



DEEPAK HEALTH AND WELLNESS LIMITED

Corporate Identity Number: U85110MH2004PLC145344

Our Company was originally incorporated on March 26, 2004 as "Rakh Hospital Private Limited" vide Registration no. 145344 (CIN No: U85110MH2004PTC145344) under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra Mumbai. The name of our Company was subsequently changed to "Deepak Health and Wellness Private Limited" and a fresh certificate of incorporation consequent upon change of name was issued by the RoC on June 03, 2016. Our Company was converted into a public limited company pursuant to a special resolution passed by our Shareholders at the extraordinary general meeting held on June 02, 2016 and the name of our Company was changed to "Deepak Health and Wellness Limited". A fresh certificate of incorporation consequent upon conversion to a public limited company was issued by the RoC on June 17, 2016 having CIN U85110MH2004PLC145344, issued by the Registrar of Companies, Maharashtra Mumbai. For details of changes in name and registered office of our Company, please refer to the section titled "History and Certain Corporate matters" beginning on page 121 of this Draft Prospectus.

Registered Office: Deepak Hospital, Town Hall Road, Jalna- 431203, Maharashtra, India.

For details of changes in the registered office, please refer to the section titled "History and Certain Corporate matters" beginning on page 121 of this Draft Prospectus.

Telephone: +91 2482-240486/ 87/ 88; **Facsimile:** +91 2482-240586;

Contact Person: Mr. Piyush Anilkumar Wani, Company Secretary & Compliance Officer

E-mail: compliance@deepakhealthandwellness.com; **Website:** www.deepakhealthandwellness.com;

PROMOTERS OF OUR COMPANY: DR. SHANKARRAO RAKH AND DR. SANJAY SHANKARRAO RAKH

PUBLIC ISSUE UPTO [●] EQUITY SHARES OF A FACE VALUE OF ₹ 10 EACH (THE "EQUITY SHARES") OF DEEPAK HEALTH AND WELLNESS LIMITED ("DHAWL" "DEEPAK" OR THE "COMPANY") FOR CASH AT A PRICE OF ₹ [●] PER SHARE (THE "ISSUE PRICE"), AGGREGATING TO ₹ 362.60 LAKHS ("THE ISSUE"), OF WHICH, [●] EQUITY SHARES OF ₹ 10 EACH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKERS TO THE ISSUE (AS DEFINED IN THE SECTION "DEFINITIONS AND ABBREVIATIONS") (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF [●] EQUITY SHARES OF ₹ [●] EACH (IS HEREINAFTER REFERRED TO AS THE "NET ISSUE") THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●] % AND [●] %, RESPECTIVELY OF THE POST ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE 219 OF THIS DRAFT PROSPECTUS.

THE FACE VALUE OF THE EQUITY SHARES IS RS.10 EACH AND THE ISSUE PRICE IS [●] TIMES OF THE FACE VALUE.

THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER XB OF THE SEBI (ICDR) REGULATIONS, 2009 (AS AMENDED), FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED "ISSUE INFORMATION" BEGINNING ON PAGE 219 OF THIS DRAFT PROSPECTUS

In terms of the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, All potential investors may participate in the Issue through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to section titled "Issue Procedure" beginning on page 227 of this Draft Prospectus. A copy will be delivered for registration to the Registrar of Companies as required under Section 26 of the Companies Act, 2013.

ELIGIBLE INVESTORS

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

RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10. The Issue Price is [●] times the face value. The Issue Price (as determined by our Company, in consultation with the Lead Manager, and as stated in the section titled "Basis for Issue Price" beginning on page 73 of this Draft Prospectus, should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares of our Company or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investment in equity and equity related securities involves a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page 15 of this Draft Prospectus.

COMPANYS' ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares offered through the Draft Prospectus are proposed to be listed on the SME Platform of NSE. In terms of the Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended, we are not required to obtain an in-principal listing approval for the shares being offered in this Issue. However, our Company has received an approval letter dated [●] from NSE for using its name in this Offer Document for listing of our shares on the SME Platform of NSE. For the purpose of this Issue, the designated Stock Exchange will be the National Stock Exchange of India Limited ("NSE").

LEAD MANAGER	REGISTRAR TO THE ISSUE
 Hem Securities Ltd.	
HEM SECURITIES LIMITED 14/15, Khatau Building, 40, Bank Street, Fort, Mumbai 400 001, India. Telephone: +91 22 2267 1543 / 44 Facsimile: +91 22 2262 5991 Email: ib@hemsecurities.com Investor Grievance Email: redressal@hemsecurities.com Contact Person: Mr. Anil Bhargava Website: www.hemsecurities.com SEBI registration number: INM000010981	BIGSHARE SERVICES PRIVATE LIMITED E/2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East) Mumbai – 400 072 Telephone: +91 22 40430200 Facsimile: +91 22 28475207 Email: ipo@bigshareonline.com Website: www.bigshareonline.com Contact Person: Vipin Gupta SEBI Registration Number: INR000001385
ISSUE PROGRAMME	
ISSUE OPENS ON [●]	ISSUE CLOSES ON: [●]

TABLE OF CONTENTS

SECTION	CONTENTS	PAGE NO.
I	GENERAL	
	DEFINITIONS AND ABBREVIATIONS	1
	CERTAIN CONVENTIONS, USE OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY OF FINANCIAL PRESENTATION	12
	FORWARD LOOKING STATEMENTS	14
II	RISK FACTORS	15
III	INTRODUCTION	
	SUMMARY OF INDUSTRY	37
	SUMMARY OF OUR BUSINESS	39
	SUMMARY OF FINANCIAL INFORMATION	43
	THE ISSUE	47
	GENERAL INFORMATION	48
	CAPITAL STRUCTURE	55
	OBJECTS OF THE ISSUE	67
	BASIC TERMS OF THE ISSUE	72
	BASIS FOR ISSUE PRICE	73
	STATEMENT OF TAX BENEFITS	76
IV	ABOUT THE ISSUER COMPANY	
	INDUSTRY OVERVIEW	90
	OUR BUSINESS	101
	KEY INDUSTRY REGULATIONS AND POLICIES	112
	HISTORY AND CERTAIN CORPORATE MATTERS	121
	OUR MANAGEMENT	126
	OUR PROMOTER AND PROMOTER GROUP	136
	OUR GROUP COMPANIES	139
	RELATED PARTY TRANSACTIONS	140
	DIVIDEND POLICY	141
V	FINANCIAL INFORMATION OF THE COMPANY	
	RESTATEd FINANCIAL STATEMENTS	142
	STATEMENT OF FINANCIAL INDEBTEDNESS	181
	MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS	185
VI	LEGAL AND OTHER INFORMATION	
	OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS	191
	GOVERNMENT AND OTHER APPROVALS	197
	OTHER REGULATORY AND STATUTORY DISCLOSURES	202
VII	ISSUE RELATED INFORMATION	
	TERMS OF THE ISSUE	219
	ISSUE STRUCTURE	225
	ISSUE PROCEDURE	227
	RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES	266
VIII	MAIN PROVISIONS OF ARTICLES OF ASSOCIATION	268
IX	OTHER INFORMATION	
	MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION	301
	DECLARATION	302

SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft 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, enactment or regulation shall be to such legislation, enactment or regulation as amended from time to time. In the section “Main Provision of Articles of Association” on page 268 of this Draft Prospectus, defined terms have the meaning given to such terms in the Articles of Association.

General Terms

Term	Description
“Deepak Health and Wellness Limited”, “Deepak”, “DHAWL”, “We” or “Our” or “us” or “our Company” or “the Issuer”	Unless the context otherwise requires, refers to “Deepak Health and Wellness Limited”, (Formerly known Rakh Hospital Private Limited) a Company originally incorporated under the Companies Act, 1956 vide a Certificate of Incorporation issued by the Registrar of Companies, Maharashtra Mumbai.
“you”, “your” or “yours”	Prospective investors in this Issue.

Company Related Terms

Terms	Description
AOA / Articles / Articles of Association	Articles of Association of “Deepak Health and Wellness Limited”, (Formerly known Rakh Hospital Private Limited), as amended from time to time.
Auditors/ Statutory Auditors	The Auditor of Deepak Health and Wellness Limited being M/s GSA & Co. Chartered Accountant.
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 and Regulation 18 of SEBI (Listing Obligations and Disclosures Requirement) Regulation, 2015.
Banker to our Company	As disclosed in the chapter titled “ General Information ” on page 48 of this Draft Prospectus
Board of Directors / the Board / our Board	The Board of Directors of Deepak Health and Wellness Limited
Company Secretary & Compliance Officer	The Company Secretary & Compliance Officer of our Company being Mr. Piyush Anilkumar Wani
DIN	Directors Identification Number.
Director(s) / our Directors	The Director(s) of Deepak Health and Wellness Limited, unless otherwise specified.
Equity Shares	Equity Shares of the Company of Face Value of Rs.10.00 each unless otherwise specified in the context thereof.
Equity Shareholders	Persons/ Entities holding Equity Shares of Our Company.
Executive Director	Managing Director and Whole-time Director of our Company
Group Companies	The word “group companies”, wherever they occur, shall include such companies as covered under the applicable accounting standards and also other companies as considered material by the board of the issuer as disclosed in “ Our Group Companies / Entities ” promoted by the Promoters on page 139 of this Draft Prospectus.
Key Managerial Personnel/Key Managerial Employees	Key management personnel of our Company in terms of the SEBI Regulations and the Companies Act, 2013. For details, see section entitled “ Our Management ” on page 126 of this Draft Prospectus.
MOA / Memorandum / Memorandum of Association	Memorandum of Association of Deepak Health and Wellness Limited (Formerly known as Rakh Hospital Private Limited) as amended from time to time.
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on September 09, 2016, in accordance with the requirements of the SEBI (ICDR) Regulations
Nomination and Remuneration	Nomination and remuneration committee of our Company constituted in accordance with

Terms	Description
Committee	Regulation 18 of the SEBI Listing Regulations and Companies Act, 2013
Peer Review Auditor	Independent Auditor having a valid Peer Review certificate in our case being S.S. Rathi & Co.
Promoters	Shall mean promoters of our Company i.e. Dr. Shankarrao Rakh and Dr. Sanjay Shankarrao Rakh.
Promoter Group	Includes such Persons and entities constituting our promoter group covered under Regulation 2(1)(zb) of the SEBI (ICDR) Regulations as enlisted in the section titled " Our Promoter and Promoter Group " beginning on page 136 of this Draft Prospectus.
Registered Office of our Company	Deepak Hospital Town Hall Road Jalna- 431203, Maharashtra India.
RoC / Registrar of Companies	Registrar of Companies, Maharashtra Mumbai situated at 100, Everest, Marine Drive, Mumbai - 400 002
Restated Financial Information	The summary financial information examined in accordance with the generally accepted auditing standards in India of our Company as of and for each of the Fiscals ended March 31 2016, 2015, 2014, 2013, and 2012 restated in accordance with the requirements of the Companies Act, 2013, and the SEBI Regulations together with the schedules and notes thereto
Shareholders	Shareholders of our Company from time to time
Stakeholders' Relationship Committee	Stakeholder's relationship committee of our Company constituted in accordance with Regulation 18 of the SEBI Listing Regulations and Companies Act, 2013

ISSUE RELATED TERMS

Terms	Description
Allotment/Allot/Allotted	Issue of the Equity Shares pursuant to the Issue to the successful applicants.
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application.
Allottee	The successful applicant to whom the Equity Shares are being / have been issued.
Applicant/ Investor	Any prospective investor who makes an application for Equity Shares in terms of this Draft Prospectus.
Application Amount	The amount at which the Applicant makes an application for the Equity Shares of our Company in terms of Draft Prospectus.
Application Form	The form, whether physical or electronic, used by an Applicant to make an application, which will be considered as the application for Allotment for purposes of this Draft Prospectus.
Application Supported by Block Amount (ASBA)	An application, whether physical or electronic, used by all applicants to make an application authorizing a SCSB to block the application amount in the ASBA Account maintained with the SCSB. <i>Pursuant to SEBI Circular dated November 10, 2015 and bearing Reference No. CIR/CFD/POLICYCELL/11/2015 which shall be applicable for all public issues opening on or after January 01, 2016, all the investors shall apply through ASBA process only.</i>
ASBA Account	Account maintained by the ASBA Applicant/Investor with an SCSB which will be blocked by such SCSB to the extent of the Application Amount of the ASBA Applicant/Investor.
ASBA Applicant	Any Applicant who intends to apply through ASBA Process.
Bankers to the Issue	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 [●]
Banker to the Issue Agreement	Agreement dated [●] entered into amongst the Company, Lead Manager, the Registrar and the Banker of the Issue.
Basis of Allotment	The basis on which the Equity Shares will be Allotted, described in " Issue Procedure – Basis of Allotment " on page 227 of this Draft Prospectus.
Broker Centres	Broker centers notified by the Stock Exchanges, where the Applicants can submit the Application Forms to a Registered Broker.

Terms	Description
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.
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the LM, the Registrar to the Issue and the Stock Exchange.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details.
Depository / 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, being NSDL and CDSL.
Depository Participant / DP	A Depository Participant as defined under the Depositories Act, 1996.
Designated Date	On the Designated Date, the SCSBs shall transfer the funds represented by allocation of Equity Shares into the Public Issue Account with the Bankers to the Issue.
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 Stock Exchange	National Stock Exchange of India Limited (NSE) (SME Platform of NSE i.e. NSE EMERGE
DP ID	Depository Participant's Identity.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the ASBA Applicant and a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised Intermediaries or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the 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 Application Forms are available on the website of the Stock Exchange i.e. www.nseindia.com
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the website of the Stock Exchange i.e. www.nseindia.com
Draft Prospectus	Draft prospectus dated September 30, 2016 issued in accordance with Section 32 of the Companies Act, 2013.
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 prospectus will constitute an invitation to subscribe for the Equity Shares.
Equity Shares	Equity Shares of our Company of face value Rs.10.00 each
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
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/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.

Terms	Description
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the 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.
General Information Document	The General Information Document for investing in public issues prepared and issued in accordance with the Circular (CIR/CFD/DIL/12/2013) dated 23 rd October, 2013, notified by SEBI read with SEBI Circular dated November 10, 2015 and bearing Reference No. CIR/CFD/POLICYCELL/11/2015 which shall be applicable for all public issues opening on or after January 01, 2016, all the investors can apply through ASBA process.
ISIN	International Securities Identification Number. In this case being [●]
Issue Closing Date	[●]
Issue Opening Date	[●]
Issue Price	The Price at which the Equity Shares are being issued by our Company under this Draft Prospectus being Rs. [●] per equity share.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants can submit their Applications.
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled “ Objects of the Issue ” page no. 67 of the Draft Prospectus
Issue/ Issue Size/ Initial Public Issue/ Initial Public Offer/ Initial Public Offering/ IPO	Initial public offering consisting of a fresh issue up to [●] Equity shares of Rs.10.00 each at issue price of Rs [●] per Equity share, including a premium of Rs. [●] per equity share aggregating to Rs. 362.60 Lacs
LM/Lead Manager	Lead Manager to the Issue, in this case being Hem Securities Limited (HSL).
Listing Agreement	The SME Equity Listing Agreement to be signed between our Company and National Stock Exchange of India Limited (NSE).
Market Maker	Member Brokers of NSE who are specifically registered as Market Makers with the NSE Emerge Platform. In our case, [●]
Market Making Agreement	The Market Making Agreement dated [●] between our Company and Market Maker
Market Maker Reservation Portion	The reserved portion of [●] Equity Shares of Rs. 10.00 each at an Issue price of Rs. [●] each aggregating to Rs. [●] Lacs to be subscribed by Market Maker in this issue.
MOU/ Issue Agreement	The Memorandum of Understanding dated September 20, 2016 between our Company and Lead Manager.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of [●] equity Shares of Rs. 10.00 each at a price of Rs. [●] per Equity Share (the “ Issue Price ”), including a share premium of Rs. [●] per equity share aggregating to Rs. [●] Lacs.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company
Non-Institutional Investors / Applicant	All Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or Retail Individual Investors and who have applied for Equity Shares for an amount of more than Rs. 2,00,000/- (but not including NRIs other than Eligible NRIs)
NSEL/NSE	National Stock Exchange of India Limited
NSE EMERGE	The SME platform of NSE, approved by SEBI as an SME Exchange for listing of equity shares offered under Chapter X-B of the SEBI ICDR Regulations.
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.
Payment through electronic means	Payment through NECS, NEFT, or Direct Credit, as applicable.
OCB / Overseas Corporate Body	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation

Terms	Description
	2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Prospectus	The prospectus, filed with the RoC in accordance with the provisions of Section 32 of the Companies Act, 2013.
Public Issue Account	Account opened with the Bankers to the Issue to receive monies from the SCSBs from the bank account of the ASBA Applicant, on the Designated Date.
Qualified Foreign Investor/ QFIs	Non-resident investors other than SEBI registered FIIs or sub-accountants or SEBI registered FCVIs who meet know your client requirements prescribed by SEBI.
Qualified Institutional Buyers/ QIBs	A Mutual Fund, Venture Capital Fund and Foreign Venture Capital Investor registered with the SEBI, a foreign institutional investor and sub-account (other than a sub-account which is a foreign corporate or foreign individual), registered with the SEBI; a public financial institution as defined in Section 2(72) of the Companies Act, 2013; a scheduled commercial bank; a multilateral and bilateral development financial institution; a state industrial development corporation; an insurance company registered with the Insurance Regulatory and Development Authority; a provident fund with minimum corpus of Rs. 25.00 Crore; a pension fund with minimum corpus of Rs. 25.00 Crore; National Investment Fund set up by resolution No. F. No. 2/3/2005 – DDII dated November 23, 2005 of the Government of India published in the Gazette of India, 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.
Registrar/ Registrar to the Issue/ RTA/ RTI	Registrar to the Issue being Bigshare Services Private Limited.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI ICDR Regulations, 2009
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s)
Regulations	SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 as amended from time to time.
Retail Individual Investors/ RII	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than Rs. 2,00,000.
Registered Broker	Individuals or companies registered with SEBI as "Trading Members" (except Syndicate/Sub-Syndicate Members) who hold valid membership of either BSE or NSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on http://www.nseindia.com/membership/content/cat_of_mem.htm
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
Self-Certified Syndicate Bank(s) / SCSB(s)	Banks which are registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and offer services of ASBA, including blocking of bank account, a list of which is available http://www.sebi.gov.in/pmd/scsb.pdf
SME Exchange	SME Platform of the NSE i.e. NSE EMERGE
SME Platform	The SME Platform of NSE i.e. NSE EMERGE for listing equity shares offered under Chapter X-B of the SEBI ICDR Regulation which was approved by SEBI as an SME Exchange on September 27, 2011
Transaction Registration Slip/ TRS	The slip or document issued by the member(s) of the Syndicate to the Applicant as proof of registration of the Application.
Underwriters	The LM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR)

Terms	Description
	Regulations and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The Agreement dated [●] entered between the Underwriters and our Company.
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Venture Capital Fund	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.
Working Day	Any day, other than 2 nd and 4 th Saturday of the month, Sundays or public holidays, on which commercial banks in India are open for business, provided however, for the purpose of the time period between the Issue opening and Issue closing date and listing of the Equity Shares on the Stock Exchanges, “Working Days” shall mean all days, excluding Saturdays, Sundays and public holidays, which are working days for commercial banks in India and with reference to the time period between the Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.

