,00,00,000/- (Rupees Five Crores Only); or
- (iii) a medium enterprise, where the investment in plant and machinery is more than ₹5,00,00,000/- (Rupees Five Crores Only) but does not exceed ₹10,00,00,000/- (Rupees Ten Crores Only).

In case of enterprises engaged in providing or rendering of services, the enterprise may be classified as:

- (i) a micro enterprise, where the investment in equipment does not exceed ₹10,00,000/- (Rupees Ten Lakhs Only); (
- (ii) a small enterprise, where the investment in equipment is more than ₹10,00,000/- (Rupees Ten Lakhs Only) but does not exceed ₹2,00,00,000/- (Rupees Two Crores Only); or (iii) a medium enterprise, where the investment in equipment is more than ₹2,00,00,000/- (Rupees Two Crores Only) but does not exceed ₹5,00,00,000/- (Rupees Five Crores Only).

The MSMED Act also inter-alia stipulates that any person who intends to establish, a micro or small enterprise or a medium enterprise engaged in rendering of services, may at his discretion and a medium enterprise engaged in the manufacture or production of goods as specified hereinabove, file a memorandum of micro, small or medium enterprise, as the case may be, with the prescribed authority.

***Companies Act, 2013 (“Companies Act”)***

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of President of India on 29<sup>th</sup> August 2013. The Companies Act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure related to appointment of Directors. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the Act. Further, Schedule V (read with sections 196 and 197), Part I lays down the conditions to be fulfilled for the appointment of a managing or whole-time director or manager. It provides the list of Acts under which if a person is prosecuted, he cannot be appointed as the director or Managing Director or Manager of a Company. The provisions relating to remuneration of the director’s payable by the companies is under Part II of the said schedule.

***Competition Act, 2002***

The Competition Act, 2002 prohibits anti-competitive agreements, abuse of dominant positions by enterprises and regulates combinations in India. The Competition Act also established the Competition Commission of India (the —CCI) as the authority mandated to implement the Competition Act. The provisions of the Competition Act relating to combinations were notified recently on March 4, 2011 and came into effect on June 1, 2011. Combinations which are Likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. A combination is defined under Section 5 of the Competition Act as an acquisition, merger or amalgamation of enterprise(s) that meets certain asset or turnover thresholds. There are also different thresholds for those categorized as Individuals and Group. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is Likely to have an appreciable adverse effect on competition in India. Effective June 1, 2011, all combinations have to be notified to the CCI within 30 days of the execution of any agreement or other document for any acquisition of assets, shares, voting rights or control of an enterprise under Section 5(a) and (b) of the Competition Act (including any binding document conveying an agreement or decision to acquire control, shares, voting rights or assets of an enterprise); or the board of directors of a company (or an equivalent authority in case of other entities approving a proposal for a merger or amalgamation under Section 5(c) of the Competition Act. The obligation to notify a combination to the CCI falls upon the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

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***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.

***Specific Relief Act, 1963***

The Specific Relief Act, 1963 is complimentary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. Specific performance means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

***Sale of Goods Act, 1930***

The law relating to the sale of goods is codified in the Sale of Goods Act, 1930. It defines sale and agreement to sell as a contract whereby the seller transfers or agrees to transfer the property in goods to the buyer for a price and provides that there may be a contract of sale between part owner and another and that the contract of sale may be absolute or conditional.

***Code of Civil Procedure, 1908***

The Code of Civil Procedure, 1908 is a procedural law related to the administration of civil proceedings in India. The Civil Procedure Code consolidates and amends the law relating to the procedure of the Courts of Civil jurisdiction. The Code of Civil Procedure is an adjective law it neither creates nor takes away any right. It is intended to regulate the procedure to be followed by Civil Courts. The Civil Procedure Code consists of two parts. 158 Sections form the first part and the rules and orders contained in Schedule I form the second part. The object of the Code generally is to create jurisdiction while the rules indicate the mode in which the jurisdiction should be exercised.

The Code does not affect any special or local laws nor does it supersede any special jurisdiction or power conferred or any special form of procedure prescribed by or under any other law for the time being in force. The Code is the general law so that in case of conflict between the Code and the special law the latter prevails over the former. Where the special law is silent on a particular matter the Code applies, but consistent with the special enactment.

***Code of Criminal Procedure Code, 1973***

It is the main legislation on procedure for administration of substantive criminal law in India. It was enacted in 1973 and came into force on 1<sup>st</sup> April, 1974. It provides the machinery for the investigation of crime, apprehension of suspected criminals, collection of evidence, determination of guilt or innocence of the accused person and the determination of punishment of the guilty.

Criminal law occupies a pre-dominant place among the agencies of social control and is regarded as a formidable weapon that society has forged to protect itself against anti-social behaviour. The law of criminal procedure is meant to be complimentary to criminal law. It is intended to provide a mechanism for the enforcement of criminal law. The Code of Criminal Procedure creates the necessary machinery for apprehending the criminals, investigating the criminal cases, their trials before the criminal courts and imposition of proper punishment on the guilty person. The Code enumerates the hierarchy of criminal courts in which different offences can be tried and then it spells out the limits of sentences which such Courts are authorized to pass.

The law of criminal procedure is intended to provide a mechanism for the enforcement of criminal law. Without the proper procedural law, the substantive criminal law which defines offences and provides punishment for them would be almost worthless.

***Arbitration and Conciliation Act, 1996***

The Arbitration and Conciliation Act, 1996 is an act to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation and for matters connected therewith or incidental thereto. It aims at streamlining the process of arbitration and

facilitating conciliation in business matters. The Act recognizes the autonomy of parties in the conduct of arbitral proceedings by the arbitral tribunal and abolishes the scope of judicial review of the award and minimizes the supervisory role of Courts. A significant feature of the Act is the appointment of arbitrators by the Chief Justice of India or Chief Justice of High Court. The Chief Justice may either appoint the arbitrator himself or nominate a person or Institution to nominate the arbitrator. The autonomy of the arbitral tribunal has further been strengthened by empowering them to decide on jurisdiction and to consider objections regarding the existence or validity of the arbitration agreement.

#### ***Negotiable Instruments Act, 1881***

In India, cheques are governed by the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonour of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two years, or with fine which may extend to twice the amount of the cheque, or with both.

#### ***Indian Stamp Act, 1899***

Under the Indian Stamp Act, 1899 (the “Stamp Act”) stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state. Instruments chargeable to duty under the Stamp Act, which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein and it also provides for impounding of instruments that are not sufficiently stamped or not stamped at all.

### **OTHER APPLICABLE LAWS**

#### ***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.

#### ***Approvals from Local Authorities***

Setting up of a Factory or Manufacturing/Housing unit/Establishments entails the requisite Planning approvals to be obtained from the relevant Local Panchayat(s) outside the city limits and appropriate Metropolitan Development Authority within the city limits. Consents from the state Pollution Control Board(s), the relevant state Electricity Board(s), the State Excise Authorities, Sales Tax, are required to be obtained before commencing the building of a factory or the start of manufacturing operations.



**HISTORY AND CORPORATE STRUCTURE****Brief history of our Company:**

Our Company was originally incorporated as “Genx Diagnostics Private Limited” on February 24, 2016 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Cuttack, Orissa with CIN U85195OR2016PTC019956. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting, held on August 25, 2023, our Company was converted into a Public Limited Company and consequently the name of our Company was changed from “Genx Diagnostics Private Limited” to “Genx Diagnostics Limited” vide a fresh certificate of incorporation consequent upon conversion from private company to public company dated September 23, 2023 issued by the Registrar of Companies, Cuttack, bearing CIN U85195OR2016PLC019956.

Dr. Bikash Agrawala, Dr. Biswajit Mohanty and Sunil Kumar Rout were the initial subscribers to the Memorandum of Association of our Company.

For information on our Company’s profile, activities, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major Vendors and suppliers, please refer the sections titled “*Our Business*”, “*Industry Overview*”, “*Our Management*”, “*Financial information of the Company*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 100, 91, 130, 148 and 185 respectively of this Draft Red Herring Prospectus.

**Our Locations:**

<b>Registered Office &amp; Diagnostics Centre-I</b>	Plot No.1, BDA, Chandrashekharpur District Centre, Bhubaneswar, Khordha 751016 Odisha, India.
<b>Diagnostics Centre-II</b>	A-19, Saheednagar, (SCIVC Campus) Maharshi College Road, Bhubaneswar, Khordha 751007, Odisha, India.
<b>Diagnostics Centre-III</b>	Khata No. 1119/1265, Plot No. 112/4558, Mouza-Makundapur-252, Jagatsinghpur 754103 Odisha, India.
<b>Diagnostics Centre-IV*</b>	Ground Floor, Gouri Shankar Nursing Home, Basant Bihar, Jyoti Bihar, Burla, 768019, Odisha, India.
<b>Diagnostics Centre-V</b>	Plot No.- 2961, Mahabir Bazar, Kacheri Road, Dhenkanal 759001, Odisha, India.

\* Our organization has entered into a Memorandum of Understanding (MOU) with Gouri Shankar Nursing Home for our Diagnostic Centre IV. In accordance with the MOU, we rely heavily on all the government regulatory licenses, registration and permits for e.g. Fire Safety, Clinical Establishment Act, Shops & Establishment Act, Bio Medical Waste Management etc. held by the said nursing home for our operations.

**Changes in the Registered Office of the Company since Incorporation:**

Except as mentioned below, there has not been any change in our Registered Office since inception till the date of the Draft Red Herring Prospectus.

Effective Date	From	To	Reason for Change
Upon Incorporation	A1/104, F-30, BJB Nagar, Bhubaneswar, Khordha 751014, Orissa, India.		
April 18, 2019	A1/104, F-30, BJB Nagar, Bhubaneswar, Khordha 751014, Odisha, India.	Shree Chaitanya Institute of Vaishnavie Culture, A-19, Sahid Nagar, Maharishi College Road, Bhubaneswar, Khordha 751007 Odisha, India	To increase Operational Efficiency
June 20, 2022	Shree Chaitanya Institute of Vaishnavie Culture, A-19, Sahid Nagar, Maharishi College Road, Bhubaneswar, Khordha 751007 Odisha, India	Plot No.1, BDA, Chandrashekharpur District Centre, Bhubaneswar, Khordha 751016 Odisha, India	To increase Operational Efficiency

**Main Objects of our Company as per the 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 own establish, run, manage, maintain and/or make agreement with other organizations for diagnostic centers, patho lab, hospitals, research centers, blood bank service centers, immunization centers, medical and other research centers, nursing homes, health centers, rehabilitation centers, clinics, polyclinics, laboratories and to apply or provide utility articles and services to patients, attendants and others and to provide aids to medical personnel for research and development and to act and work as consultants in medical profession in India and abroad and applied in all systems and discipline of medical and surgical knowledge, keeping in view the socio medical and socio economic needs of the afflicted community.
2. To buy/sale any medical, health care, pathology and any other medical related items/ equipments/hardware/software from abroad or from india directly/indirectly/as a agent to perform the business.
3. To establish any medical related education institution, vocational courses, seasonal training courses, medical/health camps in terms of paid or non-paid way.

**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	Nature of Amendments
March 27, 2017	EGM	Increase in the authorized share capital of the Company from ₹25.00 Lakhs divided into 2,50,000 Equity Shares of ₹10/- each to ₹300.00 Lakhs divided into 3,00,000 Equity Shares of ₹10/- each.
August 16, 2023	EGM	Increase in the authorized share capital of the Company from ₹25.00 Lakhs divided into 2,50,000 Equity Shares of ₹10/- each to ₹1000.00 Lakhs divided into 1,00,00,000 Equity Shares of ₹10/- each.
August 25, 2023	EGM	Adoption of new set of Memorandum of Association as per Companies Act, 2013
August 25, 2023	EGM	Conversion of our Company from Private Limited to Public Limited Company. Consequently, name of the Company was changed from “Genx Diagnostics Private Limited” to “Genx Diagnostics Limited” vide a Fresh Certificate of Incorporation dated September 23, 2023 issued by the Registrar of Companies, Cuttack, bearing CIN U85195OR2016PLC019956.

**Major Key Events, Milestone and Achievements 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/ Awards/ Recognitions/ Accreditations
2015-16	Incorporation of the Company
2020-21	Received Certificate of Appreciation as Covid Warriors for support during these challenging time form Sidharth TV Network.
2020-21	Won Productivity Excellence Award-2020 for Productivity in Pandemic Situation by Odisha State Productivity Council
2020-21	Won Best Productivity Excellence Award-2020 for Productivity in Pandemic Situation by Odisha State Productivity Council
2020-21	Won Best Diagnostics Laboratory awards by the Times Health Icons, Odisha
2022-23	Won Best Diagnostics Laboratory awards by the Times Health Icons, Odisha
2022-23	Crossed Revenue of Rs. 24 crores
2023-24	Conversion of the Company from Private Limited to Public Limited Company

**Other details about our Company:**

For details of our Company's activities, products, growth, awards & recognitions, capacity, location of stores, 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 100, 185 and 81 respectively of this Draft Red Herring Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to sections titled "*Our Management*" and "*Capital Structure*" beginning on page 130 and 62 of the Draft Red Herring Prospectus respectively.

**Capital Raising (Debt / Equity):**

For details in relation to our capital raising activities through equity, please refer to the chapter titled "*Capital Structure*" beginning on page 62 of the Draft Red Herring Prospectus. For details of our Company's debt facilities, see "*Statement of Financial Indebtedness*" on page 182 of the Draft Red Herring Prospectus.

**Changes in activities of our Company during the last five (5) Years:**

There has not been any change in the activity of our Company during the last five (5) years preceding the date of this Draft Red Herring Prospectus.

**Our Holding Company:**

As on the date of the Draft Red Herring Prospectus, our Company is not a subsidiary of any company.

**Our Subsidiaries, Associates, and Joint Ventures**

Our Company does not have any Subsidiaries, Associates or Joint Ventures as on the date of this Draft Red Herring Prospectus.

**Details regarding Acquisition of Business/Undertakings, Mergers, Amalgamation, Revaluation of Assets etc.**

Except as disclosed in this Draft Red Herring Prospectus, our Company has not made any material acquisitions or divestments of any business or undertakings, mergers, amalgamation or revaluation of assets in the last 10 years preceding the date of this Draft Red Herring Prospectus.

**Injunction or Restraining Order:**

Except as disclosed in the section titled "*Outstanding Litigation and Material Developments*" beginning on page 194 of this Draft Red Herring Prospectus, there are no injunctions/restraining orders that have been passed against the Company.

**Number of shareholders of our Company:**

Our Company has Seven (7) shareholders as on the date of this Draft Red Herring Prospectus. For further details on the shareholding pattern of our Company, please refer to the chapter titled "*Capital Structure*" beginning on page 62 of the Draft Red Herring Prospectus.

**Changes in the Management:**

For details of change in Management, please see chapter titled "*Our Management*" on page 130 of the Draft Red Herring 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.

**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 Draft Red Herring Prospectus.

**Collaboration Agreements:**

As on date of this Draft Red Herring Prospectus, Our Company is not a party to any collaboration agreements.

**Material Agreement:**

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.

**Strategic or Financial Partners:**

Except as disclosed in this Draft Red Herring Prospectus, Our Company does not have any strategic or financial partners as on the date of this Draft Red Herring Prospectus.

**Time and Cost Overruns in Setting up Projects:**

There has been no time / cost overrun in setting up projects by our Company.

**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 Draft Red Herring Prospectus.

**Other Agreements:**

**i. Non-Compete Agreement:**

Our Company has not entered into any No- compete Agreement as on the date of filing of this Draft Red Herring Prospectus.

**ii. Joint Venture Agreement:**

Our Company has not entered into any Joint Venture Agreement as on the date of filing of this Draft Red Herring Prospectus.

**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 Draft Red Herring Prospectus:

<b>Name, Father's Name Designation, Age, Date of Birth, Address, Experience, Occupation, Nationality, Qualification, Current term, Period of Directorship and DIN</b>	<b>Other directorships</b>
<p><b>Dr. Biswajit Mohanty</b>  <b>Father's Name:</b> Sarat Chandra Mohanty  <b>Designation:</b> Chairman &amp; Managing Director  <b>Age:</b> 61 years  <b>Date of Birth:</b> July 3, 1962  <b>Address:</b> A1/104, F-30 B, J B Nagar, Bhubaneswar 751014, Odisha, India.  <b>Experience:</b> more than 30 years  <b>Occupation:</b> Business  <b>Nationality:</b> Indian  <b>Qualification:</b> Bachelor of Medicine and Bachelor of Surgery (MBBS), M.D. (Bio-Chemistry)  <b>Term:</b> Change in designation as Chairman &amp; Managing Director of the Company for a period of 5 years, w.e.f. September 10, 2023 and shall be liable to retire by rotation  <b>Period of Directorship:</b> Since incorporation  <b>DIN:</b> 07412518</p>	<p><b>Company:</b> Nil   <b>LLP:</b> Nil</p>
<p><b>Dr. Bikash Agrawala</b>  <b>Father's Name:</b> Ghasiram Agrawal  <b>Designation:</b> Whole Time Director  <b>Age:</b> 46 years  <b>Date of Birth:</b> May 27, 1977  <b>Address:</b> H-208, A-Block, Sri Jagannath Plaza, Gajapati Nagar, Bhubaneswar 751005, Odisha, India.  <b>Experience:</b> 18 years  <b>Nationality:</b> Indian  <b>Occupation:</b> Business  <b>Qualification:</b> Bachelor of Medicine and Bachelor of Surgery (MBBS), M.D. (Radiology Diagnosis)  <b>Current Term:</b> Change in designation as Whole Time Director of the Company for a period of 5 years, w.e.f. September 10, 2023 and shall be liable to retire by rotation.  <b>Period of Directorship:</b> Since incorporation  <b>DIN:</b> 07412458</p>	<p><b>Company:</b>  1) Medpotter Labs Private Limited   <b>LLP:</b> Nil</p>
<p><b>Sunil Kumar Rout</b>  <b>Father's Name:</b> Judhistir Rout  <b>Designation:</b> Whole Time Director  <b>Age:</b> 48 years  <b>Date of Birth:</b> June 23, 1975  <b>Address:</b> A-1, N-5/32-E, Indradhanu Market, IRC Village, Bhubaneswar 751015, Odisha, India.  <b>Experience:</b> 17 years  <b>Occupation:</b> Business  <b>Nationality:</b> Indian  <b>Qualification:</b> Master of Business Administration (MBA), Doctor of Philosophy (D.Phil.).  <b>Current Term:</b> Change in designation as Whole Time Director of the Company for a period of 5 years, w.e.f. September 10, 2023 and shall be liable to retire by rotation.  <b>Period of Directorship:</b> Since incorporation  <b>DIN:</b> 07014976</p>	<p><b>Company:</b>  1) Stilt Bird Trading Private Limited  2) Fraternity Hospitals Private Limited   <b>LLP:</b> Nil</p>

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<p><b>Dr. Supriya Sundar Mishra</b> <b>Father's Name:</b> Jagamohan Mishra <b>Designation:</b> Non-Executive Director <b>Age:</b> 34 years <b>Date of Birth:</b> March 24,1989 <b>Address:</b> Plot No-24, Lane-3, ITER College Road, Jagamohan Nagar, Jagam ARA, Bhubaneswar, Khorda 751030, Odisha, India <b>Experience:</b> 8 years <b>Nationality:</b> Indian <b>Occupation:</b> Business <b>Qualification:</b> Bachelor of Medicine and Bachelor of Surgery (MBBS), M.D. (Radiology Diagnosis) <b>Current Term:</b> Appointment as Non-Executive Director of the Company, w.e.f. September 14, 2023 and shall be liable to retire by rotation <b>Period of Directorship:</b> w.e.f. September 14, 2023 <b>DIN:</b> 10290482</p>	<p><b>Company:</b> Nil <b>LLP:</b> Nil</p>
<p><b>Panchanana Mahanta</b> <b>Father's Name:</b> Lt. Bhagaban Chandra Mahanta <b>Designation:</b> Independent Director <b>Age:</b> 61 years <b>Date of Birth:</b> July 02, 1962 <b>Address:</b> AL-101, Phase-I, Bhimatangi Housing Board, Bhubaneswar, Khurda 751002, Odisha, India. <b>Experience:</b> 35 years <b>Nationality:</b> Indian <b>Occupation:</b> Service <b>Qualification:</b> Institute of Company Secretaries of India (ICSI), Cost and Works Accountants of India (ICWA) <b>Current Term:</b> Appointed as Independent Director of the Company for a period of 3 years, w.e.f. September 10, 2023 and shall not be liable to retire by rotation <b>Period of Directorship:</b> September 10, 2023 <b>DIN:</b> 09766466</p>	<p><b>Company:</b> Nil <b>LLP:</b> Nil</p>
<p><b>Minati Das</b> <b>Father's Name:</b> Narayan Das <b>Designation:</b> Independent Director <b>Age:</b> 57 years <b>Date of Birth:</b> July 06, 1966 <b>Address:</b> Plot No- C/2, Beside C.S Pur Telephone Exchange, Near CS Police Station, Bhubaneswar 751024, Orissa, India. <b>Experience:</b> 34 years <b>Nationality:</b> Indian <b>Occupation:</b> Business <b>Qualification:</b> Bachelor of Science <b>Current Term:</b> Appointed as Independent Director of the Company for a period of 3 years, w.e.f. September 10, 2023 and shall not be liable to retire by rotation <b>Period of Directorship:</b> September 10, 2023 <b>DIN:</b> 00855942</p>	<p><b>Company:</b> 1. Kalinga Business Forms Private Limited <b>LLP:</b> Nil</p>

**Brief Profile of Directors:**

- 1. Dr. Biswajit Mohanty**, is one of our Promoter and Chairman & Managing Director of our Company. He has been associated with the Company since incorporation. He has completed his Bachelor of Medicine and Bachelor of Surgery (MBBS) from Odisha Council of Medical Registration (OCMR) in 1987 and he has also completed his Doctor of Medicine in Biochemistry from Utkal University, Bhubaneswar in 1992. He has a work experience of more than 30 years in the field of healthcare industry. He is looking after core management of the company and entrepreneur, active and enthusiastic in business activities. is responsible for handling the general administration and Accounting, Financial, Taxation and Legal operations, statutory compliance and effective implementation of the same.
- 2. Dr. Bikash Agrawala**, is one of our Promoter and Whole Time Director of our Company. He has been associated with the Company since incorporation. He has completed his Bachelor of Medicine and Bachelor of Surgery (MBBS)

from Sambalpur University in 1999 and he has also completed his Doctor of Medicine in Radiology Diagnosis from The Tamil Nadu Dr. M.G.R. Medical University in 2005. He has a work experience of more than 18 years in the field of healthcare industry. He is responsible for the expansion and overall management of the business of our Company and his leadership abilities have been instrumental in leading the core team of our Company. His primary responsibility in our company is to handle technical matters related to the radiology department, ensuring the highest standards of quality and efficiency in our healthcare services.

3. **Sunil Kumar Raut**, is one of our Promoter and Whole Time Director of our Company. He has been associated with the Company since incorporation. He has completed his Master of Business Administration (MBA) from St Peters Institute for Higher Education and Research, St Peters University, Tamil Nadu in 2014 and he has also completed Doctor of Philosophy (D.Phil.) in the specialized area of health Sciences from Theophany University in 2021. He has a work experience of 17 years in the field of healthcare industry. He is responsible for handling the general administrative activities of the company
4. **Dr. Supriya Sundar Mishra**, is a Non-Executive Director of our Company. He has completed his Bachelor of Medicine and Bachelor of Surgery (MBBS) from Kasturba Medical College, Manipal in 2014 and he has also completed his Doctor of Medicine in Radio Diagnosis from Amrita Vishwa Vidyapeetham, Coimbatore in 2019. He has a work experience of more than 8 years in the field of healthcare industry. He is responsible for handling the general administrative activities of the company
5. **Panchanana Mahanta**, is an independent director of our Company. He is a qualified member of the Cost and Works Accountants of India (ICWA) of India since year 1990. He also is a qualified member of the Institute of Company Secretaries of India (ICSI) of India since year 1994. He holds a post qualification work experience of around 35 years in the field of Legal, Finance, Accounts, Audit and Income tax matters.
6. **Minati Das** is an Independent director of our Company. She has completed his Bachelor of Science from Berhampur University in 1986. She holds a post qualification work experience of around 34 years in the field of Management & general administrative activities of the company.

**Confirmations:**

As on the date of this Draft Red Herring Prospectus:

- a) None of our Directors is or was a director of any listed company during the last five years preceding the date of this Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.
- b) 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.
- c) None of our Directors are categorized as a wilful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(III) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- d) None of our Directors is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.
- e) None of our Directors have been debarred from accessing capital markets by the Securities and Exchange Board of India. Additionally, none of our directors are or were, associated with any other company which is debarred from accessing the capital market by the Securities and Exchange Board of India.

**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 Director or member 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 September 14, 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 been 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 ₹ 100 crores (Rupees One Hundred Crores Only).

### Compensation of our Managing Director & Whole-time Director

The compensation payable to our Managing Director and Whole-time 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 & Whole time Director

#### Dr. Biswajit Mohanty: Chairman & Managing Director

Pursuant to the resolutions passed by our Board and our Shareholders on September 10, 2023 and September 14, 2023 respectively, Dr. Biswajit Mohanty was change in designation as Chairman & Managing Director for a period of five years with effect from September 10, 2023 at a remuneration of Rs 5,50,000/- per month, which includes, basic salary, dearness allowance, perquisites and other allowances or any other combination thereof.

#### Dr. Bikash Agrawala: Whole Time Director

Pursuant to the resolutions passed by our Board and our Shareholders on September 10, 2023 and September 14, 2023 respectively, Dr. Bikash Agrawala was change in designation as Whole time Director for a period of five years with effect from September 10, 2023 at a remuneration of Rs 4,00,000/- per month, which includes, basic salary, dearness allowance, perquisites and other allowances or any other combination thereof.

#### Sunil Kumar Raut: Whole Time Director

Pursuant to the resolutions passed by our Board and our Shareholders on September 10, 2023 and September 14, 2023 respectively, Sunil Kumar Rout was change in designation as Whole time Director for a period of five years with effect from September 10, 2023 at a remuneration of Rs 1,40,000/- per month, which includes, basic salary, dearness allowance, perquisites and other allowances or any other combination thereof.

### Payments or benefits to Directors

#### The remuneration paid to our Directors in Fiscal 2023 is as follows:

Name of Director	Remuneration/ Professional fees paid (Rs. in lakhs)
Dr. Biswajit Mohanty	41.27
Dr. Bikash Agrawala	34.53
Sunil Kumar Rout	13.30

### Bonus or Profit-Sharing plan for our Directors:

We have no bonus or profit sharing plan for our Directors.

### Sitting Fees:



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As per Articles of Association of our Company and pursuant to Board Resolution dated September 23, 2023 the remuneration payable in terms of sitting fees to the Directors (including Independent Directors) for attending the Meetings of the Board and Committee thereof shall not exceed the limits prescribed under Section 197(5) of the Companies Act, 2013.

#### **Shareholding of our Director as on the date of this Draft Red Herring Prospectus: -**

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>No. of Shares Held</b>	<b>Holding in %</b>
1.	Dr. Biswajit Mohanty	23,71,332	33.31
2.	Dr. Bikash Agrawala	23,73,332	33.33
3.	Sunil Kumar Rout	23,72,332	33.32
	<b>Total</b>	<b>71,16,996</b>	<b>99.96</b>

*None of the Independent Directors of the Company holds any Equity Shares of Company as on the date of this Draft Red Herring Prospectus.*

We do not have Subsidiary Company as defined under Section 2(87) 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 130 of this Draft Red Herring 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 Directors 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 the Directors towards Financial facilities of our Company please refer to "**Statement of Financial Indebtedness**" on page 182 of this Draft Red Herring Prospectus.