COMPANY AND INDUSTRY RELATED TERMS

Technical and Industry Related Terms

Terms	Full Form
AHEL	Apollo Hospitals Enterprise Limited
AHLL	Apollo Health and Lifestyle Limited
AIDS	Acquired Immuno Deficiency Syndrome
ANDA	Abbreviated New Drug Application
ASCL	Apollo Sugar Clinics Limited
ASEAN	Association of Southeast Asian Nations
AYUSH	Ayurveda, Yoga & Naturopathy, Unani, Siddha and Homoeopathy
BRICS	Brazil, Russia, India, China and South Africa
bps	basis points
CAGR	Compound Annual Growth Rate
CDC	Center for Injury Prevention and Control
COPD	Chronic Obstructive Pulmonary Disease
CPI	Consumer Price Index
CSC	Common Service Centre
CSO	Central Statistics Office
CT	Computed Tomography
3D-CRT	3 Dimensional Conformal Radiation Therapy
DBT	Department of Biotechnology
DIPP	Department of Industrial Policy and Promotion
EA	Euro area
EMDEs	Emerging Market and Developing Economies
ECG	Electrocardiography
eKYC	Electronic Know Your Customer
FDI	Foreign Direct Investment

Deepak Health and Wellness Limited

FY	Financial Year
GDP	Gross Domestic Product
GVA	Gross Value Added
IBM	International Business Machines
ICU	Intensive Care Unit
IGRT	Image Guided Radiation Therapy
IMRT	Intensity Modulated Radiation Therapy
IIP	Index of Industrial Production
IT	Information Technology
IPD	Inpatient department
LICs	low-income countries
MoU	Memorandum of Understanding
NFA	Net foreign exchange assets
NITI	National Institute for Transforming India
NICU	Neonatal Intensive Care Unit
NPA	Non-performing assets
NRI	Non-resident Indian's
PE	Private Equity
PHCs	Primary Healthcare Centres
PIB	Press Information Bureau
PMI	Purchasing Managers' Index
MRI	Magnetic resonance Imaging
OPD	Outpatient department
OT	Operation Theatre
Q-o-Q	Quarter On Quarter
R&D	Research & Development
UK	United Kingdom
USA	United States of America
USD	United States Dollar
WEO	World Economic Outlook
WHO	World Health Organisation
WPI	Wholesale Price Index
Y-o-Y	Year on Year

ABBREVIATIONS

Abbreviation	Full Form
A/c	Account
Act or Companies Act	The Companies Act, 2013 and/or the Companies Act, 1956, as amended from time to time
ACIT	Assistant Commissioner of Income Tax
AGM	Annual General Meeting
ASBA	Applications Supported by Blocked Amount
AS / Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
ACIT	Assistant Commissioner of Income Tax
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. Com	Bachelor of Commerce
Bn	Billion
BG/LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
BSE	BSE Limited (formerly known as the Bombay Stock Exchange Limited)
CDSL	Central Depository Services (India) Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
CA	Chartered Accountant
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
CST	Central Sales Tax
CWA/ICWA	Cost and Works Accountant
Category I foreign portfolio investor(s)	FPIs who are registered as "Category I foreign portfolio investor" under the SEBI FPI Regulations
Category II foreign portfolio investor(s)	FPIs who are registered as "Category II foreign portfolio investor" under the SEBI FPI Regulations
Category III foreign portfolio investor(s)	FPIs who are registered as "Category III foreign portfolio investor" under the SEBI FPI Regulations
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the sections of the Companies Act, 2013) along with the relevant rules made thereunder
Companies Act/ 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
Competition Act	The Competition Act, 2002
Consolidated FDI Policy	Consolidated FDI Policy (Circular 1 of 2015) dated May 12, 2015 issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India

Abbreviation	Full Form
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depository	A depository registered with SEBI under the Depositories Act, 1996
Depository Participant/ DP	A depository participant registered with SEBI under the Depositories Act
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortisation
ECS	Electronic Clearing System
ESIC	Employee's State Insurance Corporation
EPS	Earnings Per Share
EGM /EOGM	Extraordinary General Meeting
ESOP	Employee Stock Option Plan
EXIM/ EXIM Policy	Export – Import Policy
FCNR Account	Foreign Currency Non Resident Account
FIPB	Foreign Investment Promotion Board
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FEMA	Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under.
FCNR Account	Foreign Currency Non Resident Account
FBT	Fringe Benefit Tax
FDI	Foreign Direct Investment
FIs	Financial Institutions
FIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
Foreign Portfolio Investor or 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.
FV	Face Value
GoI/Government	Government of India
GDP	Gross Domestic Product
HUF	Hindu Undivided Family
ICAI	The Institute of Chartered Accountants of India
ICWAI	The Institute of Cost Accountants of India
IMF	International Monetary Fund
INR	Indian National Rupee
IIP	Index of Industrial Production
Income Tax Act or the I.T. Act	The Income Tax Act, 1961
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
IRDA	Insurance Regulatory and Development Authority
Ind AS	New Indian Accounting Standards notified by Ministry of Corporate Affairs on February 16, 2015, applicable from Financial Year commencing April 1, 2016
Indian GAAP	Generally Accepted Accounting Principles in India.
IPO	Initial Public Offer

Abbreviation	Full Form
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
HNI	High Net Worth Individual
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
IRDA	Insurance Regulatory and Development Authority
KMP	Key Managerial Personnel
LM	Lead Manager
Ltd.	Limited
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
M. A	Master of Arts
M. B. A	Master of Business Administration
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
MAPIN	Market Participants and Investors Database
NA	Not Applicable
Net worth	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
NEFT	National Electronic Funds Transfer
NECS	National Electronic Clearing System
NAV	Net Asset Value
NPV	Net Present Value
NRIs	Non Resident Indians
Non Residents	A person resident outside India, as defined under FEMA Regulations, 2000
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the Government as having come into effect prior to the date of this Draft Prospectus
NRIs / Non-Resident Indians	A person resident outside India, as defined under FEMA Regulation and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
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	Overseas Corporate Bodies
P.A.	Per Annum
PF	Provident Fund
PG	Post Graduate
PAC	Persons Acting in Concert
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax

Abbreviation	Full Form
PLI	Postal Life Insurance
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt.	Private
RBI	The Reserve Bank of India
ROE	Return on Equity
R&D	Research & Development
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
₹/ INR	Indian Rupees, the official currency of the Republic of India
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
STT	Securities Transaction Tax
Sec.	Section
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.
SICA	Sick Industrial Companies (Special Provisions) Act, 1985.
Stock Exchange	Unless the context requires otherwise, refers to, NSE Limited (SME Segment).
SPV	Special Purpose Vehicle
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the United States of America
VCF / Venture Capital Fund	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.
w.e.f.	With effect from
-, ()	Represent outflow

Notwithstanding the following:-

- (i) In the section titled “**Main Provisions of the Articles of Association**” beginning on page 268 of the Draft Prospectus, defined terms shall have the meaning given to such terms in that section.
- (ii) In the section titled “**Financial Information of the Company**” beginning on page 142 of the Draft Prospectus, defined terms shall have the meaning given to such terms in that section;
- (iii) In the Chapter titled “**Statement of Tax Benefits**” beginning on page 76 of the Draft Prospectus, defined terms shall have the same meaning given to such terms in that chapter.

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

Certain Conventions

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

In this Draft Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, “Deepak Health and Wellness Limited”, “DHAWL”, and “Deepak”, unless the context otherwise indicates or implies, refers to “Deepak Health and Wellness Limited (Formerly known as Rakh Hospital Private Limited)”. In this Draft 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 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 Prospectus, all figures have been expressed in Rupees and Lacs. Unless stated otherwise, the financial data in the Draft Prospectus is derived from our financial statements prepared and restated for the financial year ended 2016, 2015, 2014, 2013, and 2012 in accordance with Indian GAAP, the Companies Act and SEBI (ICDR) Regulations, 2009 included under Section titled “*Financial Information of the Company*” beginning on page 142 of this Draft Prospectus. Our Company does not have a subsidiary. Accordingly, financial information relating to us is presented on a Standalone basis. Our fiscal year commences on April 1 of every year and ends on March 31st of every next year.

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 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 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.

For additional definitions used in this Draft Prospectus, see the section “*Definitions and Abbreviations*” on page 72 of this Draft Prospectus. In the section titled “*Main Provisions of Articles of Association*”, on page no 268 of this Draft 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 Draft 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 Prospectus is reliable, it has not been independently verified by us or the LM 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, the section titled “*Basis for Issue Price*” on page 73 of the Draft Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources,

and neither we, nor the LM, have independently verified such information.

Currency of Financial Presentation and Exchange Rates

All references to "Rupees" or "INR" or "₹" are to Indian Rupees, the official currency of the Republic of India. Except where specified, including in the section titled "**Industry Overview**" throughout this Draft Prospectus all figures have been expressed in thousands, Lakhs/Lacs, Million and Crores.

Any percentage amounts, as set forth in "**Risk Factors**", "**Our Business**", "**Management's Discussion and Analysis of Financial Conditions and Results of Operation**" on page 15, 101&185 in this Draft Prospectus, unless otherwise indicated, have been calculated based on our restated respectively financial statement prepared in accordance with Indian GAAP.

The Draft Prospectus contains conversions 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. 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

We have included statements in the Draft 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. Gross income is dependent on inpatient income and occupancy rates, which could decline due to a variety of factors adversely affecting business and results of operation;
2. Derive a significant portion of revenues from arrangements with insurance companies, government-sponsored health schemes and other corporates. Any adverse change in these relationships may adversely affect business, results of operations, cash flows and prospects;
3. Failure to receive payments on time from our payers; and;
4. Effect of lack of infrastructure facilities on our business;
5. Occurrence of Environmental Problems & Uninsured Losses;
6. Changes in government policies that relate to patients covered by government schemes;
7. Our ability to successfully implement our growth strategy and expansion plans;
8. Our ability to attract, retain and manage qualified personnel;
9. Rapid technological advances, technological failures and other challenges related to our medical equipment could adversely affect our business;
10. Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
11. Occurrence of natural disasters or calamities affecting the areas in which we have operations;
12. The performance of the financial markets in India and globally;
13. Any adverse outcome in the legal proceedings in which we are involved;
14. Incur costs associated with replacing obsolete equipment;
15. Lack of health insurance in India may adversely affect our business, cash flows and results of operations.

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 15, 101, & 185 respectively of this Draft 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.

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

SECTION II: RISK FACTORS

An investment in our Equity Shares involves a high degree of risk. You should carefully consider the risks described below as well as other information in this Draft Prospectus before making an investment in our Equity Shares. You should read this section in conjunction with the chapters **“Our Business”** and **“Management’s Discussion and Analysis of Financial Condition and Results of Operations”** beginning on pages 101 and 185, respectively, as well as the other financial and statistical information contained in this Draft Prospectus. The risks described in this section are those that we consider to be the most significant to our business, results of operations and financial condition. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations and financial condition. If any or a combination of the following events occur, our business, financial condition, results of operations and prospects could materially suffer, the trading price of our Equity Shares could decline and you may lose all or part of your investment. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implication of any of the risks mentioned herein.

Unless otherwise stated, the financial information of our Company used in this section is derived from our restated financial statements.

This Draft Prospectus also 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 Prospectus.

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 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 15 and **“Management Discussion and Analysis of Financial Condition and Results of Operations”** on page 185 of this Draft Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in the **“Audited Financial Statements, as restated”** prepared in accordance with the Indian Accounting Standard.

Risks Relating to our Business/ Internal Risk Factors
1. We are involved in certain legal proceedings and may face certain liabilities as a result of the same.

Our Company is involved in certain legal proceedings, which if determined, against us could have adverse impact on the business and financial results of our Company. For details kindly refer chapter titled “Outstanding Litigation and Material Developments” at page no. 191 of this Draft Prospectus. A brief detail of such outstanding litigations as on the date of this Draft Prospectus are as follows:

Matters involving our Company:-

Sr. No.	Nature of cases	No. of outstanding cases	Amount Involved (In Rs.)
1.	TDS defaults	-	919798.97
2.	Total Demand raised by the Income Tax department	5	11,58,079.00
3.	Notice received u/s 143(2) of the Income Tax Act, 1961	1	Not ascertainable

Litigation involving Our Promoters and Directors

Sr. No.	Nature of cases	No. of outstanding cases	Amount Involved (In Rs.)
Mr. Sanjay Shankarrao Rakh			
	Notice received u/s 142(1) of the Income Tax Act, 1961 (Mr. Sanjay Shankarrao Rakh)	1	6674.00
Directors			
	Demand raised by the Income Tax department	-	Not ascertainable

For details kindly refer chapter titled “Outstanding Litigation and Material Developments” at page no.191of this Draft Prospectus.

We cannot provide any assurance that these matters will be decided in favour of the above mentioned entities or persons. Further, there is no assurance that legal proceedings will not be initiated against our company, its directors, promoters or group companies in future.

2. The land on which our hospital known as Deepak Hospital and our registered office is situated, standing on land which is partly owned by our Company and partly owned by our Promoter and his wife.

We are operating our hospital on land/plot bearing nos. 8790, 8793, 9136, 9137, 9138, 9145/1, and 9145/2 out of the said plots, some of the plots are owned by our Company and balance plots bearing nos. 8790, 8793 and 9145/1 (“Promoter Plots”) are owned by one of our promoter Mr. Sanjay Shankarrao Rakh with his wife Dr. Anuradha Rakh. The hospital was constructed partially on the Promoter Plots with the consent of the Promoter and his wife; however, the Memorandum of Understanding (MOU) executed in 2005 had been misplaced and therefore, an Affidavit has been provided by them and apart from this there has not been any other formal documentation whereby the said plots owned by the Promoter were transferred to the Company. Accordingly, the Company has obtained an undertaking from them that the Promoter Plots will not be sold or transferred to any person such that the operation of the hospital will be affected in any manner. However, in the event the Promoter transfers the Promoter Plots or disassociates from the Company then the operation of the hospital will be affected and the operations and financial conditions of the Company may be affected.

3. Our gross income is dependent on inpatient income and occupancy rates, which could decline due to a variety of factors adversely affecting our business and results of operation.

Our major source of gross income is from inpatient treatments. Growth in inpatient income and increasing or maintaining occupancy rates at our hospital is highly dependent on wider acceptance in the communities in which we operate, our ability to attract and retain well-known and respected doctors, our ability to offer the most desired services in the communities in which we operate, our ability to develop “super-specialty” practices and our ability to compete effectively with other hospitals and

clinics. Growth in inpatient income may also be impaired by the absence of a developed health insurance sector in the area we operate, lack of appropriate government programs. Our inability to increase growth in inpatient treatments or occupancy rates may adversely affect our business and results of operations.

- 4. A majority of our doctors are not our employees. Our arrangements with such doctors are on a consultancy basis. There is no assurance that they will continue to provide services to us on an ongoing basis. Our revenues, profits and financial condition will be significantly impacted in the event that our consultant doctors cease providing services to us.**

As on August 31, 2016 we engage the services of 41 doctors (of whom 38 were engaged on a consultancy basis), 38 administration staff, 17 technical staff and 204 is others (on contract labour basis) which included nurses, ward boys and other staff. As of that date, major part of doctors provided services to us on a consultancy basis. We enter into service bond with such doctors to provide medical services at our hospital and obligating them to serve a minimum period of time with us. There is no assurance that our consultant doctors will continue to provide services to us or devote the whole of their time to our hospital. We may, as a result, be unable to effectively utilise their time and expertise in providing services to our patients. Any significant change to the number or quality of the consultant doctors we engage or are able to retain, could materially impact our revenues, profits and financial condition.

- 5. We derive a significant portion of our revenues from arrangements with insurance companies, government-sponsored health schemes and other corporates. Any adverse change in these relationships may adversely affect our business, results of operations, cash flows and prospects.**

A significant portion of our revenues were derived from providing treatment to patients who are covered by health insurance, corporate programs and government-sponsored health schemes (excluding walk-in patients). We expect to continue to derive a significant portion of our revenues going forward from such patients. We are required to be empanelled / affiliated on an ongoing basis with insurance companies and the relevant government entities administering government-sponsored schemes to be able to attract these patients. The terms of our empanelment / affiliation requires us to comply with conditions imposed by the insurance company / relevant governmental entity. Any failure on our part to comply with conditions could potentially result in our hospital no longer being empanelled. Our continued ability to be covered by health insurers and government schemes is dependent on our compliance with these stipulations. We may consequently lose revenue streams from patients covered by insurance, corporate programs or government-sponsored schemes, thus adversely affecting our business, results of operations, cash flows and prospects.

- 6. If we do not receive payments on a timely basis from private healthcare insurers, government sponsored insurance, corporate clients or individual patients, our business, cash flows and results of operations may be adversely affected.**

We suffer from significant time lapse in recovering our fees and costs incurred on treating patients, especially in the case of patients covered under government sponsored schemes, health insurance policies and corporate clients who settle bills due to us only at pre-agreed intervals. Our working capital needs may be impacted if we do not receive payment for services rendered on a timely basis. In such situations, we may need to borrow monies for working capital, which involve significant interest costs. Time lag in recovering payments due to us can significantly impact our business, cash flows and results of operations.