Except as stated otherwise in this Draft Red Herring Prospectus, our Company has not entered into any Contract, Agreements or Arrangements during the preceding two years from the date of the Draft Red Herring 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.

Except as stated in this section "**Our Management**" or the section titled "**Financial information of the Company – Annexure - Y - Related Party Disclosure**" beginning on page 130 and 148 respectively of this Draft Red Herring Prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in our business.

#### **Interest in the property of Our Company:**

Our Directors do not have any other interest in any property acquired/rented by our Company in a period of two years before filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on date of this Draft Red Herring Prospectus:

#### **Changes in Board of Directors in last 3 Years**

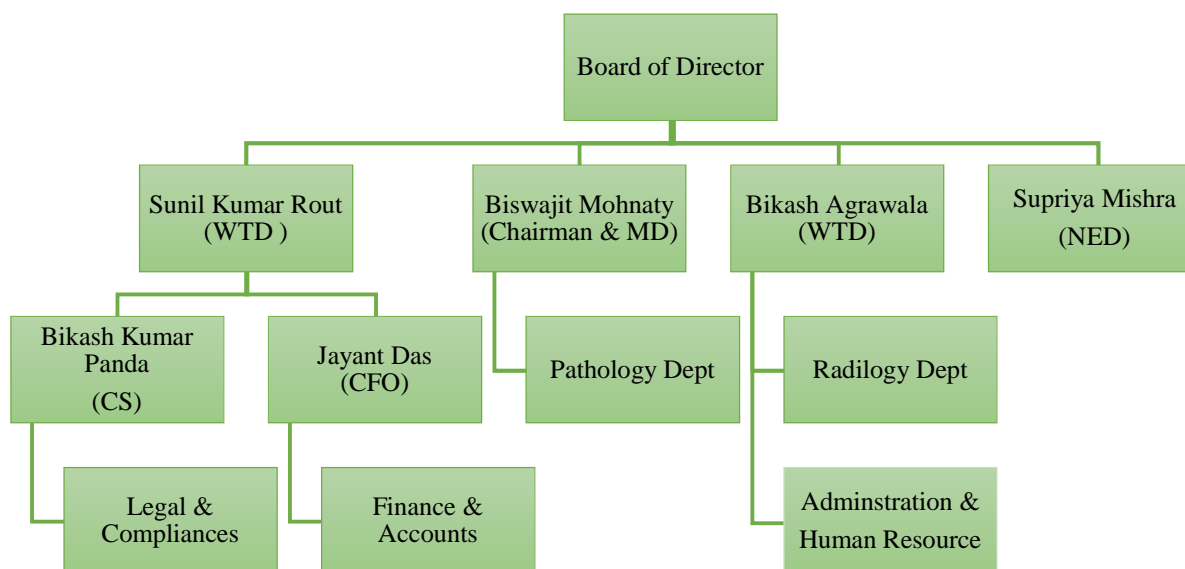
<b>Sr. No.</b>	<b>Name of Directors</b>	<b>Nature of events</b>	<b>Reasons for Change</b>
1.	Dr. Biswajit Mohanty	Change in designation as Chairman & Managing Director w.e.f. September 10, 2023	To ensure better Corporate Governance and compliance with the
2.	Dr. Bikash Agrawala	Change in designation as Whole time Director w.e.f. September 10, 2023	

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3.	Sunil Kumar Rout	Change in designation as Whole time Director w.e.f. September 10, 2023	Companies Act, 2013
4.	Dr. Supriya Sundar Mishra	Appointed as Non-Executive Director w.e.f. September 14, 2023	
5.	Panchanana Mahanta	Appointed as Additional Independent Director w.e.f. September 10, 2023 and regularized as Independent Director in the EGM dated September 14, 2023	
6.	Minati Das	Appointed as Additional Independent Director w.e.f. September 10, 2023 and regularized as Independent Director in the EGM dated September 14, 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 as amended and SEBI (ICDR) Regulations, 2018 in respect of corporate governance will be applicable to our Company immediately upon the listing of our Company’s Equity Shares on Stock Exchanges. We are in compliance with the requirements of corporate governance with respect to composition of Board and constitution of the committees of the Board, including the Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee, by our Company and formulation and adoption of policies, as prescribed under the SEBI Listing Regulations. Our Board undertakes to take all necessary steps to continue to comply with all the requirements of Listing Regulations and the Companies Act, 2013.

Our Board has been constituted in compliance with the Companies Act, the SEBI (LODR) Regulations. The Board of Directors function either as a full board or through various committees constituted to oversee specific operational areas.

Our Board of Directors consist of six (6) Directors of which two (2) are Independent Directors, and we have one women director on the Board. In compliance with Section 152 of the Companies Act, 2013, not less than two thirds of the Directors (excluding Independent Directors) are liable to retire by rotation.

**Committees of the Board:**

The Board of Directors functions either as a full board or through various committees constituted to oversee specific operational areas. In addition to the Committees detailed below, our Board of Directors may, from time to time constitute Committees for various functions.

Details of the Committees as on the date of this Draft Red Herring Prospectus are set forth below

**1. Audit Committee**

Our Company at its Board Meeting held on September 23, 2023 has constituted an Audit Committee (“Audit Committee”) in compliance with the 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The constituted Audit Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Panchanana Mahanta	Chairman	Independent Director
Minati Das	Member	Independent Director
Dr. Biswajit Mohanty	Member	Managing Director

The Company Secretary of the Company shall act as a Secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of the Company to furnish clarifications to the shareholders on any matter relating to accounts. The scope and function of the Audit Committee and its terms of reference shall include the following:

**A. Tenure:**

The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

**B. Meetings of the Committee:**

The committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher with at least two independent directors.

**C. Role and Powers:**

The Role of Audit Committee together with its powers as per Part C of Schedule II of SEBI Listing Regulation, 2015 and Companies Act, 2013 shall be as under:

**The Audit Committee shall have powers, including the following:**

- a) to investigate any activity within its terms of reference;
- b) to seek information from any employee;
- c) to obtain outside legal or other professional advice;
- d) to secure attendance of outsiders with relevant expertise, if it considers necessary as may be prescribed under the Companies Act, 2013 (together with the rules thereunder) and SEBI Listing Regulations; and
- e) To have full access to information contained in records of Company.

**The role of the Audit Committee shall include the following:**

- 1) oversight the Company’s financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
- 2) Recommending to the Board for the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditors of the Company;
- 3) Reviewing and monitoring the statutory auditor’s independence and performance, and effectiveness of audit process;

- 4) Approving payments to the statutory auditors for any other services rendered by the statutory auditors;
- 5) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act;
  - 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; and
- 24) Carrying out any other functions as is mentioned in the terms of reference of the audit committee or containing into SEBI (LODR) Regulations 2015.

Further, the Audit Committee shall mandatorily review the following information:

- 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. Nomination and Remuneration Committee

Our Company at its Board Meeting held on September 23, 2023 has constituted the Nomination and Remuneration Committee in compliance with the provisions of Section 178, Schedule V and all other applicable provisions of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Power) Rules, 2014 and Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The constituted Nomination and Remuneration Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Panchanana Mahanta	Chairman	Independent Director
Minati Das	Member	Independent Director
Dr. Supriya Sundar Mishra	Member	Non-Executive Director

The scope and function of the Committee and its terms of reference shall include the following:

### A. Tenure:

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:

The committee shall meet as and when the need arises, subject to at least one meeting in a year. The quorum for the meeting 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 Chairperson of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders' queries; however, it shall be up to the chairperson to decide who shall answer the queries.

### C. Scope and terms of reference:

The terms of reference of the Nomination and Remuneration Committee as per Regulation 19 and Part D of Schedule II of 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.

### **3. Stakeholders Relationship Committee**

Our Company at its Board Meeting held on September 23, 2023 has approved the constitution of the Stakeholders Relationship Committee in compliance with the provisions of the Section 178(5) and all other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The constituted Stakeholders Relationship Committee comprises the following:

<b>Name of the Director</b>	<b>Status in Committee</b>	<b>Nature of Directorship</b>
Panchanana Mahanta	Chairman	Independent Director
Dr. Biswajit Mohanty	Member	Managing Director
Dr. Bikash Agrawala	Member	Whole time Director

The scope and function of the Stakeholder Relationship Committee and its terms of reference shall include the following:

#### **A. Tenure:**

The Stakeholder 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 Stakeholder Relationship Committee as approved by the Board.

#### **B. Meetings:**

The Stakeholder Relationship Committee shall meet at least once in a year, and shall report to the Board on a quarterly basis regarding the status of redressal of the complaints received from the shareholders of the Company. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. The Chairperson of the Stakeholders Relationship Committee shall be present at the annual general meetings to answer queries of the security holders.

#### **C. Scope and terms of reference:**

The terms of reference of the Stakeholders Relationship Committee as per Regulation 20 and Part D of Schedule II of SEBI Listing Regulations, 2015 and Companies Act, 2013 shall be as under:

- 1) Consider and resolve grievances of security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
- 2) Review of measures taken for effective exercise of voting rights by shareholders;
- 3) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;
- 4) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- 5) Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
- 6) To approve, register, refuse to register transfer or transmission of shares and other securities;
- 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) To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
- 9) To dematerialize or re-materialize the issued shares;
- 10) Ensure proper and timely attendance and redressal of investor queries and grievances;
- 11) Carrying out any other functions contained in the Companies Act, 2013 and/or equity listing agreements (if applicable),

- as and when amended from time to time; and
- 12) To perform such functions as may be delegated by the Board and to further delegate all or any of its power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).
  - 13) Such terms of reference as may be prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law

#### 4. Corporate Social Responsibility Committee

Our company has pursuant to the provisions of Section 135 of the Companies Act 2013 and Schedule VII constituted a Corporate Social Responsibility Committee of the Board of Directors vide Resolution dated March 22, 2021. The Corporate Social Responsibility Committee comprises the following:

Name of the Director	Status in Committee	Nature of Directorship
Panchanana Mahanta	Chairman	Independent Director
Dr. Biswajit Mohanty	Member	Managing Director
Dr. Bikash Agrawala	Member	Whole time Director

The terms of reference of the CSR Committee include the following:

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 clause (a) of sub-section (3) of Section 135 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;
5. Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

#### 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 & Term of office	Age (Years)	Year of joining	Compensation paid for F.Y. ended 2022-23 (in Rs. Lakh)	Overall experience (in years)	Previous employment
<b>Dr. Biswajit Mohanty</b> <b>Designation:</b> Chairman & Managing Director <b>Educational Qualification:</b> Bachelor of Medicine and Bachelor of Surgery (MBBS), M.D. (Bio-Chemistry) <b>Term of office:</b> 5 years w.e.f. September 10, 2023	61	2016	41.27	30	Apollo Hospital, Bhubaneswar
<b>Dr. Bikash Agrawala</b> <b>Designation:</b> Whole Time Director <b>Educational Qualification:</b> Bachelor of Medicine and Bachelor of Surgery (MBBS), M.D. (Radiology Diagnosis) <b>Term of office:</b> 5 years w.e.f. September 10, 2023	46	2016	34.53	18	Apollo Hospital, Bhubaneswar
<b>Sunil Kumar Rout</b> <b>Designation:</b> Whole Time Director <b>Educational Qualification:</b> Master of Business Administration (MBA), Doctor of Philosophy (D.Phil.). <b>Term of office:</b> 5 years w.e.f. September 10, 2023	48	2016	13.30	17	-

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<b>Jayant Kumar Das</b> <b>Designation:</b> Chief Financial Officer <b>Educational Qualification -</b> Master of Business Administration (MBA)	45	2023	Nil	22	Rithvika Gold Pvt. Ltd.
<b>Bikash Kumar Panda</b> <b>Designation:</b> Company Secretary and Compliance Officer <b>Educational Qualification -</b> Company Secretary, LL.B	29	2023	Nil	4	H R Behera & Associates

**BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL**

**Dr. Biswajit Mohanty** - Please refer to section “**Brief Profile of our Directors**” beginning on page 130 of this Draft Red Herring Prospectus for details.

**Dr. Bikash Agrawala** - Please refer to section “**Brief Profile of our Directors**” beginning on page 130 of this Draft Red Herring Prospectus for details.

**Sunil Kumar Rout** - Please refer to section “**Brief Profile of our Directors**” beginning on page 130 of this Draft Red Herring Prospectus for details.

**Jayant Kumar Das** is the Chief Financial Officer of our Company. He has completed his Master of Business Administration (MBA) from The Sikkim Manipal University of Health, Medical, and Technological Sciences, Sikkim in 2009. He has experience of 22 years of experience in the field of accounts and finance. He is currently responsible for overseeing the overall accounts and finance of our Company.

**Bikash Kumar Panda** is the Company Secretary and Compliance Officer of our Company. He is a qualified Company Secretary and an associate member of the Institute of Company Secretaries of India. He has experience of 4 years of experience in the field of secretarial and corporate law compliances. He is currently responsible for overseeing the overall Corporate Governance and secretarial compliance functions of our Company.

**We confirm that:**

- All the persons named as our Key Managerial Personnel above are the permanent employees of our Company.
- There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above mentioned Key Managerial Personnel have been recruited.
- None of our KMPs except Dr. Biswajit Mohanty, Dr. Bikash Agrawala and Sunil Kumar Rout is also part of the Board of Directors.
- In respect of all above mentioned Key Managerial Personnel there has been no contingent or deferred compensation accrued for the financial year ended March 31, 2023.
- Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the issuer.
- Our Company does not have any bonus/profit sharing plan for any of the Key Managerial Personnel.
- None of the Key Managerial Personnel hold any shares of our Company as on the date of filing of this Draft Red Herring Prospectus except as under.

<b>Sr. No.</b>	<b>Name of the KMPs</b>	<b>No of shares held</b>
1.	Dr. Biswajit Mohanty	23,71,332
2.	Dr. Bikash Agrawala	23,73,332
3.	Sunil Kumar Rout	23,72,332
	<b>Total</b>	<b>71,16,996</b>

- Presently, we do not have Employee Stock Option Plan (ESOP)/ Employee Stock Purchase Scheme (ESPS) for our employees.

**Nature of any family relationship between our Directors and Key Managerial Personnel (KMP)**

None of our Key Management Personnel or Directors are related to each other, within the meaning of section 2(77) of the Companies Act, 2013



**Payment of benefits to officers of Our Company (non-salary related)**

Except as disclosed in this Draft Red Herring 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 super-annuation, 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 the 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:

Sr. No.	Name of Directors/ KMP’s	Designation and period	Appointment/ Cessation/Re-designation	Reasons
1.	Dr. Biswajit Mohanty	Change in designation as Chairman & Managing Director w.e.f. September 10, 2023	Change in designation	To comply with the provisions of the Companies Act 2013 and to ensure better Corporate Governance
2.	Dr. Bikash Agrawala	Change in designation as Whole Time Director w.e.f. September 10, 2023	Change in designation	
3.	Sunil Kumar Rout	Change in designation as Whole Time Director w.e.f. September 10, 2023	Change in designation	
4.	Jayant Kumar Das	Appointed as Chief Financial Officer w.e.f. September 10, 2023	Appointment	
5.	Bikash Kumar Panda	Appointed as Company Secretary & Compliance Officer w.e.f. September 10, 2023	Appointment	

**Interest of our Key Managerial Personnel**

Apart to the extent of remuneration allowed and reimbursement of expenses incurred by them for or on behalf of the Company, none of our Key Managerial Personal is interested in our Company. For details, please refer section titled "*Financial information of the Company – Annexure - Y - Related Party Disclosures*" beginning on page 148 of this Draft Red Herring Prospectus.

**Interest in the property of our Company**

Our KMPs do not have any interest in any property acquired by our Company in a period of two years before the filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on the date of filing the Red Herring Prospectus with RoC.

**Details of the 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 - Y – Related Party Disclosure*" page 148 of this Draft Red Herring Prospectus.

**Employee Stock Option Plan ('ESOP')/ employee stock purchase scheme ('ESPS Scheme') to Employees**

Presently, we do not have any ESOP/ESPS Scheme for our employees.

**OUR PROMOTERS & PROMOTER GROUP****OUR PROMOTERS:**

The Promoters of our Company is Dr. Biswajit Mohanty, Dr. Bikash Agrawala & Sunil Kumar Rout.

As on date of this Draft Red Herring Prospectus, the Promoters, in aggregate, hold 71,16,996 Equity shares of our Company, representing 99.96% of the pre-issue paid-up Equity Share capital of our Company. For details of the build-up of the Promoters shareholding in our Company, see “*Capital Structure – History of the Equity Share Capital held by our Promoters*”, on pages 62 of this Draft Red Herring Prospectus.

*Brief Profile of our Promotesr is as under:*

	<p><b>Dr. Biswajit Mohanty – Chairman &amp; Managing Director</b></p> <p>Dr. Biswajit Mohanty aged 61 years, is our Promoter and is also the Chairman &amp; Managing Director on our Board. For further details, i.e., his date of birth, residential address, educational qualifications, experience in business or employment, business and financial activities, special achievements, positions/posts held in the past and other directorships, see “<i>Our Management – Brief profile of Directors</i>” on page 130 of this Draft Red Herring Prospectus.</p> <p><b>Other ventures of our Promoters</b> – Except as disclosed below and set out in the chapter titled ‘<i>Our Management</i>’, our Promoters are not involved with any other venture, as a shareholder/ stakeholder, proprietor, partner, promoters or director.</p> <p>His permanent account number is AFYPB2452C.</p> <p>For details of his shareholding, please see “<i>Capital Structure</i>” on page 62 of this Draft Red Herring Prospectus.</p>
	<p><b>Dr. Bikash Agrawala – Whole Time Director</b></p> <p>Dr. Bikash Agrawala aged 46 years, is our Promoter and is also the Whole Time Director on our Board. For further details, i.e., his date of birth, residential address, educational qualifications, experience in business or employment, business and financial activities, special achievements, positions/posts held in the past and other directorships, see “<i>Our Management – Brief profile of Directors</i>” on page 130 of this Draft Red Herring Prospectus.</p> <p><b>Other ventures of our Promoters</b> – Except as disclosed below and set out in the chapter titled ‘<i>Our Management</i>’, our Promoters are not involved with any other venture, as a shareholder/ stakeholder, proprietor, partner, promoters or director.</p> <p>His permanent account number is ADIPA0572E.</p> <p>For details of his shareholding, please see “<i>Capital Structure</i>” on page 62 of this Draft Red Herring Prospectus.</p>
	<p><b>Sunil Kumar Rout – Whole Time Director</b></p> <p>Sunil Kumar Rout aged 48 years, is our Promoter and is also the Whole Time Director on our Board. For further details, i.e., his date of birth, residential address, educational qualifications, experience in business or employment, business and financial activities, special achievements, positions/posts held in the past and other directorships, see “<i>Our Management – Brief profile of Directors</i>” on page 130 of this Draft Red Herring Prospectus.</p> <p><b>Other ventures of our Promoters</b> – Except as disclosed below and set out in the chapter titled ‘<i>Our Management</i>’, our Promoters are not involved with any other venture, as a shareholder/ stakeholder, proprietor, partner, promoters or director.</p> <p>His permanent account number is BCKPR2032Q.</p>

	For details of his shareholding, please see “ <i>Capital Structure</i> ” on page 62 of this Draft Red Herring Prospectus.
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**Confirmations/Declarations:**

In relation to our Promoters Dr. Biswajit Mohanty, Dr. Bikash Agrawala & Sunil Kumar Rout our Company confirms that the PAN, Bank Account Numbers, Passport Number, Aadhar Card Number and Driving License number shall be submitted to Stock Exchange at the time of filing of this Draft Red Herring Prospectus.

**Undertaking/ Confirmations:**

None of our Promoters or Promoter Group or Group Company or person in control of our Company has been:

- Prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority or
- Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.
- No material regulatory or disciplinary action is taken by any by a stock exchange or regulatory authority in the past one year in respect of our Promoters, Group Company and Company promoted by the Promoters of our company.
- 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 Promotesr 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 is disclosed in chapter titled “*Outstanding Litigations and Material Developments*” beginning on page 194 of this Draft Red Herring Prospectus.
- None of our Promoters, person in control of our Company is or have ever been 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.

**Interest of our Promoters:**

***i. Interest in promotion and shareholding of Our Company:***

Our Promoters is 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 them and their relatives. As on the date of this Draft Red Herring Prospectus, our Promoters, Dr. Biswajit Mohanty, Dr. Bikash Agrawala & Sunil Kumar Rout collectively holds 71,16,996 Equity Shares in our Company i.e. 99.96% 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 to *Annexure - Y – “Related Party Transactions”* beginning on page 148 of this Draft Red Herring Prospectus.

For details regarding the shareholding of our Promoters in our Company, please see “*Capital Structure*” on page 62 of this Draft Red Herring Prospectus.

***ii. Interest in the property of Our Company:***

Our Promoters do not have any other interest in any property acquired by our Company in a period of two years before filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on date of this Draft Red Herring 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 - Y** on “**Related Party Transactions**” on page 148 forming part of “**Financial Information of the Company**” of this Draft Red Herring Prospectus.

Further, our Promoters 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 Promoter towards Financial facilities of our Company please refer to “**Statement of Financial Indebtedness**” and “**Financial Information of Our Company**” on page 182 and 148 respectively of this Draft Red Herring Prospectus.

**Payment or Benefits to our Promoters 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 130 also refer Annexure - Y on “**Related Party Transactions**” on page 148 forming part of “**Financial Information of the Company**” and Paragraph on “**Interest of Promoters**” in chapter titled “**Our Promoters and Promoter Group**” on page 143 of this Draft Red Herring Prospectus.

**Companies/Firms with which our Promoters have disassociated in the last (3) three years**

None of our Promoters have disassociated themselves from any of the Company, Firms or other entities during the last three years preceding the date of this Draft Red Herring Prospectus.

**Other ventures of our Promoters**

Save and except as disclosed in this section titled “**Our Promoters & Promoter Group**” beginning on page 143 of this Draft Red Herring 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 194 of this Draft Red Herring Prospectus.

**Experience of Promoters in the line of business**

Our Promoters, Dr. Biswajit Mohanty, Dr. Bikash Agrawala and Sunil Kumar Rout have an experience of around 25 years, 18 years and 20 years respectively in the business of diagnostic industry. The Company shall also endeavor to ensure that relevant professional help is sought as and when required in the future.

**Related Party Transactions**

Except as stated in “**Annexure - Y Related Party Transactions**” beginning on page 148 of this Draft Red Herring 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 Promoter named above, the following natural persons 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 Promoter) are as follows:

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Relationship	Name of the Relatives	Name of the Relatives	Name of the Relatives
	Dr. Biswajit Mohanty	Dr. Bikash Agrawala	Sunil Kumar Rout
Father	Lt. Sarat Chandra Mohanty	Ghasiram Agarwala	Lt. Judhistir Rout
Mother	Lt. Anupama Mohanty	Krishna Agarwal	Lt. Prativa Rout
Spouse	Babita Mohanty	Rashmi Gupta	Priyadarshini Pal
Brother	Ranjit Kumar Mohanty, Satyajit Mohanty, Pruthijit Mohanty	-	Anil Kumar Rout
Sister	-	Shravani Agrawall	-
Son	-	-	Ayush Amlan Rout, Swayambhu Sibesh Rout
Daughter	Sneha Mohanty, Samprada Mohanty	Akriti Agarwal	-
Spouse's Father	Lt. Trinath Prasad Mohanty	Lt. Rajendra Kumar Gupta	Kshetramohan Pal
Spouse's Mother	Basanti Mohanty	Kalpna Gupta	Nimalaprabha Pal
Spouse's Brother	Dilip Kumar Mohanty	Sharad Gupta	Muktikanta Pal, Swami Prasad Pal
Spouse's Sister	Mamata Mohanty	-	-

**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	Name of Entities
1.	Any Body Corporate in which 20% or more of the Equity Share Capital is held by Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family (HUF) in which Promoter or any one or more of his immediate relatives are a member.	a) Medpotter Labs Private Limited b) Fraternity Hospitals Private Limited c) Stilt Bird Trading 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;	a) M/s. Prativa Educational & Charitable Trust b) M/s. Genx Consultancy Services

**3. Other persons included in Promoter Group:**

None of 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, 2013, our Company can pay dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders at the General Meeting and as per provisions of Articles of Association of our Company. The shareholders of the Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both.

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 year 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. All Dividends upon recommendation by our Board of Directors and approved by the shareholders at the General Meeting will be paid to credit of registered shareholders by way of cheque or warrant or in any electronic mode.

Our Company does not have a formal dividend policy for declaration of dividend in respect of 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 will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Our Company has not paid / declared any dividend on the Equity Shares in the last three financial years and from March 31, 2023 to the date of the filing of this Draft Red Herring 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**

**INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION**

To,

The Board of Directors of  
**Genx Diagnostics Limited**  
Plot No.1, BDA, Chandrashekharpur District Centre,  
Bhubaneswar, Khordha 751016, Odisha, India.

**Dear Sir,**

**Reference: - Proposed Public Issue of Equity Shares of Genx Diagnostic Limited.**

We have examined the attached Restated Financial Statement of Genx Diagnostic Limited (hereunder referred to "the Company", "Issuer") comprising the Restated Statement of Assets and Liabilities as at March 31, 2023, March 31, 2022, and March 31, 2021, the Restated Statement of Profit & Loss, the Restated Cash Flow Statement for year ended March 31, 2023, March 31, 2022, and March 31, 2021, the statement of Significant Accounting Policies and other explanatory Information (Collectively the Restated Financial Statement ) as approved by the Board of Directors in their meeting held on September 25, 2023 for the purpose of inclusion in the Offer Document in connection with its proposed Initial Public Offering (IPO) of equity shares, prepared by the Company in connection with its Initial Public Offer of Equity Shares (IPO) prepared in terms of the requirement of:-

- a) Section 26 of Part I of Chapter III of the Companies Act, 2013 as amended (the "Act");
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 as amended ("ICDR Regulations"); and
- c) The Guidance Note on Reports in Company Prospectuses (Revised 2020) issued by the Institute of Chartered Accountants of India as amended from time to time. ("The Guidance Note")

The Company's Board of Directors is responsible for the preparation of the Restated Financial Statement for the purpose of inclusion in the offer document to be filed with Stock Exchange, Securities and Exchange Board of India, and Registrar of Companies, of relevant state in connection with the proposed IPO. The Restated Financial Statements have been prepared by the management of the Company for the year ended on March 31, 2023, March 31, 2022, and March 31, 2021, on the basis of notes to restatement in note IV to the Restated Financial Statement. The Board of Directors of the company's responsibility includes designing, implementing, and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Statement.

We have examined such Restated Financial Statement taking into consideration:

- a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 16th August, 2023 in connection with the proposed IPO of equity shares of the Company;
- b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
- c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Statements; 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.

This Restated Financial Statements have been compiled by the management from:

- a) Audited financial statements of the company as at and for the year ended on March 31, 2023, March 31, 2022, and March 31, 2021 prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act, read

with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India,

For the purpose of our examination, we have relied on:

- a) Auditors' Report issued by the Previous Auditor M/s Rajesh Bishwanath & Co. dated 25<sup>th</sup> August, 2023, 09<sup>th</sup> August, 2022, and 13<sup>th</sup> November, 2021, for the year ended March 31, 2023, March 31, 2022, and March 31, 2021 respectively.

The modification in restated financials were carried out based on the modified reports, if any, issued by Statutory Auditor which is giving rise to modifications on the financial statements as at and for the years ended March 31, 2023, March 31, 2022, and March 31, 2021.