- 7. Change in government policies that relate to patients covered by government schemes could materially and adversely impact our financial condition, cash flows and results of operations.**

We provide medical services under various government schemes. We also provide medical services under the Rajiv Gandhi Jeevandayee Aarogy Yojana, which provide coverage for patients who are considered “below the poverty line” (such term being defined in the schemes). Our agreements with government payers specify applicable tariffs for the medical services and the terms of payment.

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

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

We are subject to central and local laws, rules and regulations governing, including for conduct of our operations, additions to facilities and services, adequacy of medical care, quality of medical equipment and services, and handling and disposal of bio-medical, and radioactive waste, qualifications of medical and support personnel, confidentiality, maintenance and security issues associated with health- related information and medical records; and screening, stabilization and transfer of patients who have emergency medical conditions.

Safety, health and environmental laws and regulations in India are stringent and it is possible that they will become significantly more stringent in the future. If we are held to be in violation of such regulatory requirements, including conditions in the permits required for our operations, by courts or governmental agencies, we may have to pay fines, modify or discontinue our operations, incur additional operating costs or make capital expenditures. Any public interest or class action legal proceedings related to such safety, health or environmental matters could also result in the imposition of financial or other obligations on us. Any such costs could adversely affect our competitive position and results of operations. For more information on the regulations applicable to us, see the section titled “**Key Industry Regulations**” on page 112 of this Draft Prospectus.

9. *Rapid technological advances, technological failures and other challenges related to our medical equipment could adversely affect our business.*

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

10. *We operate in a fragmented industry and face increasing competition from other hospitals and healthcare providers, which may have adverse effects on our competitive position and results of operations.*

We compete with government owned hospitals, other private hospitals, smaller clinics, hospitals owned or operated by non-profit and charitable organizations and hospitals affiliated with medical colleges. We will also have to compete with any future healthcare facilities in the region in which we operate. Moreover, some of these competitors may be more established and have greater financial, personnel and other resources than our hospital. In particular, our competitors include hospitals owned or managed by government agencies and trusts, which may be able to obtain financing or make expenditures on more favorable terms than private hospitals owned and managed by for-profit interests, such as ourselves. New or existing competitors may price their services at a significant discount to ours or offer greater convenience or better services or amenities than we provide. Smaller hospitals, stand-alone clinics and other hospitals may exert pricing pressures on some or all of our services and also compete with us for doctors and other medical professionals. If we are forced to reduce the price of our services or are unable to attract patients and doctors and other healthcare professionals to our hospitals, our business and financial results may be adversely affected. For further details, see the section titled “**Our Business - Competition**” on page 101 of this Draft Prospectus.

11. *Operations of our hospital are subject to risks including disruption in or lack of basic infrastructure such as electricity, and water supply which could increase our operating cost or interrupt our business operation*

We currently own and operate hospital in Jalna under the name “Deepak Hospital”. Our operations involve a significant amount of power supply as our facilities require continuous supply of power. We currently depend on State electricity and DG set installed in our premises for power supply. We are exposed to risk including disruptions in infrastructure facilities such as electricity and water supply which could require us to incur additional cost to the extent that we would be required to find alternative sources of supply of such infrastructural facilities. An interruption in power supply may occur due to any reason. An

interruption in the power supply from the state electricity board, Lack of sufficient power or an increase in the cost of such power may affect our business and operations.

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

Our performance and the execution of our growth strategy depend substantially on our ability to attract and retain our current pool of Key Management Personnel, doctors and other healthcare professionals. We compete for these personnel with other healthcare providers.

We may not compare favorably with other healthcare providers on these factors. Our performance also depends on our ability to identify, attract and retain other healthcare professionals, including nurses, to support the multi-specialty and practices at our hospital.

If we are unable to attract or retain doctors or other medical personnel as required, we may not be able to maintain the quality of our services and we could be forced to admit fewer patients to our hospital.

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

13. *We may be subject to liabilities arising from claims of malpractice and medical negligence which could materially and adversely affect our reputation and prospects.*

In past a Complaint No.27 of 2001 was filed before District Consumer Redressal Forum by Mr. Gokul Kisnappa Paralkar claiming gross medical negligence against Dr. Sanjay Shankarrao Rakh (Promoter) of the Company. We are exposed to the risk of legal claims and regulatory actions arising out of the medical services provided by us. Additionally, we rely on our doctors and other healthcare staff at our hospital to make proper clinical decisions regarding the treatment of our patients. However, we do not have direct control over the clinical activities of our doctors and other healthcare staff, as their treatments of patients are subject to their professional judgement, and in most cases, must be performed on a real time basis. Any incorrect clinical decisions or actions on the part of our doctors and other healthcare staff or any failure by us to properly manage their clinical activities may result in unsatisfactory treatment outcomes, patient injuries or possibly patient death. Current or former patients or their families may commence or threaten litigation for medical negligence or malpractice against us. If such claims succeed, we may become liable for damages and other financial consequences and may even be exposed to criminal liability, which may materially and adversely affect our reputation, financial condition and results of operations.

For further details please see section “Outstanding Litigations and Material Developments” on page no 191 of this Draft Prospectus.

In addition, the reputational consequences of any claims may materially and adversely affect our business, reputation and operations. Regardless of their validity, negative publicity arising from such claims may tarnish our professional standing and market reputation and/ or that of the physicians and other healthcare staff involved, and may affect the number of new patients registered and treated, and the amount of revenue generated, by us.

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

Our information technology systems are a critical part of our business and help us to manage our medical records, billing systems, healthcare services delivery contracts, accounting and financial reporting, compliance and inventory. Any technical failures associated with our information technology systems, including those caused by power failures and computer viruses and other unauthorized tampering, may cause interruptions in our ability to provide services to our patients and delay the collection of income. In addition, we may be subject to liability as the result of any theft or misuse of personal information

stored on our systems. The occurrence of any of these events could result in interruptions, delays, the loss or corruption of data, or cessations in the availability of systems, any of which could have a material adverse effect on our financial position and results of operations and harm our business and reputation.

15. *If our employees unionize we may be subject to industrial unrest, slowdowns and increased wage costs.*

India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers related to retrenchment. Although our employees are not currently unionized, they may unionize in the future. If our employees unionize, it may become difficult for us to maintain flexible labour policies, and our business may be adversely affected.

16. *There are certain discrepancies noticed in some of our corporate records. Any penalty or action taken by any regulatory authorities in future for non-compliance with provisions of corporate and other law could impact the financial position of the Company to that extent.*

There are certain discrepancies noticed in some of our corporate records relating to forms filed with the Registrar of Companies. Any penalty or action taken by any regulatory authorities in future for non-compliance with provisions of corporate and other law could impact the financial position of the Company to that extent.

Our Company has made some clerical mistakes in documents and form filed in registrar of Companies, for instance, forms in relation to increase in authorized capital, change in name of company, conversion of related forms filed by our Company in past years and also there are some cases where forms have been filed belatedly in Registrar of Companies for which requisite delayed fees was paid by the Company. Further, Our Company has not complied in the past in relation to the provisions of Section 58A and 58AA of the Companies Act 1956 read with Companies act 2013 and Companies (Acceptance of Deposit) Rules in the accepting unsecured loan from others, loan to directors and AS-22. Also, there was delay and non -payment for deposit of service tax, provident fund tax and income tax payable in past and on quantity wise record which was not provided to auditor thus was remarked by the auditor in previous years.

Although no show cause notice have been issued against the Company till date in respect of above, in the event of any cognizance being taken by the concerned authorities in respect of above, penal actions may be taken against the Company and its directors, in which event the financials of the Company and its directors may be adversely affected. For details, please see the chapter titled “Financial Information of Our Company” on page 142 of this Draft Prospectus.

17. *Some of our corporate records including minutes and forms filed with the Registrar of Companies are not traceable.*

Our Company is unable to trace certain corporate and other documents in relation to our company including forms filed with Registrar of Companies prior to the year 2006. Due to change in methods of records keeping on account of technological advancement and computerization, over the years, certain forms file with ROC prior to the year 2006 like forms filed at the time of inception, annual return etc. could not be traced by our company. Further online filing of ROC documents was initiated in the year 2006 and all forms prior to the said year were physically filed, hence certain of these forms could not be retrieved from Ministry of Corporate Affairs (MCA) portal. Our Company had carried limited purpose search for the physical copies of the untraceable forms at the RoC Mumbai but the forms are not available at the office of Registrar of Companies as well. Under the circumstances elaborated above, and we cannot assure you that the filings were made in a timely manner or the information gathered through other available documents of the company are correct. Also our Company may not in position to attend to and / or respond appropriately to any legal matter due to lack of lost/ destroyed records and to that extend the same could adversely affect our business operation.

18. *We had negative net cash flows from operating, investing and financing activities in the past and may do so in the future.*

Our cash flow from our operating, investing and financing activities have been negative in the past. Following are the details of our cash flow position during the last five financial years based on standalone restated financial statements are:-

Particulars	For the year ended (in Rs.)				
	31.03.2016	31.03.2015	31.03.2014	31.03.2013	31.03.2012
Net cash flow from Operating activities	-1052,59,224	1564,30,077	236,30,446	24,50,874	263,50,809
Net cash flow from Investing activities	-927,85,905	-1521,25,295	-216,38,389	-126,25,635	-88,82,100
Net cash flow from Financing activities	2087,04,086	66,99,676	90,21,673	104,42,969	-176,96,168

For details, please see the chapter titled “Financial Information of Our Company” on page 142 of this Draft Prospectus. Any negative cash flows in the future could adversely affect our results of operations and consequently our revenues, profitability and growth plans.



19. We may have certain contingent liabilities and capital commitments not provided for which may adversely affect our financial condition.

Our contingent liabilities during the last five financial years not provided for (as disclosed in our financial statements) are as detailed in the following table:

Particulars	As at				
	31.03.2016	31.03.2015	31.03.2014	31.03.2013	31.03.2012
Contingent liabilities in respect of:					
Outstanding TDS Default	89,110	0	0	0	0
Outstanding Tax Demand with Respect to Income Tax Assessment year - 2007-08	3,75,635	0	0	0	0
Outstanding Tax Demand with Respect to Income Tax Assessment year - 2009-10	2,64,551	2,64,551	2,64,551	2,64,551	2,64,551
Outstanding Tax Demand with Respect to Income Tax Assessment year - 2010-11	78,030	78,030	78,030	78,030	
Total	8,07,326	3,42,581	3,42,581	3,42,581	2,64,551

Any or all of these contingent liabilities and commitments may become actual liabilities. In the event that any of our contingent liabilities become non-contingent, our business, financial condition and results of operations may be adversely affected. Our capital commitments not provided for could adversely affect our financial condition if such commitments are not executed according to the terms and conditions of the respective contracts. For further information, please see the section entitled “Financial Statements” on page 142 of this Draft Prospectus.

20. Our Trademark of our logo is not registered and we are in the process of seeking registration of trademark of our logo. There is no assurance that this application shall result in us being granted registration in a timely manner. Failure to protect our intellectual property may adversely affect our reputation, goodwill and business operations.

Currently we are using logo i.e.  has not been registered under Trade Marks Act and we are in the process of seeking registration for the same. Any  failure to get the same registered in our name may affect our business prospectus. Any third-party claim on any of our Trademark may lead to litigation and our business operations could be affected. Even if our trademarks are registered, we may not be able to detect any unauthorized use or infringement or take appropriate and timely steps to enforce or protect our intellectual property, nor can we provide any assurance that any unauthorized use or infringement will not cause damage to our business prospects.

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

We obtain insurance policies to cover a wide range of risks, such as professional indemnity insurance, standard fire and special perils policy and insurance against natural calamities. Insurance policies are obtained for identified risks, which we consider material. The quantum of insurance is dependent on our perception of likelihood of the risk materializing, our scale of operations for the particular facility, and in certain cases, on the basis of actuarial valuation. We may not have obtained insurance for a number of risks, or where obtained, the quantum of cover, or the terms subject to which we may be entitled to

make claims, may not fully enable us to recover all losses suffered as a result of the risk insured materializing. There may also be future risks for which we may not obtain insurance. We may, in such cases, be left to bear all or a significant portion of the losses suffered, without any insurance coverage. Our business, financial condition, results of operations and prospects may be adversely affected in the event of insufficient insurance coverage for risks we encounter in our operations.

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

Penetration of health insurance in India is very low. Most indemnity plans under health insurance policies in India are designed so that the insured is responsible to pay out-of-pocket expenses to the healthcare providers and then file a claim to get reimbursed. This reimbursement policy favours wealthier patients. In contrast, the low income households are unable to afford the insurance premium or pay the medical fees up front. Furthermore, most health insurance policies in India cover only inpatient care costs. Consequently, higher out-of-pocket expenses related to healthcare in India may make healthcare unaffordable for lower income households. Due to the lack of viable health insurance policies in India, demand for our medical services may not increase as expected. Additionally, owing to the lack of penetration of health insurance in India, we may be unable to recover all or some of our trade receivables in a timely manner, or at all. As a result, our business, cash flows and results of operations could be materially and adversely affected.

23. *We rely on third-party suppliers and manufacturers for our equipment and drugs, and we have limited control over these suppliers and manufacturers and may not be able to obtain quality products on a timely basis or in sufficient quantity. Further, any discontinuation or recall of existing equipment and drugs by the manufacturers could materially and adversely affect our business, financial condition, results of operations and cash flows.*

Hospitals require large quantities of medicines, drugs and equipment to treat patients. These will need to be procured on a regular basis and at certain quantities to be able to meet expected patient demand. This makes our business heavily dependent on drug and equipment manufacturers. We do not have long term contracts for the procurement of drugs and equipment. Our suppliers have no obligation to supply medicines to us, or to negotiate any rates with us. They may choose not to renew existing arrangements, which will result in our inability to procure drugs and pharmaceuticals for our hospital. A number of micro and macro-economic factors impact the production and supply chain for drugs and these have a direct bearing on the prices, the availability and our ability to procure drugs and pharmaceuticals from our distributors at competitive rates. Our continued financial well-being is dependent on the drug market in general and suppliers in particular.

24. *We employ contract labourers (staff) for carrying out our hospital operations by way of entering into contract for a fixed period, subject to renewal options. Any delay in renewal or non-renewal of contract on timely shall affect our business operations timeline and thereby affecting our revenue from operations.*

We employ contract labourers (staff/ ward boys) for carrying out our hospital operations by way of entering into contract for a fixed period, subject to renewal options. License AWB/2119/2006 dated 22.02.2006 in favour of Aurangabad Multi services, Contractor through whom contract ward boys are appointed in the Hospital is in place. The contractor takes the onus of provident fund contribution in respect of contract labourers. There can be no assurance that the relevant contractor will renew any of such contract in timely. Any delay in renewal or non-renewal of contract on timely shall affect our business operations timeline and thereby affecting our revenue from operations. Further the contract is subject to several conditions, and our Company cannot assure that it shall be able to continuously meet such conditions, which may lead to cancellation, revocation or termination of the said contract.

25. *We have availed of certain loans from lenders, pursuant to the financing agreements that we have entered into with them. Pursuant to the terms of such agreements, we require consents from the respective lenders for a number of corporate actions, including for undertaking this Issue, which have not been obtained as on date. Any failure to obtain such consents may result in a default under the terms of the financing agreements*

As a going concern, our Company regularly borrows monies from banks and financial institutions for various needs, including towards working capital, term loans, cash credit, bank guarantee and letter of credit. As of August 31, 2016, our total borrowings stood at Rs.2736.67 Lacs. See the section "Statement Financial Indebtedness" beginning on page 181 for a detailed account of our liabilities as a result of borrowings. We are heavily dependent on financing facilities to run our business, and may continually require debt funding for expansion and capital expenditure.

Our lenders impose a number of restrictions on our business, including requiring that their consent be obtained for us to take significant business decisions. These include, by way of illustration, stipulations around the total borrowings we may raise, debt equity ratios to be maintained, minimum requirements for debt servicing and security cover. We may also be subjected to other restrictive covenants going forward depending on our general financial condition, total borrowings and indebtedness. We may therefore not be able to expand our business or incur expenditure as we decide to. We may further be constrained by the terms on which financing facilities may be available to us, including interest rates, tenure and security covers.

Pursuant to the Financing Agreements entered into by us with our lenders, we are required to obtain NOC from the lenders to undertake certain actions, pertaining to this Public Issue and for completion of the other requirements. Though, we have applied for NOC with our lenders pertaining to this Issue, as on date, we have not obtained NOC from our lenders for undertaking this Issue, and the same is awaited. While our Company intends to obtain all the necessary consents in relation to this Issue prior to the filing of the Prospectus with the RoC, or in contravention of any conditions contained in such contents, may constitute a breach of the Financing Agreements.

Our financing facilities may be recalled by lenders at short notice and we may not have the necessary ability to repay such loans. Lenders may unilaterally seek to determine non-compliance by our Company with lending covenants and seek to enforce rights under lending documents, including converting their debt to equity or taking over the management of our Company. As a result, our business and financial condition may significantly and adversely be impacted.

26. *Excessive dependence on LIC Housing Finance Limited for obtaining financial facilities.*

We have been sanctioned housing loan of Rs. 34.00 Cr. by LIC Housing Finance Limited. We have been sanctioned the financial assistance on the security of assets and personal guarantee of our Promoters and our Promoter Group. Any default under such arrangement or non-renewal or renewal of the sanction on adverse term with such lender may result into difficulty in arranging of funds for re-payment and may also adversely affect our operations and financials. Also the registered office situated at Deepak Hospital Town Hall Road Jalna- 431203, Maharashtra India is mortgaged with LIC Housing Finance Limited against the sanction of Financing limits. Any impairment in the right to use the above property may require us to arrange for the additional security or arranging the funds for the pre-payment which may adversely affect the financial position of our Company.

27. *Loans availed by our Company have been secured on personal guarantees of our Promoter and Promoter Group members. Our business, financial condition, results of operations, cash flows and prospects may be adversely affected in case of invocation of any personal guarantees or securities of the collateral provided by our Promoter and Promoter Group members.*

Our promoters and promoter group members has provided personal guarantees and provided their personal property as security to secure a significant portion of our existing borrowings taken from Kallappa Anna Awade Ichalkaranji Janata Sahakari Bank Ltd and LIC Housing Finance Limited and may continue to provide such guarantees and other security post listing. In case of a default under our loan agreements, any of the personal guarantees provided by our promoters and promoter group members may be invoked and/ or the security may also be enforced, which could negatively impact the reputation and net worth of the promoters. Also, we may face certain impediments in taking decisions in relation to our Company, which in turn would result in a material adverse effect on our financial condition, business, results of operations and prospects and would negatively impact our reputation. In addition, our promoter and promoter group members may be required to liquidate his shareholding in our Company to settle the claims of the lenders, thereby diluting his shareholding in our Company. We may also not be successful in procuring alternate guarantees/ alternate security satisfactory to the lenders, 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 no. 181 of this Draft Prospectus.

28. *We have granted security interests over certain of our medical equipment in order to secure borrowings. Any failure to satisfy our obligations under such borrowings could lead to the forced sale of such equipment.*

Deepak Health and Wellness Limited

We have financed and will continue to finance equipment purchases through loans. We have created security interests in favour of our lenders who have extended equipment financing to us by way of hypothecation. Refer to section "Statement of Financial Indebtedness" beginning on page 181 for equipment which we have bought subject to loans and encumbrances. We are required on a continual basis to service these loans, including interest owed on the loans. In the event we fail to timely service our debt obligations with respect to these equipment, we run the risk of our lenders repossessing the equipment hypothecated to them towards recovery of monies due from us. In the event that they take any enforcement action with respect to our equipment, we may not be able to utilize such equipment or provide treatment services to our patients using such equipment. Our financial condition and revenues may therefore be adversely affected as a result of any such action.

29. We may not be able to effectively manage our growth, which may materially and adversely affect our business, financial conditions and results of operations.

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.

30. Our Company has 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 of August 31, 2016, such loans amounted to Rs. 148.93 Lakh. 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. We may not have adequate working capital to undertake new projects or complete the ongoing projects. As a result, any such demand may materially and adversely affect our business, cash flows, financial condition and results of operations. For further details, please see the section entitled "Statement of Financial Indebtedness" on page 181 of this Draft Prospectus.

31. Our inability to obtain, renew or maintain our statutory and regulatory permits and approvals required to operate our business may materially and adversely affect our business and results of operations.

Our operations are subject to various laws and regulations relating to, among others, the procurement of large medical equipment and drugs, storage and sale of drugs, the pricing of medical services, the operation of medical equipment, the licensing and operation of our hospital. Our business and growth prospects may be constrained by such laws and regulations. Further, if we fail to comply with these laws and regulations, we could be required to make significant changes to our business and operations or suffer fines or penalties, including the potential loss of our business licenses, the suspension from use of our medical equipment, and the suspension or cessation of operations at our hospital. The occurrence of such events may materially and adversely affect our business and results of operations. We require certain approvals, licenses, registrations and permissions to operate our business, including:

- environment approvals under the BMW Rules;
- approvals from the Atomic Energy Regulatory Board;
- medical related licences;
- fire related licences; and
- approvals under state regulations governing registration of healthcare facilities and establishment registrations

Following approvals that we have applied for are currently pending and we may need to apply for renewal of approvals which may expire from time to time, in the ordinary course of our business.

S. No.	Nature of Registration / License	Date of Application	Issuing Authority
1.	Authorization for handling bio-medical waste under the Bio-Waste Rules	August 12, 2014	Sub regional office, Maharashtra Pollution control board, Jalna.

Following Certificates are not available with the Company but a reference has been made to the supporting documents and relevant information taken therefrom:

S. No.	Name of Approval	supporting documents from where relevant information taken
1.	Professional Tax Registration Number	Professional Tax Return
2.	Provident fund registration Number	Provident Fund Return

In addition, our name has been changed from “Rakh Hospital Private Limited” to “Deepak Health and Wellness Private Limited” and after consequence of conversion, name of our company was changed from “Deepak Health and Wellness Private Limited” to “Deepak Health and Wellness Limited” therefore we shall be taking necessary steps for transferring the approvals in new name of our company. We have already made an application in relation to new PAN Card in the name of Deepak Health and Wellness Limited and in the process of seeking the all approvals with new name. Also, we opined in past that the service tax is not applicable and have surrendered our certificate. Although we have not received any notices from concerned authority and in view that the same would be applicable to us, financials implication may adversely affect our business operations.

Our Company has not obtained an occupancy certificate for its hospital located Town Hall Road Jalna- 431203, Maharashtra, India though commencement certificate is already in place. We also have certificate from Architect confirming that the construction is in accordance proposed drawings and specifications.

While we currently possess all the relevant licenses, approvals, registrations and permissions, there can be no assurance that the relevant authorities will renew these upon their expiry in the anticipated timeframe, or at all. Additionally, failure to comply with the terms of the licenses may result in termination of the relevant licenses such as licenses related to the sale of drugs and the storage of human blood. If we are unable to obtain, renew or maintain the required approvals, licenses, registrations and permissions, our operations at one or more locations may be interrupted, which may materially and adversely affect our business and results of operations. Additionally, some of the approvals to operate hospital is in the name of “Deepak Hospital and some of the approvals is in the name of our Promoter i.e. Dr. Sanjay Shankarrao Rakh. Failure by our promoter to maintain the requisite licenses could adversely affect our business operations.

For further details of the approvals obtained by us and pending approvals, please see the section entitled “Government and Other Approvals” on page 197 of this Draft Prospectus.

32. We will continue to be controlled by our Promoter and certain related entities after the completion of the Issue.

As of the date of this Draft Prospectus, our Promoters, Dr. Sahankarrao Rakh and Dr. Sanjay Sahankarrao Rakh, and certain members of the promoter group held 99.78 % of the issued, subscribed and paid-up equity share capital of the Company. Upon completion of the Issue, our promoters and certain members of the promoter group together will continue to own [●] % of our equity share capital, which will allow them to control the outcome of matters submitted to our board or shareholders for approval. After this Issue, our Promoter will continue to exercise significant control or exert significant influence over our business and major policy decisions, including but not limited to the following:

- controlling the election of directors;
- controlling the selection of senior management;
- approving significant corporate transactions, including acquisitions and disposals of our assets or business, or change of control transactions;
- making overall strategic and investment decisions;
- approving our annual budgets; and
- amending our Memorandum and Articles of Association.

The interests of our Promoters and certain members of the promoter group may conflict with your interests and the interests of our other shareholders, and our Promoters and certain members of the promoter group could make decisions that may materially and adversely affect our business operations, and hence the value of your investment in the Equity Shares.

33. *We benefit from our relationship with our Promoter and our business and growth prospects may decline if we cannot benefit from this relationship in the future.*

We benefit in many ways from our relationship with our Promoters, Dr. Shankarrao Rakh and Dr. Sanjay Shankarrao Rakh, as a result of his reputation, experience and knowledge of the medical profession. Dr. Sanjay Shankarrao Rakh has been provided his services over 20 years and primarily responsible for the development and implementation of Company's growth strategy and expansion.

Our growth and future success is influenced, in part, by our continued relationship with our promoters. We cannot assure you that we will be able to continue to take advantage of the benefits from this relationship in the future. If we lose our relationship with our promoters for any reason, our business and growth prospects may decline and our financial condition and results of operations may be adversely affected.

34. *We have entered into related party transactions but may have been able to obtain more favourable terms if such transactions had been entered into with unrelated parties.*

We have entered into, and may in the future enter into, certain transactions with our promoters, promoter group, group entities, directors, employees and their relatives, For details of our related party transactions, please see the section entitled "**Related Party Transactions**" "**Our Management**" and "**Our Promoter and Promoter Group**" on page 140, 126 and 136 respectively of this Draft Prospectus. These transactions were primarily made in the ordinary course of business but we may have been able to obtain more favourable terms had such transactions been entered into with unrelated parties. It is likely that we will continue to enter into further related party transactions in the future.

35. *Our Company has during the preceding one year from the date of the Draft Prospectus have allotted Equity Shares at a price which may be lower than the Issue Price.*

In the last 12 months, we have made allotments of Equity Shares to the Existing shareholders details of which are as follows:-

- Bonus issue in the ratio of 250:1 dated July 20, 2016 issued 25,00,000 Equity shares face value Rs. 10/- per Equity Share for consideration other than cash.

The Equity Shares allotted to investors pursuant to this Issue may be priced significantly higher due to various reasons including better performance by the Company, better economic conditions and passage of time. For Further details of equity shares issued, please refer to the chapter titled "Capital Structure" and "Basis for Issue Price" beginning on page 55 and 73 of this Draft Prospectus.

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

As per SEBI (ICDR) Regulations, 2009, as amended, appointment of monitoring agency is required only for Issue size above Rs. 50,000.00 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 NSE Limited and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

37. *Our company has not carried out any independent appraisal of our working capital requirements. Therefore, if our estimation is not accurate or the assumptions we have taken prove to be not correct, we may be required to raise additional debt on terms that may not be totally favorable to us.*

Our working capital requirements have been assessed based on the management's estimates and the same have not been independently appraised or evaluated by any bank or financial institution. Further, the estimates of our working capital requirement are totally based on the experience of our management and promoters. We cannot assure that these estimates may be accurate. If these estimates prove to be wrong, we may be required to raise additional debt, on terms that may not be totally

favorable to our Company, which may in turn adversely affect our profitability. For further details please refer Chapter titled “Objects of the Issue” on page 67 of Draft Prospectus

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

Our business requires significant amount of working capital and major portion of our working capital is utilized towards payment of creditors, inventories and cash and cash equivalents. We have been sanctioned working capital of Rs. 185.00 lakhs from Kallappa Anna Awade Ichalkaranji Janata Sahakari Bank Ltd. Our growing scale and expansion, if any, may result in increase in the quantum of current assets. Our inability to maintain sufficient cash flow, credit facility and other sourcing of funding, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations. Further, we have high outstanding amount due from our debtors which may result in a high risk in case of non-payment by these debtors. In case of any such defaults from our debtors, may affect our business operations and financials.

39. *We have not identified any alternate source of raising the working capital mentioned as our ‘Objects of the Issue’. The deployment of funds is entirely at our discretion and as per the details mentioned in the section titled “Objects of the Issue”. Any revision in the estimates may require us to reschedule our projected expenditure and may have a bearing on our expected revenues and earnings. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.*

Our Company has not identified any alternate source of funding for our working capital requirement and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds can adversely affect our growth plan and profitability. The delay/shortfall in receiving these proceeds could result in inadequacy of working capital or may result in borrowing funds on unfavorable terms, both of which scenarios may affect the business operation and financial performance of the company. For further details of our working capital requirement, Please refer chapter titled “Object for the Issue” beginning on page 67 of this Draft Prospectus.

For further details regarding working capital requirement, please refer to the section “Objects of the Issue” on page 67 of this Draft Prospectus.

40. *The Company has not made any provision for decline in value of investment of the Company or revalued the investment.*

Our Company has made an investment in quoted and unquoted shares of Companies. For details of investment by our Company please refer Annexure H Statement of Non-current Investments of “Financial Information of our Company” beginning on page 142 of this Draft Prospectus. We have not made any provision for this Increase or decrease in the value of investments, if provision is made in future on account of permanent decrease in value of these investments, our profits would reduce to the extent of such provision. This may have an adverse impact on our results of operations and financial conditions.

41. *Third party industry and statistical data in this Draft Prospectus may be incomplete, incorrect or unreliable.*

Neither LM nor we have independently verified the data obtained from the official and industry publications and other sources referred in this Draft Prospectus and therefore, while we believe them to be true, there can be no assurance that they are complete or reliable. Such data may also be produced on different bases from those used in the industry publications we have referenced. The discussion of matters relating to India, its economy and our industry in this Draft Prospectus are subject to the caveat that the statistical and other data upon which such discussions are based may be incomplete or unreliable. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. While industry sources take due care and caution while preparing their reports, they do not guarantee the accuracy, adequacy or completeness of the data or report and do not take responsibility for any errors or omissions or for the results obtained from using their data or report. Accordingly, investors should not place undue reliance on, or base their investment decision on this information, please refer to section titled “Industry Overview” beginning on page 90 of this Draft Prospectus.

42. *If there is a change in policies related to tax, duties or other such levies applicable to us, it may affect our results of operations.*

We benefit from certain tax regulations and incentives that accord favorable treatment to our manufacturing facilities. These tax benefits include income tax deductions and excise cenvat credit. For details regarding income tax deductions, please refer to the chapter “Statement of Tax Benefits” on page 76 of this Draft Prospectus. New or revised accounting policies or policies related to tax, duties or other such levies promulgated from time to time by the relevant authorities may significantly affect our results of operations. We cannot assure you that we would continue to be eligible for such lower tax rates or any other benefits. The reduction or termination of our tax incentives, or non-compliance with the conditions under which such tax incentives are made available, will increase our tax liability and adversely affect our business prospects, results of operations and financial condition.

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

Our Company is engaged in healthcare business under name of Deepak Health and Wellness Limited and operates a hospital name “Deepak Hospital” in Jalna which attracts tax liability such as value added tax and service tax as per the applicable provisions of Law. We are also subject to the labour laws like depositing of contributions with provident fund. However, we have deposited the required returns under various applicable Acts but any demand or penalty raised by the concerned authority in future for any previous year and current year will affect the financial position of the Company.

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

We take steps to establish and maintain compliance and disclosure procedures, systems and controls, and to maintain internal controls over financial reporting in order to produce reliable financial reports and prevent financial fraud. However, internal controls over financial reporting must be reviewed on an ongoing basis as risks evolve, and the processes to maintain such internal controls involve human diligence and compliance and are subject to lapses in judgment and breakdowns resulting from human error. To the extent that there are lapses in judgment or breakdowns resulting from human error, the accuracy of our financial reporting could be affected which may adversely affect our business and financial position of our company.

45. *Portion of our Issue Proceeds are proposed to be utilized for general corporate purposes which constitute [●] % of the Net Issue Proceed. As on date we have not identified the use of such funds.*

Portion of our Issue Proceeds are proposed to be utilized for general corporate purposes which constitute [●] % of the Net Issue Proceed. We have not identified the general corporate purposes for which these funds may be utilized. The deployment of such funds is entirely at the discretion of our management in accordance with policies established by our Board of Directors from time to time and subject to compliance with the necessary provisions of the Companies Act.

46. *The average cost of acquisition of Equity Shares by our Promoters could be lower than the Issue Price*

Our Promoters cost of acquisition of Equity Shares in our company may be lower than the Issue Price as may be decided by the Company in consultation with LM. For Further details regarding the cost of acquisition, please refer the section title “Capital Structure” on page no. 55 of this Draft Prospectus.

47. *Our Promoter Group Company i.e. Tarakeshwar Aqua Farms Private Limited has inactive business and have voluntarily applied to get the company struck off.*

Our Promoter Group Company i.e. Tarakeshwar Aqua Farms Private Limited with which our Promoters were associated as Director and/or Promoter has closed operations due to inactive business and have applied voluntarily to get the company name struck off from the Registrar of Companies by an application to concerned Registrar of Companies u/s 560 of the Companies Act. The said company has been dissolved vide order dated May 4, 2016. Although these companies have applied for striking off their name from the registrar of companies but there can be no assurance that they may not be subject to any penalties or action by the competent authorities for any past non-compliance.

Risks Relating to the Issue and Investments in Our Equity Shares**48. *We may not declared dividends in the foreseeable future.***

In the past, we have not made dividend payments to the Shareholders of our Company. We may retain all future earnings, if any, for use in the operations and expansion of the business. As a result, we may not declare dividends in the foreseeable future. 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 deems relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on Shareholders' investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that our Equity Shares will appreciate in value.

49. *We may require further 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 IPO Proceeds and our 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 adversely affected if we are unable to implement our expansion strategy.

Any future issuance of Equity Shares by our Company may dilute shareholding of investors in our Company; and hence adversely 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.

50. *You may be subject to Indian taxes arising out of capital gains on the sale of our Equity Shares.*

Under current Indian tax laws, capital gains arising from the sale of equity shares within 12 months in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if Securities Transaction Tax ("STT"), is paid on the transaction. STT is levied on and collected by a domestic stock exchange on which equity shares are sold. Any gain realized on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognized stock exchange and on which no STT has been paid, is subject to long term capital gains tax in India. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of equity shares are exempt from taxation in India where an exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable to pay tax in India as well as in their own jurisdiction on a gain on the sale of equity shares.

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

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

In addition, if the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could materially affect the price of our Equity Shares. There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after this Issue, or that the price at which our Equity Shares are initially offered will correspond to the prices at which they will trade in the market subsequent to this Issue. For further details of the obligations and limitations of Market Makers please refer to the section titled ***“General Information – Details of the Market Making Arrangement for this Issue”*** on page no. 48 of this Draft Prospectus.

52. *There is no guarantee that the Equity Shares will be listed on the Stock Exchanges in a timely manner or at all, and any trading closures at the Stock Exchanges may adversely affect the trading price of the Equity Shares.*

In accordance with Indian law and practice, permission for listing of the Equity Shares will not be granted until after the Equity Shares offered in this Issue have been allotted. Approval will require all other relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the Stock Exchange. Any failure or delay in obtaining the approval from NSE EMERGE would restrict your ability to dispose of your Equity Shares.

Further, pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading may commence. Trading in the Equity Shares is expected to commence within 6 Working Days from the Issue Closing Date.

However, we cannot assure you that the trading in the Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining the approvals would restrict your ability to dispose off your Equity Shares.

53. *A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.*

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of us. Under the takeover regulations in India, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted or consummated because of the Indian takeover regulations.