- a) The Restated Financial Statement have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any;
- b) The Restated Financial Statement have been made after incorporating adjustments for prior period and other material amounts in the respective financial year to which they relate;
- c) Extra-ordinary items that need to be disclosed separately in the accounts has been disclosed wherever required;
- d) 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;
- e) Adjustments in Restated Financial Statement have been made in accordance with the correct accounting policies,
- f) There was no change in accounting policies, which needs to be adjusted in the Restated Financial Statement, except accounting of retirement benefits was accounted on cash basis which is not as per AS-15 (Revised) "Employee benefits", however during the restatement Company has accounted such retirement benefits basis actuarial valuation certificate.
- g) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statement
- h) The Company has not paid dividend during FY 2020-21 to FY 2022-23.

In accordance with the requirements of Part I of Chapter III of Act including rules made there under, ICDR Regulations, Guidance Note and Engagement Letter, we report that

- a) The "Restated Statement of Assets and Liabilities" as set out in Annexure I to this report, of the Company March 31, 2023, March 31, 2022, and March 31, 2021 is prepared by the Company and approved by the Board of Directors. These Restated 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 Statement of Profit and Loss" as set out in Annexure II to this report, of the Company for Financial year ended March 31, 2023, March 31, 2022, and March 31, 2021 is prepared by the Company and approved by the Board of Directors. These Restated 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 Statement of Cash Flow" as set out in Annexure III to this report, of the Company for Financial year ended March 31, 2023, March 31, 2022, and March 31, 2021 is prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to this Report.

We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for Financial year ended March 31, 2023, March 31, 2022, and March 31, 2021 proposed to be included in the Offer Document for the proposed IPO.



Restated Statement of Share Capital, Reserves and Surplus	Annexure-A
Restated Statement of Long Term and Short - Term Borrowings/ Statement of principle Term of Secured loan and Assets charges as security and Statement of term & Condition of unsecured Loans.	Annexure-B, B(A) and B(B)
Restated Statement of Deferred Tax (Assets) / Liabilities	Annexure-C
Restated Statement of long-term Provisions	Annexure-D
Restated Statement of Other long-term Liabilities	Annexure-E
Restated Statement of Trade Payables	Annexure-F
Restated Statement of Other Current Liabilities and short-term Provisions	Annexure-G
Restated Statement of Property, Plant and Equipment and Intangible Assets	Annexure-H
Restated Statement of Non-Current Investments	Annexure-I
Restated Statement of Long-Term Loans and Advances	Annexure-J
Restated Statement of Non-Current Assets	Annexure-K
Restated Statement of Inventory	Annexure-L
Restated Statement of Trade Receivables	Annexure-M
Restated Statement of Cash & Cash Equivalents	Annexure-N
Restated Statement of Short-Term Loans and Advances	Annexure-O
Restated Statement of Other Current Assets	Annexure-P
Restated Statement of Turnover	Annexure-Q
Restated Statement of Non- Operating Income	Annexure-R
Restated Statement of Cost of Material Consumed and Purchases of Stock in Trade	Annexure-S
Restated Statement of Employee Benefits Expenses	Annexure-T
Restated Statement of Finance Cost	Annexure-U
Restated Statement of Depreciation & Amortization	Annexure-V
Restated Statement of Other Expenses	Annexure-W
Restated Statement of Mandatory Accounting Ratios	Annexure-X
Restated Statement of Related Party Transaction	Annexure-Y
Restated Statement of Capitalization	Annexure-Z
Restated Statement of Tax Shelter	Annexure-AA
Restated Statement of Contingent Liabilities	Annexure-AB
Restated Statement of Other Financial Ratio	Annexure-AC
Significant Accounting Policy and Notes to The Restated financial Statements	Annexure IV
Material Adjustment to the Restated Financial	Annexure V

In our opinion and to the best of information and explanation provided to us, the Restated Financial Statement of the Company, read with significant accounting policies and notes to accounts as appearing in Annexure IV are prepared after providing appropriate adjustments and regroupings as considered appropriate.

We, M/s. R K Jagetiya & Co, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and our peer Review Certificate is valid as on the date of signing of this report.

The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and SEBI ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.

The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.

We have no responsibility to update our report for events and circumstances occurring after the date of the report.

In our opinion, the above Financial Statements along with Annexure A to AC of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in Annexure IV and V are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Companies Act, SEBI ICDR Regulations, Engagement Letter and Guidance Note issued by ICAI.

*Genx Diagnostics Limited*

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Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the Proposed SME IPO of Equity Shares of the Company and our report should not be used, referred to or distributed for any other purpose without our prior consent in writing.

**For R K Jagetiya & CO.**

Chartered Accountant

**FRN:** - 146264W

Sd/-

**Ravi K Jagetiya**

Proprietor

**M. No.** 134691

**Place:** Mumbai

**Date:** September 25, 2023

**UDIN:** 23134691BGWLSE9608

## ANNEXURE I

## RESTATED STANDALONE STATEMENT OF ASSETS AND LIABILITIES

(Amount in Rs. Lakhs)

PARTICULARS		Annexure No	As at the Year ended		
			3/31/2023	3/31/2022	3/31/2021
<b>A)</b>	<b>EQUITY AND LIABILITIES</b>				
1.	Shareholders' Funds				
(a)	Share Capital	A	178.00	178.00	178.00
(b)	Reserves & Surplus		1,060.47	596.61	137.60
			<b>1,238.47</b>	<b>774.61</b>	<b>315.60</b>
<b>2.</b>	<b>Non-Current Liabilities</b>				
(a)	Long Term Borrowings	B, B(A) and B(B)	1,051.27	939.43	337.87
(b)	Deferred Tax Liabilities (Net)	C	283.57	175.59	134.23
(c)	Long Term Provisions	D	7.87	4.58	1.82
(d)	Other Long Term Liabilities	E	-	248.17	-
			<b>1,342.71</b>	<b>1,367.76</b>	<b>473.92</b>
<b>3.</b>	<b>Current Liabilities</b>				
(a)	Short Term Borrowings	B, B(A) and B(B)	344.72	251.71	148.75
(b)	Trade Payables	F			
(i)	total outstanding dues of micro enterprises and small enterprises; and		52.30	41.62	41.31
(ii)	total outstanding dues of creditors other than micro enterprises and small enterprises.		12.66	58.46	34.16
(c)	Other Current Liabilities	G	50.95	56.95	42.28
(d)	Short Term Provisions		71.30	123.25	51.91
			<b>531.92</b>	<b>531.99</b>	<b>318.41</b>
	<b>Total</b>		<b>3,113.10</b>	<b>2,674.37</b>	<b>1,107.93</b>
<b>B)</b>	<b>ASSETS</b>				
<b>1.</b>	<b>Non-Current Assets</b>				
(a)	Property, Plant & Equipment and Intangible Assets				
	i) Tangible Assets				
	(i) Gross Block		3,133.46	1,759.19	1,155.50
	(ii) Depreciation		641.68	427.57	328.19
	(iii) Net Block		2,491.77	1,331.63	827.31
	ii) Intangible Assets	H		-	-
	(i) Gross Block			-	-
	(ii) Depreciation			-	-
	(iii) Net Block			-	-
	iii) Capital Work in Progress		8.27	902.59	-
			<b>2,500.05</b>	<b>2,234.22</b>	<b>827.31</b>
(b)	Non-Current Investment	I	-	-	-
(c)	Deferred Tax Assets (Net)	C	-	-	-
(d)	Long Term Loans and Advances	J	27.27	67.97	3.58
(e)	Other Non-Current Assets	K	1.12	29.28	-
			<b>28.39</b>	<b>97.25</b>	<b>3.58</b>
<b>2.</b>	<b>Current Assets</b>				
(a)	Inventories	L	104.03	64.23	34.05
(b)	Trade Receivables	M	38.68	62.12	48.61
(c)	Cash and Cash equivalents	N	276.72	40.26	134.28
(d)	Short-Term Loans and Advances	O	106.62	72.57	60.10
(e)	Other Current Assets	P	58.61	103.72	-
			<b>584.66</b>	<b>342.90</b>	<b>277.04</b>
	<b>Total</b>		<b>3,113.10</b>	<b>2,674.37</b>	<b>1,107.93</b>

**ANNEXURE II**  
**RESTATED STANDALONE STATEMENT OF PROFIT AND LOSS**

(Amount in Rs. Lakhs)

PARTICULARS		Annexure No	For the Year ended on		
			3/31/2023	3/31/2022	3/31/2021
1.	Revenue From Operation	Q	2,428.10	2,172.71	1,293.06
2.	Other Income	R	13.70	8.95	6.36
<b>3.</b>	<b>Total Income (1+2)</b>		<b>2,441.80</b>	<b>2,181.66</b>	<b>1,299.42</b>
<b>4.</b>	<b>Expenditure</b>				
(a)	Cost of Material Consumed	S	386.34	535.00	386.41
(b)	Purchases of Stock in Trade		-	-	-
(c)	Employee Benefit Expenses	T	307.83	240.30	133.31
(d)	Finance Cost	U	87.69	35.59	53.83
(e)	Depreciation and Amortisation Expenses	V	214.12	99.37	83.55
(f)	Other Expenses	W	836.09	670.77	435.88
<b>5.</b>	<b>Total Expenditure 4(a) to 4(f)</b>		<b>1,832.08</b>	<b>1,581.04</b>	<b>1,092.98</b>
6.	Profit/(Loss) Before Exceptional & extraordinary items & Tax (3-5)		609.72	600.626	206.44
7.	Exceptional item		-	-	-
8.	Profit/(Loss) Before Tax (6-7)		609.72	600.63	206.44
9.	Tax Expense:				
(a)	Tax Expense for Current Year		37.88	100.26	34.46
(b)	Short/(Excess) Provision of Earlier Year		-	-	-
(c)	Deferred Tax		107.99	41.35	8.75
	Net Current Tax Expenses		145.87	141.61	43.21
<b>10.</b>	<b>Profit/(Loss) for the Year (8-9)</b>		<b>463.86</b>	<b>459.02</b>	<b>163.23</b>
<b>11.</b>	<b>Earnings per equity shares (Face Value of Rs. 10 each)</b>				
	i. Basic		6.51	6.45	2.29
	ii. Diluted		6.51	6.45	2.29

**ANNEXURE III**  
**RESTATED STANDALONE CASH FLOW STATEMENT**

(Amount in Rs. Lakhs)

PARTICULARS	Annexure No	For the Year ended on		
		3/31/2023	3/31/2022	3/31/2021
<b>A) Cash Flow From Operating Activities :</b>				
Net Profit before tax		609.72	600.63	206.44
Adjustment for :				
Depreciation		214.12	99.37	83.55
Interest Paid		87.69	35.59	53.83
Provision of Gratuity		3.53	2.77	0.84
Loss/(Profit) on Sale of Asset				
Interest Income		(3.41)	(6.31)	(0.92)
Adjustment with the Retained earnings		-	-	-
<b>Operating profit before working capital changes</b>		<b>911.65</b>	<b>732.06</b>	<b>343.75</b>
Changes in Working Capital				
(Increase)/Decrease in Inventory		(39.79)	(30.18)	(11.14)
(Increase)/Decrease in Trade Receivables		23.44	(13.51)	(6.95)
(Increase)/Decrease in Short Term Loans & Advances and Provisions		(34.06)	(12.46)	(44.94)
(Increase)/Decrease in Other Current Assets		45.12	(103.72)	-
Increase/(Decrease) in Trade Payables		(35.13)	24.61	(7.56)
Increase/(Decrease) in Other Current Liabilities		(6.00)	14.67	(53.85)
Increase/(Decrease) in Short Term Provisions		(52.19)	71.33	28.08
<b>Cash generated from operations</b>		<b>813.03</b>	<b>682.79</b>	<b>247.38</b>
Less:- Income Taxes paid		(37.88)	(100.26)	(35.77)
<b>Net cash flow from operating activities</b>	<b>A</b>	<b>775.15</b>	<b>582.54</b>	<b>211.61</b>
<b>B) Cash Flow From Investing Activities :</b>				
Purchase of Fixed Assets including of CWIP		(479.95)	(1,506.29)	(140.71)
Long term Investment made/Sold during the year		-	-	-
Increase/(Decrease) in Long Term Loans and Advances		40.70	(64.39)	3.10
Increase/(Decrease) in Other Non-Current Assets		28.16	(29.28)	-
Interest Income		3.41	6.31	0.92
<b>Net cash flow from investing activities</b>	<b>B</b>	<b>(407.68)</b>	<b>(1,593.65)</b>	<b>(136.69)</b>
<b>C) Cash Flow From Financing Activities :</b>				
Proceeds from Issue of Share Capital		-	-	-
Increase/(Decrease) in Short Term Borrowings		93.01	102.96	136.57
Increase/(Decrease) in Long Term Borrowings		111.84	601.56	(67.54)
Increase/(Decrease) in Other Long Term Liabilities		(248.17)	248.17	-
Interest Paid		(87.69)	(35.59)	(53.83)
<b>Net cash flow from financing activities</b>	<b>C</b>	<b>(131.02)</b>	<b>917.10</b>	<b>15.20</b>
<b>Net Increase/(Decrease) In Cash &amp; Cash Equivalents</b>	<b>(A+B+C)</b>	<b>236.46</b>	<b>(94.02)</b>	<b>90.12</b>
Cash equivalents at the beginning of the year		40.26	134.28	44.16
Cash equivalents at the end of the year		276.72	40.26	134.28

Notes :-		31/03/2023	31/03/2022	31/03/2021
1.	Component of Cash and Cash equivalents			
	Cash on hand	22.17	0.89	1.40
	Balance With banks	254.55	39.37	132.88
	Other Bank Balance	-	-	-
	<b>Total</b>	<b>276.72</b>	<b>40.26</b>	<b>134.28</b>
2	Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the company are segregated.			

**ANNEXURE-IV**

**SIGNIFICANT ACCOUNTING POLICY AND NOTES TO THE RESTATED FINANCIAL STATEMENTS**

**A. BACKGROUND**

Our Company was originally incorporated as “Genx Diagnostics Private Limited” on February 24, 2016 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Cuttack, Orissa with CIN U85195OR2016PTC019956. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting, held on August 25, 2023 our Company was converted into a Public Limited Company and consequently the name of our Company was changed from “Genx Diagnostics Private Limited” to “Genx Diagnostics Limited” vide a fresh certificate of incorporation consequent upon conversion from private company to public company dated September 23, 2023 issued by the Registrar of Companies, Cuttack, bearing CIN U85195OR2016PLC019956.

**B. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

**1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The Restated Statement of Assets and Liabilities of the Company as on March 31, 2023, March 31, 2022, and March 31, 2021 and the Restated Statement of Profit and Loss and Restated Statements of Cash Flows for the year ended on March 31, 2023, March 31, 2022, and March 31, 2021 and the annexure thereto (collectively, the “**Restated Financial Statements**”) have been extracted by the management from the Audited Financial Statements of the Company.

The financial statements are prepared on the accrual basis and under the historical cost convention in accordance with generally accepted accounting principles in India [India GAAP]. The Company has prepared these financial statements to comply in all material respects with the accounting standards issued by the ICAI, as applicable and notified under section 133 of the Companies Act, 2013. read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and the relevant provision of the Companies Act, 2013

The accounting policies adopted in the preparation of financials statements are consistent with those of previous year.

**2. USE OF ESTIMATES**

The preparation of restated financial statements in conformity with generally accepted accounting principles ('GAAP') requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Management believes that the estimates made in the preparation of the financial statements are prudent and reasonable. Actual result could differ from those estimates. Any revision to accounting estimates is recognized in the period in which the results are known/ materialized.

**3. PROPERTY, PLANT AND EQUIPMENTS**

Property plant & equipments are stated at cost of acquisition inclusive of taxes, duties, freight and other incidental expenses related to acquisition and installation of the concerned assets less depreciation till date.

**4. DEPRECIATION**

- Depreciation is provided on SLM Method based on useful life of the assets as prescribed in Schedule-II to the Companies Act, 2013.
- Depreciation on addition / deletion of fixed assets during the year is provided on pro-rata basis with reference to the date of addition / deletion.

**5. BORROWING COSTS**

Borrowing costs that are attributable to the acquisition, construction or production of Qualifying assets are capitalized as part of cost of such asset till such time the asset is ready for its intended use or sale. All other borrowing costs are recognized as an expense in the period in which they are incurred.

**6. IMPAIRMENT OF ASSETS**

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is the greater of the net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

## **7. INVESTMENTS**

Long term investments are stated at cost. Provision, if any, is made for permanent diminution in the value of investments. Current investments are stated at cost or fair value whichever is lower.

## **8. REVENUE RECOGNITION**

- Revenue is recognized to the extent that is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.
- Revenue from sale of goods is recognized when the significant risk and rewards are transferred as per the terms of sale. Revenues are recorded at invoice value.
- Income in respect of interest, insurance claims, export benefits, subsidy etc. is recognized to the extent the company is reasonably certain of its ultimate realization.

## **9. INVENTORIES:**

Inventories are valued at cost or Net realizable value whichever is lower. Work in process and finished goods are valued at lower of cost and net realizable value.

## **10. EMPLOYEE BENEFITS**

### **i. Short term Employee Benefits:**

All short term employee benefit plans such as salaries, wages, bonus, leave encashment and medical benefits which fall due within 12 months of the period in which the employee renders the related services which entitles him to avail such benefits are recognized on an undiscounted basis and charged to the profit & loss account.

### **ii. Long term Employee benefits:**

The Company has opted to change the policy of accounting of Gratuity, and during the restatement, Company has accounted all gratuity expenses basis of actuarial valuation certificate as obtained at every period/year ended. Provident Fund benefit to employees is provided for on accrual basis and charged to Profit and Loss Account.

## **11. SEGMENT ACCOUNTING**

The Company is engaged only in the health diagnostic services, hence it has only single reportable business segment in the context of Accounting Standard 17 on Segment Reporting. Therefore, no separate segment disclosures are made by the Company.

## **12. ACCOUNTING FOR TAXES ON INCOME**

Current tax is determined as the amount of tax payable in respect of taxable income for the year. Deferred tax is recognized, subject to consideration of prudence, on timing difference, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more year. Deferred tax assets arising on account of unabsorbed depreciation or carry forward of tax losses are recognized only to the extent that there is virtual certainty supported by convincing evidence that sufficient future tax income will be available against which such deferred tax assets can be realized.

## **13. AMORTIZATION OF INTANGIBLE ASSETS:**

- All Intangible Assets are measured at cost and amortized so as to reflect the pattern in which the assets economic benefits are consumed.

- Preoperative Expenses capitalized are amortized over useful life of ten years equally commencing from the year in which the commercial production commenced.

#### 14. CONTINGENT LIABILITIES AND PROVISIONS

- A provision is recognized when the Company has a present obligation as a result of a past event, and It is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date.
- A disclosure of contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources.
- Contingent Assets are neither recognized nor disclosed in the financial statements.

#### 15. ACCOUNTING FOR OPERATING LEASE:

The Company has various operating leases for premises; the leases are renewable on fixed periodic basis and are cancellable in nature after lock in period.

#### 16. EARNINGS PER SHARE:

In determining the Earnings Per share, the company considers the net profit after tax which does not include any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. Further The effect of bonus issue is eliminated by incorporating the bonus shares adjustment in the calculation of weighted average shares during restatement period.

#### 17. CASH FLOW:

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

#### C. CHANGES IN ACCOUNTING POLICIES IN THE YEARS COVERED IN THE RESTATED FINANCIALS

There was no change in accounting policies, which needs to be adjusted in the Restated Financial Statement, except Accounting of retirement benefits was accounted on cash basis which is not as per AS-15 (Revised) "Employee benefits", however during the restatement Company has accounted such retirement benefits basis actuarial valuation certificate.

#### D. NOTES ON RESTATEMENTS MADE IN THE RESTATED FINANCIALS

1. The financial statements including other financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.
2. Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, have been reported to the extent of information memorandum received from the suppliers.
3. **Employee benefits:**

The Company has adopted the Accounting Standard 15 (revised 2005) on Employee Benefits as per an actuarial valuation carried out by an independent actuary. The disclosures as envisaged under the standard are as under:-

(Amount in Rs. Lakhs)

Particulars	31-03-2023	31-03-2022	31-03-2021
<b>1. The amounts recognized in the Balance Sheet are as follows:</b>			
Present value of unfunded obligations Recognized	8.12	4.59	1.82
<b>Net Liability</b>	<b>8.12</b>	<b>4.59</b>	<b>1.82</b>



<b>2.The amounts recognized in the Profit &amp; Loss A/c are as follows:</b>			
Current Service Cost	3.21	2.19	0.80
Interest on Defined Benefit Obligation	0.34	0.14	0.07
Expected Return on Plan Assets	-	-	-
Net actuarial losses (gains) recognised in the year	(0.03)	0.45	(0.03)
Total, Included in "Salaries, Allowances & Welfare"	<b>3.53</b>	<b>2.77</b>	<b>0.84</b>
<b>3.Changes in the present value of defined benefit obligation:</b>			
Defined benefit obligation as at the beginning of the year/period Net of Fair Value of Opening Plan Assets	4.59	1.82	0.98
Service cost	3.21	2.19	0.80
Interest cost	0.34	0.14	0.07
Expected Return on Plan Assets	-	-	-
Net actuarial losses (gains) recognised in the year	(0.02)	0.45	(0.03)
Benefit paid by the Company	-	-	-
<b>Defined benefit obligation as at the end of the year/period</b>	<b>8.12</b>	<b>4.59</b>	<b>1.82</b>
<b>Benefit Description</b>			
Benefit type:	Gratuity Valuation as per Act		
Retirement Age:	<b>60 years</b>	<b>60 years</b>	<b>60 years</b>
Vesting Period:	<b>5 years</b>	<b>5 years</b>	<b>5 years</b>
<b>The principal actuarial assumptions for the above are:</b>			
Future Salary Rise:	<b>5.00%P.A</b>	<b>5.00%P.A</b>	<b>5.00%P.A</b>
Discount rate per annum:	<b>7.50%P.A</b>	<b>7.25%P.A</b>	<b>7.50%P.A</b>
Attrition Rate:	5% Per Annum		
Mortality Rate:	<b>IALM 2012-14 Ultimate</b>		

**4. Provisions, Contingent Liabilities and Contingent Assets (AS 29)**

Contingent liabilities and commitments (to the extent not provided for). There are no contingent liabilities as on the end of respective period except as mentioned in Annexure -AB, for any of the years covered by the statements.

**5. Related Party Disclosure (AS 18)**

Related party transactions are reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Annexure – Y of the enclosed financial statements.

**6. Accounting for Taxes on Income (AS 22)**

Deferred Tax liability/Asset in view of Accounting Standard – 22: "Accounting for Taxes on Income" as at the end of the year is reported as under:

Particulars	(Amount in Rs. Lakhs)		
	As at		
	31-03-2023	31-03-2022	31-03-2021
Major Components of deferred tax arising on account of timing differences are:			
Timing Difference Due to Depreciation	1,134.84	635.75	518.11
Deferred Tax Liabilities/(Assets) (A)	285.62	176.86	134.71
Provision of Gratuity as at the year end	(8.12)	(4.59)	(1.82)
Timing Difference Due to Gratuity Expenses	(8.12)	(4.59)	(1.82)
Deferred Tax Liabilities/(Assets) (B)	(2.04)	(1.28)	(0.47)
<b>Cumulative Balance of Deferred Tax Liability/(Assets) (Net) (A-B)</b>	<b>283.57</b>	<b>175.59</b>	<b>134.23</b>

**7. Earnings Per Share (AS 20):**

Earnings per share have been calculated is already reported in the Annexure –X of the enclosed financial statements.

**8. Realizations:**

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of property, plant and equipment, investments, inventories, receivables and other current assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these Restated financials has used internal and external sources on the expected future performance of the Company and management expects the carrying amount of these assets will be recovered and sufficient liquidity is available to fund the business operations for at least another 12 months. Given the uncertainty because of COVID-19, the final impact on the Company's assets in future may differ from that estimated as at the date of approval of these restated Financials.

**9. Contractual liabilities**

All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

**10. Amounts in the financial statements**

Amounts in the financial statements are reported in Indian Rupees in lakhs and rounded off to second digit of decimal. Figures in brackets indicate negative values.

**11. Auditors Qualifications –**

Details of Auditors qualifications and their impact on restated financial statement is given below.

## a) Qualification which required adjustment in restated financial statements

Financial Year	Audit Qualifications	Remark
FY 2020-21	NIL	Not Applicable
FY 2021-22	NIL	
FY 2022-23	NIL	

## b) Qualification which does not require adjustment in restated financial statements – Details given below

Financial Year	Audit Qualifications	Remark
FY 2020-21	We also draw attention to Note 11 to the financial statement in respect of inventories of Rs.33.62 Lakhs valued and certified by management of the company for the year ended 31 <sup>st</sup> March 2021. However, we could not very the quantitative details and individual value of the items due to nature of the business As the company is not maintaining any inventory, therefore management of the company is not required to conduct the physical verification of inventories at reasonable intervals.	Quantitative Stock Records are maintained in accounting system, and periodically being physically verified.
FY 2021-22	We draw attention to Note 12 to the financial statement in respect of inventories of Rs.64.23 Lakhs valued and certified by management of the company for the year ended 31 March 2022. However, we could not very the quantitative details and individual value of the items due to nature of the business.	Quantitative Stock Records are maintained in accounting system, and periodically being physically verified.
FY 2022-23	NIL	

**ANNEXURE-V****MATERIAL ADJUSTMENTS [AS PER THE ICDR] REGULATION]**

Appropriate adjustments have been made in the restated financial statements, whenever required, by reclassification of the corresponding items of assets, liabilities and cash flow statement, in order to ensure consistency and compliance with requirement of Company Act 2013, and Accounting Standards.

The Summary of results of restatements made in the audited financial statements of the Company for the respective years and their impact on the profit /(losses) of the Company is as under.

**Statement of adjustments in the Financial Statements**

(Amount in Lakhs Rs.)

<b>Reserves and Surplus</b>			
<b>Particulars</b>	<b>31-Mar-23</b>	<b>31-Mar-22</b>	<b>31-Mar-21</b>
Reserves and Surplus as per audited accounts but before adjustments for restated accounts:	1,031.23	593.21	121.50
Add: Cumulative Adjustment made in Statement of Profit and Loss Account	13.75	(12.08)	0.61
Adjustment with the Opening Reserves as on 01-04-2020	15.49	15.49	15.49
<b>Net Adjustment in Profit and Loss Account</b>	<b>29.24</b>	<b>3.41</b>	<b>16.10</b>
<b>Reserves and Surplus as per Restated Accounts:</b>	<b>1,060.47</b>	<b>596.61</b>	<b>137.60</b>

**Statement of Profit and Loss after Tax**

The reconciliation of Profit/(loss) after tax as per audited results and the Profit/(loss) after tax as per Restated accounts is presented below in Table-1. This summarizes the results of restatements made in the audited accounts for the respective years and its impact on the respective year profit & losses of the company.

(Rs in Lakhs)

<b>Particulars</b>	<b>31-03-2023</b>	<b>31-03-2022</b>	<b>31-03-2021</b>
Net Profit/(loss) after Tax as per audited accounts but before adjustments for restated accounts:	438.03	471.71	162.62
Less: Provision for Gratuity booked as per AS -15(Revised)	4.59	(2.77)	(0.84)
Short/(Excess) Provision for Deferred Tax Assets	17.62	(10.77)	0.22
(Short)/Excess Provision for Income Tax	3.62	0.85	(0.08)
Add/(Less): Impact of Prior Period Income Tax	-	-	1.31
<b>Net Adjustment in Profit and Loss Account</b>	<b>25.83</b>	<b>(12.69)</b>	<b>0.61</b>
<b>Net Profit/(Loss) After Tax as per Restated Accounts:</b>	<b>463.86</b>	<b>459.02</b>	<b>163.23</b>

**a) Adjustment of Gratuity Expenses**

Company had accounted gratuity on cash basis, however during the restatement, Company has complied with the requirement of AS – 15 (Revised) “Employee Benefits” and accordingly booked Gratuity expenses basis of actuarial valuation report.