54. *There are certain restrictions on daily movements in the price of the Equity Shares, which may adversely affect shareholder's ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.*

Subsequent to the Issue, we will be subject to a daily “circuit breaker” imposed by NSE, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based, market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on our circuit breakers will be set by the stock exchanges based on the historical volatility in the price and trading volume of the

Equity Shares. The NSE may not inform us of the percentage limit of the circuit breaker in effect from time to time and may change it without our knowledge. This circuit breaker will limit the upward and downward movements in the price of the Equity Shares. As a result of imposing circuit limit, no assurance can be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

55. *Fluctuations in currency exchange rates may have an adverse impact on the investment in our Equity Shares.*

The exchange rate between the Indian Rupee and the U.S. Dollar has changed substantially in recent years and may fluctuate substantially in the future. Fluctuations in the exchange rate between the U.S. Dollar and the Indian Rupee may affect the value of the investment in our Equity Shares of a person resident outside India. Specifically for persons resident outside India, if there is a change in relative value of the Indian Rupee to the U.S. Dollar, each of the following values will also be affected: the U.S. Dollar equivalent of the Indian Rupee trading price of our Equity Shares in India; the U.S. Dollar equivalent of the proceeds that you would receive upon the sale in India of any of our Equity Shares; and the U.S. Dollar equivalent of cash dividends, if any, on our Equity Shares, which will be paid only in Indian Rupee. You may be unable to convert Indian Rupee proceeds into U.S. Dollars or any other currency or the rate at which any such conversion could occur could fluctuate.

Risks Relating to India /External Risk Factors

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

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

57. *The Indian Accounting Standards ("Ind AS") have been recently introduced and are expected to become applicable to our Company from April 01, 2016. Our accounting practices and treatment may therefore change to the extent Ind AS is not in accordance with the accounting standards prescribed under the Companies Act, 1956.*

The Ministry of Corporate Affairs, Government of India, notified the Companies (Indian Accounting Standards) Rules, 2015, effective April 01, 2015. These rules require certain companies, such as listed companies having a net worth of Rs. 5,000 million or more to adopt and draw up their accounts in accordance with the Ind AS beginning financial year April 01, 2016. Our Company and its auditors will be required to review existing accounting practices and treatment to the extent they are not in conformity with Ind AS. Our Restated Summary Statements as set out in the section "Financial Information of the Company" beginning on page 142 of this Draft Prospectus, have been prepared based on Indian Generally Accepted Accounting Principles as notified under the Companies Act, 1956, the applicable provisions of Schedule III of the Companies Act, 2013 (for the limited period of FY 2014-2015), and have been restated as required by the SEBI ICDR Regulations. These statements have not been drawn up in accordance with Ind AS and they may be impacted if Ind AS were applied to them. The effect that Ind AS may have on our accounting practices, and as a result, on our financial reporting, including revenues and our trading position cannot be predicted. Without limitation, Ind AS may impact the treatment to be adopted as regards a number of line items of our profit and loss account and balance sheet, including requirements for provisioning, thus dictating our profitability. Our quarterly unaudited financial results may also be required to be presented in line with Ind AS, and there exists no certainty that such presentation will be in line with our current accounting practices. You should therefore expect that the financial condition and trading position of our Company may be impacted going forward as a result of adoption of Ind AS.

58. *If we are unable to identify expansion opportunities or if we experience delays or other problems in implementing projects, our growth, financial condition, cash flows and results of operations may be adversely affected.*

Uncertainties exist around the viable implementation of new projects and our expansion into new markets. We may not be able to grow our business as planned. We are limited by a number of factors in assessing the viability of new projects or entry into new markets. These include the relative profile of each sub-market, existing competition, demand for healthcare and the nature of healthcare (primary, tertiary or super specialty), our expectations on returns, our access to funds and associated costs,

perception of risks, availability of quality infrastructure and access to human resources, to identify a few. While we continually assess new opportunities across India, we may have to wait indefinitely to identify opportunities in a new market or to undertake a new project. We may therefore have surplus cash and reserves which we may not be able to usefully deploy in undertaking further expansion and business development. In addition, once identified, we may experience a number of delays and other problems in implementation of new projects. We may be at a disadvantage in understanding and commencing operations in local markets in which we do not have a presence currently. Our counterparties may delay or default in performance of their obligations, which may impede our ability to commence operations from a new market. We may shelve expansion plans or stall ongoing expansion activities if macro economic conditions become unfavourable to our industry in general. Our new projects may suffer from long gestation periods. Our growth, financial condition, cash flows and results of operations may be adversely affected as a result.

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

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

60. *Our market share and business position may be adversely affected by economic, political and market factors, some of which are beyond our control.*

Many factors affect the level of consumer spending in the overall healthcare industry, including recession, inflation, deflation, political uncertainty, and availability of consumer credit, taxation, stock market performance, unemployment and other matters that influence consumer confidence. Our performance may decline during recessionary periods or in other periods where one or more macro-economic factors, or potential macroeconomic factors, negatively affect the level of consumer spending. Slow economic growth in India, the global credit crisis, declining consumer and business confidence and other challenges currently affecting the general economy, could lead to lower consumer spending on fabric generally.

61. *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. Since 1991, successive Indian governments have pursued policies of economic liberalization and financial sector reforms. The current Government has announced its general intention to continue India's current economic and financial sector liberalization and deregulation policies. However there can be no assurance that such policies will be continued and a significant change in the government's policies in the future could affect business and economic conditions in India and could also adversely affect our business, prospects, financial condition and results of operations.

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.

62. Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, results of operations, financial condition and prospects.

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations, financial condition and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

- The GoI 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 which is proposed to be effective from April 1, 2016. While the GoI and other state governments have announced that all committed incentives will be protected following the implementation of the GST, given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to this or any other aspect of the tax regime following implementation of the GST. The implementation of this rationalized tax structure may be affected by any disagreement between certain state governments, which may create uncertainty. Any such future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable.
- Further, the General Anti Avoidance Rules (—GAAR) are proposed to be made effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us.

We have not determined the impact of these proposed legislations on our business. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. Further, the GoI may introduce a waiver or incentive scheme in relation to specific population segments such as MSEs in public interest, pursuant to which we may be required to offer our products and services at discounted rates. This may affect our business and results of operations.

63. The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition.

The occurrence of natural disasters, including hurricanes, floods, earthquakes, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations or financial condition, including in the following respects:

Catastrophic loss of life due to natural or man-made disasters could cause us to pay benefits at higher levels and/or materially earlier than anticipated and could lead to unexpected changes in persistency rates. A natural or man-made disaster, could result in losses in our projects, or the failure of our counterparties to perform, or cause significant volatility in global financial markets.

Pandemic disease, caused by a virus such as the “Ebola” virus, H5N1, the “avian flu” virus, or H1N1, the “swine flu” virus “zika virus”, could have a severe adverse effect on our business. The potential impact of a pandemic on our results of operations and financial position is highly speculative, and would depend on numerous factors, including: the probability of the virus mutating to a form that can be passed from human to human; the rate of contagion if and when that occurs; the regions of the world most affected; the effectiveness of treatment of the infected population; the rates of mortality and morbidity among various segments of the insured versus the uninsured population; our insurance coverage and related exclusions; and many other variables.

64. If communal disturbances or riots erupt in India, or if regional hostilities increase, this would adversely affect the Indian economy and our business.

Some parts of India have experienced communal disturbances, terrorist attacks and riots during recent years. If such events recur, our operational and marketing activities may be adversely affected, resulting in a decline in our income. The Asian

region has, from time to time, experienced instances of civil unrest and hostilities among neighboring countries. Since May 1999, military confrontations between countries have occurred in Kashmir. The hostilities between India and its neighboring countries are particularly threatening because India and certain of its neighbors possess nuclear weapons. Hostilities and tensions may occur in the future and on a wider scale. Also, since 2003, there have been military hostilities and continuing civil unrest and instability in Afghanistan. There has also recently been hostility in the Korean Peninsula. In July 2006 and November 2008, terrorist attacks in Mumbai resulted in numerous casualties. Events of this nature in the future, as well as social and civil unrest within other countries in Asia, could influence the Indian economy and could have a material adverse effect on the market for securities of Indian companies, including our Equity Shares.

65. Any downgrading of India's debt rating by a domestic or international rating agency could have a negative impact on our business.

India's sovereign debt rating could be downgraded due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have a material adverse effect on our business and financial performance, ability to obtain financing for capital expenditures and the price of our Equity Shares.

Prominent Notes:

1. Public Issue upto [●] Equity Shares of Face Value of Rs. 10.00 each of Deepak Health and Wellness Limited ("DHAWL" or "Deepak" or "Our Company" or "The Issuer") for Cash at a Price of [●] Per Equity Share (Including a Share Premium of [●] per Equity Share) ("Issue Price") aggregating to 362.60 Lacs, of which [●] Equity Shares of Face Value of Rs. 10.00 each at a price of [●] aggregating to [●] Lacs will be reserved for subscription by Market Maker ("Market Maker Reservation Portion") and Net Issue to Public of [●] Equity Shares of Face Value of Rs. 10.00 each at a price of [●] aggregating to [●] (hereinafter referred to as the "Net Issue") The Issue and the Net Issue will constitute [●]% and [●]% respectively of the Post Issue paid up Equity Share Capital of Our Company.
2. This Issue is being made for at least 25 % of the post- issue paid-up Equity Share capital of our Company, pursuant to Rule 19(2) (b) (i) of the Securities Contracts (Regulation) Rules, 1957 as amended. This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, since our is a fixed price issue 'the allocation' is the net issue to the public category shall be made as follows:
 - a) Minimum fifty percent to retail individual investors; and
 - b) Remaining to
 - i. Individual applicants other than retail individual investors; and
 - ii. Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for
 - c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

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

3. The Net worth of our Company as on March 31, 2016 and March 31, 2015 was Rs. 368.43 Lakh and Rs. 253.84 Lakh respectively based on Restated Financial Statements. For more information, see the section titled "Financial Information of the Company" beginning on page 142 of this Draft Prospectus.

Deepak Health and Wellness Limited

4. The NAV / Book Value per Equity Share, based on Restated Financials of our Company as March 31, 2016 and March 31, 2015 was Rs. 14.68 and Rs. 10.11 per equity share respectively based on Restated Financial Statements. For more information, see the section titled “Financial Information of the Company” beginning on page 142 of this Draft Prospectus.
5. The average cost of acquisition of Equity Shares by our Promoters is set out below:

Name of our Promoters	Number of Equity Shares Held	Average Cost of Acquisitions (Rs)
Dr. Shankarrao Rakh	2,50,498	0.19
Dr. Sanjay Shankarrao Rakh	13,05,200	0.04

For further details, please see the section entitled “Capital Structure” on page 55 of this Draft Prospectus.

6. The details of transactions of our Company with related parties, nature of transactions and the cumulative value of transactions please refer to section titled “Financial Information of the Company - Annexure R Statement of Related Parties Transactions, on page no. 140 of Draft Prospectus.
7. No Group Entities have any business or other interest in our Company, except as stated in section titled “Financial Information of the Company - Annexure R -Statement of Related Parties Transactions, as Restated” on page 174 and “Our Group Companies/ Entities” on page 139 and to the extent of any Equity Shares held by them and to the extent of the benefits arising out of such shareholding.
8. Our Company was originally incorporated on March 26, 2004 as “Rakh Hospital Private Limited” vide Registration no. 145344 (CIN No: U85110MH2004PTC145344) under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra Mumbai. The name of our Company was subsequently changed to “Deepak Health and Wellness Private Limited” and a fresh certificate of incorporation consequent upon change of name was issued by the RoC on June 03, 2016. Our Company was converted into a public limited company pursuant to a special resolution passed by our Shareholders at the extraordinary general meeting held on June 02, 2016 and the name of our Company was changed to “Deepak Health and Wellness Limited”. A fresh certificate of incorporation consequent upon conversion to a public limited company was issued by the RoC on June 17, 2016 having CIN U85110MH2004PLC145344, issued by the Registrar of Companies, Maharashtra Mumbai. For details of changes in name and registered office of our Company, please refer to the section titled "History and Certain Corporate matters" beginning on page 121 of this Draft Prospectus.
9. None of our Promoters, Promoter Group, Directors and their relatives has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of Draft Prospectus.
10. Investors are advised to see the paragraph titled “Basis for Issue Price” beginning on page 73 of this Draft Prospectus.
11. Investors are free to contact the Lead Manager i.e. Hem Securities Limited for any clarification, complaint or information pertaining to the Issue. The Lead Manager and our Company shall make all information available to the public and investors at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever.
12. In the event of over-subscription, allotment shall be made as set out in paragraph titled “Issue Procedure-Basis of Allotment” beginning on page 227 of this Draft Prospectus and shall be made in consultation with the Designated Stock Exchange i.e. NSE. The Registrar to the Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner as set out therein.

13. The Directors / Promoters of our Company have no interest in our Company except to the extent of remuneration and reimbursement of expenses (if applicable) and to the extent of any Equity Shares of our Company held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as director, member, partner, and/or trustee, and to the extent of benefits arising out of such shareholding. For further details please see the chapter titled “Our Management” beginning at page 126 chapter titled “Our Promoter & Promoter Group” beginning at page 136 and chapter titled “Financial Information of the Company” beginning at page 142 of this Draft Prospectus.
14. No loans and advances have been made to any person(s) / companies in which Directors are interested except as stated in the Auditors Report. For details, please see “Financial Information of the Company” beginning on page 161 of this Draft Prospectus.

SECTION III – INTRODUCTION

SUMMARY OF OUR INDUSTRY

Global Economic Outlook

Global growth this year is likely to remain unchanged relative to the disappointing pace of 2015. Growth for 2016 is now forecast at 2.4 percent, down 0.5 percentage point from January projections. EMDEs account for about half of this downward revision, in large part due to a significant downgrade to the growth forecasts for commodity exporters, amid heightened domestic uncertainties and a more challenging external environment. Advanced economies are expected to expand by 1.7 percent in 2016, 0.5 percentage point below January projections. Investment continues to be soft amid weaker growth prospects and elevated policy uncertainty, while export growth has slowed reflecting subdued external demand. Despite an expected boost from lower energy prices, and the ongoing improvement in labor markets, growth is projected to level off in 2016 rather than accelerate. EMDEs started 2016 with weaker manufacturing activity. Investment growth has also slowed substantially, especially in commodity exporters, partly reflecting tightened domestic policies and weak capital inflows. In China, a gradual domestic rebalancing is under way, with robust growth in services and policy support measures mitigating the slowdown in industrial activity. Brazil and the Russian Federation are still mired in recession. Global merchandise trade remains subdued, reflecting rebalancing in China and weaker demand from commodity exporters, which together contributed to an outright contraction in overall EMDE merchandise imports in 2015.

For 2016, EMDE growth is forecast at 3.5 percent, 0.6 percentage point below previous projections. However, these numbers mask ongoing divergences between commodity exporters and importers. Commodity exporting EMDEs—in particular energy exporters—are struggling to adjust to persistently low commodity prices. In 2015, this group grew at a 0.2 percent pace—the slowest since the global financial crisis—and, for 2016, their growth forecast has been reduced to 0.4 percent, 1.2 percentage points below January projections. In contrast, commodity importing EMDEs have shown resilience to headwinds, reflecting solid domestic demand. For this group, growth is expected to remain steady at 5.8 percent throughout the forecast period, a rate close to its long-run average.¹ Activity in commodity importing EMDEs excluding China has picked up and is expected to continue to accelerate.

Indian economy Overview

With 1.2 billion people and the world's fourth-largest economy, India's recent growth and development has been one of the most significant achievements of our times. Over the six and half decades since independence, the country has brought about a landmark agricultural revolution that has transformed the nation from chronic dependence on grain imports into a global agricultural powerhouse that is now a net exporter of food. Life expectancy has more than doubled, literacy rates have quadrupled, health conditions have improved, and a sizeable middle class has emerged. India is now home to globally recognized companies in pharmaceuticals and steel and information and space technologies, and a growing voice on the international stage that is more in keeping with its enormous size and potential.

Historic changes are unfolding, unleashing a host of new opportunities to forge a 21st-century nation. India will soon have the largest and youngest workforce the world has ever seen. At the same time, the country is in the midst of a massive wave of urbanization as some 10 million people move to towns and cities each year in search of jobs and opportunity. It is the largest rural-urban migration of this century.

The historic changes unfolding have placed the country at a unique juncture. How India develops its significant human potential and lays down new models for the growth of its burgeoning towns and cities will largely determine the shape of the future for the country and its people in the years to come.

Massive investments will be needed to create the jobs, housing, and infrastructure to meet soaring aspirations and make towns and cities more livable and green. Generating growth that lifts all boats will be key, for more than 400 million of India's people—or one-third of the world's poor—still live in poverty. And, many of those who have recently escaped poverty (53 million people between 2005-10 alone) are still highly vulnerable to falling back into it. In fact, due to population growth, the absolute number of poor people in some of India's poorest states actually increased during the last decade.

Inequity in all dimensions, including region, caste and gender, will need to be addressed. Poverty rates in India's poorest states are three to four times higher than those in the more advanced states. While India's average annual per capita income was \$1,410 in 2011—placing it among the poorest of the world's middle-income countries— it was just \$436 in Uttar Pradesh (which has more people than Brazil) and only \$294 in Bihar, one of India's poorest states. Disadvantaged groups will need to be brought into the mainstream to reap the benefits of economic growth, and women—who “hold up half the sky”—empowered to take their rightful place in the socioeconomic fabric of the country.

Fostering greater levels of education and skills will be critical to promote prosperity in a rapidly globalizing world. However, while primary education has largely been universalized, learning outcomes remain low. Less than 10 percent of the working-age population has completed a secondary education, and too many secondary graduates do not have the knowledge and skills to compete in today's changing job market. Improving health care will be equally important. Although India's health indicators have improved, maternal and child mortality rates remain high and, in some states, are comparable to those in the world's poorest countries. Of particular concern is the nutrition of India's children whose well-being will determine the extent of India's much-awaited demographic dividend; at present, an overwhelming 40 percent (217 million) of the world's malnourished children are in India.

Indian Economy Overview- Healthcare Industry

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

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

India's competitive advantage lies in its large pool of well-trained medical professionals. India is also cost competitive compared to its peers in Asia and Western countries. The cost of surgery in India is about one-tenth of that in the US or Western Europe. (Source: http://indiainbusiness.nic.in/newdesign/index.php?param=industryservices_landing/373/2)

References: Department of Industrial Policy and Promotion (DIPP), RNCOS Reports, Media Reports, Press Information Bureau (PIB), Union Budget 2016-17)

For Further details please see section title “Industry Overview” on page 90 of this Draft Prospectus.

SUMMARY OF OUR BUSINESS

Overview

Our company was incorporated in the year of 2004 as Rakh Hospital Private Limited and engaged in running a multi-specialty hospital in Jalna in the name of Deepak Hospital, with focus on core area such as neurology & neurosurgery, urology, interventional cardiology, spine surgery, orthopaedics with emphasis on joint replacement surgery, oncology & oncosurgery, radiation, nephrology, neonatology, plastic surgery, trauma & emergencies, critical care medicine diagnostic and therapeutic endoscopy, physiotherapy, general & laparoscopic surgery, ENT, obstetrics & gynecology, paediatrics internal medicine, psychiatry etc.

We believe that we are deliver quality healthcare services to our patients in modern facilities using advance technology with a team of qualified and experienced healthcare professionals and are providing a depth of expertise in complete spectrum of advanced medical and surgical interventions with a comprehensive mix of in-patient and out -patient services.

We provide all facilities under one roof like 24 hours emergency, outpatient department, complete diagnostics, advance cath-lab OTs, dialysis centre, cardiac ambulances for patient transportation, 24 hours, pharmacy, cashless facility for insured patients, preventive health checks etc. Our hospital has 12 bed ICU, 3 bedded cardiac recovery, 12 bed NICU, 5 bed paediatric ICU, central oxygen and suctions line 6 dialysis machine, blood storage and imaging facility with automatic laboratory support.

In view of inadequacy of health care in the field of cancer treatment, we have recently started cancer centre Dr. Krishna Rakh Cancer Research Centre in the year 2016 in Deepak Hospital. The region of Jalna and its neighbouring districts do not have easy access to cancer treatment facilities in their vicinity. Dr. Krishna Rakh Cancer Research Centre intended to bridge the gap between cancer patients and the best quality treatment at an accessible and affordable location. Our cancer centre offers, at a single location, comprehensive cancer diagnosis and treatment services (including radiation oncology, medical oncology surgical oncology, preventive oncology and community oncology).

We believe that our hospital has been designed to ensure that we are able to offer quality care to our patients. The layouts at our facilities minimize inpatient movement, with outpatient facilities located within the hospital. Other characteristics of many of our facilities, such as attractive architectural and design features, the use of special lighting and color and the reduction of “hospital odors”, also enhance the patient experience. Our hospital staff is trained to care for patients with techniques utilized in the hospitality industry, which, together with the design of our facilities, helps relieve patient anxiety and provide a more comfortable experience for patients. In addition, we focus on obtaining current technologies for providing healthcare services. Our hospital is having ISO 9001:2008 for healthcare services and multi-specialty hospital from PSA Quality Certification Private Limited.

Our Promoter, Dr. Sanjay Shankarrao Rakh has been awarded as ACE(P) Aurangabad –Ultratech Award (for cancer centre building) being Owner of Deepak Hospital which has been conferred “Outstanding Concrete Structure of Marathwada 2015-16” ACE(P) Aurangabad –Ultratech Award from Ultratech Cement Limited.

As of August 31, 2016, we had 7(seven) Directors and KMP, 38(thirty eight) administration staff, 17(seventeen) technical staff (on labour contract basis) and 204(two hundred and four) non-technical staff and others (on labour contract basis) and also engaged the services of an additional 38(thirty eight) doctors on a consultancy basis. In FY 2016 we had performed 85(eighty five) neurosurgeries & neuro interventions 182 (one hundred eighty two) cardiac surgeries and cardiac interventions 856 (eight hundred fifty six) orthopedics 1369 (one thousand three hundred and sixty nine) general surgeries and 603 (six hundred three) gynecology procedures.

Our total revenue for F.Y. 2015-16 of Rs. 1548.26 Lacs with a profit after tax of Rs. 114.59 Lacs as per Restated Financial Statement. For F.Y. 2014-15 total revenue was 1092.00 Lacs with a profit after tax of Rs. 19.18 Lacs.

Our Competitive Strength

We believe the following competitive strengths contribute to our success and position us well for future growth:

- ***All facility under one roof***

We believe that one of our strengths is providing various services like neurology & neurosurgery, urology, interventional cardiology, spine surgery, orthopaedics with emphasis on joint replacement surgery, oncology & oncosurgery, radiation, nephrology, neonatology, plastic surgery, trauma & emergencies, critical care medicine, diagnostic and therapeutic endoscopy, physiotherapy, general & laparoscopic surgery, ENT, obstetrics & gynecology, paediatrics internal medicine, psychiatry and other various healthcare services under one roof. The critical care facility comprising life support equipment with experienced medical and non-medical team is a strong support and confidence to the treating consultants and to the patient and their attendants. Such set up enables us to treat patients of any critical illness related to the brain and heart in the best possible manner and pull out most of the critically ill patients. Recently we have started Dr. Krishna Rakh Cancer Research Centre for providing the health care services in the field of cancer treatment.

- ***Experienced team of skilled doctors and Strong management team with successful track record***

We believe that the experience and domain knowledge of majority of our management team who are also qualified doctors is the advantage in the complex and rapidly evolving healthcare industry in which we operate. Our founder and chairman, Dr. Shankarrao Rakh has over 50 years of medical experience. Our managing director, Dr. Sanjay Shankarrao Rakh, our whole time directors i.e. Dr. Anuradha Rakh and Dr. Madhukar Sanap are having rich experience in the field of medical profession and are responsible for the development and implementation of our Company's growth strategy and expansion.

- ***Quality patient care***

We believe that our hospital has been designed to ensure that we are able to offer quality care to our patients. The layouts at our facilities minimize inpatient movement, with outpatient facilities located within the hospital. Other characteristics of many of our facilities, such as attractive architectural and design features, the use of special lighting and color and the reduction of "hospital odors", also enhance the patient experience. Our hospital staff is trained to care for patients with techniques utilized in the hospitality industry, which, together with the design of our facilities, helps relieve patient anxiety and provide a more comfortable experience for patients. In addition, we focus on obtaining current technologies for providing healthcare services. Our hospital is having ISO 9001:2008 for healthcare services and multi-specialty hospital from PSA Quality Certification Private Limited.

- ***Focused on core medical treatment***

We focus on core areas such as neurology & neurosurgery, interventional cardiology, spine surgery, orthopaedics with emphasis on joint replacement surgery, oncology & oncosurgery, radiation, nephrology, neonatology, plastic surgery trauma & emergencies etc. Recently we have started our cancer unit to provide comprehensive cancer diagnosis and treatment services (including radiation, medical oncology and surgical treatments).

- ***Recognized Brand in our specialty area***

We believe that "Deepak" healthcare brand is widely recognized by both healthcare professionals and patients in our specialty areas in Jalna and periphery. We believe our reputation help us attract not only patients, but also well-known doctors and other healthcare professionals to our facilities who in turn draw additional patients to our facilities.

Our Growth Strategies

- ***Focus on high- value end of the healthcare service market***

Due to our focus on core area such as neurology & neurosurgery, interventional cardiology, spine surgery, orthopaedics with emphasis on joint replacement surgery, oncology & oncosurgery, radiation nephrology, neonatology, plastic surgery, trauma & emergencies, cancer treatment at our hospital, skilled doctors and required equipments, we believe that we are well positioned to serve the increasing demand for sophisticated clinical care in the Indian healthcare market. In FY 2016 we had performed 85 neurosurgeries & neuro interventions 182 cardiac surgeries and cardiac interventions 856 orthopedics 1369 general surgeries and 603 gynaecological procedures. The average occupancy rate for our hospital was approx. 75.33% in F.Y.2016 and 72.66% in the F.Y. 2015 respectively. In addition, we believe that by further developing our expertise in these high growth tertiary care areas, we will be able to meet the demand for even more sophisticated procedure. We are concentrating on our surgical admissions and continually developing our expertise specially in high yielding procedure such as complex trauma work and brain and spine surgery, cardiac surgery, orthopedic procedure.

- ***Improve profitability and increase occupancy rates***

We intend to improve profitability by increasing average income per bed and decreasing average length of stay. We have increased the emphasis on neuro/ spine surgeries, cancer surgeries and interventional cardiac / neuro procedures, which yield higher income per bed vis- a- vis general surgeries. Thus increasing the number of critical surgeries and procedures, we propose to increase our income per bed and in turn our profitability. We plan to focus on our case mix and increase average income per bed.

- ***Increase outpatient income by focusing on our ongoing day care products and introducing new day care surgeries and other outpatient offerings.***

Over the years, we have established a diverse portfolio of outpatient offering including health checkup programs, various forms of laboratory testing, diagnostics and physiotherapy. Such offering lead to increase in outpatient admission (both referrals and walk in patients) at our hospital. We have also recognized the opportunities in day care surgeries. Due to technological developments, certain surgeries, which previously required patients to stay at a hospital for a number of days, can now be carried out as day care surgeries. In such day care surgeries, the patient gets admitted to the hospital in the morning, undergoes the surgery and gets discharged in the evening. Such surgeries reduce the average length of stay for patients and free up beds for tertiary care cases. We intend to focus on such procedure at our hospital and we expect this initiative to be a significant contributor to our outpatient income.

- ***Attract and retain prominent skilled doctors***

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

Deepak Health and Wellness Limited

Services at Deepak Hospital

Our hospital, “Deepak Hospital”, is located at Town hall Road Jalna, Maharashtra-431203 which owned by us with our promoter Dr. Sanjay Shankarrao Rakh and his wife and measuring 4761.29 square meters. Our hospital is managed by a team of medical professionals under the supervision of our Managing Director, Dr. Sanjay Shankarrao Rakh.

Interventional cardiology & Cardiac surgery	Internal medicine
Neurology & Neurosurgery	General & Laparoscopic Surgery
Spine Surgery	Obstetrics & Gynecology
Orthopedics and Joint replacement surgery	Diagnostic and therapeutic Endoscopy
Critical care	pediatric surgery
Trauma Centre and Emergencies	ENT
Nephrology	Mother and Child Care (Neonatology)
Urology	Paediatrics
Cancer care	Psychiatry
Preventive Healthcare	Physiotherapy

For further details please refer the section title “Our Business” on page 101 of this Draft Prospectus.

SUMMARY OF FINANCIAL INFORMATION
ANNEXURE – I
RESTATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(Amount in Rs.)

PARTICULARS	NOT E NO.	AS AT 31ST MARCH				
		2016	2015	2014	2013	2012
A) EQUITY AND LIABILITIES						
1. Shareholders' Funds						
(a) Share Capital	1	1,00,000	1,00,000	1,00,000	1,00,000	1,00,000
(b) Reserves & Surplus	2	367,43,258	252,83,812	233,65,540	195,11,061	158,13,147
		368,43,258	253,83,812	234,65,540	196,11,061	159,13,147
2. Share Application Money received pending Allotment		0	0	6,00,000	6,00,000	6,00,000
3. Non-Current Liabilities						
(a) Long Term Borrowings	3	2589,27,090	475,26,343	372,06,006	248,84,804	162,74,277
(b) Deferred Tax Liabilities (Net)	4	75,24,224	7,95,202	19,79,875	23,49,544	27,17,669
(c) Long Term Provisions	5	5,08,357	7,19,699	6,25,683	5,44,026	4,59,565
		2669,59,671	490,41,244	398,11,563	277,78,374	194,51,511
4. Current Liabilities						
(a) Short Term Borrowings	6	136,02,614	112,38,903	110,40,429	105,86,358	54,10,931
(b) Trade Payables	7	136,93,741	137,65,246	56,93,643	81,78,568	92,99,467
(c) Other Current Liabilities	8	224,22,668	1514,16,875	125,21,326	63,14,529	162,51,544
(d) Short Term Provisions	9	17,160	76,320	1,60,245	58,252	50,328
		497,36,182	1764,97,344	294,15,643	251,37,707	310,12,271
Total		3535,39,111	2509,22,400	932,92,746	731,27,142	669,76,928
B) ASSETS						
1. Non-Current Assets						
(a) Fixed Assets						
Tangible Assets	10	2689,00,920	575,40,695	631,85,046	596,13,939	563,83,518
Capital Work in Progress		3,69,954	1065,12,560	11,03,678	0	0
		2692,70,874	1640,53,255	642,88,724	596,13,939	563,83,518
(b) Non-Current Investment	11	273,68,510	85,09,510	71,85,510	25,73,010	20,73,010
(c) Deferred Tax Assets (Net)		0	0	0	0	0
(d) Long Term Loans and Advances	12	19,02,391	429,75,510	33,08,300	6,09,900	9,09,900
		292,70,901	514,85,020	104,93,810	31,82,910	29,82,910
2. Current Assets						
(a) Inventories	13	51,73,100	51,12,800	45,82,450	44,59,850	44,28,460
(b) Trade Receivables	14	60,65,967	25,72,391	7,353	59,588	8,02,941
(c) Cash and Cash equivalents	15	336,91,367	230,32,410	120,27,953	10,14,223	7,46,015
(d) Short-Term Loans and Advances	16	94,35,529	40,35,436	15,48,175	41,67,051	12,07,121
(e) Other Current Assets	17	6,31,373	6,31,088	3,44,281	6,29,582	4,25,963
		549,97,337	353,84,125	185,10,212	103,30,293	76,10,500
Total		3535,39,111	2509,22,400	932,92,746	731,27,142	669,76,928

Note:- The above statement should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure IV, II and III.

ANNEXURE – II
RESTATED SUMMARY STATEMENT OF PROFIT AND LOSS ACCOUNT

(Amount in Rs.)

PARTICULARS		NOTE NO.	FOR THE YEAR ENDED 31ST MARCH				
			2016	2015	2014	2013	2012
1	Revenue From Services	18	1530,79,930	1085,56,595	1065,66,461	1052,23,036	902,69,133
2	Other Income	19	17,46,183	6,44,024	2,21,167	3,16,297	89,812
3	Total Revenue (1+2)		1548,26,114	1092,00,619	1067,87,628	1055,39,333	903,58,945
4	Expenditure						
(a)	Purchase of Traded Goods	20	381,65,054	326,26,541	287,92,748	305,32,982	282,42,209
(b)	Changes in Inventories of stock -in-trade	21	-60,300	-5,30,350	-1,22,600	-31,390	3,63,305
(c)	Employee Benefit Expenses	22	230,65,961	203,22,705	190,98,679	78,88,208	76,33,106
(d)	Finance Cost	23	50,60,371	32,19,136	37,53,599	33,42,985	34,50,510
(e)	Depreciation and Amortisation Expenses	10	99,46,137	114,69,557	91,81,482	92,17,654	82,77,802
(f)	Other Expenses	24	578,23,285	402,83,042	400,52,070	497,84,086	393,20,888
4	Total Expenditure 4(a) to 4(f)		1340,00,509	1073,90,631	1007,55,978	1007,34,524	872,87,819
5	Profit/(Loss) Before Tax (3-4)		208,25,605	18,09,988	60,31,649	48,04,809	30,71,126
6	Tax Expense:						
(a)	Tax Expense for Current Year		26,37,137	10,76,389	25,46,840	14,53,070	12,69,682
(b)	Short/(Excess) Provision of Earlier Year					21,950	53,404
(c)	Deferred Tax		67,29,022	-11,84,673	-3,69,669	-3,68,125	-1,34,094
	Net Current Tax Expenses		93,66,159	-1,08,284	21,77,171	11,06,895	11,88,992
7	Re- Stated Profit/(Loss) for the Year (5-6)		114,59,446	19,18,272	38,54,479	36,97,915	18,82,133
Note-: The above statement should be read with the significant accounting policies and notes to restated summary, summary statements of assets and liabilities, and cash flows appearing in Annexure IV, I and III.							

ANNEXURE – III
RESTATED SUMMARY OF CASH FLOW STATEMENT

(Amount in Rs.)