**b) Adjustment on account of Provision of Deferred Tax Assets:**

Due to Provision for Gratuity (Employee benefits), Difference of WDV of Fixed Assets as per Companies Act, 2013 and Income Tax Act, 1961 during the period of restatement, The Company has recalculated the deferred tax liability and deferred tax assets at the end of respective year ended at the rate of normal Tax rate applicable at the end of relevant year. For more details refer table of Reconciliation of Statement of Profit and loss as above.

**c) Provision of Income Tax (Current/Prior Period):**

During the restatement, the Income tax provision was recalculated on restated Profit/(Loss) of respective year as per the prevailing tax rates, accordingly the effect of revised income tax provision has been made in the Restated Statement of Profit and Loss account. Short/(Excess) provision has adjusted in respective year/period. For More details, refer Annexure AA enclosed with the Restated Financial Statement.

**d) Accounting of Prior Period Income Tax:**

During the restatement of prior period Income Tax has been reconsidered basis of the year to which Income Tax is pertaining to and accordingly all prior period expenses has been charged to Restated Statement of Profit and Loss account of respective years.

**For R K Jagetiya & CO.**

Chartered Accountant

**FRN:** - 146264W

Sd/-

**Ravi K Jagetiya**

Proprietor

**M. No.** 134691

**Place:** Mumbai

**Date:** September 25, 2023

**UDIN:** 23134691BGWLSE9608

## ANNEXURE – A

## RESTATED STANDALONE STATEMENT OF SHARE CAPITAL, RESERVES AND SURPLUS

(Amt. in Rs. Lakhs, Except Share Data)

Particulars	As at		
	31/03/2023	31/03/2022	31/03/2021
<b>Share Capital</b>			
Authorised Share Capital			
No of Equity shares of Rs.10 each	30,00,000	30,00,000	30,00,000
Equity Share Capital	300.00	300.00	300.00
Issued, Subscribed and Paid up Share Capital			
No of Equity Shares of Rs. 10 each fully paid up	17,79,999	17,79,999	17,79,999
Equity Share Capital	178.00	178.00	178.00
<b>Total</b>	<b>178.00</b>	<b>178.00</b>	<b>178.00</b>
Reserves and Surplus			
Surplus in Profit and Loss account			
Opening Balance	596.61	137.60	(25.63)
Profit for the Year	463.86	459.02	163.23
Less: Reduction on account of Bonus Issue	-	-	-
<b>Closing Balance</b>	<b>1,060.47</b>	<b>596.61</b>	<b>137.60</b>

## 1. Terms/rights attached to equity shares:

- The company has only one class of shares referred to as equity shares having a par value of Rs. 10/- as at 31st March, 2023.
- Each holder of equity shares is entitled to one vote per share.
- In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.
- vi. Pursuant to shareholder's resolution dated 16th August, 2023 the authorized share capital of the company is increased from Rs 3,00,00,000 (Rupees three Crore only) divided in to 30,00,000 equity shares of Rs 10/- each to Rs 10,00,00,000 (Rupees Ten crore only) divided in to 1,00,00,000 equity shares of Rs 10/- each ranking pari-passu with the existing share capital.
- vii. Pursuant to board of director's resolution dated on 23rd August, 2023 and shareholder's consent dated 16th August, 2023 bonus issue of 53,39,997 equity shares of face value of Rs 10/- in the ratio 3:1 i.e. Three (3) bonus equity shares for every one (1) equity share held by shareholder

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

3. Company does not have any Revaluation Reserve.

4. The reconciliation of the number of Equity shares outstanding as at:

Particulars	As at		
	31/03/2023	31/03/2022	31/03/2021
Number of shares (Face value Rs 10) at the beginning	17,79,999	17,79,999	17,79,999
Add: Issue of Shares (Face value Rs 10)	-	-	-
Add: Bonus Shares	-	-	-
Number of shares (Face value Rs 10) at the end of Period/year	17,79,999	17,79,999	17,79,999
5. The detail of shareholders holding more than 5% of Total Equity Shares: -			
<b>Name of Shareholders</b>	<b>31/03/2023</b>	<b>31/03/2022</b>	<b>31/03/2021</b>
Dr. Bikash Agrawala	5,93,333	5,93,333	5,93,333
Dr. Biswajit Mohanty	5,93,333	5,93,333	5,93,333
Sunil Kumar Rout	5,93,333	5,93,333	5,93,333

## 6. Shares held by promoters at the end of the respective year is as under

## 6a) Shares held by promoters at the period ended 31st March 2023

Promoter Name	No. of Shares (Face Value Rs. 10/- each)	% of total shares
Dr. Bikash Agrawala	5,93,333	33.33%
Dr. Biswajit Mohanty	5,93,333	33.33%
Sunil Kumar Rout	5,93,333	33.33%

<b>Total</b>	<b>17,79,999</b>	
<b>6b) Shares held by promoters at the end of the year 31st March 2022</b>		
<b>Promoter Name</b>	<b>No. of Shares (Face Value Rs. 10/- each)</b>	<b>% of total shares</b>
Dr. Bikash Agrawala	5,93,333	33.33%
Dr. Biswajit Mohanty	5,93,333	33.33%
Sunil Kumar Rout	5,93,333	33.33%
<b>Total</b>	<b>17,79,999</b>	
<b>6c) Shares held by promoters at the end of the year 31st March 2021</b>		
<b>Promoter Name</b>	<b>No. of Shares (Face Value Rs. 10/- each)</b>	<b>% of total shares</b>
Dr. Bikash Agrawala	5,93,333	33.33%
Dr. Biswajit Mohanty	5,93,333	33.33%
Sunil Kumar Rout	5,93,333	33.33%
<b>Total</b>	<b>17,79,999</b>	

## ANNEXURE – B

## RESTATED STANDALONE STATEMENT OF LONG TERM AND SHORT TERM BORROWINGS

(Amount in Rs. Lakhs)

Particulars	As at		
	31/03/2023	31/03/2022	31/03/2021
<b>(Secured)</b>			
<b>(a) Term loans</b>			
From Bank & Financial Institutions	1,029.27	917.18	311.17
<b>Sub-total (a)</b>	1,029.27	917.18	311.17
<b>(Unsecured)</b>			
<b>(b) Term loans</b>			
From Bank & Financial Institutions	-	-	-
From Others	-	-	-
<b>Sub-total (b)</b>	-	-	-
<b>(c) Loans and advances from related parties &amp; shareholders (Unsecured)</b>			
From Directors	22.00	22.24	26.70
<b>Sub-total (c)</b>	22.00	22.24	26.70
<b>(d) Loans and advances from others (Unsecured)</b>			
From Interoperate deposits	-	-	-
<b>Sub-total (d)</b>	-	-	-
<b>Total (a+b+c+d)</b>	1,051.27	939.43	337.87
Short Term Borrowings			
Secured			
Loan Repayable on Demand			
From Banks and Financial Institution	-	-	-
From Other Parties	-	-	-
<b>Subtotal (a)</b>	-	-	-
Current Maturities of Long Term Debt	344.72	251.71	148.75
<b>Sub Total (b)</b>	344.72	251.71	148.75
<b>Total (a+b)</b>	<b>344.72</b>	<b>251.71</b>	<b>148.75</b>

## Note:

- List of persons/entities classified as 'Promoters' and 'Promoter Group' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.
- The terms and conditions and other information in respect of Secured Loans are given in Annexure -B (A)
- The terms and conditions and other information in respect of Unsecured Loans are given in Annexure - B (B)

## ANNEXURE B(A)

## RESTATED STANDALONE STATEMENT OF PRINCIPAL TERMS OF SECURED TERMS LOANS AND ASSETS CHARGED AS SECURITY

(Amount in Rs. Lakhs)

Name of Lender	Purpose of Credit Facility	Sanctioned Amount (Lakhs Rs.)	Rate of interest	Prime Securities offered	Re-Payment Schedule		Moratorium (In Months)	Outstanding amount as on (as per Books) (Rs. Lakhs)		
					No of EMI (No of Months)	EMI Amount (Rs. In Lakhs)		3/31/2023	3/31/2022	3/31/2021
Term Loan-(Union Bank of India)	Term Loan	525.00	EBLR (6.80%)+ 0.75%	Hyp of Medical Equipments	84.00	6.25+ Interest	11.00	497.65	463.64	-
GECL HDFC-8456	Working Capital Term Loan	90.00	7.80%	Hyp of Medical Equipments	39	2.95	5	39.47	70.57	90.00
Term Loan-(HDFC-2242)	Term Loan	19.55	8.75%	Hyp of Medical Equipments	59	0.42	NA	4.69	9.09	13.21
Term Loan-(HDFC-7683)	Term Loan	20.40	10.15%	Hyp of Medical Equipments	59	0.44	NA	3.71	8.39	12.82
Term Loan-(HDFC-5537)	Term Loan	364.11	7.75%	Hyp of Medical Equipments	36	10.11 + Interest	NA	101.14	222.52	343.89
Term Loan-(HDFC-5741)	Term Loan	378.00	7.25%	Hyp of Medical Equipments	72	6.49	NA	321.29	373.79	-
Term Loan-(HDFC-GECL-1515)	Working Capital Term Loan	14.16	8.25%	Hyp of Medical Equipments	61	0.45	24	14.16	14.16	-
Term Loan-(HDFC-GECL-8645)	Working Capital Term Loan	6.75	8.25%	Hyp of Medical Equipments	49	0.21	12	6.59	6.75	-
Term Loan-(HDFC-2840)	Term Loan	252.00	9.25%	Hyp of Medical Equipments	60	3.02	NA	245.34	-	-
Term Loan-(HDFC-8674)	Term Loan	144.00	7.75%	Hyp of Medical Equipments	60	3.02	3	139.94	-	-
<b>Total</b>								<b>1,373.98</b>	<b>1,168.89</b>	<b>459.92</b>

**Note:**

Collateral Security for the Term Loan facility granted by Union Bank of India is as under - :

1. Union Bank of India Loan is further secured by way of guarantee of all three directors i.e. Dr. Biswajit Mohanty, Dr. Bikash Agrawala & Sunil Kumar Rout.
2. All HDFC Loan is further secured by way of guarantee of directors i.e. Dr. Biswajit Mohanty, Dr. Bikash Agrawala.
3. All GECL Limits are secured by NCGTC Guarantee as per the Govt of India guideline.

## ANNEXURE – B(B)

## RESTATED STANDALONE STATEMENT OF TERMS &amp; CONDITIONS OF UNSECURED LOANS

A) Details of Unsecured Loans outstanding as at the end of the latest Reporting period from Directors/ Promoters/ Promoter Group / Associates/Relatives of Directors/Group Companies/other entities

Unsecured Loans from Promoters/Directors are interest free and all are taken without any preconditions attached towards repayments.

Name of Lender	Purpose	Rate of interest	Re-Payment Schedule	Moratorium	Outstanding amount as at (Amount in Rs. Lakhs)		
					31/03/2023	31/03/2022	31/03/2021
Sunil Kumar Rout	Business	NIL	On Demand Repayable	Not Applicable	11.21	11.45	15.91
Dr. Dr. Bikash Agrawala	Business	NIL	On Demand Repayable	Not Applicable	3.32	3.32	3.32
Dr. Biswajit Mohanty	Business	NIL	On Demand Repayable	Not Applicable	7.48	7.48	7.48
<b>Total</b>					<b>22.00</b>	<b>22.24</b>	<b>26.70</b>

## ANNEXURE – B1

## RESTATED STANDALONE STATEMENT OF OTHER LONG TERM LIABILITIES

(Amount in Rs. Lakhs)

Particulars	As at		
	3/31/2023	3/31/2022	3/31/2021
None	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

## ANNEXURE – C

## RESTATED STANDALONE STATEMENT OF DEFERRED TAX (ASSETS) / LIABILITIES

(Amount in Rs. Lakhs)

Particulars	As at		
	31/03/2023	31/03/2022	31/03/2021
Major Components of deferred tax arising on account of timing differences are:			
Timing Difference Due to Depreciation	1,134.84	635.75	518.11
Deferred Tax Liabilities/(Assets) (A)	285.62	176.86	134.71
Provision of Gratuity as at the year end	(8.12)	(4.59)	(1.82)
Timing Difference Due to Gratuity Expenses	(8.12)	(4.59)	(1.82)
Deferred Tax Liabilities/(Assets) (B)	(2.04)	(1.28)	(0.47)
Cumulative Balance of Deferred Tax Liability/(Assets) (Net) (A-B)	283.57	175.59	134.23

## ANNEXURE – D

## RESTATED STANDALONE STATEMENT OF LONG TERM PROVISIONS

(Amount in Rs. Lakhs)

Particulars	As at		
	31/03/2023	31/03/2022	31/03/2021
Provision for Employee Benefits			
Provision for Gratuity	7.87	4.58	1.82
Others	-	-	-
<b>Total</b>	<b>7.87</b>	<b>4.58</b>	<b>1.82</b>



## ANNEXURE – E

## RESTATED STANDALONE STATEMENT OF OTHER LONG TERM LIABILITIES

(Amount in Rs. Lakhs)

Particulars	As at		
	31/03/2023	31/03/2022	31/03/2021
Provision for Employee Benefits			
Other Payables	-	248.17	-
<b>Total</b>	<b>-</b>	<b>248.17</b>	<b>-</b>

**Note:** The above creditors were under Bank LC, and letter converted in Term Loan for Medical Equipment's.

## ANNEXURE – F

## RESTATED STANDALONE STATEMENT OF TRADE PAYABLES

(Amount in Rs. Lakhs)

Particulars	As at		
	31/03/2023	31/03/2022	31/03/2021
Trade Payables			
For Goods & Services			
Micro, Small and Medium Enterprises	52.30	41.62	41.31
Others	12.66	58.46	34.16
<b>Total</b>	<b>64.95</b>	<b>100.08</b>	<b>75.47</b>

## Trade Payable Includes Dues to Related Party

## Notes:

1. Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, have been identified on the basis of information available with the Company.
2. Ageing of the Supplier, along with any amount involved in disputes as required by Schedule III of Companies Act, 2013 is disclosed below after it becomes due for payment. In case of no credit terms defined the break-up of age wise supplier balance is given below after considering from the date of transactions.

## Trade Payables ageing schedule: As at 31st March, 2023

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	52.30	-	-	-	52.30
(ii) Others	12.66	-	-	-	12.66
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

## Trade Payables ageing schedule: As at 31st March, 2022

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	41.62	-	-	-	41.62
(ii) Others	58.42	0.04	-	-	58.46
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

## Trade Payables ageing schedule: As at 31st March, 2021

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	41.31	-	-	-	41.31
(ii) Others	32.18	1.98	-	-	34.16
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

**ANNEXURE – G**  
**RESTATED STANDALONE STATEMENT OF OTHER CURRENT LIABILITIES AND SHORT TERM PROVISION**

(Amount in Rs. Lakhs)

Particulars	As at		
	31/03/2023	31/03/2022	31/03/2021
Other Current Liabilities			
Accrued Interest but not due	-	-	-
Statutory Payables	12.56	7.62	3.99
Advances Received from Customers	-	1.60	0.25
Other Current Liabilities	38.39	47.73	38.03
<b>Total</b>	<b>50.95</b>	<b>56.95</b>	<b>42.28</b>
Short Term Provisions			
Provision for Employee Benefits	38.42	23.37	17.45
Provision for Gratuity	0.25	0.01	0.01
Other Provisions	-	-	-
	38.67	23.38	17.46
Other Provisions			
Income tax Provisions net of Advance tax and TDS	32.63	99.87	34.46
<b>Total</b>	<b>71.30</b>	<b>123.25</b>	<b>51.91</b>

## ANNEXURE – H

## RESTATED STANDALONE STATEMENT OF PROPERTY, PLANT &amp; EQUIPMENT AND INTANGIBLE ASSETS

FY 2020-21

(Amount in Rs. Lakhs)

Particulars	Gross Block				Depreciation				Net Block	
	Value as at 01-04-2020	Addition during the year	Deduction during the year	Value as at 31-03-2021	Value as at 01-04-2020	Addition during the year	Deduction during the year	Value as at 31-03-2021	WDV as on 31-03-2021	WDV as on 31-03-2020
<b>Tangible Assets</b>										
Computer & Software	20.71	6.48	-	27.19	14.52	3.83	-	18.35	8.84	6.19
Office Equipments	2.27	1.93	-	4.20	0.70	0.56	-	1.26	2.94	1.57
Plant & Machinery (DG SET)	15.04	-	-	15.04	6.17	1.79	-	7.96	7.08	8.87
Furniture & Fixtures	31.22	4.08	-	35.30	5.99	3.16	-	9.15	26.15	25.23
Electrical Installation & Equipment	91.91	9.73	-	101.64	32.39	8.00	-	40.39	61.26	59.52
CT Scan Machine	123.68	-	-	123.68	29.91	9.04	-	38.95	84.73	93.77
Lab Equipments	249.09	65.56	-	314.65	42.97	20.16	-	63.13	251.51	206.12
MRI Machine	448.31	-	-	448.31	105.75	32.77	-	138.52	309.79	342.56
X-Ray & Mammography	23.20	-	-	23.20	6.05	1.70	-	7.75	15.45	17.15
Ambulance & Jeep	5.02	22.89	-	27.91	0.15	2.11	-	2.26	25.65	4.87
Building (Civil Work)	4.34	30.04	-	34.38	0.04	0.44	-	0.48	33.90	4.31
<b>SUB TOTAL (A)</b>	<b>1,014.79</b>	<b>140.71</b>	<b>-</b>	<b>1,155.50</b>	<b>244.64</b>	<b>83.55</b>	<b>-</b>	<b>328.19</b>	<b>827.31</b>	<b>770.16</b>
<b>Intangible Assets</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>SUB TOTAL (B)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
Capital Work-in-progress	-	-	-	-	-	-	-	-	-	-
Building Under Construction	-	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (C)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
Intangible Assets Under Development	-	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (D)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Total [A + B + C + D] (Current Year)</b>	<b>1,014.79</b>	<b>140.71</b>	<b>0.00</b>	<b>1,155.50</b>	<b>244.64</b>	<b>83.55</b>	<b>0.00</b>	<b>328.19</b>	<b>827.31</b>	<b>770.16</b>
<b>(Previous Year)</b>	<b>915.84</b>	<b>98.96</b>	<b>0.00</b>	<b>1,014.80</b>	<b>165.86</b>	<b>78.78</b>	<b>0.00</b>	<b>244.64</b>	<b>770.15</b>	<b>749.97</b>

Particulars	Gross Block				Depreciation				Net Block	
	Value as at 01-04-2021	Addition during the year	Deduction during the year	Value as at 31-03-2022	Value as at 01-04-2021	Addition during the year	Deduction during the year	Value as at 31-03-2022	WDV as on 31-03-2022	WDV as on 31-03-2021
<b>Tangible Assets</b>										
Computer & Software	27.19	22.88	-	50.07	18.35	7.64	-	25.99	24.08	8.84
Office Equipments	4.20	-	-	4.20	1.26	0.80	-	2.06	2.14	2.94
Plant & Machinery(DG SET)	15.04	-	-	15.04	7.96	1.79	-	9.75	5.29	7.08
Furniture & Fixtures	35.30	2.86	-	38.16	9.15	3.51	-	12.66	25.50	26.15
Electrical Installation & Equipment	101.64	10.64	-	112.28	40.39	8.89	-	49.27	63.01	61.26
CT Scan Machine	123.68	-	-	123.68	38.95	9.04	-	47.99	75.69	84.73
Lab Equipments	314.65	130.76	-	445.41	63.13	26.68	-	89.82	355.59	251.51
MRI Machine	448.31	425.45	-	873.76	138.52	34.85	-	173.37	700.40	309.79
X-Ray & Mammography	23.20	-	-	23.20	7.75	1.70	-	9.44	13.76	15.45
Ambulance & Jeep	27.91	-	-	27.91	2.26	3.31	-	5.57	22.34	25.65
Building (Civil Work)	34.38	11.10	-	45.48	0.48	1.17	-	1.65	43.83	33.90
<b>SUB TOTAL (A)</b>	<b>1,155.50</b>	<b>603.69</b>	<b>-</b>	<b>1,759.19</b>	<b>328.19</b>	<b>99.37</b>	<b>-</b>	<b>427.57</b>	<b>1,331.63</b>	<b>827.31</b>
<b>Intangible Assets</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>SUB TOTAL (B)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
Capital Work-in-progress	-	-	-	-	-	-	-	-	-	-
Building Under Construction	-	-	-	-	-	-	-	-	-	-
1. CT Scan & X ray Machine	-	493.40	-	493.40	-	-	-	-	493.40	-
2. MRI Machine	-	336.00	-	336.00	-	-	-	-	336.00	-
3. X-ray Machine	-	12.25	-	12.25	-	-	-	-	12.25	-
4. Electrical & Fittings	-	25.38	-	25.38	-	-	-	-	25.38	-
5. Furniture & Fixture	-	7.56	-	7.56	-	-	-	-	7.56	-
6. Civil Construction	-	28.00	-	28.00	-	-	-	-	28.00	-
<b>SUB TOTAL (C)</b>	<b>0.00</b>	<b>902.59</b>	<b>0.00</b>	<b>902.59</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>902.59</b>	<b>0.00</b>
Intangible Assets Under Development	-	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (D)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Total [A + B + C + D] (Current Year)</b>	<b>1,155.50</b>	<b>1,506.29</b>	<b>0.00</b>	<b>2,661.79</b>	<b>328.19</b>	<b>99.37</b>	<b>0.00</b>	<b>427.57</b>	<b>2,234.22</b>	<b>827.31</b>
<b>(Previous Year)</b>	<b>1,014.79</b>	<b>140.71</b>	<b>0.00</b>	<b>1,155.50</b>	<b>244.64</b>	<b>83.55</b>	<b>0.00</b>	<b>328.19</b>	<b>827.31</b>	<b>770.16</b>

Particulars	Gross Block				Depreciation				Net Block	
	Value as at 01-04-2022	Addition during the year	Deduction during the year	Value as at 31-03-2023	Value as at 01-04-2022	Addition during the year	Deduction during the year	Value as at 31-03-2023	WDV as on 31-03-2023	WDV as on 31-03-2022
<b>Tangible Assets</b>										
Computer & Software	50.07	18.97	-	69.04	25.99	12.86	-	38.86	30.19	24.08
Office Equipments	4.20	1.44	-	5.64	2.06	0.82	-	2.88	2.76	2.14
Plant & Machinery(DG SET)	15.04	-	-	15.04	9.75	1.79	-	11.53	3.51	5.29
Furniture & Fixtures	38.16	18.98	-	57.14	12.66	4.96	-	17.63	39.52	25.50
Electrical Installation & Equipment	112.28	42.77	-	155.05	49.27	12.73	-	62.00	93.05	63.01
CT Scan Machine	123.68	430.90	-	554.58	47.99	34.65	-	82.64	471.94	75.69
Lab Equipments	445.41	300.11	-	745.51	89.82	45.13	-	134.95	610.57	355.59
MRI Machine	873.76	410.64	-	1,284.40	173.37	92.85	-	266.21	1,018.19	700.40
X-Ray & Mammography	23.20	12.25	-	35.45	9.44	2.59	-	12.03	23.42	13.76
Ambulance & Jeep	27.91	-	-	27.91	5.57	3.31	-	8.89	19.02	22.34
Building (Civil Work)	45.48	138.21	-	183.69	1.65	2.43	-	4.08	179.61	43.83
<b>SUB TOTAL (A)</b>	<b>1,759.19</b>	<b>1,374.27</b>	<b>-</b>	<b>3,133.46</b>	<b>427.57</b>	<b>214.12</b>	<b>-</b>	<b>641.68</b>	<b>2,491.77</b>	<b>1,331.63</b>
<b>Intangible Assets</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>SUB TOTAL (B)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
Capital Work-in-progress	-	-	-	-	-	-	-	-	-	-
For Bhubaneswar BMRI branch	902.59	0	902.59	0.00	0	0	0	0	-	0
<b>DHENKANAL BRANCH</b>										
1. Civil Construction	-	5.87	-	5.87	-	-	-	-	5.87	-
2. Electrical Equipment	-	0.99	-	0.99	-	-	-	-	0.99	-
3. Computer & Software	-	1.41	-	1.41	-	-	-	-	1.41	-
<b>SUB TOTAL (C)</b>	<b>902.59</b>	<b>8.27</b>	<b>902.59</b>	<b>8.27</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>8.27</b>	<b>0.00</b>
Intangible Assets Under Development	-	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (D)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Total [A + B + C + D] (Current Year)</b>	<b>2,661.78</b>	<b>1,382.54</b>	<b>902.59</b>	<b>3,141.73</b>	<b>427.57</b>	<b>214.12</b>	<b>-</b>	<b>641.68</b>	<b>2,500.05</b>	<b>1,331.63</b>
<b>(Previous Year)</b>	<b>1,155.50</b>	<b>1,506.29</b>	<b>-</b>	<b>2,661.79</b>	<b>328.19</b>	<b>99.37</b>	<b>-</b>	<b>427.57</b>	<b>2,234.22</b>	<b>827.31</b>

**ANNEXURE – I**  
**RESTATED STANDALONE STATEMENT OF NON-CURRENT INVESTMENTS**

(Amount in Rs. Lakhs)

Particulars	As at		
	31/03/2023	31/03/2022	31/03/2021
Non-Current Investment (At Cost)	-	-	-
None	-	-	-
<b>Total</b>	-	-	-
Aggregate amount of quoted investments and market value thereof	-	-	-
Aggregate amount of unquoted investments	-	-	-
Aggregate provision made for diminution in value of investments	-	-	-

**ANNEXURE – J**  
**RESTATED STANDALONE STATEMENT OF LONG-TERM LOANS AND ADVANCES**

(Amount in Rs. Lakhs)

Particulars	As at		
	31/03/2023	31/03/2022	31/03/2021
Unsecured, Considered Good unless otherwise stated			
Capital Advance	-	40.04	-
Security Deposit	27.27	27.93	3.58
Loans and Advances to Related Parties	-	-	-
Advance Tax & TDS (Net of Provisions) (Unsecured, Considered Good)	-	-	-
<b>Total</b>	<b>27.27</b>	<b>67.97</b>	<b>3.58</b>

**Notes:**

- The Company has not given any loans and advances to promoters, Directors, KMP's and other related parties during the above period.

**ANNEXURE – K**  
**RESTATED STANDALONE STATEMENT OF NON CURRENT ASSETS**

(Amount in Rs. Lakhs)

Particulars	As at		
	31/03/2023	31/03/2022	31/03/2021
Unsecured, Considered Good unless otherwise stated	-	-	-
Other Non-current Assets	1.12	29.28	-
<b>Total</b>	<b>1.12</b>	<b>29.28</b>	<b>-</b>

**ANNEXURE – L**  
**RESTATED STANDALONE STATEMENT OF INVENTORIES**

(Amount in Lakhs Rs.)

Particulars	As at		
	31/03/2023	31/03/2022	31/03/2021
Consumables	104.03	64.23	34.05
Work in Progress	-	-	-
Finished Goods	-	-	-
<b>Total</b>	<b>104.03</b>	<b>64.23</b>	<b>34.05</b>

**Note:-** Inventory has been physically verified by the management of the Company at the end of respective year.

**ANNEXURE – M**  
**RESTATED STANDALONE STATEMENT OF TRADE RECEIVABLES**

(Amount in Rs. Lakhs)

Particulars	As at		
	31/03/2023	31/03/2022	31/03/2021
Outstanding for a period exceeding six months (Unsecured and considered Good)			
From Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies.	-	-	-
Others	14.43	0.88	6.62
Outstanding for a period not exceeding 6 months (Unsecured and considered Good)			
From Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies.	-	-	-
Others	24.25	61.24	41.99
<b>Total</b>	<b>38.68</b>	<b>62.12</b>	<b>48.61</b>

**Note:**

- List of persons/entities classified as 'Promoters' and 'Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.
- Ageing of the Trade receivable, along with any amount involved in disputes, if any as required by Schedule III of Companies Act, 2013 is disclosed as below. Ageing of debtors is based on the date of transaction in case there is no credit period agreed at the time of Supply.