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH				
	2016	2015	2014	2013	2012
A) Cash Flow From Operating Activities :					
Net Profit before tax	208,25,605	18,09,988	60,31,649	48,04,809	30,71,126
Adjustment for :					
Depreciation	99,46,137	114,69,557	91,81,482	92,17,654	82,77,802
Interest Paid	50,60,371	32,19,136	37,53,599	33,42,985	34,50,510
Interest Income	-60,965	-44,278	-38,404	-22,439	-16,062
Dividend Income	-98,592	-55,725	-8,350	0	-12,900
Loss on sale of fixed assets	-4,175	0	5,17,976	0	0
Operating profit before working capital changes	356,68,381	163,98,678	194,37,953	173,43,009	147,70,475
Changes in Working Capital					
(Increase)/Decrease in Inventories	-60,300	-5,30,350	-1,22,600	-31,390	3,63,305
(Increase)/Decrease in Trade Receivables	-34,93,576	-25,65,038	52,235	7,43,353	2,37,290
(Increase)/Decrease in Short Term Loans & Advances	-42,16,466	-11,67,328	26,18,876	-29,59,930	13,15,879
(Increase)/Decrease in Other Current assets	-285	-2,86,807	2,85,301	-2,03,619	-2,39,568
Increase/(Decrease) in Trade Payables	-71,505	80,71,603	-24,84,925	-11,20,899	31,83,891
Increase/(Decrease) in Other Current Liabilities	-1289,94,207	1388,95,549	62,06,797	-99,37,015	76,47,730
Increase/(Decrease) in Short Term Provisions	-59,160	8,103	9,965	7,924	50,328
Increase/(Decrease) in Long Term Provisions	-2,11,342	94,016	81,657	84,461	4,59,565
Cash generated from operations	-1014,38,460	1589,18,427	260,85,258	39,25,893	277,88,895
Less:- Income Taxes paid	38,20,765	24,88,350	24,54,812	14,75,020	14,38,086
Cash Flow Before Extraordinary Item	-1052,59,224	1564,30,077	236,30,446	24,50,874	263,50,809
Net cash flow from operating activities	-1052,59,224	1564,30,077	236,30,446	24,50,874	263,50,809
B) Cash Flow From Investing Activities :					
Purchase of Fixed Assets	-1154,01,081	-1112,34,088	-147,24,243	-124,48,074	-82,46,162
Investment made during the year	-188,59,000	-13,24,000	-46,12,500	-5,00,000	0
Sale of Fixed Assets	2,41,500		3,50,000		
Dividend Income	98,592	55,725	8,350	0	12,900
Increase/(Decrease) in Long Term Loans and Advances	410,73,119	-396,67,210	-26,98,400	3,00,000	-6,64,900
Interest Income	60,965	44,278	38,404	22,439	16,062
Net cash flow from investing activities	-927,85,905	-1521,25,295	-216,38,389	-126,25,635	-88,82,100
C) Cash Flow From Financing Activities :					
Proceeds from Issue of Share Capital	0	0	0	0	0
Increase/(Decrease) in Short Term Borrowings	23,63,711	1,98,474	4,54,071	51,75,427	8,87,422
Increase/(Decrease) in Long Term Borrowings	2114,00,747	103,20,338	123,21,201	86,10,527	-151,33,081
Share Application Money	0	-6,00,000	0	0	0
Interest Paid	-50,60,371	-32,19,136	-37,53,599	-33,42,985	-34,50,510
Net cash flow from financing activities	2087,04,086	66,99,676	90,21,673	104,42,969	-176,96,168

Deepak Health and Wellness Limited

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH				
	2016	2015	2014	2013	2012
Net Increase/(Decrease) In Cash & Cash Equivalents	106,58,957	110,04,457	110,13,730	2,68,208	-2,27,457
Cash equivalents at the beginning of the year	230,32,410	120,27,953	10,14,223	7,46,015	9,73,472
Cash equivalents at the end of the year	336,91,367	230,32,410	120,27,953	10,14,223	7,46,015
Notes :-					
	As on 31st March, 2016	As on 31st March, 2015	As on 31st March, 2014	As on 31st March, 2013	As on 31st March, 2012
1. Component of Cash and Cash equivalents					
Cash in hand	243,96,262	139,67,542	117,26,081	8,89,558	7,10,130
Balance With banks	92,95,105	90,64,868	3,01,872	1,24,665	35,885
Bank deposit	0	0	0	0	0
	336,91,367	230,32,410	120,27,953	10,14,223	7,46,015
<ol style="list-style-type: none"> 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. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses as appearing in Annexure IV, I and II. 					

THE ISSUE

PRESENT ISSUE IN TERMS OF THIS DRAFT PROSPECTUS	
Equity Shares Issued: Public Issue of Equity Shares by our Company	Upto [●] Equity Shares of Rs. 10.00 each for cash at a price of Rs. [●] per share aggregating to Rs. 362.60 Lacs
Of which	
Issue Reserved for the Market Makers	Upto [●] Equity Shares
Net Issue to the Public*	Upto [●] Equity Shares
	of which
	Upto [●] Equity Shares of Rs. 10.00 each at cash price of Rs. [●] per share will be available for allocation for allotment to Retail Individual Investors of up to Rs. 2.00 Lacs
	Upto [●] Equity Shares of Rs. 10.00 each at cash price of Rs. [●] per share will be available for allocation for allotment to other Investors of above Rs. 2.00 Lacs
Equity Shares outstanding prior to the Issue	25,10,000 Equity Shares of face value of Rs. 10.00 each
Equity Shares outstanding after the Issue	Upto [●] Equity Shares
Objects of the Issue	Please see the chapter titled <i>“Objects of the Issue”</i> on page 67 of this Draft Prospectus

This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details please refer to ***“Issue Structure”*** on page 225 of this Draft Prospectus.

*As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, the present issue is a fixed price issue ‘the allocation’ is the net offer to the public category shall be made as follows:

- a) Minimum fifty percent to retail individual investors; and
- b) *Remaining to:*
 - (i) *individual applicants other than Retail Individual Investors and*
 - (ii) *other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for.*

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

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

GENERAL INFORMATION

Our Company was originally incorporated on March 26, 2004 as “**Rakh Hospital Private Limited**” vide Registration no. 145344 (CIN No: U85110MH2004PTC145344) under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra Mumbai. The name of our Company was subsequently changed to “**Deepak Health and Wellness Private Limited**” and a fresh certificate of incorporation consequent upon change of name was issued by the RoC on June 03, 2016. Our Company was converted into a public limited company pursuant to a special resolution passed by our Shareholders at the extraordinary general meeting held on June 02, 2016 and the name of our Company was changed to “**Deepak Health and Wellness Limited**”. A fresh certificate of incorporation consequent upon conversion to a public limited company was issued by the RoC on June 17, 2016 having CIN U85110MH2004PLC145344, issued by the Registrar of Companies, Maharashtra Mumbai.

Registered Office of the Company

Deepak Health and Wellness Limited

Deepak Hospital, Town Hall Road,
Jalna- 431203, Maharashtra, India
Telephone: +91 2482-240486/ 87/ 88
Facsimile: +91 2482-240586
CIN: U85110MH2004PLC145344
Website: www.deepakhealthandwellness.com
Email id: compliance@deepakhealthandwellness.com

Registrar of Companies

Our Company is registered at the Registrar of Companies, Maharashtra Mumbai located at 100, Everest, Marine Drive, Mumbai- 400002.

Designated Stock Exchange

NSE EMERGE (SME Platform of NSE), Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex Bandra (East), Mumbai-400051, Maharashtra

For details in relation to the changes to the name of our Company, please refer to section titled "Our History and Certain Other Corporate Matters" beginning on page 121 of this Draft Prospectus.

Board of Directors

Our Company's board comprises of the following Directors:

Name, Nature of Directorship and	DIN	Age	Residential Address
Dr. Shankarrao Rakh Chairman and Non -Executive Director	02564592	81 years	Deepak Hospital, Town Hall Road, Jalna- 431203, Maharashtra, India
Dr. Sanjay Shankarrao Rakh Managing Director	02564128	51 years	Deepak Hospital, Town Hall Road, Jalna- 431203, Maharashtra, India
Dr. Anuradha Rakh Whole Time Director	02564143	50 years	Deepak Hospital, Town Hall Road, Jalna- 431203, Maharashtra, India
Mr. Avinash Kute Whole Time Director	02497304	54 years	Plot No. F-05, Priyanka Residency, Mantha Square, Mantha Road, Jalna-431203, Maharashtra
Dr. Madhukar Sanap Whole Time Director	02564154	66 years	Plot No. 35, Bhagya Nagar, Old Jalna, Jalna-431203 Maharashtra, India

For further details of the Board of Directors, please refer to the section titled "Our Management" beginning on page 126 of this Draft Prospectus.

Deepak Health and Wellness Limited

Company Secretary and Compliance Officer

Mr. Piyush Anilkumar Wani

Deepak Health and Wellness Limited

Deepak Hospital, Town Hall Road,

Jalna- 431203, Maharashtra, India

Telephone: +91 2482-240486/ 87/ 88

Facsimile: +91 2482-240586

Website: www.deepakhealthandwellness.com

Email id: compliance@deepakhealthandwellness.com

Note - Investors can contact our Company Secretary and Compliance Officer and/ or Registrar to the Issue and/ or Lead Manager in case of any pre-Issue or post-Issue related matters such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary account etc.

All grievances may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The applicant should give full details such as name of the sole or first applicant, ASBA Form number, applicant DP ID, Client ID, PAN, date of the ASBA Form, address of the applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the applicant.

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

Chief Financial Officer of our Company

Our Company has appointed Mr. Nilesh R. Biyani, as the Chief Financial Officer (CFO). His contact details are set forth hereunder:

Mr. Nilesh R. Biyani

Deepak Health and Wellness Limited

Deepak Hospital, Town Hall Road,

Jalna- 431203, Maharashtra, India

Telephone: +91 2482-240486/ 87/ 88

Facsimile: +91 2482-240586

Website: www.deepakhealthandwellness.com

Email id: compliance@deepakhealthandwellness.com

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

Lead Manager

Hem Securities Limited

14/15, Khatau Building, 40, Bank Street,

Fort, Mumbai 400 001, India.

Telephone: +91 22 4906 0000

Facsimile: +91 22 2262 5991

Email: ib@hemsecurities.com

Investor Grievance Email: redressal@ hemsecurities.com

Contact Person: Mr. Anil Bhargava

Website: www.hemsecurities.com

SEBI registration number: INM000010981

Legal Counsel to the Issue

Juris Matrix

Advocates & Solicitors

302, Apeejay House, 130, Bombay Samachar Marg,
Fort, Mumbai- 400 001, Maharashtra, India
Telephone: + 91-22-22856164
Email: anil @jurismatrix.net
Contact Person: Mr. Anil Shah

Registrar to the Issue

Bigshare Services Private Limited

E-2 & 3, Ansa Industrial Estate,
Saki-Vihar Road., Sakinaka,
Andheri(E), Mumbai,
Maharashtra 400072
Telephone:+ 91-22-4043 0200
Facsimile +91-22-2847 5207
Website: www.bigshareonline.com
Email: ipo@bigshareonline.com
Contact Person: Mr. Vipin Gupta
SEBI Registration No: INR000001385

Statutory Auditors

M/S. G.S.A & Co.

Chartered Accountants

Office No.142, 143,144, Jindal Complex,
Near Hotel Galaxy, Jalna, Maharashtra, India
Telephone: +91 2482-231861
Email: gopalca123@rediffmail.com
Contact Person: Mr. Gopal Agrawal
Firm Registration No.: 114164W
Membership No.: 38822

Peer Review Auditor

M/s S.S. Rathi & Co.

Chartered Accountants

502, Shree Shiv Dutta Apartment, Near Lalit Restaurant,
Station Road, Goregaon(W), Mumbai-400062
Telefax: +91 2879 7415/28762159
Email: ssrathica@gmail.com
Contact Person: Mr. Ravi K Jagetiya
Firm Registration No.: 108726W
Membership No.: 134691

Bankers to our Company

We have applied for NOC for the IPO and Consent to act as Bankers to the Company to Kallappa Anna Awade Ichalkaranji Janata Sahakari Bank Ltd, HDFC Bank Limited, State Bank of Hyderabad and Sundarlal Sawji Urban Co-Operative Bank Limited; we are in the process of obtaining consent and NOC from the Bank.

Bankers To The Issue

[•]

Statement of *inter se* allocation of Responsibilities for the Issue

Hem Securities Limited is the sole Lead Manager to the Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

Self- Certified Syndicate Banks (SCSBs)

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

Registered Brokers

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the NSE at www.nseindia.com, as updated from time to time.

Registrar to the Issue and Share Transfer Agents

The list of the RTAs eligible to accept application forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the websites of Stock Exchange at www.nseindia.com, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept application forms at the Designated CDP Locations, including details such as name and contact details, are provided on the websites of Stock Exchange at www.nseindia.com, as updated from time to time.

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

Expert

Except for the "Restated Financial Statements" and the "Statement of Tax Benefits" beginning on pages 142 and 76 respectively of this Draft Prospectus, our Company has not obtained any expert opinions under the Companies Act. The term "expert" as used in the Draft Prospectus is not intended to be considered an "expert" within the meaning of Section 11 of the U.S. Securities Act.

Brokers to the Issue

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

Credit Rating

As the Issue is of Equity Shares, credit rating is not required.

Trustees

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

Debenture Trustees

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

IPO Grading

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

Monitoring Agency

In terms of Regulation 16(1) of the SEBI (ICDR) Regulations, since the size of the present Issue is less than Rs. 5,000 million, our Company is not required to appoint a monitoring agency for the purposes of this Issue.

Although in terms of the Securities Listing Regulations, the Audit Committee of our Company would be monitoring the utilization of the proceeds of the Issue.

Appraising Entity

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

Underwriting

The Company and the Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten.

The Issue is 100% underwritten by [•] in the capacity of Underwriter to the issue. Pursuant to the terms of the Underwriting Agreement dated [•] entered into by us with 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 (Rs. in Lakhs)	% of the total Issue Size Underwritten
[•]	[•]* Equity Shares of Rs.10.00 being issued at Rs. [•] each	[•]	100%

**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 106 V (4) of the SEBI (ICDR) Regulations.*

As per Regulation 106P (2) of SEBI (ICDR) Regulations, the Lead Manager has agreed to underwrite to a minimum extent of 15 % of the Issue out of its own account.

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.

Details of Market Making Arrangement for the Issue

Our Company has entered into Market Making Agreement dated [•] with the following Market Maker to fulfill the obligations of Market Making for this issue:

Name	
Address	
Telephone	
Facsimile	
E-mail	
Website	

[•]

Name	
Contact Person	
SEBI Registration No.	
NSE Market Maker Registration No.	

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations and the circulars issued by the NSE and SEBI regarding this matter.

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

1. The Market Maker(s) (*individually or jointly*) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of the NSE EMERGE Platform and SEBI from time to time.
3. 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.
4. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the NSE EMERGE Platform (in this case currently the minimum trading lot size is [●] equity shares; however the same may be changed by the NSE EMERGE Platform of NSE from time to time).
5. After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our Company reaches to 25% of Issue Size. 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 two (2) way quotes.
6. 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.
7. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
8. There would not be more than five (5) 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.
9. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
10. The Marker maker may also be present in the opening call auction, but there is no obligation on him to do so.
11. 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.
12. The Market Maker(s) shall have the right to terminate said arrangement by giving a three (3) months notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s).

In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead 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 106V of the SEBI (ICDR) Regulations. Further our Company and the 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 (5) 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 registered office from 11.00 a.m. to 5.00 p.m. on Working Days.

13. Risk containment measures and monitoring for Market Makers:

NSE SME 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.

14. Price Band and Spreads: The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.

15. Punitive Action in case of default by Market Makers:

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

16. 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)
Upto Rs 20 Crore	25%	24%
Rs 20 Crore to Rs 50 Crore	20%	19%
Rs 50 Crore to Rs 80 Crore	15%	14%
Above Rs 80 Crore	12%	11%

17. 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

Our Equity Share capital before the Issue and after giving effect to the Issue, as at the date of this Draft Prospectus, is set forth below:

(Rs.in Lakhs except share data)

Particulars		Aggregate Value at Face Value	Aggregate Value at Issue Price
A.	Authorized Capital		
	40,00,000 Equity Shares of face value of Rs.10.00 each	400.00	-
B.	Issued, Subscribed And Paid-Up Equity Capital before the Issue		
	25,10,000 Equity Shares of Rs.10.00 each fully paid-up before the Issue	251.00	-
C.	Present Issue to public in terms of this Draft Prospectus		
	Up to [●] Equity Shares of Rs.10.00 each as Issue to Public*.	[●]	[●]
	Of which		
I	Reservation for Market Maker Portion		
	[●] Equity Shares of Rs.10.00 each for cash	[●]	[●]
II	Net Issue to the Public		
	[●] Equity Shares of Rs.10.00 each for cash	[●]	[●]
	Out of which:		
	[●] Equity Shares of Rs.10.00 each at Issue Price Rs. [●] per equity share will be available for allocation for allotment to Retail Individual Investors of up to Rs.2.00 Lacs	[●]	[●]
	[●] Equity Shares of Rs.10.00 each at Issue Price of Rs. [●] per equity share will be available for allocation for allotment to Investors of above Rs.2.00 Lacs	[●]	[●]
D.	Paid-up Equity Capital after the Issue		
	[●] Equity Shares of Rs.10.00 each	[●]	-
E.	Securities Premium Account		
	Before the Issue		Nil
	After the Issue		[●]

*the present Issue has been proposed and authorized by the Board of Directors pursuant to a resolution dated July 19, 2016 and by the shareholders pursuant to a special resolution in an Extra Ordinary General Meeting held dated September 14, 2016 under section 62(1) (c) of the Companies Act, 2013.

Our Company does not have any outstanding convertible instruments as on the date of this Draft Prospectus.

Classes of Shares

The Company has only one class of share capital i.e. Equity Shares of Rs.10.00 each only.

Changes in the Authorized Share Capital of the Company since incorporation:

The Authorized Share Capital of our Company at the time of incorporation was Rs. 1.00 Lacs divided into 1,000 Equity Shares of Rs.100.00 each. The following table gives the changes in the Authorized Capital post Incorporation of our Company:

Sr. No.	Particulars of Increase	Date of Shareholders approval
1.	Increase in authorized capital from Rs. 1.00 Lacs to Rs. 10.00 Lacs comprising of 10,000 Equity shares of Rs.100.00 each.	30-12-2014
2.	Increase in authorized capital from Rs. 10.00 Lacs to Rs. 375.00 Lacs comprising of 3, 75,000 Equity shares of Rs.100.00 each	16-06-2016
3.	3, 75,000 equity shares of Rs.100.00 each sub-divided into 37,50,000 equity shares of	08-07-2016

Sr. No.	Particulars of Increase	Date of Shareholders approval
	Rs.10.00 each	
4.	Increase in authorized capital from Rs. 375.00 Lacs to Rs. 400.00 Lacs comprising of 40,00,000 Equity shares of Rs.10.00 each.	14-09-2016

Notes to Capital Structure

1. Share Capital History of our Company

(a) The history of the equity share capital of our Company is provided in the following table:

All the allotments of Equity Shares of our Company were made as fully paid-up equity shares of face value of Rs.10.00 each.

Date of Allotment / Date of Fully Paid Up	No. of Equity Shares allotted	Cumulative No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Cumulative Securities Premium (Rs.)	Cumulative Paid-up Capital (Rs.)	Consideration	Nature of Issue and Category of Allottees
Upon Incorporation	1,000	1,000	100.00	100.00	-	1,00,000	Cash	Subscription to MoA ⁽ⁱ⁾
<i>Sub-division of Nominal Value of 1,000 Equity shares of our Company from Rs. 100.00 per Equity Share into 10,000 Equity Share of Rs.10.00 per Equity Share pursuant to resolution passed in Extra Ordinary General Meeting dated July 08, 2016.</i>								
20.07.2016*	25,00,000	25,10,000	10.00	-	-	2,51,00,000	Other than Cash	Bonus Allotment in the ratio of 250:1 ⁽ⁱⁱ⁾

* Bonus issue of 25,00,000 equity shares in ratio of (250:1) dated July 20, 2016 has been issued by Capitalization of Reserve & Surplus of the Company.