**Trade Receivables ageing schedule as at 31st March, 2023**

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	24.25	14.25	0.18	-	-	38.68
(i) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

**Trade Receivables ageing schedule as at 31st March, 2022**

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	61.24	0.60	0.02	0.25	0.01	62.12
(i) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

**Trade Receivables ageing schedule as at 31st March, 2021**

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment
-------------	--

	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	41.99	1.86	2.34	2.42	-	48.61
(i) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

**ANNEXURE – N**  
**RESTATED STANDALONE STATEMENT OF CASH & CASH EQUIVALENTS**

(Amount in Rs. Lakhs)

Particulars	As at		
	31/03/2023	31/03/2022	31/03/2021
Cash and Cash Equivalents: (as per Accounting Standard 3: Cash flow Statements)			
Balances with Banks in Current Accounts	254.55	39.37	132.88
Cash on Hand (As certified and verified by Management)	22.17	0.89	1.40
Other Bank Balances			
Fixed Deposits (Refer Note 1)	-	-	-
<b>Total</b>	<b>276.72</b>	<b>40.26</b>	<b>134.28</b>

**Note:** According to management, no fixed deposit is having maturity below 3 months, and accordingly basis of their maturity pattern, such fixed deposits shown in other current Assets.

**ANNEXURE – O**  
**RESTATED STANDALONE STATEMENT OF SHORT-TERM LOANS AND ADVANCES**

(Amount in Rs. Lakhs)

Particulars	As at		
	31/03/2023	31/03/2022	31/03/2021
Unsecured, Considered Good unless otherwise stated			
Security Deposit	-	-	-
Advances to Vendors	10.60	6.00	16.54
Balance With Revenue Authorities	90.19	63.18	41.74
<b>Total</b>	<b>106.62</b>	<b>72.57</b>	<b>60.10</b>

- List of persons/entities classified as 'Promoters' and 'Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete
- The Company has not given any loans and advances to promoters, Directors, KMP's and other related parties during the above period.

**ANNEXURE – P**  
**RESTATED STANDALONE STATEMENT OF OTHER CURRENT ASSETS**

(Amount in Rs. Lakhs)

Particulars	As at		
	31/03/2023	31/03/2022	31/03/2021
<b>Other Bank Balance - Fixed Deposit</b>	58.61	103.72	-
<b>Total</b>	<b>58.61</b>	<b>103.72</b>	<b>-</b>



**ANNEXURE – Q**  
**RESTATED STANDALONE STATEMENT OF TURNOVER**

(Amount in Rs. Lakhs)

Particulars	for the Year ended on		
	31/03/2023	31/03/2022	31/03/2021
(i) turnover of products manufactured by the issuer	-	-	-
(ii) turnover of products traded in by the issuer; and	-	-	-
* (iii) turnover in respect of products not normally dealt in by the issuer but included in (ii) above	-	-	-
(iv) turnover in respect of Services supplied by the issuer	2,428.10	2,172.71	1,293.06
<b>Total</b>	<b>2,428.10</b>	<b>2,172.71</b>	<b>1,293.06</b>

\*As per information provided to us by the Issuer, there is no such item.

**ANNEXURE – R**  
**RESTATED STANDALONE STATEMENT OF OTHER NON OPERATING INCOME**

(Amount in Rs. Lakhs)

Particulars	for the Year ended on		
	31/03/2023	31/03/2022	31/03/2021
Related and Recurring Income:			
(i) Interest income	3.41	6.31	0.92
(ii) Discount on Freight	0.05	0.35	0.46
(iii) Misc. Income	10.24	2.30	4.98
<b>Sub Total (a)</b>	<b>13.70</b>	<b>8.95</b>	<b>6.36</b>
Non related and Non-Recurring Income:			
(i) EX-Gratia Int Diff Refund	-	-	-
(ii) Sundry Creditor Written off	-	-	-
<b>Sub Total (b)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total (A+b)</b>	<b>13.70</b>	<b>8.95</b>	<b>6.36</b>
% of Other Income with Profit Before Tax	<b>2.25%</b>	<b>1.49%</b>	<b>3.08%</b>

**Note:** The classification of other income as recurring/not-recurring, related/not-related to business activity is based on the current operations and business activity of the Company as determined by the management.

**ANNEXURE – S**  
**RESTATED STANDALONE STATEMENT OF COST OF MATERIAL CONSUMED AND PURCHASE OF STOCK IN TRADE**

(Amount in Rs. Lakhs)

Particulars	for the period/year ended on		
	31/03/2023	31/03/2022	31/03/2021
Cost of Material Consumed			
Opening Stock of Consumables	64.23	34.05	22.91
Add: Purchases of Consumables	426.14	565.18	397.55
Less: Closing Stock of Consumables	104.03	64.23	34.05
<b>Total</b>	<b>386.34</b>	<b>535.00</b>	<b>386.41</b>
<b>Purchase of Stock in Trade</b>			
Purchase of Stock in Trade	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

**ANNEXURE – T**  
**RESTATED STANDALONE STATEMENT OF EMPLOYEE BENEFITS EXPENSES**

(Amount in Rs. Lakhs)

Particulars	for the Year ended on		
	31/03/2023	31/03/2022	31/03/2021
Salary and Wages	274.50	216.51	114.16
Contribution to Provident Fund and Other Fund	17.43	12.36	2.97
Contribution to Gratuity	3.53	2.77	0.84
Staff Welfare Expenses	12.38	8.66	15.34
<b>Total</b>	<b>307.83</b>	<b>240.30</b>	<b>133.31</b>

**ANNEXURE – U**  
**RESTATED STANDALONE STATEMENT OF FINANCE COST**

(Amount in Rs. Lakhs)

Particulars	for the Year ended on		
	31/03/2023	31/03/2022	31/03/2021
Interest expense	87.69	34.03	44.74
Other Borrowing cost	-	1.56	9.09
<b>Total</b>	<b>87.69</b>	<b>35.59</b>	<b>53.83</b>

**ANNEXURE – V**  
**RESTATED STANDALONE STATEMENT OF DEPRECIATION & AMORTISATION**

(Amount in Rs. Lakhs)

Particulars	for the Year ended on		
	31/03/2023	31/03/2022	31/03/2021
Depreciation and Amortization Expenses	214.12	99.37	83.55
<b>Total</b>	<b>214.12</b>	<b>99.37</b>	<b>83.55</b>

**ANNEXURE – W**  
**RESTATED STANDALONE STATEMENT OF OTHER EXPENSES**

(Amount in Rs. Lakhs)

Particulars	for the Year ended on		
	31/03/2023	31/03/2022	31/03/2021
Doctors Consultancy fees	468.91	350.53	219.83
Electricity Charges	61.02	43.32	33.08
AMC & CMC Expenses	52.47	67.81	60.53
Rent	42.06	24.03	7.78
Payment Auditors	1.00	1.00	0.75
Miscellaneous Expenses	210.63	184.08	113.90
<b>Total</b>	<b>836.09</b>	<b>670.77</b>	<b>435.88</b>
Miscellaneous Expenses			
Selling and Administrative Expenses			
Professional Consultancy Charges	12.78	11.54	1.26
Fuel	11.18	6.00	1.79
General Expenses	8.46	5.45	2.51
Bank Charges	10.00	8.69	6.19
Outsource Test	17.05	17.10	23.04
Discount allowed	17.20	-	-
Advertisement Exp	16.11	12.92	5.62
Packing & Transport Charges	1.56	2.05	0.09
Interest on TDS	0.13	0.67	0.39
Labour charges	-	13.42	-

ROC filling fees	-	-	0.04
Postage & Courier Expenses	0.06	0.07	0.02
Commission (Collection Centre)	-	5.76	0.14
Repair & Maintenance (Machine)	15.27	18.44	7.82
Repair & Maintenance (Vehicle)	-	-	0.12
Electrical Maintenance	-	0.63	-
Office Maintenance & House Keeping	8.58	8.69	6.93
Software & Web designing Charges	5.66	5.07	2.17
Insurance & Renewal Charges	1.07	2.74	3.08
Printing & Stationary	22.06	20.96	13.42
Interest on ESIC	5.40	0.13	-
Donation	26.23	26.50	16.24
Business Promotion Expenses	7.19	5.42	4.44
Watch & Ward Expenses	7.96	4.72	2.44
Telephone & Broadband Charges	4.83	3.23	1.68
Legal Expenses	2.07	0.93	1.38
Travelling & Conveyance Expenses	5.88	2.93	13.08
others	0.38	-	-
Calibration Charges	0.39	-	-
NABL FEES	3.09	-	-
<b>Sub Total</b>	<b>210.63</b>	<b>184.08</b>	<b>113.90</b>

**ANNEXURE – X**  
**RESTATED STANDALONE STATEMENT OF MANDATORY ACCOUNTING RATIOS**

(Amount in Rs. Lakhs)

Particulars	As at		
	31/03/2023	31/03/2022	31/03/2021
Net Worth (A)	1,238.47	774.61	315.60
Restated Profit after tax	463.86	459.02	163.23
Less: Prior Period Item	-	-	-
Adjusted Profit after Tax (B)	463.86	459.02	163.23
Number of Equity shares (Face Value Rs 10) outstanding as on the of Year	17,79,999	17,79,999	17,79,999
Weighted Average Number of Equity shares (Face Value Rs 10) ( c)	17,79,999	17,79,999	17,79,999
Weighted Average Number of Equity shares (Face Value Rs 10) after considering Bonus Issue of Shares (D)	71,19,996	71,19,996	71,19,996
Current Assets (E)	584.66	342.90	277.04
Current Liabilities (F)	531.92	531.99	318.41
Face Value per Share	10.00	10.00	10.00
Restated Basic and Diluted Earnings Per Share (Rs.) (B/D) (After Bonus)	6.51	6.45	2.29
Return on Net worth (%) (B/A)	37.45%	59.26%	51.72%
Net asset value per share (A/C) (Face Value of Rs. 10 Each) Based on actual number of shares	69.58	43.52	17.73
Net asset value per share (A/D) (Face Value of Rs. 10 Each) Based on Weighted average number of shares	17.39	10.88	4.43
Current Ratio (E/F)	1.10	0.64	0.87
Restated Earnings Before Interest Tax Depreciation and Amortisation and Other Income (EBITDA)	897.83	725.08	328.37

**Note:**

1. The ratios have been computed as below:
  - a) Basic earnings per share (Rs.): Net profit after tax as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year
  - b) Diluted earnings per share (Rs.): Net profit after tax as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period or year for diluted EPS
  - c) Return on net worth (%): Net profit after tax (as restated) / Net worth at the end of the period or year

- d) Net assets value per share -: Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year
- e) EBITDA has been calculated as Profit before Tax+Depreciation+Interest Expenses-Other Income
2. Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.
3. Net worth for ratios mentioned is equals to Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).
4. The figures disclosed above are based on the standalone restated summary statements.
5. Pursuant to board of director's resolution dated on 23rd August, 2023 and shareholder's consent dated 16th August, 2023 bonus issue of 53,39,997 equity shares of face value of Rs 10/- in the ratio 3:1 i.e. Three (3) bonus equity shares for every one (1) equity share held by shareholder.

**ANNEXURE – Y**  
**RESTATED STATEMENT OF RELATED PARTY TRANSACTION**

**List of Related Parties as per AS - 18**

Particulars	Names of related parties	Nature of Relationship
<b>Directors and Key Management Personnel (KMP)</b>	Sunil Kumar Rout	Whole Time Director
	Dr. Bikash Agrawala	Whole Time Director
	Dr. Biswajit Mohanty	Managing Director & Chairman
	Jayant Kumar Das	CFO
	Panchanana Mahanta	Independent Director
	Minati Das	Independent Director
	Bikash Kumar Panda	Company Secretary
<b>Enterprises in which KMP/Relatives of KMP can exercise significant influence</b>	Dr. Rashmi Gupta	Wife of (Dr. Bikash Agrawala)
	Smt. Babita Mohanty	Wife of ( Dr. Biswajit Mohanty)
	Smt. Priyadarshini Pal	Wife of (Sunil Kumar Rout)
	Prativa Education & Charitable Trust	Sunil Kumar Rout is trustee of the Trust
	Fraternity Hospitals Private Limited	Sunil Kumar Rout holding more than 20%
	Stilt bird Trading Pvt Ltd	Sunil Kumar Rout holding more than 20%
	Medpotter Labs Private Limited	Dr. Bikash Agarwala holding more than 20%
	Genx Consultancy Services	Partnership firm where all promoters are partner

(Amount in Rs. Lakhs)

(i) Transactions with Director and KMP	31/03/2023	31/03/2022	31/03/2021
<b>A) Remuneration/Professional fee Paid</b>			
Sunil Kumar Rout	13.30	8.40	8.40
Dr. Bikash Agrawala	34.53	12.00	12.00
Dr. Biswajit Mohanty	41.27	39.60	43.20
<b>B) Sunil Kumar Rout</b>			
Unsecured Loan -Opening Bal.Cr/(Dr)	11.45	15.91	15.91
Loan taken this year Cr/(Dr)	-	-	-
Loan repaid this year Cr/(Dr)	(0.24)	(4.46)	-
Outstanding Balance Cr/(Dr)	11.21	11.45	15.91
<b>C) Dr. Bikash Agrawala</b>			
Unsecured Loan -Opening Bal.Cr/(Dr)	3.32	3.32	3.32
Loan taken this year Cr/(Dr)	-	-	-
Loan repaid this year Cr/(Dr)	-	-	-
Outstanding Balance Cr/(Dr)	3.32	3.32	3.32
<b>D) Dr. Biswajit Mohanty</b>			
Unsecured Loan -Opening Bal.Cr/(Dr)	7.48	7.48	7.48
Loan taken this year Cr/(Dr)	-	-	-
Loan repaid this year Cr/(Dr)	-	-	-
Outstanding Balance Cr/(Dr)	7.48	7.48	7.48

<b>(ii) Transactions with Entities where Director/ KMP or their Relatives hold substantial Interest</b>			
Salary/Professional Fee Paid			
Dr. Rashmi Gupta	34.16	36.00	24.00
Smt. Babita Mohanty	28.10	12.00	6.40
Smt. Priyadarshini Pal	5.70	3.60	3.60

**Note:**

- List of Related parties has been identified by the management and relied upon by the Auditor.
- In case there is no transaction with any of the above related parties, only name of such related parties has been disclosed as required by AS- 18.

**ANNEXURE – Z**  
**RESTATED STANDALONE STATEMENT OF CAPITALISATION**

(Amount in Rs. Lakhs)

Particulars	Pre Issue	Post Issue*
	31/03/2023	
<b>Debt</b>		
Short Term Debt	-	-
Long Term Debt	1,395.99	-
<b>Total Debt</b>	<b>1,395.99</b>	-
<b>Shareholders' Fund (Equity)</b>		
Share Capital	178.00	-
Reserves & Surplus	1,060.47	-
Less: Miscellaneous Expenses not w/off	-	-
Total Shareholders' Fund (Equity)	1,238.47	-
<b>Long Term Debt/Equity</b>	<b>1.13</b>	-
<b>Total Debt/Equity</b>	<b>1.13</b>	-

\* The corresponding post issue figures are not determinable at this stage.

**Notes:**

- Short term Debts represent which are expected to be paid/payable within 12 months and excludes instalment of term loans repayable within 12 months.
- Long term Debts represent debts other than Short Term Debts as defined above but includes instalment of term loans repayable within 12 months grouped under other current liabilities.
- The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31/03/2023.

**ANNEXURE – AA**  
**RESTATED STANDALONE STATEMENT OF TAX SHELTER**

(Amount in Rs. Lakhs)

Particulars		for the period/year ended on		
		31/03/2023	31/03/2022	31/03/2021
A	Profit before taxes as restated	609.72	600.63	206.44
B	Tax Rate Applicable %	25.17	27.82	26.00
C	Tax Impact (A*B)	153.46	167.09	53.67
	Adjustments:			
<b>D</b>	<b>Permanent Differences</b>			
	Expenses disallowed due to non-deduction of TDS	0.13	0.67	0.39
	Expenses disallowed Under Section 37 of the IT Act 1961	31.63	13.38	9.77
	<b>Total Permanent Differences</b>	<b>31.76</b>	<b>14.05</b>	<b>10.16</b>
<b>E</b>	<b>Timing Difference</b>			
	Difference between tax depreciation and book depreciation	(499.09)	(117.64)	(34.49)
	Expenses Disallowed Under Section 43 B	8.12	2.77	0.84
	<b>Total Timing Differences</b>	<b>(490.97)</b>	<b>(114.87)</b>	<b>(33.65)</b>
	Set off of Carried forwarded Business Losses	-	(160.37)	(170.07)

F	Net Adjustment (F) = (D+E)	(459.21)	(261.19)	(193.56)
G	Tax Expenses/ (Saving) thereon (F*B)	(115.57)	(72.66)	(50.32)
H	Tax Liability, After Considering the effect of Adjustment (C +G)	37.88	94.43	3.35
I	Book Profit as per MAT *	Opted for	600.63	206.44
J	MAT Rate	115BAA	16.69	16.69
K	Tax liability as per MAT (I*J)	NA	100.26	34.46
L	Current Tax being Higher of H or K	37.88	100.26	34.46
M	Interest U/s 234A, B and C of Income Tax Act	-	-	-
N	Total Tax expenses (L+M+N)	37.88	100.26	34.46
P	Tax Paid Under (Normal/MAT) in Income Tax Return Filed by Company	Normal	MAT	MAT

\* MAT refers to Minimum Alternative Tax as referred to in section 115 JB of the Income Tax Act,1961

**Notes:**

- The aforesaid statement of tax shelters has been prepared as per the restated Summary statement of profits and losses of the Company. The permanent/timing differences have been computed considering the acknowledged copies of the income-tax returns/Provisional computation of total income of respective years as stated above.

**ANNEXURE – AB  
RESTATED STANDALONE STATEMENT OF CONTINGENT LIABILITIES**

(Amount in Rs. Lakhs)

Particulars	As at		
	31/03/2023	31/03/2022	31/03/2021
<b>Contingent liabilities in respect of:</b>	-	-	-
Claims against the company not acknowledged as debts	-	-	-
Guarantees given on Behalf of the Company	-	-	-
Guarantees given on Behalf of the Subsidiary Company	-	-	-
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-	32.00
Uncalled liability on shares and other investments partly paid	-	-	-
<b>Total</b>	-	-	<b>32.00</b>

**ANNEXURE – AC  
RESTATED STANDALONE STATEMENT OF OTHER FINANCIAL RATIO**

Sr. No.	Ratio	31/03/2023	31/03/2022	31/03/2021
1.	Current Ratio (No of Times)	1.10	0.64	0.87
2.	Debt Equity Ratio (No of Times)	1.13	1.54	1.54
3.	Debt Service Coverage Ratio (No of Times)	1.77	2.06	1.44
4.	Return On Equity Ratio (%)	46.08%	84.21%	72.15%
5.	Inventory Turnover Ratio (In Days)	79	34	27
6.	Trade Receivable Turnover Ratio (In Days)	8	9	13
7.	Trade Payable Turnover Ratio (In Days)	71	57	73
8.	Net Capital Turnover Ratio (No Of Times)#	-35.62	-18.86	-19.50
9.	Net Profit Ratio (%)	19.10%	21.13%	12.62%
10.	Return On Capital Employed (%)	26.47%	32.37%	32.44%
11.	Return On Investment/Total Assets (%)	22.40%	23.79%	23.49%

#Negative Ratio represent negative working capital as on the end of the respective year

**Note :** Details of numerator and denominator for the above ratio are as under

- Current Ratio = Current Assets / Current Liabilities.
- Debt- equity ratio = Total debt / Shareholders' equity.
- Debt service coverage ratio = (Net Profit After Tax+Depreciation+Interest)/(Principal + Interest).
- Return on equity ratio= Net profit after taxes / Avg Shareholder's Equity.

5. Inventory turnover ratio= $\text{Cost of goods sold or sales} / \text{Average inventory}$ .
6. Trade receivables turnover ratio= $\text{Revenue from Operations} / \text{Average trade receivables}$ .
7. Trade payables turnover ratio= $\text{Purchase} / \text{Average trade payables}$ .
8. Net Capital turnover ratio= $\text{Net sales} / \text{Average working capital}$ .
9. Net profit ratio= $\text{Net profit after taxes} / \text{Total Revenue}$ .
10. Return on capital employed= $\text{Earnings before interest and taxes} / \text{Capital employed}$ .
11. Return on investment/ $\text{Total Assets} = \text{PAT} / \text{Total Assets}$ ."

**OTHER FINANCIAL INFORMATION**

The Audited Financial Statements of our Company as at and for the 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.genxlive.in](http://www.genxlive.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; or (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	<i>(Rs. In Lakhs except percentages and ratios)</i>		
	March 31, 2023	March 31, 2022	March 31, 2021
Profit After Tax (Rs. In Lakhs)	463.86	459.02	163.23
Basic & Diluted Earnings per Share	6.51	6.45	2.29
Return on Net Worth (%)	37.45%	59.26%	51.72%
NAV per Equity Shares (Based on Actual Number of Shares)	69.58	43.52	17.73
NAV per Equity Shares (based on Weighted Average Number of Shares - With Bonus issue and Private Placement Effect)	17.39	10.88	4.43
Earnings before interest, tax, depreciation and amortization (EBITDA)	897.83	725.08	328.37



**STATEMENT OF FINANCIAL INDEBTEDNESS**

Date: September 25, 2023

To,  
The Board of Directors,  
**Genx Diagnostic Limited**  
Plot No.1, BDA, Chandrashekharpur District Centre  
Bhubaneswar, Khordha-751016 Odisha, India.

Dear Sirs,

Based on the independent examination of Books of Accounts, Audited Financial Statements and other documents of **Genx Diagnostic Ltd.** 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 31<sup>st</sup> March, 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 (Rs. In Lakhs)	Rate of interest	Primary & Collateral Security	Re-Payment Schedule	Outstanding amount as on 31.03.2023 (Rs. In Lakhs)
HDFC Bank- (GECL)	85128456	Working Capital Term Loan	89.99	7.80%	<b>Primary Security:</b> Hypothecation of Equipment/Property <b>Guarantors:</b> Dr. Biswajit Mohanty & Dr. Bikash Agrawala	First 5 Months: Principal repayment moratorium. Interest to be serviced as & when applied. Next 34 Months: Equated monthly instalments of Rs.2,95,887/- each.	39.47
Union Bank of India	380806390009294	Term Loan	525.00	EBLR (6.80%)+ 0.75%	<b>Primary Security:</b> Hypothecation of Medical Equipments, DG Set & Air Conditioning Unit <b>Guarantors:</b> Dr. Biswajit Mohanty, Dr. Bikash Agrawala & Sunil Kumar Rout	Implementation Period of 5 months, Moratorium of 6 months. From Oct 2022, 84 Equated instalments of Rs.6,25,000/- each	497.65
HDFC Bank	83742242	Term Loan - Health Care	19.55	10.50%	<b>Primary Security:</b>	Repayable in 59 equated monthly instalments of Rs.	4.69

		Equipment Loans			Hypothecation of Medical Equipment <b>Guarantors:</b> Dr. Biswajit Mohanty & Dr. Bikash Agrawala	41828 commencing from 05-05-2019	
HDFC Bank	83497683	Term Loan - Health Care Equipment Loans	20.40	10.15%	<b>Primary Security:</b> Hypothecation of Medical Equipment <b>Guarantors:</b> Dr. Biswajit Mohanty & Dr. Bikash Agrawala	Repayable in 59 equated monthly instalments of Rs. 43596 commencing from 05-05-2019	3.71
HDFC Bank	85125537	Term Loan-Health Care Infra Finance	364.11	7.85%	<b>Primary Security:</b> Hypothecation of Medical Equipment <b>Guarantors:</b> Dr. Biswajit Mohanty & Dr. Bikash Agrawala	Repayable in 36 monthly instalments of Rs. 1011444+interest commencing from 15-02-2021	101.14
HDFC Bank	86205741	Term Loan-Health Care Equipment Finance	378.00	7.25%	<b>Primary Security:</b> Hypothecation of Medical Equipment <b>Guarantors:</b> Dr. Biswajit Mohanty & Dr. Bikash Agrawala	Repayable in 72 equated monthly instalments of Rs. 649000 commencing from 15-03-2022	321.29
HDFC Bank-(GECL)	452581515	Working Capital Term Loan	14.15	9.25%	NCGTC Guarantee for GECL Extension	First 24 Months: Principal repayment moratorium. Interest to be serviced as & when applied. Next 37 Months: Equated monthly instalments of Rs.44521 each	14.16
HDFC Bank-(GECL)	452208645	Working Capital Term Loan	6.75	9.25%	NCGTC Guarantee for GECL Extension	First 12 Months: Principal repayment moratorium. Interest to be serviced as & when applied. Next 37 Months: Equated monthly instalments of Rs.21230 each	6.59

HDFC Bank	87432840	Term Loan- Healthcare Equipment Loan	252.00	9.25%	Hypothecation of Medical Equipment <b>Guarantors:</b> Dr. Biswajit Mohanty & Dr. Bikash Agrawala	Repayable in 60 equated monthly instalments of Rs. 526173 commencing from 05-02-2023	245.34
HDFC Bank	87018674	Term Loan- Healthcare Equipment Loan	144.00	7.75%	Hypothecation of Medical Equipment <b>Guarantors:</b> Dr. Biswajit Mohanty & Dr. Bikash Agrawala	First 03 Months: Principal repayment moratorium. Interest to be serviced as & when applied. Next 57 Months: Equated monthly instalments of Rs.302784 each	139.94
<b>TOTAL (Fund Based)</b>							<b>1373.98</b>
<b>TOTAL (Non-Fund Based)</b>							<b>Nil</b>
<b>GRAND TOTAL (Fund and Non fund Based)</b>							<b>1373.98</b>

**B. UNSECURED LOANS**

Name of Lender	Purpose	Rate of Interest	Re-Payment Schedule	31-03-2023 (Rs. In Lakhs)
Sunil Kumar Rout	Business Loan	NIL	Payable on Demand	11.21
Dr. Bikash Agrawala	Business Loan	NIL	Payable on Demand	3.31
Dr. Biswajit Mohanty	Business Loan	NIL	Payable on Demand	7.48
<b>TOTAL</b>				<b>22.00</b>

Yours faithfully,

**For, R K Jagetiya & Co.**

Chartered Accountants

FRN: 146264W

Ravi K Jagetiya

Proprietor

Membership No. 134691

Place: Mumbai

Date: September 25, 2023

UDIN: 23134691BGWLSL5716

## **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 148. You should also read the section titled "Risk Factors" on page 28 and the section titled "Forward Looking Statements" on page 21 of this Draft Red Herring 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 dated September 25, 2023 which is included in this Draft Red Herring 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**

Incorporated in 2016, our company is a diagnostic facility provider having a comprehensive range of diagnostic services and related healthcare tests to our customers which includes individuals, corporate clients, hospitals and other diagnostic centers. Our service portfolio includes diagnostic services with latest technologies under – (i) Radiology Segment such as CT scan, MRI, Ultrasound, X-ray, Intervention Radiology etc. and (ii) Pathology segment such as Molecular Biology, Biochemistry, Histocytopathology, Microbiology etc. We have ensured accessibility of our services by establishing various diagnostic centers in Bhubaneswar and Chandrashekarapur in Khordha District and others in Sambalpur, Dhenkanal & Jagatsinghpur District of Odisha and strategically locating collection centers in neighboring districts.

We commenced our operations with a Diagnostic Centre in Bhubaneswar (Khordha District), Odisha. In 2021, we expanded by establishing another Diagnostic Centre in Jagatsinghpur District. Continuing our growth, we opened two additional Diagnostic Centres across Odisha in year 2022-23, and as on the date of this draft red herring prospectus, we are currently operating a total of five functional diagnostic centres. Additionally, we have an independent collection centre in Bhubaneswar. Furthermore, we have collaborated with 60 third-party authorized dealers ("Collection Centres") across multiple locations state-wide. These authorized dealers efficiently collect specimens and deliver them to our diagnostic centres for testing.

As of August 31, 2023, we have 112 machines in the Pathology Department and 22 machines in the Radiology Department. Our team includes 08 radiologists, 07 pathologists, 57 technologists, and over 60 qualified professionals, comprising clinicians, technicians, and operators. We have accreditations such as National Accreditation Board for Testing and Calibration Laboratories ("NABL") and National Accreditation Board for Hospitals & Healthcare Providers ("NABH") by consistently investing in our equipment and technology platform. These recognitions not only distinguish us in the market but also instills confidence in our patients, medical partners, and stakeholders. To ensure the functionality and reliability of our diagnostic equipment, we procure our diagnostics equipments from reputable suppliers like Siemens Healthcare Private Limited, Bio Rad etc. These associations further ensure consistent functionality of our equipment through comprehensive maintenance contract (CMC) that include routine servicing and calibration, as well as annual maintenance contracts (AMC).

We provide a wide range of general and specialized pathology and radiology tests to address diverse diagnostic requirements. In fiscal year 2021, 2022 and 2023, our gross revenue from Pathology services was Rs. 820.05 lakhs, Rs. 1291.42 lakhs & Rs. 1168.61 lakhs respectively and our gross revenue from Radiology services was Rs. 627.38 lakhs, Rs. 971.62 lakhs & Rs. 1259.49 lakhs respectively. Our customer-centric approach aims to enhance service quality and customer satisfaction. To ensure convenience, we provide value-added services such as home specimen collection and multiple delivery and access options (SMS, email, and web portal) for test reports.

Our Company was founded by our promoters Dr. Biswajit Mohanty, Dr. Bikash Agrawala, and Sunil Kumar Rout. Their expertise in clinical biochemistry, radiology and administration has been pivotal to our growth. Dr. Biswajit Mohanty holds an MBBS degree from Odisha Council of Medical Registration (OCMR), complemented by a Doctor of Medicine in Biochemistry from Utkal University and has an experience of 31 years. Dr. Bikash Agrawala completed his MBBS program from Sambalpur University and pursued a Doctor of Medicine in Radiology Diagnosis from Dr. M.G.R. Medical University and has an experience of 18 years. Sunil Kumar Rout possesses an MBA degree from St Peters University and

recently achieved a Doctor of Philosophy (D.Phil.) in the specialized area of health Sciences from Theophany University and has an experience of 17 years.

Our company and promoters have received many prestigious awards in the past that bear testimony to the customer confidence our products have gained over the years.

**Awards and Accreditations:**

- Accreditation Certificate in accordance with ISO 15189:2012 by the National Accreditation Board for Testing and Calibration Laboratories (NABL).
- Compliance with NABH Certification standards for Medical Laboratory in the fields of Clinical Biochemistry, Pathology, Microbiology & Serology by the National Accreditation Board for Hospitals & Healthcare Providers (NABH).
- Best Productivity Excellence Award in 2020 for Innovation Management through Six Sigma, conferred by the Odisha State Productivity Council.
- Productivity Excellence Award in 2020 for TQM & Business Excellence, presented by the Odisha State Productivity Council.
- Times Health Icons: Time Health Excellence 2021 recognized Genx Diagnostics as the Best Diagnostic Laboratory.
- Times Health Icons: Time Health Excellence 2023 acknowledged Genx Diagnostics as the Best Diagnostic Laboratory.
- Certificate of Recognition as Covid Warriors from the Siddhartha TV network.

The following table sets forth a breakdown of our revenue from operations, as well as other key performance indicators, for the periods indicated:

*(Rs. In Lakhs except percentages and ratios)*

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Revenue from Operations <sup>(1)</sup>	2,428.10	2,172.71	1,293.06
EBITDA <sup>(2)</sup>	897.83	725.08	328.37
EBITDA Margin <sup>(3)</sup>	36.98%	33.37%	25.39%
Profit After Tax (PAT)	463.86	459.02	163.23
PAT Margin <sup>(4)</sup>	19.10%	21.13%	12.62%
Net Worth <sup>(5)</sup>	1,238.47	774.61	315.60
ROE <sup>(6)</sup>	46.08%	84.21%	72.15%
ROCE <sup>(7)</sup>	26.47%	32.37%	32.44%

**Notes:**

<sup>(1)</sup> Revenue from operation means revenue from services and other operating revenues

<sup>(2)</sup> EBITDA is calculated as Profit before tax + Depreciation + Interest Cost - Other Income

<sup>(3)</sup> ‘EBITDA Margin’ is calculated as EBITDA divided by Revenue from Operations

<sup>(4)</sup> ‘PAT Margin’ is calculated as PAT for the year divided by revenue from operations.

<sup>(5)</sup> Net worth means the aggregate value of the paid-up share capital and reserves and surplus of the company.

<sup>(6)</sup> Return on Equity is ratio of Profit after Tax and Shareholder Equity

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

**STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

For details in respect of Statement of Significant Accounting Policies, please refer to Restated Financial Statements beginning on page 148 of this Draft Red Herring Prospectus.

1. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
2. Failure to successfully upgrade our product portfolio, from time to time;
3. Any interruptions at our flagship centre and other diagnostic centres;
4. Adverse effect by global health epidemics, including the recent COVID-19 outbreak, and the continuing effect of the same;
5. Any inadequacy in collection of, or failure or delay in the delivery of, specimens to our laboratories;
6. technological advancement leading to more cost effective technologies or non-invasive diagnostic healthcare tests;

7. Dependence on third parties to provide us our testing equipments and reagents or recall of existing testing equipment and reagents;
8. Any change in government policies resulting in increases in taxes payable by us;
9. Our ability to retain our key managements persons and other employees;
10. Changes in laws and regulations that apply to the industries in which we operate.
11. Failure or malfunction of our equipment;
12. Our failure to keep pace with rapid changes in technology;
13. Our ability to grow our business;
14. Our ability to make interest and principal payments on our existing debt obligations and satisfy the other covenants contained in our existing debt agreements;
15. General economic, political and other risks that are out of our control;
16. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
17. Company's ability to successfully implement its growth strategy and expansion plans;
18. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
19. Inability to successfully obtain registrations in a timely manner or at all;
20. Occurrence of Environmental Problems & Uninsured Losses;
21. Conflicts of interest with affiliated companies, the promoter group and other related parties;
22. Any adverse outcome in the legal proceedings in which we are involved;
23. Concentration of ownership among our Promoter;
24. The performance of the financial markets in India and globally;
25. 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 financial years ended on March 31, 2023, March 31, 2022 and March 31, 2021.

Particulars	(₹ in Lakhs)					
	FY 2022-23	% of Total Income	FY 2021-22	% of Total Income	FY 2020-21	% of Total Income
<b>Income</b>						
Revenue From Operation	2,428.10	99.44	2,172.71	99.59	1,293.06	99.51
Other Income	13.70	0.56	8.95	0.41	6.363	0.49
<b>Total Income</b>	<b>2,441.80</b>	<b>100.00</b>	<b>2,181.66</b>	<b>100</b>	<b>1,299.42</b>	<b>100.00</b>
<b>Expenditure</b>						
Cost of material consumed	386.34	15.82	535.00	24.52	386.41	29.74
Employee Benefit Expenses	307.83	12.61	240.30	11.01	133.31	10.26
Finance Cost	87.69	3.59	35.59	1.63	53.83	4.14
Depreciation and Amortization Expenses	214.12	8.77	99.37	4.55	83.55	6.43
Other Expenses	836.09	34.24	670.77	30.75	435.88	33.54
<b>Total Expenditure</b>	<b>1,832.08</b>	<b>75.03</b>	<b>1,581.04</b>	<b>72.47</b>	<b>1,092.98</b>	<b>84.11</b>
<b>Profit/(Loss) Before Exceptional &amp; extraordinary items &amp; Tax</b>	<b>609.72</b>	<b>24.97</b>	<b>600.63</b>	<b>27.53</b>	<b>206.44</b>	<b>15.89</b>
Exceptional Item	<b>0</b>		<b>0</b>		<b>0</b>	
<b>Profit/(Loss) Before Tax</b>	<b>609.72</b>	<b>24.97</b>	<b>600.63</b>	<b>27.53</b>	<b>206.44</b>	<b>15.89</b>
Tax Expense:						
Tax Expense for Current Year	37.88	1.55	100.26	4.60	34.46	2.65
Short/ (Excess) Provision of Earlier Year						
Deferred Tax	107.99	4.42	41.35	1.90	8.75	0.67
Net Current Tax Expenses	145.87	5.97	141.61	6.49	43.21	3.33
<b>Profit/(Loss) for the Year</b>	<b>463.86</b>	<b>19.00</b>	<b>459.02</b>	<b>21.04</b>	<b>163.23</b>	<b>12.56</b>

### Revenue from operations:

Revenue from Operations mainly consists of revenue from diagnostic services including pathology and radiology services.

### Other Income:

Our other income primarily comprises of Interest Income, Discount on freight and other Misc. income.

**Total Expenses:**

Company's expenses consist of operating cost like Cost of material consumed, Employee benefits expense, Finance costs, Depreciation and amortization expenses and other expenses.

**Purchases of Consumables:**

Our purchases comprise of Consumable items.

**Employee benefits expense:**

Our employee benefits expense primarily comprises of Salaries & wages, staff welfare expenses, Gratuity Provision etc.

**Finance Costs:**

Our finance cost comprises of Interest on loan and other borrowing cost.

**Depreciation and Amortization Expenses:**

Depreciation includes depreciation of Computer & Software, Office Equipments, Plant & Machinery (DG Set), Furniture & Fixtures, CT Scan Machine, Lab Equipments, MRI Machine, X-Ray & Mammography, Building etc.

**Other Expenses:**

Our Other Expenses consists of Doctors Consultancy Fees, Electricity Charges, AMC & CMC Expenses, Rent, Auditors Payment, Professional Consultancy Charges, Fuel, General Expenses, Bank Charges, Outsource Test, Advertisement Exp, Packing & Transport Charges, Postage & Courier Expenses, Repair & Maintenance (Machine), Travelling & Conveyance Expenses, Donation, Office Maintenance & House Keeping, Business Promotion Expenses, Travelling & Conveyance Expenses, Calibration Charges, other expenses etc.

**Restated Profit before tax:**

The Company reported Restated profit before tax for F.Y. March 31, 2023 of Rs. 609.72 Lakhs.

**Restated profit after tax:**

The Company reported Restated profit after tax for F.Y. March 31, 2023 of Rs. 463.86 Lakhs.

**Financial Year 2023 Compared to Financial Year 2022 (Based on Restated Financial Statements)**

**Total Income:**

Total income for the financial year 2022-23 stood at Rs. 2441.80 Lakhs whereas in Financial Year 2021-22 the same stood at Rs. 2181.66 Lakhs representing an increase of 11.92 %. The main reason of increase was due to increase in the business operations of the company.

**Revenue from Operations**

During the financial year 2022-23 the net revenue from operation of our Company increased to Rs. 2428.10 Lakhs as against Rs. 2172.71 Lakhs in the Financial Year 2021-22 representing an increase of 11.75%. Such increase was due to increase in business operations of the Company

**Other Income:**

During the financial year 2022-23 the other income of our Company increased to Rs. 13.70 Lakhs as against Rs. 8.95 lakhs in the Financial Year 2021-22 representing an increase of 53.06%

**Total Expenses**

The total expense for the financial year 2022-23 increased to Rs. 1832.08 Lakhs from Rs. 1581.04 lakhs in the Financial Year 2021-22 representing an increase of 15.88%. Such increase was due to increase in business operations of the Company.

**Cost of material consumed**

Cost of Goods Sold decreased to Rs. 386.34 lakhs in F.Y 2022-23 from 535.00 lakhs in F.Y 2021-22 representing a decrease of 27.79%. Such decrease was due to decrease in purchase of consumable items.

**Employee benefits expense:**

Our Company has incurred Rs. 307.83 Lakhs as Employee benefits expense during the financial year 2022-23 as compared to Rs. 240.30 Lakhs in the financial year 2021-22. The increase of 28.10% was due to increase in salary and wages.

**Finance costs:**

These costs were for the financial Year 2022-23 increased to Rs. 87.69 Lakhs as against Rs. 35.59 Lakhs during the financial year 2021-22. The increase of 146.38% was due to increase in the borrowings.

**Depreciation and Amortization Expenses:**

Depreciation for the financial year 2022-23 stood at Rs. 214.12 Lakhs as against Rs. 99.37 Lakhs during the financial year 2021-22. The increase in depreciation was around 115.47 % in comparison to the previous year.

**Other Expenses:**

Our Company has incurred Rs. 836.09 Lakhs during the Financial Year 2022-23 on other expenses as against Rs. 670.77 Lakhs during the financial year 2021-22. There was an increase of 24.65 % mainly due to (i) increase in Doctor's consultancy fees by 33.77 % from Rs. 350.53 lakhs in F.Y 2021-22 to Rs. 468.91 Lakhs in F.Y 2022-23 (ii) increase in Rent Expenses by 75.03 % from Rs. 24.03 Lakhs in F.Y 2021-22 to Rs. 42.06 in F.Y. 2022-23 (iii) increase in electricity charges by 40.88 % from Rs. 43.32 lakhs in F.Y 2021-22 to Rs. 61.02 Lakhs in F.Y 2022-23 (iv) increase in professional consultancy charges by 10.76 % from Rs. 11.54 lakhs in F.Y 2021-22 to Rs. 12.78 Lakhs in F.Y 2022-23 (v) increase in Fuel expenses by 86.47% from Rs. 6.00 Lakhs in F.Y 2021-22 to Rs. 11.18 Lakhs in F.Y. 2022-23 (vi) increase in discount allowed by 100 % from nil in F.Y 2021-22 to Rs. 17.20 Lakhs in F.Y 2022-23 (vii) increase in Advertisement Expenses by 24.64% from Rs. 12.92 Lakhs in F.Y 2021-22 to Rs. 16.11 Lakhs in F.Y 2022-23 (viii) increase in Business Promotion Expenses by 32.73% from Rs. 5.42 Lakhs in F.Y 2021-22 to Rs. 7.19 Lakhs in F.Y 2022-23. (ix) increase in Watch & Ward Expenses by 68.72% from Rs. 4.72 lakhs in F.Y 2021-22 to Rs. 7.96 lakhs in F.Y 2022-23. (x) increase in Telephone Expenses by 49.24% from Rs. 3.23 lakhs in F.Y 2021-22 to Rs. 4.83 lakhs in F.Y 2022-23. (xi) increase in Legal Expenses by 124.21% from Rs. 0.93 lakhs in F.Y 2021-22 to Rs. 2.07 lakhs in F.Y 2022-23. (xii) increase in travelling & conveyance Expenses by 101.01% from Rs. 2.93 lakhs in F.Y 2021-22 to Rs. 5.88 lakhs in F.Y 2022-23

**Restated profit before tax:**

Net profit before tax for the financial year 2022-23 increased to Rs 609.72 Lakhs as compared to Rs. 600.63 Lakhs in the financial year 2021-22, which was majorly due to factors as mentioned above.

**Restated profit for the year:**

The Company reported Restated profit after tax for the financial year 2022-23 of Rs. 463.86 Lakhs in comparison to Rs. 459.02 lakhs in the financial year 2021-22. The increase of 1.05% was majorly due to factors mentioned above.

**Financial Year 2022 Compared to Financial Year 2021 (Based on Restated Financial Statements)**

**Total Income:**

Total income for the financial year 2021-22 stood at Rs. 2181.66 Lakhs whereas in Financial Year 2020-21 the same stood at Rs. 1299.42 Lakhs representing an increase of 67.89%. The main reason of increase was due to increase in the business operations of the company.



### **Revenue from Operations**

During the financial year 2021-22 the net revenue from operation of our Company increased to Rs. 2172.71 Lakhs as against Rs. 1293.06 Lakhs in the Financial Year 2020-21 representing an increase of 68.03%. The main reason of increase was due to increase in the business operations of the company.

### **Other Income:**

During the financial year 2021-22 the other income of our Company has significantly increased to Rs. 8.95 Lakhs as against Rs. 6.36 lakhs in the Financial Year 2020-21 representing an increase of 40.66 %

### **Total Expenses**

The total expense for the financial year 2021-22 increased to Rs.1581.04 Lakhs from Rs. 1092.98 lakhs in the Financial Year 2020-21 representing an increase of 44.65%.

### **Cost of material consumed**

Cost of Goods Sold increased to Rs. 535.00 lakhs in F.Y 2021-22 from Rs. 386.41 lakhs in F.Y 2020-21 representing an increase of 38.45%. Such increase was due to increase in purchase of consumables.

### **Employee benefits expense:**

Our Company has incurred Rs. 240.30 Lakhs as Employee benefits expense during the financial year 2021-22 as compared to Rs. 133.31 Lakhs in the financial year 2020-21 representing an increase of 80.26 % mainly due to increase of Salary and wages.

### **Finance costs:**

These costs were for the financial Year 2021-22 decreased to Rs. 35.59 Lakhs as against Rs. 53.83 Lakhs during the financial year 2020-21. The decrease of 33.88 % is because additional borrowings are taken in the last quarter of the F.Y 2021-22. Hence interest expense generated for the last quarter only, so there is decrease in expense in FY 2021-22 in totality & increase in expense in FY 2022-23.

### **Depreciation and Amortization Expenses:**

Depreciation for the financial year 2021-22 stood at Rs. 99.37 Lakhs as against Rs. 83.55 Lakhs during the financial year 2020-21. The increase in depreciation was around 18.93% in comparison to the previous year.

### **Other Expenses:**

Our Company has incurred Rs. 670.77 Lakhs during the Financial Year 2021-22 on other expenses as against Rs. 435.88 Lakhs during the financial year 2020-21. There was an increase of 53.89 % mainly due to (i) increase in Doctors consultancy fees by 59.46 % from Rs. 219.83 Lakhs in F.Y 2020-21 to Rs. 350.53 in F.Y 2021-22 (ii) increase in electricity charges by 30.94 % from Rs. 33.08 lakhs in F.Y 2020-21 to Rs. 43.32 Lakhs in F.Y 2021-22 (iii) increase in Rent charges by 208.87% from 7.78 Lakhs in F.Y 2021-21 to Rs. 24.03 in F.Y 2021-22. (iv) increase in Professional Consultancy Charges by 815.71 % from 1.26 Lakhs in F.Y 2020-21 to 11.54 Lakhs in FY 2021-22 (v) increase in fuel expenses by 234.92% from 1.79 Lakhs in F.Y 2020-21 to Rs. 6.00 Lakhs in F.Y 2021-22 (vi) increase in General expenses by 116.93% from Rs. 2.51 Lakhs in F.Y. 2020-21 to Rs. 5.45 lakhs in F.Y 2021-22. (vii) increase in Advertisement Expenses by 129.91 % from Rs. 5.62 Lakhs in F.Y 2020-21 to Rs. 12.92 Lakhs in F.Y 2021-22. (viii) increase in packing & transport charges by 2219.99% % from Rs. 0.09 Lakhs in F.Y 2020-21 to Rs. 2.05 Lakhs in F.Y 2021-22. (ix) increase in commission charges by 4013.57% % from Rs. 0.14 Lakhs in F.Y 2020-21 to Rs. 5.76 Lakhs in F.Y 2021-22 (x) increase in software & web designing charges by 133.64% from Rs. 2.17 Lakhs in F.Y 2020-21 to Rs. 5.07 Lakhs in F.Y 2021-22. (xi) increase in Watch & ward expenses by 93.24% from Rs. 2.44 Lakhs in F.Y 2020-21 to Rs. 4.72 Lakhs in F.Y 2021-22. (xii) increase in Telephone expenses by 92.44% from Rs. 1.68 Lakhs in F.Y 2020-21 to Rs. 3.23 Lakhs in F.Y 2021-22.

### **Restated profit before tax:**

Net profit before tax for the financial year 2021-22 has significantly increased to Rs. 600.63 Lakhs as compared to Rs.206.44 Lakhs in the financial year 2020-21. The increase of 190.94 % which was majorly due to factors as mentioned above.

**Restated profit for the year:**

The Company reported Restated profit after tax for the financial year 2021-22 of Rs. 459.02 Lakhs in comparison to Rs. 163.23 Lakhs in the financial year 2020-21. The increase of 181.21% which was majorly due to factors as mentioned 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 Draft Red Herring 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 28 of the Draft Red Herring Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

**4. Future changes in relationship between costs and revenues**

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 28, 100 and 185 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. Segment Reporting**

Our business activity primarily falls within a single business and geographical segment, other than as disclosed in “Restated Financial Statements” on page 148, 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**”, 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 91 and 100, respectively

**8. Dependence on single or few customers**

Given the nature of our business operations, we do not believe our business is dependent on any single or a few customers

**9. Competitive conditions**

Competitive conditions are as described under the Chapters “**Industry Overview**” and “**Our Business**” beginning on pages 91 and 100 respectively of this Draft Red Herring 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) The Authorized Share Capital of the Company was increased from Rs.3,00,00,000/- divided into 30,00,000 Equity Shares of Rs.10/- each to Rs.10,00,00,000/- divided into 1,00,00,000 Equity Shares of Rs. 10/- vide Extra Ordinary General Meeting held on August 16, 2023.
- 2) The Board of Directors in their meeting held on August 23, 2023 allotted 53,39,997 Bonus shares in the ratio of 3:1 i.e. Three Equity shares for every one Equity share held by each shareholder.
- 3) A special resolution passed by the shareholders at the Extra Ordinary General Meeting held on August 25, 2023 the name of our Company was changed from “Genx Diagnostics Private Limited” to “Genx Diagnostics Limited” vide a fresh certificate of incorporation consequent upon conversion from private company to public company dated September 23, 2023 issued by the Registrar of Companies, Cuttack.
- 4) We have passed a Board resolution in the meeting of Board of Directors dated September 23, 2023 authorizing the Board of Directors to raise funds by making an Initial Public Offering.
- 5) We have passed a special resolution in the meeting of shareholders dated September 25, 2023 authorizing the Board of Directors to raise funds by making an Initial Public Offering.
- 6) Our Company has approved the Audited Financial Statements for financial year ended March 31, 2023 at Board Meeting dated August 25, 2023.
- 7) Our Company has approved the Restated Financial Statements for the financial year ended March 31, 2023, 2022 and 2021 in the Board meeting dated September 25, 2023
- 8) Our Company has approved the Draft Red Herring Prospectus vide resolution in the Board Meeting dated September 28, 2023

## CAPITALISATION STATEMENT

(Amount in Rs. Lakhs)

Particulars	Pre Issue	Post Issue*
	31/03/2023	
<b>Debt</b>		
Short Term Debt	-	[•]
Long Term Debt	1,395.99	[•]
<b>Total Debt</b>	<b>1,395.99</b>	<b>[•]</b>
<b>Shareholders' Fund (Equity)</b>		
Share Capital	178.00	[•]
Reserves & Surplus	1,060.47	[•]
Less: Miscellaneous Expenses not w/off	-	[•]
Total Shareholders' Fund (Equity)	1,238.47	[•]
<b>Long Term Debt/Equity</b>	<b>1.13</b>	<b>[•]</b>
<b>Total Debt/Equity</b>	<b>1.13</b>	<b>[•]</b>

\* The corresponding post issue figures are not determinable at this stage.

**Notes:**

1. Short term Debts represent which are expected to be paid/payable within 12 months and excludes instalment of term loans repayable within 12 months.
2. Long term Debts represent debts other than Short Term Debts as defined above but includes instalment of term loans repayable within 12 months grouped under other current liabilities.
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31/03/2023.

## **SECTION VII – LEGAL AND OTHER INFORMATION**

### **OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS**

*Except as stated in this section, there are no: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) outstanding 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, Directors and its Promoters.*

*Our Board, in its meeting held on September 23, 2023, determined that outstanding legal proceedings involving the Company, its Directors, Promoter and its Subsidiaries 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.*

*The Company has a policy for identification of Material Outstanding Dues to Creditors in terms of the SEBI (ICDR) Regulations, 2018 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.*

#### **PART 1: LITIGATION RELATING TO OUR COMPANY:**

##### **(a) Criminal proceedings against the Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings against by the company.

##### **(b) Criminal proceedings filed by the Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by the Company.

##### **(c) Tax Proceedings**

- a. Direct Tax Liability: Nil
- b. Indirect Tax Liability: Nil

##### **(d) Other pending material litigations against the Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigations initiated against the Company, which have been considered material by the Company in accordance with the Materiality Policy.

##### **(e) Other pending material litigations filed by the Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigations initiated by the company, which have been considered material by the Company in accordance with the Materiality Policy.

##### **(f) Actions by statutory and regulatory authorities against the Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Company.

#### **PART 2: LITIGATION RELATING TO DIRECTORS AND PROMOTER OF OUR COMPANY:**

##### **(a) Criminal proceedings against the Promoter & Directors of the company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings against by the Promoter & Directors of the company.

##### **(b) Criminal proceedings filed by the Promoter & Directors of the company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by the Promoter & Directors of the company.

**(c) Tax Proceedings**

- a. Direct Tax Liability: Nil
- b. Indirect Tax Liability: Nil

**(d) Other pending material litigations against the Promoter & Directors of the company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigations initiated against the Promoter & Directors, which have been considered material by the Company in accordance with the Materiality Policy.

**(e) Other pending material litigations filed by the Promoter & Directors of the company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigations initiated by the Promoter & Directors, which have been considered material by the Company in accordance with the Materiality Policy.

**(f) Actions by statutory and regulatory authorities against the Promoter & Directors of the company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Promoter & Directors.

**PART 3: AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND 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 per Restated Financial Statements, the trade payables of our Company as on March 31, 2023 were Rs. 64.96 lakhs. Accordingly, a creditor has been considered '**material**' if the amount due to such creditor exceeds Rs. 3.25 lakhs as on March 31, 2023. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on September 23, 2023. As on March 31, 2023 there are 06 creditors to each of whom our Company owes amounts exceeding 5% of our Company's Trade Payables and the aggregate outstanding dues to them being approximately Rs. 42.27 lakhs. The details pertaining to amounts due towards material creditors are available on the website of our Company.

Further, based on the information available with the Company, there are 17 creditors, having an aggregate due amount of Rs. 52.30 lakhs which are registered under the Micro, Small and Medium Enterprises Development Act, 2006.

Therefore, as on March 31, 2023, our Company owes amounts aggregating to Rs. 64.96 lakhs approximately towards 47 trade creditors, which include 17 small scale undertakings. There are no disputes with such entities in relation to payments to be made to them.

**PART 4: 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 185 of this Draft Red Herring Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date.

## **GOVERNMENT AND OTHER APPROVALS**

*Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authority's/certification bodies required to undertake the issue or continue our business activities and except as mentioned below, no further approvals are required for carrying on our present or proposed business activities.*

*In view of the approvals listed below, we can undertake this issue and our current business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Red Herring Prospectus.*

*The main objects clause of the Memorandum of Association 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.*

*For further details in connection with the regulatory and legal framework within which we operate, please refer to the chapter titled '**Key Industry Regulations and Policies**' on page 114 of this Draft Red Herring Prospectus.*

### **I. Approvals for the Issue:**

The following approvals have been obtained or will be obtained in connection with the Issue

#### ***Corporate Approvals:***

- a. The Board of Directors has, pursuant to a resolution dated September 23, 2023 under Section 62(1)(c) of the Companies Act, 2013 passed at its meeting held on authorized the Issue, subject to the approval of the shareholders of the Company and approvals by such other authorities, as may be necessary.
- b. The shareholders of the Company have, pursuant to a resolution passed in Extra Ordinary General Meeting held on September 25, 2023 authorized the Issue under Section 62(1)(c) of the Companies Act, 2013.
- c. Our Board approved the Draft Red Herring Prospectus pursuant to its resolution dated September 28, 2023

#### ***Approval from the Stock Exchange:***

- a. In-principle approval dated [●] from the NSE for listing of the Equity Shares on NSE Emerge Platform issued by our Company pursuant to the Issue.

#### ***Agreements with NSDL and CDSL:***

- a. The company has entered into a Tripartite agreement dated [●] with the Central Depository Services (India) Limited ("CDSL") and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited for the dematerialization of its shares.
- b. Similarly, the Company has also entered into a Tripartite agreement dated [●] with the National Securities Depository Limited ("NSDL") and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited for the dematerialization of its shares.
- c. The Company's International Securities Identification Number ("ISIN") is [●]

**II. Incorporation related Approvals:**

Sr. No.	Nature of Registration/ License	CIN	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry
1.	Certificate of Incorporation	U85195OR2016PTC019956	Companies Act, 2013	Registrar of Companies, Orissa, Cuttack	February 24, 2016	Valid till Cancelled
2.	Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company	U85195OR2016PLC019956	Companies Act, 2013	Registrar of Companies, Orissa, Cuttack		Valid till Cancelled

**III. Corporate/General Authorizations:**

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/Renewal	Date of Expiry
1.	Permanent Account Number	AAGCG3036M	Income Tax Act, 1961	Commissioner of Income Tax	February 24, 2016	Valid till Cancelled
2.	Tax Deduction and Collection Account Number (TAN)	BBNG01579E	Income Tax Act, 1961	Income Tax Department	October 20, 2016	Valid till Cancelled
3.	Taxpayer Identification Number (TIN)	21182703047	The Orissa Value Added Tax Act, 2004	Sales Tax officer, DCST, Bhubaneswar-II-Circle, Bhubaneswar	September 23, 2016	Valid till Cancelled
4.	Professional Tax	21182703047	Odisha State Tax on Professions, Trades, Callings and Employment Act, 2000 & Rules there under	Asst. Profession Tax Officer, Bhubaneswar-II- Circle, Bhubaneswar, Government of Odisha	* Not available	* Not available
6.	Udyam Registration Certificate (Small)	UDYAM-OD-19-0004655	Micro, Small and Medium Enterprises Development Act, 2006	Government of India, Ministry of Micro, Small and Medium Enterprises	December 29, 2020	Valid till Cancelled
7.	Registration under Employees' Provident Funds And Miscellaneous Provisions Act, 1952	ORBBS1815252000	Employees' Provident Funds & Miscellaneous Provisions Act, 1952	Employee Provident Fund Organisation	November 29, 2018	Valid till Cancelled
8.	Registration under Employees' State Insurance	44000217020001403	Employee's State Insurance Act, 1948	Regional Office, Employees State Insurance Corporation, Mumbai	November 29, 2018	Valid till Cancelled



Corporation (ESIC)					
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\*The company makes payment for professional tax under Odisha State Tax on Professions, Trades, Callings and Employment Act, 2000 through Taxpayer Identification Number (TIN).

#### IV. Quality Certifications:

Sr. No.	Nature of Registration/ License	Registration/ License No./ Certificate Number	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1.	Certificate of Accreditation (Medical laboratories - Requirements for quality and Competence)	MC-3436	ISO 15189:2012	National Accreditation Board for Testing and Calibration Laboratories (NACL)	June 26, 2022	June 25, 2024
2.	Certificate of Accreditation (Medical Laboratory in the fields of Clinical Biochemistry; Pathology; Microbiology & Serology)	MLP-2018-0107	-	National Accreditation Board for Hospitals & Healthcare Providers (NABH)	August 09, 2023	August 08, 2025

#### V. Approvals obtained in relation to business operations of our Company:

*Diagnosics Centre-I: Plot No.1, BDA, Chandrashekharpur District Centre, Bhubaneswar, Khordha 751016 Odisha, India.*

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/Renewal	Date of Expiry
1.	Registration for Clinical Establishments	173/2022	Odisha Clinical Establishments (Control And Regulation) Act, 1990	Chief District Medical & Public Health Officer H. and FW. Deptt. Khordha	June 29, 2022	June 28, 2027
2.	Fire safety Certificate	2842/BBSR F.S.	Rule-9(1) of Odisha Fire Prevention & Fire Safety Rules, 2017 read with Odisha Fire Prevention & Fire Safety (Amendment) Rule, 2019	Asst. Fire Officer, Bhubaneswar Fire Station	October 27, 2020	Valid till Cancelled
3.	Certificate Of Trade License	BMC/TL-2021/8042	License u/s 554 of OMC Act 2003, section 4, 5 & 6 of Information Technology Act 2000 and its subsequent amendments in 2008	Municipal Commissioner, Bhubaneswar Municipal Corporation	May 20, 2023	March 31, 2024
4.	Certificate of registration for carrying	KDR-290/2022-PCPNDT/2022/00200	Pre-natal Diagnostic Techniques	Collector & District Magistrate,	November 14, 2022	October 14, 2027

	out Genetic Counselling, Pre-Natal Diagnostic Procedures / Pre-Natal Diagnostic Tests / Ultrasonography		(Regulation and Prevention of Misuse) Act, 1994	Khordha, Government of Odisha		
5.	Authorization for operating a facility for Generation Segregation, Collection, Storage, Packaging, Reception, Transportation, Treatment and Recycling	No. 1141/SPCB /Authorization (Biomedical Waste) Date 25/01/2022/ IND-IV-BW-3234	Bio-Medical Waste Management Rules, 2016	Regional Officer, State Pollution Control Board, Odisha, Bhubaneswar	January 25, 2022	March 31, 2026
6.	Permission for Procurement X-Ray Equipment (Radiography Mobile)	OD-98915-RF-XR-003	Atomic Energy Act, 1962 read in conjunction with Rule (3) of the Atomic Energy (Radiation Protection) Rules {AE(RP)R}, 2004,	Head, Radiological Safety Division, (RSD), Atomic Energy Regulatory Board (AERB)	January 05, 2022	January 05, 2022

**Diagnostics Centre-II: A-19, Saheed Nagar, (SCIVC Campus) Maharshi College Road, Bhubaneswar, Khordha 751007, Odisha, India.**

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/Renewal	Date of Expiry
1.	Registration Certificate under Shops & Establishments Act	KHU/R/OS & CE / II-8136 (A)	The Orissa Shops and Commercial Establishments Act, 1956	District/Assistant Labour Officer, Khurdha, Bhubaneswar	May 26, 2019	Valid till Cancelled
2.	Certificate of Trade License	76/2016	The Orissa Municipal Corporation Act, 2003	Municipal Commissioner	April 16, 2023	March 31, 2024
3.	Registration for Operation of Medical Diagnostic X-Ray Equipment (Radiography Fixed)	OD-41899-RF-XR-004	Atomic Energy Act, 1962 read in conjunction with Rule (3) of the Atomic Energy (Radiation Protection) Rules {AE(RP)R}, 2004,	Head, Radiological Safety Division, (RSD), Atomic Energy Regulatory Board (AERB)	September 25, 2023	September 25, 2028
4.	Registration for Operation of Medical Diagnostic X-	OD-41899-RF-XR-006	Atomic Energy Act, 1962 read in conjunction	Head, Radiological Safety Division, (RSD), Atomic	September 25, 2023	September 25, 2028

	Ray Equipment (Mammography)		with Rule (3) of the Atomic Energy (Radiation Protection) Rules {AE(RP)R}, 2004,	Energy Regulatory Board (AERB)		
5.	Registration for Operation of Medical Diagnostic X-Ray Equipment (Bone Densitometer) (BMD)	OD-41899-RF-XR-007	Atomic Energy Act, 1962 read in conjunction with Rule (3) of the Atomic Energy (Radiation Protection) Rules {AE(RP)R}, 2004,	Head, Radiological Safety Division, (RSD), Atomic Energy Regulatory Board (AERB)	August 05, 2022	August 05, 2027
6.	License for Operation of Medical Diagnostic X-Ray Equipment (Computed Tomography)	OD-41899-RF-XL-008	Atomic Energy Act, 1962 read in conjunction with Rule (3) of the Atomic Energy (Radiation Protection) Rules {AE(RP)R}, 2004,	Head, Radiological Safety Division, (RSD), Atomic Energy Regulatory Board (AERB)	August 08, 2022	August 08, 2027
7.	Certificate of registration for carrying out Genetic Counselling, Pre-Natal Diagnostic Procedures / Pre-Natal Diagnostic Tests / Ultrasonography	KDR-288/2022-PCPNDT/2022/00134	Pre-natal Diagnostic Techniques (Regulation and Prevention of Misuse) Act, 1994	Collector & District Magistrate, Khordha, Government of Odisha	October 15, 2022	October 14, 2027
8.	Registration for Clinical Establishments	20/2018	Odisha Clinical Establishments (Control And Regulation) Act, 1990	Chief District Medical & Public Health Officer H. and FW. Deptt. Khordha	January 24, 2023	January 28, 2028
9.	Authorization for operating a facility for Generation Segregation, Collection, Storage, Packaging, Treatment, Disposal or Destruction	No. 384 SPCB /Authorization (Biomedical Waste) Date 02/03/2019 RO-BW-436	Bio-Medical Waste Management Rules, 2016	Regional Officer, State Pollution Control Board, Odisha, Bhubaneswar	March 02, 2019	Valid till Cancelled

**Diagnosics Centre-III: Khata No. 1119/1265, Plot No. 112/4558, Mouza-Makundapur-252, Jagatsinghpur 754103 Odisha, India.**

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/Renewal	Date of Expiry
1.	Authorization for operating a facility for Generation Segregation, Collection, Storage, Packaging, Treatment, Disposal or Destruction	No.152/RO/PDP/JSP/BMW/104	Bio-Medical Waste Management Rules, 2016	Regional Officer, State Pollution Control Board, Odisha, Paradeep	February 16, 2022	Valid till Cancelled
2.	Registration for Clinical Establishments	JAG/00008/2021	Odisha Clinical Establishments (Control And Regulation) Act, 1990	Supervising Authority, Chief District Medical & Public Health Officer, Jagatsinghpur	October 21, 2021	October 21, 2026
3.	Certificate of registration for carrying out Genetic Counselling, Pre-Natal Diagnostic Procedures / Pre-Natal Diagnostic Tests / Ultrasonography	OD-JSP/PC & PNDT/0028/2022	Pre-natal Diagnostic Techniques (Regulation and Prevention of Misuse) Act, 1994	District Appropriate Authority, Jagatsinghpur, Government of Odisha	March 04, 2022	March 03, 2027
4.	Certificate of Trade License	TL/JGT/2023-05-12/031076	U/s 617 of OMC & U/s 317 of OM Act	Authority Officer, Jagatsinghpur, Municipality	May 12, 2023	May 10, 2024

**Diagnosics Centre-IV: Ground Floor, Gouri Shankar Nursing Home, Basant Bihar, Jyoti Bihar, Burla, 768019, Odisha, India.**






Our organization has entered into a Memorandum of Understanding (MOU) with Gourishankar Nursing Home for our Diagnostic Centre IV. In accordance with the MOU, we rely heavily on all the government regulatory licenses, registration and permits for e.g. Fire Safety, Clinical Establishment Act, Shops & Establishment Act, Bio Medical Waste Management etc. held by the said nursing home for our operations

**Diagnosics Centre-V: Plot No.-2961, Mahabir Bazar, Kacheri Road, Dhenkanal 759001, Odisha, India.**

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/Renewal	Date of Expiry
1.	Authorization for operating a facility for Generation Segregation, Collection, Storage, Treatment, Recycling Disposal		Bio-Medical Waste Management Rules, 2016	Regional Officer, State Pollution Control Board, Odisha, Bhubaneswar		Valid till Cancelled
2.	Registration for Clinical Establishments	DHE/00046/2023	Odisha Clinical Establishments	Supervising Authority, Government of	July 15, 2023	July 15, 2028

			(Control And Regulation) Act, 1990	Odisha, Health & FW. Department		
4.	Certificate of Trade License	TL/DKN/2022-12-16/020882	U/s 617 of OMC & U/s 317 of OM Act	Executive officer, Dhenkanal Municipality	December 16, 2022	December 13, 2026

#### VI. Intellectual Property related approvals: -

S. No.	Brand name/ Logo Trademark/Copyright	Class	TM Category	Owner	Trademark Number/ Registration Certificate Number	Issuing Authority	Date of Application	Status
1.		42	Device	Sunil Kumar Rout*	Application No.: 4500081 Certificate Number: 3100194	Registrar of Trademark	May 12, 2020	Registered
2.		5	Device	Genx Diagnostics Private Limited	Application No.: 5464983	Registrar of Trademark	May 27, 2022	Objected
3.		10	Device	Genx Diagnostics Private Limited	Application No.: 5464984 / Certificate Number: 3236239	Registrar of Trademark	May 27, 2022	Registered
4.		41	Device	Genx Diagnostics Private Limited	Application No.: 5460725/ Certificate Number: 3234411	Registrar of Trademark	May 24, 2022	Registered
5.		44	Device	Genx Diagnostics Private Limited	Application No.: 5460724/ Certificate Number: 3144582	Registrar of Trademark	May 24, 2022	Registered

\*The said trademarks are registered in the name of Sunil Kumar Rout, our Promoter, Whole Time Director, and is used by company vide No Objection Certificates.

#### VII. Licenses / approvals which are yet to be applied by Company:

1. The Company is yet to apply for change of its name in all permits, licenses and approvals, which has been obtained under the Company's former name.

#### VIII. Licenses/ Approvals for which applications have been made by our Company and are pending:

1. Our Company has made an application under Shops & Establishment Act for Diagnostics Centre situated at Jagatsinghpur, Chandrashekharpur and Dhenkanal which is pending for approval.
2. Our Company has made an application for Pre-Conception and Pre-Natal Diagnostic Techniques is filed for Diagnostic centre situated at Dhenkanal which is pending for approval.
3. Our Company has made an application for fire-safety certificate for Diagnostics Centre situated at Saheed Nagar.

For further details, please see "**Risk Factor**" beginning on page 28 of this Draft Red Herring Prospectus.

**OUR GROUP COMPANY**

In accordance with the provisions of 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 stub period (if any) and other Company as considered material by our Board. Further, pursuant to a resolution of our Board dated September 23, 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: -

- a. the companies with which there were related party transactions (in accordance with AS-18), as disclosed in the Restated Financial Statements (“**Restated Financial Statements**”); or
- b. if such company fulfills both the below mentioned conditions: -
  - i. Such company that forms part of the Promoter Group of the Company in terms of Regulation 2(1)(pp) of the SEBI(ICDR) Regulations; and
  - ii. The 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.

Accordingly, based on the parameters outlined above, as on the date of this Draft Red Herring Prospectus, there are no company/entity falling under definition of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 which are to be identified as group company/entity (“**Group Company**”).

## **OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **Authority for the Issue**

#### **Corporate Approvals**

Our Board of Directors have vide resolution dated September 23, 2023 authorized the Issue, subject to the approval by the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013.

The shareholders have authorized the Issue, by passing a Special Resolution at the Extra Ordinary General Meeting held on September 25, 2023 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

#### **In-principal Approval**

Our Company has obtained in-principle approval from the NSE Emerge (SME Platform) for using its name in the Offer Documents pursuant to an approval letter dated [●] NSE is the Designated Stock Exchange.

#### **Prohibition by SEBI, RBI or governmental authorities**

As on date of this Draft Red Herring Prospectus, we confirm that our Company, our Promoters, our Promoter Group, our directors, person(s) in control of the promoter, our Group Companies 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. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

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.

There has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter *“Outstanding Litigations and Material Development”* beginning on page 194 of this Draft Red Herring Prospectus.

#### **Prohibition by RBI**

Neither our Company, our Promoter, our Directors, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a wilful defaulter or a fugitive economic offender and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them.

Neither our Company, our Promoter, our Directors, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been categorized as a wilful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the Reserve Bank of India;

None of our Promoters or Directors are Fugitive Economic Offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.

#### **Directors associated with the securities market:**

None of our Directors are, in any manner, associated with the securities market and there has been no action initiated by SEBI against the Directors of our Company except as details provided in the chapter *“Outstanding Litigations and Material Development”* beginning on page 194 of this Draft Red Herring Prospectus.

#### **Prohibition with respect to wilful defaulter or a fraudulent borrower**

Neither our Company, our Promoter, our Directors, Group Companies, 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**

Under the SBO Rules certain persons who are 'significant beneficial owners', are required to intimate their beneficial holdings to our Company in Form no. BEN-1. As on date of Draft Red Herring Prospectus, there are no such significant beneficial owners in our Company.

### **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(1) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, as we are an Issuer whose post issue paid up capital is not more than 10 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 NSE ("NSE Emerge")"}

### **We confirm that:**

1. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue will be 100% underwritten and that the Book Running Lead Manager 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 51 of this Draft Red Herring 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 Draft Red Herring Prospectus/ 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 NSE ("**NSE Emerge**"). 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 51 of this Draft Red Herring Prospectus.
5. In accordance with Regulation 228(c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoter 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 promoter 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 NSE ("**NSE Emerge**") 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 promoter is already in dematerialised form.

We further confirm that we shall be complying with all the other requirements as laid down for such an Offer under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

1. 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 [●] and National Securities Depository Limited (NSDL) dated [●] for establishing connectivity.
2. Our Company has a website i.e. [www.genxlive.in](http://www.genxlive.in)
3. All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus.
4. There has been no change in the promoter of the Company in the preceding one year from date of filing application to SME Platform of NSE.

We confirm that we comply with all the below requirements / conditions so as to be eligible to be listed on the SME Platform of NSE: -

- 1) Our Company was originally incorporated as “Genx Diagnostics Private Limited” on February 24, 2016 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Cuttack, Orissa with CIN U85195OR2016PTC019956. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting, held on August 25, 2023 our Company was converted into a Public Limited Company and consequently the name of our Company was changed from “Genx Diagnostics Private Limited” to “Genx Diagnostics Limited” vide a fresh certificate of incorporation consequent upon conversion from private company to public company dated September 23, 2023 issued by the Registrar of Companies, Cuttack, bearing CIN U85195OR2016PLC019956.
- 2) As on the date of this Draft Red Herring Prospectus, the Company has a Paid-up Capital of Rs. 711.99 Lakhs and the Post Issue Capital will be of Rs. [●] Lakhs which is less than ₹25 Crores.
- 3) The Company has a track record of at least 3 years as on the date of filling Draft Red Herring Prospectus.
- 4) The Company confirms that it has operating profits (earnings before 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 Rs. Lakhs)*

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Networth	1238.47	774.61	315.60
EBITDA	897.83	725.08	328.37
Net Tangible Assets	3113.10	2674.37	1107.93

- 5) 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 Companies, companies promoted by the promoter of the Company;
- 6) Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR);
- 7) 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.
- 8) No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company

- 9) 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

We confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the SME Platform of NSE (“NSE Emerge”).

#### 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 SEPTEMBER 28, 2023 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THIS DRAFT OFFER DOCUMENT/ 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 filing of the Red Herring Prospectus/ Prospectus with the Registrar of Companies, Cuttack in terms of sections 26, 32 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 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 <sup>th</sup> calendar days from listing
1.	Macfos Limited	23.75	102.00	March 01, 2023	184.00	69.61% [0.71%]	174.41% [5.99%]	264.71% [9.40%]

2.	Systango Technologies Limited	34.82	90.00	March 15, 2023	98.00	110.56% [5.00%]	132.56% [10.28%]	206.22% [17.82%]
3.	Labelkraft Technologies Limited	4.75	55.00	March 23, 2023	56.00	0.27% [3.68%]	24.55% [9.66%]	58.18% [15.32%]
4.	Vasa Denticity Limited	54.06	128.00	June 02, 2023	211.00	156.13% [3.53%]	295.12% [3.88%]	N.A.
5.	Hemant Surgical Industries Limited	24.84	90.00	June 05, 2023	171.00	34.30% [4.23%]	40.41% [4.52]	N.A.
6.	Greenchef Appliances Limited	53.62	87.00	July 06, 2023	104.00	28.91% [0.51%]	N.A.	N.A.
7.	Kaka Industries Limited	21.23	58.00	July 19, 2023	110.20	170.78% [-3.20%]	N.A.	N.A.
8.	Asarfi Hospital Limited	26.94	52.00	July 26, 2023	98.80	154.04% [-2.73%]	N.A.	N.A.
9.	Kahan Packaging Limited	5.76	80.00	September 15, 2023	152.00	N.A.	N.A.	N.A.
10.	Madhusudan Masala Limited	23.80	70.00	September 26, 2023	120.00	N.A.	N.A.	N.A.

Source: Price Information [www.bseindia.com](http://www.bseindia.com) & [www.nseindia.com](http://www.nseindia.com), Issue Information from respective Prospectus.

1. The scrip of Vasa Denticity Limited and Hemant Surgical Industries Limited has not completed its 180<sup>th</sup> days from the date of listing; Greenchef Appliances Limited, Kaka Industries Limited and Asarfi Hospital Limited has not completed its 90<sup>th</sup> day from the date of listing and Kahan Packaging Limited & Madhusudan Masala Limited has not completed its 30<sup>th</sup> 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- calendar days from listing			No. of IPOs trading at Premium- 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at discount- 180 <sup>th</sup> calendar days from listing			No. of IPOs trading at Premium- 180 <sup>th</sup> calendar days from listing		
			Over 50%	Betwe en 25-50%	Les s than 25%	Over 50%	Betwe en 25-50%	Les s than 25%	Over 50%	Betwe en 25-50%	Les s than 25%	Over 50%	Betwe en 25-50%	Les s than 25%
2021-22	6 <sup>(1)</sup>	130.40	-	-	-	4	-	2	-	-	-	6	-	-
2022-23	15 <sup>(2)</sup>	220.57	-	-	-	6	6	3	-	-	-	12	-	3
2023-24	7 <sup>(3)</sup>	210.25	-	-	-	3	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;

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; Asarfi Hospital Limited was listed on July 26, 2023; Kahan Packaging Limited was listed on September 15, 2023; Madhusudan Masala Limited was listed on September 26, 2023.*

**Note:**

- a) Based on date of listing.
- b) BSE SENSEX and CNX NIFTY have been considered as the benchmark index.
- c) Prices on BSE/NSE are considered for all of the above calculations.
- d) In case 30<sup>th</sup>/90<sup>th</sup>/180<sup>th</sup> day is not a trading day, closing price on BSE/NSE of the next trading day has been considered.
- e) In case 30<sup>th</sup>/90<sup>th</sup>/180<sup>th</sup> day, scrips are not traded then last trading price has been considered.
- f) N.A. – Period not completed.
- g) 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 Book Running Lead Manager to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Book Running Lead Manager at [www.hesecurities.com](http://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 Draft Red Herring 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 Book Running Lead Manager accept no responsibility, save to the limited extent as provided in the Agreement entered between the Book Running Lead Manager (Hem securities Limited), and our Company on September 25, 2023 and the Underwriting Agreement dated [●] entered into between the Underwriter, and our Company and the Market Making Agreement dated [●] 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 Companies, 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 Companies, 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 Draft Red Herring 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 Draft Red Herring 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 Jaipur, Rajasthan 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 Draft Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring 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 NSE**

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as “**NSE Emerge**”). NSE has given vide its letter [●] permission to the Issuer to use the Exchange’s name in this Offer Document as one of the stock exchanges on which this Issuer’s securities are proposed to be listed. The Exchange has scrutinized draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer’s securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its Promoter, its management or any scheme or project of this Issuer. Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

### **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 Offer Document with the Designated Stock Exchange/SEBI/ROC**

The Draft Red Herring Prospectus is being filed with National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, 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/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 will be filed to the RoC and a copy of this Prospectus to be filed under Section 26 of the Companies Act, 2013 will be filed to the RoC through the electronic portal at <http://www.mca.gov.in>.

### **Listing**

The Equity Shares of our Company are proposed to be listed on SME Platform of NSE. Our Company has obtained in principle approval from NSE by way of its letter dated [●] for listing of equity shares on NSE Emerge (SME platform of NSE).

NSE 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 SME Platform is not granted by NSE, our Company shall forthwith repay, all moneys received from the applicants in pursuance of the Draft Red Herring 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 NSE 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 Promoters, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Our Peer Review 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 filing with the RoC.

*\*The aforesaid will be appointed prior to filing of Red Herring Prospectus with RoC and their consents as above would be obtained prior to the filing of the Red Herring Prospectus/ Prospectus with RoC.*

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s. Rajesh Biswanath & Co., Chartered Accountants, Statutory Auditor and M/s. R K Jagetiya & Co., Chartered Accountants, Peer Review Auditor of the Company have agreed to provide their written consent to the inclusion of their respective reports on “Statement of Special Tax Benefits” relating to the possible tax benefits and Restated Financial Statements as included in this Draft Red Herring Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this Prospectus for filling with Roc.

### **Experts Opinion**

Except for the reports in the section “*Statement of Special Tax Benefits*”, “*Financial Information of the Company*” “*Statement of Financial Indebtedness*” on page 88, 148 and 182 respectively of this Draft Red Herring Prospectus from the Peer Review Auditor, our Company has not obtained any expert opinions. We have received written consent from the Peer Review Auditors for inclusion of their name in this Draft Red Herring Prospectus, as required under Companies Act read with SEBI (ICDR) Regulations as “Expert”, defined in section 2(38) of the Companies Act and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. 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) Issue Agreement dated September 25, 2023 with the Book Running Lead Manager, (ii) the Underwriting Agreement dated [●] with the Underwriter and (iii) the Market Making Agreement [●] with the Market Maker, a copy of which is available for inspection at our Corporate Office from 10.00 AM to 5.00 PM on Working Days from the date of the Draft Red Herring 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 September 26, 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 Draft Red Herring Prospectus.

### **Previous issues of Equity Shares otherwise than for cash**

For detailed description please refer to the section titled “*Capital Structure*” beginning on page 62 of this Draft Red Herring 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 in last five (5) years.

### **Performance vis-à-vis objects- – Public/right issue of our Company:**

For detailed description please refer to the section titled “*Capital Structure*” beginning on page 62 of this Draft Red Herring Prospectus.

### **Performance vis-a-vis objects - Last Issue of Subsidiary Companies:**

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

**Previous capital issue during the last three years by listed Group Companies of our Company**

None of our Group Companies are listed. Further, none of our Group Companies have made any capital issue of securities in the preceding three years.

**Particulars in regard to our Company and other listed subsidiaries/ associates under the same management within the meaning of Section 186 of the Companies Act, 2013 which made any capital issue during the last three years:**

Neither our Company nor any other companies under the same management within the meaning of Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three years.

**Outstanding Debentures or Bond Issues or Redeemable Preference Shares**

As on the date of this Draft Red Herring Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

**Partly Paid-Up Shares**

As on the date of this Draft Red Herring 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 Draft Red Herring 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.

**Mechanism for Redressal of Investor Grievances:**

The agreement between the Registrar to the Issue and 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 investor complaints received during the three years preceding the filing of this Draft Red Herring Prospectus. Since there is no investor complaints received, none are pending as on the date of filing of this Draft Red Herring Prospectus.

Investors may contact the Book Running Lead Manager 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, Book Running Lead Manager 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:**



The Company has appointed Registrar to the Issue, to handle the investor grievances in co-ordination with our Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to the Issue to ensure that the investor grievances are settled expeditiously and satisfactorily. The Registrar to the Issue will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be coordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process and UPI may be addressed to the SCSBs, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven (7) business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA applicants or UPI Payment Mechanism Applicants. Our Company, the Lead Manager and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs / Sponsor Bank including any defaults in complying with its obligations under applicable SEBI (ICDR) Regulations.

Our Company will obtain authentication on the SCORES in compliance with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013, SEBI Circular (CIR/OIAE/1/2014) dated December 18, 2014, and SEBI circular (SEBI/HO/OIAE/IGRD/CIR/P/2021/642) dated October 14, 2021 in relation to redressal of investor grievances through SCORES. 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](http://www.scores.gov.in)

Our Company has constituted a Stakeholders Relationship Committee of the Board vide resolution passed on September 02, 2023 For further details, please refer to section titled "**Our Management**" beginning on page 130 of this Draft Red Herring Prospectus.

Our Company has also appointed Bikash Kumar Panda as the Company Secretary and Compliance Officer of our company, for this Issue she may be contacted in case of any pre-issue or post-issue related problems at the following address:

**Bikash Kumar Panda**  
**Company Secretary & Compliance Officer**

**Genx Diagnostics Limited**  
Plot No.1, BDA, Chandrashekharpur District Centre,  
Bhubaneswar, Khordha 751016, Odisha, India.  
**Tel. No.:** +91 674 3501516  
**Email:** [cs@genxlive.in](mailto:cs@genxlive.in)  
**Website:** [www.genxlive.in](http://www.genxlive.in)

### **Status of Investor Complaints**

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Draft Red Herring 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 Special Tax Benefits**" beginning on page 88 of this Draft Red Herring Prospectus.

### **Purchase of Property**

Other than as disclosed in Section “*Our Business*” beginning on page 100 of this Draft Red Herring 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 Draft Red Herring Prospectus.

Except as stated elsewhere in this Draft Red Herring Prospectus, our Company has not purchased any property in which the Promoter 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 62 of this Draft Red Herring 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 130 and chapter “*Financial Information*” beginning on page 148 of this Draft Red Herring 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 Draft Red Herring 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 Draft 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 25,52,000 Equity Shares has been authorized by a resolution of the Board of Directors of our Company at their meeting held on September 23, 2023 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on September 25, 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 Draft Red Herring 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 147 and 258 respectively of this Draft Red Herring 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 ₹[●] per Equity Share (“Floor Price”) and at the higher end of the Price Band is ₹[●] per Equity Share (“Cap Price”). The Anchor Investor Issue Price is ₹[●] per Equity Share.

The Price Band and the minimum Bid Lot size will be decided by our Company in consultation with the Book Running Lead Manager, and will be advertised, at least two Working Days prior to the Bid/ Issue Opening Date, in all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper and Marathi edition of [●], 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 shall be determined by our Company and in consultation with the Book Running Lead Manager, 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 Draft Red Herring 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 [●] between NSDL, Our Company and Registrar to the Issue; and
- Tripartite Agreement dated [●] between CDSL, Our Company and Registrar to the Issue;

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the BSE (SME platform of BSE) from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this issue will be done in multiples of [●] Equity Shares and is subject to a minimum allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

### **Minimum Number of Allottees**

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 Mumbai, Maharashtra.

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:

- a) to register himself or herself as the holder of the Equity Shares; or
- b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (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.

**Issue Program**

<b>Event</b>	<b>Indicative Date</b>
Bid/ Issue Opening Date	[●] <sup>1</sup>
Bid/ Issue Closing Date	[●] <sup>2</sup>
Finalization of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI Id Linked Bank Account*	On or about [●]
Credit of Equity Shares to Demat Accounts of Allottees	On or about [●]
Commencement of Trading of The Equity Shares on the Stock Exchange	On or about [●]

Note <sup>1</sup>Our Company, in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI (ICDR) Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI (ICDR) Regulations<sup>7</sup>

<sup>2</sup>Our Company, in consultation with the Book Running Lead Manager, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI (ICDR) Regulations.

\*In case of any 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 Book Running Lead Manager 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.

Bid-Cum Application Forms and any revisions to the same will be accepted only between 10.00 A.M. to 5.00 P.M. (IST) during the Issue Period (except for the Bid/ Issue Closing Date). On the Bid/ Issue Closing Date, the Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for retail and non-retail Applicants. The time for applying for Retail Individual Applicants on Bid/ Issue Closing Date maybe extended in consultation with the Book Running Lead Manager, RTA and BSE taking into account the total number of applications received up to the closure of timings.

On the Bid/ Issue Closing Date, the Bids shall be uploaded until:

- (i) 4.00 P.M. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- (ii) until 5.00 P.M. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Retail Individual Bidders.

On the Bid/ Issue Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Retail Individual Bidders after taking into account the total number of Bids received and as reported by the Book Running Lead Manager to the Stock Exchange.

The Registrar to the Issue shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/ Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the Book Running Lead Manager and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to the limitation of time available for uploading the Bid-Cum-Application Forms on the Bid/ Issue Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Issue Closing Date and, in any case, not later than 3.00 P.M. (IST) on the Bid/ Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid-Cum- Application Forms are received on the Bid/ Issue Closing Date, as is typically experienced in public Issue, some Bid-Cum- Application Forms may not get uploaded due to the lack of sufficient time. Such Bid-Cum- Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the Book Running Lead Manager is liable for any failure in uploading the Bid-Cum-Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI (ICDR) Regulations, QIBs and Non-Institutional 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.

Our Company in consultation with the Book Running Lead Manager, reserves the right to revise the Price Band during the Bid/ Issue Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

In case of any revision to the Price Band, the Bid/ Issue Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/ Issue Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the Book Running Lead Manager, for reasons to be recorded in writing, extend the Bid/ Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the Book Running Lead Manager and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

### **Minimum Subscription 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.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will be allotted will not be less than 50 (Fifty).

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 51 of this Draft Red Herring 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 BSE (SME platform of BSE), 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 51 of this Draft Red Herring Prospectus.

### **Arrangements for disposal of odd lots**

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of National Stock Exchange of India 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 62 of this Draft Red Herring 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 Draft Red Herring Prospectus.

### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, 2013 our Company shall, after filing the Red Herring 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.

### **Withdrawal of the Issue**

Our Company in consultation with the Book Running Lead Manager, 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 Book Running Lead Manager 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 Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws and regulations.*

**ISSUE STRUCTURE**

This Issue is being made in terms of Regulation 229(1) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue 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 NSE Emerge i.e. SME platform of NSE). 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 216 and 227 of this Draft Red Herring Prospectus.

**Issue Structure:**

Initial Public Issue of upto 25,52,000 Equity Shares of ₹10 each (*the “Equity Shares”*) for cash at a price of ₹[●] per Equity Share (including a Share Premium of ₹[●] per Equity Share), aggregating up to ₹[●] Lakhs (*“the Issue”*) by the issuer Company (the “Company”).

The Issue comprises a reservation of upto [●] Equity Shares of ₹10 each for subscription by the designated Market Maker (*“the Market Maker Reservation Portion”*) and Net Issue to Public of upto [●] Equity Shares of ₹10 each (*“the Net Issue”*). The Issue and the Net Issue will constitute 26.39% and [●]%, 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 <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Investors	Retail Individual Investors
Number of Equity Shares available for allocation	Upto [●] Equity Shares	Not more than [●] Equity Shares	Not less than [●] Equity Shares	Not less than [●] Equity Shares
Percentage of Issue Size available for allocation	[●] 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 <sup>(3)</sup>	Firm Allotment	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to 60% of the QIB Portion (of up to [●] Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the	Allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis. For details, see “Issue Procedure” beginning on page 227 of this Draft Red Herring Prospectus.	Allotment to each Retail Individual Bidder shall not be less than the maximum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares is any, shall be allotted on proportionate basis. For details, see “Issue Procedure” beginning on page 227 of this Draft Red Herring Prospectus.

Particulars of the Issue <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Investors	Retail Individual Investors
		Anchor Investor Allocation Price		
<b>Mode of Allotment</b>	Compulsorily in dematerialized form.			
<b>Minimum Bid Size</b>	[●] Equity Shares	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000	[●] Equity Shares
<b>Maximum Bid Size</b>	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue (excluding the QIB portion), subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹200,000
<b>Trading Lot</b>	[●] Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof
<b>Terms of Payment</b>	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form. In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids <sup>(4)</sup>			
<b>Mode of Bid</b>	Only through the ASBA process.	Only through the ASBA process. (Except for Anchor investors)	Only through the ASBA process	Through ASBA Process via Banks or by using UPI ID for payment

*This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.*

- <sup>(1)</sup> Our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price.
- <sup>(2)</sup> 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.
- <sup>(3)</sup> 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.
- <sup>(4)</sup> Full Bid Amount shall be 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 227 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.

If the Bid is submitted in joint names, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

### Withdrawal of the Issue

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Bid/Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Bid/Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (*one each in English and Hindi*) and one in regional newspaper.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly.

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

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) filing of the Red Herring Prospectus/ Prospectus with ROC.

### Issue Program

Event	Indicative Dates
Bid/ Issue Opening Date	[●] <sup>1</sup>
Bid/ Issue Closing Date	[●] <sup>2</sup>
Finalization of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or about [●]
Credit of Equity Shares to Demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or about [●]

*Note <sup>1</sup>Our Company, in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI (ICDR) Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI (ICDR) Regulations*

*<sup>2</sup>Our Company, in consultation with the Book Running Lead Manager, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI (ICDR) Regulations.*

Applications and any revisions to the same will be accepted only between 10.00 A.M. to 5.00 P.M. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Bid-Cum Application Form.

Standardization of cut-off time for uploading of applications on the Bid/ Issue Closing Date:

- A standard cut-off time of 3.00 P.M. for acceptance of applications.
- A standard cut-off time of 4.00 P.M. for uploading of applications received from other than retail individual applicants.
- A standard cut-off time of 5.00 P.M. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by BSE after taking into account the total number of applications received up to the closure of timings and reported by Book Running Lead Manager to BSE within half an hour of such closure.

It is clarified that Applications not uploaded would be rejected. In case of discrepancy in the data entered in the electronic form vis-à-vis the data contained in the physical Bid-Cum Application form, for a particular applicant, the details as per physical Bid-Cum application form of that Applicant may be taken as the final data for the purpose of allotment.

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding bank holidays).

## **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/DIL/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/DIL/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 Draft Red Herring 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 Draft Red Herring Prospectus and the Draft Red Herring 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(1) 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 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-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 Book Running Lead Manager, 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.

**Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID, as applicable, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.**

### **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 Book Running Lead Manager, 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 Book Running Lead Manager.

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 are not permitted to participate in the Offer through the ASBA process.**

For Anchor Investors, the Anchor Investor Application Form will be available at the office of the Book Running Lead Manager. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

<b>Category</b>	<b>Colour*</b>
Anchor Investor**	[•]
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA)	[•]
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	[•]

\*Excluding Electronic Bid cum Application Form

\*\* Bid cum application for for Anchor Investor shall be made available at the Office of the Book Running Lead Manager.

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.



Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Draft Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries”)

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

*Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.*

*The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.*

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by Investors to SCSB</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs</b>	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment</b>	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository’s records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

#### **Availability of Draft Red Herring Prospectus and Bid Cum Application Forms**

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the Book Running Lead Manager, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and BSE ([www.bseindia.com](http://www.bseindia.com)) at least one day prior to the Bid/Issue Opening Date.

Bid cum application for Anchor Investor shall be made available at the Office of the Book Running Lead Manager.

#### **Who can Bid?**

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the Draft Red Herring Prospectus for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- a) Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: -Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Kartal. Applications by HUFs would be considered at par with those from individuals;
- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d) Mutual Funds registered with SEBI;
- e) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- f) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- g) FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Bidder 's category;
- j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k) Foreign Venture Capital Investors registered with the SEBI;
- l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- o) Provident Funds with minimum corpus of ₹25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p) Pension Funds and Pension Funds with minimum corpus of ₹25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- r) Multilateral and bilateral development financial institution;
- s) Eligible QFIs;
- t) Insurance funds set up and managed by army, navy or air force of the Union of India;
- u) Insurance funds set up and managed by the Department of Posts, India;
- v) Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications not to be made by:**

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

**As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.**

**MAXIMUM AND MINIMUM APPLICATION SIZE**

**1. For Retail Individual Bidders**

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, 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 [●] 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.

Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

The above information is given for the benefit of the Bidders. The Company and the 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 Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

**METHOD OF BIDDING PROCESS**

Our Company in consultation with the Book Running Lead Manager will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Bhubaneswar Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid/ Issue Opening Date. The Book Running Lead Manager and the SCSBs shall accept Bids from the Bidders during the Bid/ Issue Period.

- a) The Bid / Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Issue Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be published in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Bhubaneswar Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.

- b) During the Bid/ Issue Period, Retail Individual Bidders, should approach the Book Running Lead Manager or their authorized agents to register their Bids. The Book Running Lead Manager shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/ Issue Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the Book Running Lead Manager (for the Bids to be submitted in the Specified Cities) to register their Bids.
- c) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- d) The Bidder/ Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a Book Running Lead Manager or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another Book Running Lead Manager or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Buildup of the Book and Revision of Bids”.
- e) Except in relation to the Bids received from the Anchor Investors, the Book Running Lead Manager /the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form
- f) The Book Running Lead Manager shall accept the Bids from the Anchor Investors during the Anchor Investor Bid/ Issue Period i.e. one working day prior to the Bid/ Issue Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.
- g) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in “Escrow Mechanism - Terms of payment and payment into the Escrow Accounts” in the section “**Issue Procedure**” beginning on page 227 of this Draft Red Herring Prospectus
- h) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form prior to uploading such Bids with the Stock Exchange.
- i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- j) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- k) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

#### **BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS**

- a. Our Company in consultation with the Book Running Lead Manager, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that

the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.

- b. Our Company in consultation with the Book Running Lead Manager, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c. The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d. Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.
- e. The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other applicants.

#### **Participation by Associates /Affiliates of Book Running Lead Manager and the Syndicate Members**

The Book Running Lead Manager and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Book Running Lead Manager and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Neither the Book Running Lead Manager nor any persons related to the Book Running Lead Manager (other than Mutual Funds sponsored by entities related to the Book Running Lead Manager), Promoters and Promoter Group can apply in the Issue under the Anchor Investor Portion.

#### **Option to Subscribe in the Issue**

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

#### **Information for the Bidders**

1. Our Company and the Book Running Lead Manager shall declare the Bid/ Issue Opening Date and Bid/ Issue Closing Date in the Red Herring Prospectus to be file with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Bid/ Issue Opening Date.
3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.

4. Any Bidder who would like to obtain the Draft Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

#### **BIDS BY ANCHOR INVESTORS:**

Our Company in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in the Issue for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

- 1) Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the Book Running Lead Manager.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least ₹200.00 lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹200.00 lakhs
- 3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- 4) Bidding for Anchor Investors will open one Working Day before the Bid/ Issue Opening Date and be completed on the same day.

- 5) Our Company in consultation with the Book Running Lead Manager, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
  - where allocation in the Anchor Investor Portion is up to ₹ 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
  - where the allocation under the Anchor Investor Portion is more than ₹ 200.00 Lakhs but upto ₹ 2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of ₹ 100.00 Lakhs per Anchor Investor; and
  - where the allocation under the Anchor Investor portion is more than ₹ 2500.00 Lakhs:(i)minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto ₹ 2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of ₹ 2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of ₹ 100.00 Lakhs per Anchor Investor.
- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the Book Running Lead Manager before the Bid/Issue Opening Date, through intimation to the Stock Exchange.
- 7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- 8) If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Issue Closing Date. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.
- 9) At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
- 10) 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.
- 11) The Book Running Lead Manager, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the Book Running Lead Manager) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the Book Running Lead Manager and made available as part of the records of the Book Running Lead Manager for inspection by SEBI.
- 12) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
- 13) Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

#### **BIDS BY ELIGIBLE NRI'S:**

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the Book Running Lead Manager 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 Book Running Lead Manager will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

**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 Book Running Lead Manager 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 Book Running Lead Manager may deem fit.

The above information is given for the benefit of the Bidders. Our Company, the Book Running Lead Manager 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 Draft Red Herring 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 Draft Red Herring 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 Book Running Lead Manager or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

#### **Issue Procedure for Application Supported by Blocked Account (ASBA) Bidders**

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

#### **Terms of payment**

The entire Issue price of ₹[●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

#### **Payment mechanism**

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-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, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

- a) In case of resident Anchor Investors: **“GENX DIAGNOSTICS LIMITED – ANCHOR ACCOUNT – R”**
- b) In case of Non-Resident Anchor Investors: **“GENX DIAGNOSTICS LIMITED – ANCHOR ACCOUNT – NR”**

Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections from the Anchor Investors.

#### **Electronic Registration of Applications**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 5.00 p.m. of the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - a) the applications accepted by them,
  - b) the applications uploaded by them
  - c) the applications accepted but not uploaded by them or
  - d) With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
  - (i) The applications accepted by any Designated Intermediaries

- (ii) The applications uploaded by any Designated Intermediaries or
- (iii) The applications accepted but not uploaded by any Designated Intermediaries

5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.
6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

*\*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into the on-line system:
  - Name of the Bidder;
  - IPO Name;
  - Bid Cum Application Form Number;
  - Investor Category;
  - PAN (of First Bidder, if more than one Bidder);
  - DP ID of the demat account of the Bidder;
  - Client Identification Number of the demat account of the Bidder;
  - Number of Equity Shares Applied for;
  - Bank Account details;
  - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - Bank account number.
8. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Draft Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.

12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries will be given time till 5.00 p.m. on the Bid/Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
14. The SCSBs shall be given one day after the Bid/Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

#### **Build of the Book**

- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the Book Running Lead Manager 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.

#### **Price Discovery and Allocation**

- a) Based on the demand generated at various price levels, our Company in consultation with the Book Running Lead Manager, shall finalise the Issue Price and the Anchor Investor Issue Price.
- b) The SEBI (ICDR) Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the Red Herring Prospectus. For details in relation to allocation, the Bidder may refer to the Red Herring Prospectus.
- c) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the Book Running Lead Manager and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- d) In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the Red Herring Prospectus.

- e) In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.
- f) Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the Book Running Lead Manager, subject to compliance with the SEBI Regulations.

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

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

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

#### **Signing of Underwriting Agreement and Filing of Red Herring Prospectus/ Prospectus with RoC**

- a) Our company has entered into an Underwriting Agreement dated [●]
- b) A copy of Red Herring Prospectus will be filed with the RoC 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 shall, after filing the Red Herring Prospectus with the ROC, publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation. In the pre-Issue advertisement, we shall state the Bid Opening Date and the Bid/Issue Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI (ICDR) Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

#### **ADVERTISEMENT REGARDING ISSUE PRICE AND PROSPECTUS:**

Our Company will issue a statutory advertisement after the filing of the Red Herring Prospectus/ Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Issue Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

#### **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 Draft 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.

**Other instructions for the Bidders**

**Joint Bids**

In the case of Joint Bids, the Bids should be made in the name of the Bidders whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidders would be required in the Bid cum Application Form/Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

**Multiple Bids**

Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid\ cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

### **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.

### **Submission of Bids**

- a) During the Bid/Issue Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- b) In case of Bidders (excluding NIIs and QIBs) Bidding at cut-off price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- c) For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the Draft Red Herring Prospectus.

### **GROUPS 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 Equity Shares which are not in multiples as specified in the Draft 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 Draft 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 Draft Red Herring Prospectus and as per the instructions in the Draft 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 Draft 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 Book Running Lead Manager 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 Draft Red Herring 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 [●] 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 [●] Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

**b. For Non-Institutional Bidders**

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and 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 [●] Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

**c. For QIBs**

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI (ICDR) Regulations or Red Herring Prospectus / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

- a) In the first instance allocation to Mutual Funds for [●]% of the QIB Portion shall be determined as follows:
  - In the event that Bids by Mutual Fund exceeds [●]% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●]% of the QIB Portion.
  - In the event that the aggregate demand from Mutual Funds is less than [●]% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
  - Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;
- b) In the second instance Allotment to all QIBs shall be determined as follows:
  - In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●]% of the QIB Portion.
  - Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
  - Under-subscription below [●]% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

**d. ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)**

- a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the Book Running Lead Manager, 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 Book Running Lead Manager, 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 [●] equity shares the allotment will be made as follows:
  - Each successful Bidder shall be allotted [●] equity shares; and
  - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest

multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this Draft Red Herring Prospectus.

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

#### **Instructions for Completing the Bid Cum Application Form**

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No.CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com). With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect from January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com).

### **Bidder's Depository Account and Bank Details**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

### **Submission of Bid Cum Application Form**

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

### **Communications**

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

### **Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at BSE SME where the Equity Shares are proposed to be listed are taken within 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 Book Running Lead Manager 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 [●] between NSDL, the Company and the Registrar to the Issue;
- Tripartite Agreement dated [●] between CDSL, the Company and the Registrar to the Issue;

The Company's equity shares bear an ISIN: [●]

## **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 20003/71/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 Draft Red Herring 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 Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them 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 August 25, 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-
  - b. "the Act" means the Companies Act, 2013,
  - c. "the seal" means the common seal of the company.
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.

### **SHARE CAPITAL AND VARIATION OF RIGHTS**

- II. 1. Subject to the provisions of the Act and these Articles, the shares in 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.
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. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid - up thereon.
  - iii. 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.

#### **LIEN**

9.
  - 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.
  - 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.
  - iii. That 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 a fixed time in respect of such shares.
10. 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.
11.
  - 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.

12.
  - 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**

13.
  - 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.
  - iv. That any amount 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
14. 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.

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16. 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.

The Board shall be at liberty to waive payment of any such interest wholly or in part.

17.
  - 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.
18. 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**

19.
  - 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.

- iii. That a common form of transfer shall be used
- 20.
  - i. The Board may, subject to the right of appeal conferred by section 58 decline to register—
  - ii. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
  - iii. any transfer of shares on which the company has a lien.
- 21. 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.

That registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Issuer on any account whatsoever

- 22. 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**

- 23.
  - 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.
  - iii. That a common form of transmission shall be used
- 24.
  - 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.
- 25.
  - 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.



26. 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**

27. 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.
28. 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.
29. 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.
- 30.
- 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.
- 31.
- 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.
- 32.
- 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.
33. 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**

34. 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.
35. 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.
  - v. Permission for sub-division/ consolidation of share certificates
36. Where shares are converted into stock,—
- the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:
  - Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
  - 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.
  - 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.
37. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law-
- its share capital;
  - any capital redemption reserve account; or
  - any share premium account.

#### **CAPITALISATION OF PROFITS**

38. 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.
- 39.
- 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
    - b. allotments and issues of fully paid shares if any; and
    - c. 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

#### **BUY-BACK OF SHARES**

40. 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**

41. All general meetings other than annual general meeting shall be called extraordinary general meeting.
- 42.
- 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**

- 43.
- 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.
44. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

45. 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.
46. 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**

47.
  - 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**

48. 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.
  - iii. That option or right to call of shares shall not be given to any person except with the sanction of the Issuer in general meetings
49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
50.
  - 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.
51. 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.
52. Any business other than that upon which a poll has been demanded maybe proceeded with, pending the taking of the poll.
53. 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
54.
  - 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**

55. 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.
56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105
57. 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**

58. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them. The following are the First Directors of the Company:
1. Bikash Agrawala
  2. Biswajit Mohanty
  3. Sunil Kumar Rout

59. 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.

60. The Board may pay all expenses incurred in getting up and registering the company.
61. 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.
62. 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.
63. 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.
64. 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.

### **PROCEEDINGS OF THE BOARD**

65. 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.

66. 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.

67. 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.

68. 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.

69. 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.

70. 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.

71. 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.

72. 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.

73. 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**

74. 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
75. 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**

76. 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**

77. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
78. 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.
79. 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, think 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.
80. 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. That there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.
81. 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.
82. 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.
83. 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.
84. 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.
85. No dividend shall bear interest against the company.

#### **ACCOUNTS**

86. 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**

87. 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**

88. 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 Draft Red Herring 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 Red Herring Prospectus/Prospectus, delivered to the Registrar of Companies, for filing. 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 Red Herring Prospectus until the Bid/ Issue Closing Date.

#### **Material Contracts**

1. Issue Agreement dated September 25, 2023 between our Company and the Book Running Lead Manager to the Issue.
2. Registrar Agreement dated September 26, 2023 executed between our Company and the Registrar to the Issue.
3. Banker to the Issue Agreement dated [●] among our Company, Book Running Lead Manager, Banker to the Issue and the Registrar to the Issue.
4. Market Making Agreement dated [●] between our Company, Book Running Lead Manager and Market Maker.
5. Underwriting Agreement dated [●] between our Company, Book Running Lead Manager and Underwriter.
6. Syndicate Agreement dated [●] among our Company, the BRLM and Syndicate Member.
7. Tripartite Agreement dated [●] among CDSL, the Company and the Registrar to the Issue.
8. Tripartite Agreement dated [●] among NDSL, 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 February 24, 2016 issued by the Registrar of Companies, Orissa.
3. Fresh Certificate of Incorporation dated September 23, 2023 issued by the Registrar of Companies, Orissa consequent upon conversion from private company to public company.
4. Copy of the Board Resolution dated September 23, 2023 authorizing the Issue and other related matters.
5. Copy of Shareholder's Resolution dated September 25, 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, 2022 and 2021.
7. Peer Review Auditors Report dated September 25, 2023 on the Restated Financial Statements for the financial years ended March 31, 2023, 2022 and 2021.
8. Copy of the Statement of Special Tax Benefits dated September 25, 2023 from the Peer Review auditor.
9. Certificate on Key Performance Indicators (KPI's) issued by Peer Review Auditor dated September 25, 2023.
10. Consents of the Book Running Lead Manager to the Issue, Legal Advisor to the Issue, Registrar to the Issue, Market Maker, Syndicate Member, Underwriter, Banker to the Issue/ Sponsor Bank, Peer Review Auditor, Statutory Auditor of the Company, Bankers to our Company, Directors, Promoters, Company Secretary and Compliance Officer and Chief Financial Officer, as referred to, in their respective capacities.
11. Board Resolution dated September 28, 2023 for approval of Draft Red Herring Prospectus and dated [●] for approval of Red Herring Prospectus and dated [●] for approval of Prospectus.
12. Due Diligence Certificate from Book Running Lead Manager dated September 28, 2023
13. Approval from NSE vide letter dated [●] to use the name of NSE in the Prospectus for listing of Equity Shares on the NSE Emerge (SME Platform) of the National Stock Exchange of India Limited.

**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 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 Draft Red Herring 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 Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Dr. Biswajit Mohanty Chairman & Managing Director DIN: 07412518	Sd/-

Date: September 28, 2023

Place: Bhubaneswar, Odisha

**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 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 Draft Red Herring 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 Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Dr. Bikash Agrawala Whole Time Director DIN: 07412458	Sd/-

Date: September 28, 2023

Place: Bhubaneswar, Odisha

**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 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 Draft Red Herring 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 Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Sunil Kumar Rout Whole Time Director DIN: 07014976	Sd/-

Date: September 28, 2023

Place: Bhubaneswar, Odisha

**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 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 Draft Red Herring 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 Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Dr. Supriya Sundar Mishra Non-Executive Director DIN: 10290482	Sd/-

Date: September 28, 2023  
Place: Bhubaneswar, Odisha

**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 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 Draft Red Herring 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 Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Panchanana Mahanta Independent Director DIN: 09766466	Sd/-

Date: September 28, 2023

Place: Bhubaneswar, Odisha

**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 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 Draft Red Herring 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 Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Minati Das Independent Director DIN: 00855942	Sd/-

Date: September 28, 2023

Place: Bhubaneswar, Odisha

**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 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 Draft Red Herring 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 Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Jayant Kumar Das Chief Financial Officer PAN: AKHPD4105A	Sd/-

Date: September 28, 2023

Place: Bhubaneswar, Odisha



**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 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 Draft Red Herring 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 Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Bikash Kumar Panda Company Secretary & Compliance officer M. No.: A72181	Sd/-

Date: September 28, 2023

Place: Bhubaneswar, Odisha