Notes:

I. The Subscribers to the Memorandum of Association of our Company were:

Names of Allottees	Number of Equity Shares
Mr. Sanjay Rakh	500
Mrs. Shankar Rakh	500
Total	1,000

II. Bonus Issue of 25,00,000 Equity Shares to in the ratio of 250 equity shares for every 1 equity share held (250:1 Ratio):

Names of Allottees	Number of Equity Shares
Dr. Sanjay Shankarrao Rakh	13,00,000
Dr. Shankarrao Rakh	2,49,500
Dr. Anuradha Rakh	6,50,000
Ms. Priyadarshani Rakh	1,47,500
Mr. Satyajeet Rakh	1,47,500
Mrs. Sudha Rakh	2500
Mr. Jitendra Gokarn	2500
Mr. Avinash Kute	250
Dr. Madhukar Sanap	250
Total	25,00,000

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

Our Company has not made any allotment in last 2 (two) years preceding the date of this Draft Prospectus except Bonus allotment on July 20, 2016 as per details given above in sub point no. II of Note No. 1.

3. Details of Equity Shares issued for consideration other than cash:

As on date of this Draft Prospectus, except Bonus allotment on July 20, 2016, our Company has not issued and allotted any Equity Shares for consideration other than cash.

4. Apart from Bonus allotment dated July 20, 2016, our Company has not issued any equity shares lower than the Issue Price during the preceding 1(One) year.
5. No Equity Shares have been allotted pursuant to any scheme approved under Section 391-394 of the Companies Act, 1956.
6. We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

7. Capital Build Up in respect of shareholding of Promoters:

As on the date of this Draft Prospectus, our Promoters Dr. Shankarrao Rakh and Dr. Sanjay Shankarrao Rakh, hold 2,50,498 Equity Shares, 13,05,200 Equity Shares respectively 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/ Acquisition / Transfer of Fully Paid-up Shares	Consideration	Nature of Issue	No. of Equity Shares*	Face Value (Rs.)	Issue Price/ Acquisition Price** / Transfer Price (Rs.)	Cumulative no. of Equity shares	Source of Funds contributed	% of Pre-issue paid up Equity Shares#	% of Post-issue paid up Equity Share s#
Dr. Shankarrao Rakh									
On Incorporation	Cash	Subscriber to MOA	500	100.00	100.00	500	Owned Fund	0.20	[●]
30.05.2016	Cash	Transfer to Dr. Anuradha Rakh	(1)	100.00	200.00	499	Owned Fund	Negligible	[●]
30.05.2016	Cash	Transfer to Ms. Priyadarshani Rakh	(1)	100.00	200.00	498	Owned Fund	Negligible	[●]
30.05.2016	Cash	Transfer to Mr. Satyaajeet Rakh	(1)	100.00	200.00	497	Owned Fund	Negligible	[●]
30.05.2016	Cash	Transfer to Mrs. Sudha Rakh	(1)	100.00	200.00	496	Owned Fund	Negligible	[●]
30.05.2016	Cash	Transfer to Mr. Jitendra Rakh	(1)	100.00	200.00	495	Owned Fund	Negligible	[●]
Sub-division of Nominal Value of Equity shares from Rs. 100.00 per Equity Share into Rs.10.00 per Equity Share pursuant to resolution passed in Extra Ordinary General Meeting dated July 08, 2016.									
09.07.2016	Other than Cash-gift	Transfer to Dr. Anuradha Rakh	(2,590)	10.00	Nil	2,360	NA	(0.10)	[●]
09.07.2016	Other than Cash-gift	Transfer to Ms. Priyadarshani Rakh	(580)	10.00	Nil	1,780	NA	(0.02)	[●]

Deepak Health and Wellness Limited

Date of Allotment/ Acquisition / Transfer of Fully Paid-up Shares	Consideration	Nature of Issue	No. of Equity Shares*	Face Value (Rs.)	Issue Price/ Acquisition Price** / Transfer Price (Rs.)	Cumulative no. of Equity shares	Source of Funds contributed	% of Pre-issue paid up Equity Shares#	% of Post-issue paid up Equity Share #
09.07.2016	Other than Cash-gift	Transfer to Mr. Satyajeet Rakh	(580)	10.00	Nil	1,200	NA	(0.02)	[●]
09.07.2016	Other than Cash-gift	Transfer to Dr. Sanjay Shankarrao Rakh	(200)	10.00	Nil	1,000	NA	(0.01)	[●]
09.07.2016	Cash	Transfer to Mr. Avinash Kute	(1)	10.00	100.00	999	Owned Fund	Negligible	[●]
09.07.2016	Cash	Transfer to Mr. Madhukar Sanap	(1)	10.00	100.00	998	Owned Fund	Negligible	[●]
20.07.2016	Other than Cash	Bonus Allotment(250:1)	2,49,500	10.00	Nil	2,50,498	NA	9.94	[●]
Total						2,50,498		9.98	[●]
Dr. Sanjay Rakh									
On Incorporation	Cash	Subscriber to MOA	500	100.00	100.00	500	Owned Fund	0.20	[●]
Sub-division of Nominal Value of Equity shares from Rs. 100.00 per Equity Share into Rs.10.00 per Equity Share pursuant to resolution passed in Extra Ordinary General Meeting dated July 08, 2016.									
09.07.2016	Other than Cash-gift	Transfer from Dr. Shankarrao Rakh	200	10.00	Nil	5200	NA	0.01	[●]
20.7.2016	Other than Cash	Bonus Allotment(250:1)	13,00,000	10.00	Nil	13,05,200	NA	51.79	[●]
Total (B)						13,05,200		52.00	[●]
Total (A+B)						15,55,698		61.98	[●]

** Acquisition price excludes stamp duty

Allotment and transfer of Equity Shares has been made at a face value of Rs.100.00each. However pre-issue and post-issue percentages have been calculated on the basis of face value of Rs.10.00 each

8. 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 Promoter	No. of Shares held	Average cost of Acquisition* (Rs. Per share)
1.	Dr. Shankarrao Rakh	2,50,498	0.19
2.	Dr. Sanjay Shankarrao Rakh	13,05,200	0.04

*As certified by our Statutory Auditor vide their certificate dated September 06, 2016

9. Details of the Pre and Post Issue Shareholding of our Promoters and Promoter Group is as below:

Name	Pre Issue		Post Issue	
	No. of Equity Shares	% of Pre Issue paid up Equity Shares	No. of Shares	% of Post Issue paid up Equity Shares
Promoter				
Dr. Shankarrao Rakh	2,50,498	9.98	2,50,498	[●]

Name	Pre Issue		Post Issue	
	No. of Equity Shares	% of Pre Issue paid up Equity Shares	No. of Shares	% of Post Issue paid up Equity Shares
Dr. Sanjay Shankarrao Rakh	13,05,200	52.00	13,05,200	●
Total (A)	15,55,698	61.98	15,55,698	●
Promoter Group00				
Dr. Anuradha Rakh	6,52,600	26.00	6,52,600	●
Mr. Satyajeet Rakh	1,48,090	5.90	1,48,090	●
Ms. Priyadarshani Rakh	1,48,090	5.90	1,48,090	●
Total (B)	9,48,780	37.80	9,48,780	●
Grand Total(A+B)	25,04,478	99.78	25,04,478	●

10. Except as disclosed none of Equity Share has purchased / acquired or sold by our Promoters, Promoter Group and/or by our Directors and their immediate relatives within 6 (six) months immediately preceding the date of filing of this Draft Prospectus.

Date of Acquisition	Name of Shareholder	Party Category	Nature of Transactions	Issue Price (in Rs.)*	Number of Shares Transacted
30.05.2016	Dr. Shankarrao Rakh	Promoter	Sale of shares	200	5#
	Dr. Anuradha Rakh	Promoter Group and Whole Time Director	Acquisition of shares by way of Transfer	200	1*
	Ms. Priyadarshini Rakh	Promoter Group			1*
	Mr. Satyajeet Rakh	Promoter Group			1*
0.9.07.2016	Dr. Shankarrao Rakh	Promoter	Sale of shares	100	2#
			Transfer of shares	Nil	3950#
	Dr. Anuradha Rakh	Promoter Group and Whole Time Director	Acquisition of shares by way of Transfer	Nil	2,590
	Dr. Sanjay Shankarrao Rakh	Promoter		Nil	200
	Ms. Priyadarshini Rakh	Promoter Group		Nil	580
	Mr. Satyajeet Rakh	Promoter Group		Nil	580
	Mr. Avinash Kute	Whole Time Director	Acquisition of shares	100	1
	Dr. Madhukar Sanap	Whole Time Director		100	1
20.07.2016	Dr. Shankarrao Rakh	Promoter	Allotted as Bonus in the ratio of 250:1	Nil	2,49,500
	Dr. Sanjay Shankarrao Rakh	Promoter			13,00,000
	Dr. Anuradha Rakh	Promoter Group and Whole Time Director			6,50,000
	Ms. Priyadarshini Rakh	Promoter Group			1,47,500
	Mr. Satyajeet Rakh	Promoter Group			1,47,500
	Mr. Avinash Kute	Whole Time Director			250
	Dr. Madhukar Sanap	Whole Time Director			250

* Transfer of Equity Shares has been made at a face value of Rs.100.00each.

#Accumulate Sale & Transfers

11. Details of Promoter's Contribution Locked –in for 3 years:

Date of Allotment/ Acquisition of Fully Paid- up Shares	Nature of Issue & Consideration	No. of Equity Shares	Face Value	Issue Price / Consideration (per share)	% Pre Issue paid up capital (in shares)	% Post issue paid up capital (in shares)	Date up to which the specified securities are Lock In
Dr. Sanjay Shankarrao Rakh							
●	●	●	●	●	●	●	3 Years

Deepak Health and Wellness Limited

Our Promoters have confirmed to our Company and the LM no loans or financial assistance from any bank or financial institution has been availed for acquiring Equity Shares which form part of the Promoter's contribution.

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 33 of the SEBI ICDR Regulations and are being locked in for 3 years as per Regulation 36(a) of the SEBI ICDR Regulations i.e. for a period of three years from the date of allotment of Equity Shares in this issue.

Our Promoter, **Dr. Sanjay Shankarrao Rakh**, has by a written undertaking consented to have [●] Equity Shares held by it to be locked in as Minimum Promoters Contribution for a period of 3 (three) years from the date of allotment in this Issue and will not be disposed/sold/transferred by the promoter during the period starting from the date of filing the Draft Prospectus with SME Platform of NSE Limited till the date of commencement of lock-in period as stated in this Draft Prospectus. The Equity Shares under the Promoter's contribution will constitute [●] of our post-issue paid up share capital. The above Promoter has also consented that the Promoter's contribution under Regulation 32 of the SEBI ICDR Regulations will not be less than 20% of the post issue paid up capital of our Company.

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

Eligibility of Share for "Minimum Promoters Contribution in terms of clauses of Regulation 33 (1) of SEBI (ICDR) Regulations, 2009

Reg. No.	Promoters' Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
33(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 Promoters' contribution does not consist of such Equity Shares which have been acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets. <u>Hence Eligible</u>
33(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 Promoters' contribution does consist of such Equity Shares. <u>Hence Eligible</u>
33(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 Promoters' contribution does not consist of such Equity Shares. <u>Hence Eligible</u>
33(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	Our Company has not been formed by the conversion of a partnership firm into a company. Accordingly, the minimum Promoters' contribution does not consist of such Equity Shares. <u>Hence Eligible</u>
33(1)(d)	Specified securities pledged with any creditor.	Our Promoters has not Pledged any shares with any creditors. Accordingly, the minimum Promoters' contribution does not consist of such Equity Shares. <u>Hence Eligible</u>

Details of Share Capital Locked In For One Year

In terms of Regulation 36(b) and 37 of the SEBI ICDR Regulations, in addition to the Minimum Promoters contribution which is locked in for 3 (three) years, as specified above, the entire remaining pre-issue capital held by promoters and entire pre-issue capital held by persons other than promoters of our Company i.e. promoter group entities and public shareholders, constituting Equity Shares shall be locked in for a period of 1(One) year from the date of allotment of Equity Shares in this Issue.

The Equity Shares which are subject to lock-in shall carry inscription '**non-transferable**' along with the duration of specified non-transferable period mentioned in the face of the security certificate. The shares which are in dematerialized form, if any, shall be locked-in by the respective depositories. The details of lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

Other requirements in respect of lock-in:

- a) In terms of Regulation 39 of the SEBI ICDR Regulations, the locked in Equity Shares held by the Promoters, as specified above, can be pledged with any scheduled commercial bank or public financial institution as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Issue.
- b) In terms of Regulation 40 of the SEBI ICDR Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked in as per Regulation 36 or 37 of the SEBI ICDR Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
- c) Further in terms of Regulation 40 of the SEBI ICDR Regulations, the Equity Shares held by the Promoters may be transferred to and amongst the Promoter Group or to new promoters or persons in control of the 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.

12. Our Shareholding pattern

The table below presents the current shareholding pattern of our Company as on the date of this Draft Prospectus.

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								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 eg: X	Class eg: Y	Total								
A	Promoter & Promoter Group	5	25,04,478	-	-	25,04,478	99.78	25,04,478	-	25,04,478	99.78	-	99.78	-	-	-	-	(●)
B	Public	4	5,522	-	-	5,522	0.22	5,522	-	5,522	0.22	-	0.22	-	-	-	-	(●)
C	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	9	25,10,000	-	-	25,10,000	100	25,10,000	-	25,10,000	100	-	100	-	-	-	-	(●)

- We are in the process of entering into tripartite agreement with both depositories.
- In terms of SEBI circular bearing no. Cir/ISD/3/2011 dated June 17, 2011 and SEBI circular bearing no. SEBI/Cir/ISD/05/2011 dated September 30, 2011, our Company shall ensure that the Equity Shares held by the Promoter and Promoter Group shall be in dematerialised prior to the filing of Prospectus with the RoC.
- Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the Listing Regulation, one day prior to the listing of the Equity shares. The Shareholding pattern will be uploaded on the website of stock exchange before commencement of trading of such Equity Shares.

13. The largest 10 (Ten) Shareholders of our Company and their Shareholding is set forth below:-

As on the date of this Draft Prospectus, our Company has 9 (Nine) shareholders.

(a) Our top ten shareholders as on the date of filing of this Draft Prospectus are as follows:

Sr. No.	Particulars	No. of Equity Shares	% of Pre Issue paid up Equity Shares
1.	Dr. Shankarrao Rakh	2,50,498	9.98
2.	Dr. Sanjay Shankarrao Rakh	13,05,200	52.00
3.	Dr. Anuradha Rakh	6,52,600	26.00
4.	Mr. Satyajeet Rakh	1,48,090	5.90
5.	Ms. Priyadarshini Rakh	1,48,090	5.90
6.	Mr. Jitendra Rakh	2,510	0.10
7.	Mrs. Sudha Rakh	2,510	0.10
8.	Mr. Avinash Kute	251	0.01
9.	Mr. Madhukar Sanap	251	0.01
	Total	25,10,000	100.00

(b) Our top ten shareholders 10 days prior filing of this Draft Prospectus are as follows:

Sr. No.	Particulars	No. of Equity Shares	% of Pre Issue paid up Equity Shares
1.	Dr. Shankarrao Rakh	2,50,498	9.98
2.	Dr. Sanjay Shankarrao Rakh	13,05,200	52.00
3.	Dr. Anuradha Rakh	6,52,600	26.00
4.	Mr. Satyajeet Rakh	1,48,090	5.90
5.	Ms. Priyadarshini Rakh	1,48,090	5.90
6.	Mr. Jitendra Rakh	2,510	0.10
7.	Mrs. Sudha Rakh	2,510	0.10
8.	Mr. Avinash Kute	251	0.01
9.	Dr. Madhukar Sanap	251	0.01
	Total	25,10,000	100.00

(c) Details of top ten shareholders of our Company as on 2 (two) years prior to the date of filing of this Draft Prospectus, are as follows:

Sr. No.	Particulars	No. of Equity Shares	% of Paid Up Equity Shares as on date 2 years prior to the date of filing of the Draft Prospectus
1.	Dr. Shankarrao Rakh	500	50.00
2.	Dr. Sanjay Shankarrao Rakh	500	50.00
	Total	1,000	100.00

14. None of our public shareholders are holding more than 1% of the pre-Issue share capital of our Company.

15. Except as provided below, there has been no subscription to or sale or purchase of the securities of our Company within 3 (three) years preceding the date of filing of this Draft Prospectus by our Promoters or Directors or Promoter Group which in aggregate equals to or is greater than 1% of the Pre-Issue share capital of our Company.

Sr. No.	Name of Shareholder	Promoter/Promoter Group/Director	Number of Equity Shares	% of Pre-Issue share capital	Subscribed/Purchase or Sold/Transferred
1.	Dr. Shankarrao Rakh	Promoter and Non - Executive Director	2,49,500	9.94	Subscribed (Bonus)
2.	Dr. Sanjay Shankarrao Rakh	Promoter and Managing Director	13,00,000	51.79	Subscribed(Bonus)
3.	Dr. Anuradha Rakh	Promoter Group and Whole time Director	6,50,000	25.90	Subscribed(Bonus)
4.	Mr. Satyajeet Rakh	Promoter Group	1,47,500	5.88	Subscribed(Bonus)
5.	Ms. Priyadarshini Rakh	Promoter Group	1,47,500	5.88	Subscribed(Bonus)

16. None of our Directors or Key Managerial Personnel hold any Equity Shares other than as set out below:

Name	Designation	No. of Equity Shares held
Dr. Shankarrao Rakh	Chairman and Non- Executive Director	2,50,498
Dr. Sanjay Shankarrao Rakh	Managing Director	13,05,200
Dr. Anuradha Rakh	Whole time Director	6,52,600
Mr. Avinash Kute	Whole time Director	251
Dr. Madhukar Sanap	Whole time Director	251
Total		22,08,800

17. Except as disclosed in this chapter Our Company has not made any issue of equity shares during the preceding 1 (one) year from the date of the Draft Prospectus.
18. Our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.
19. None of our Promoter, Promoter Group, Directors and their relatives has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of 6 (six) months immediately preceding the date of filing of this Draft Prospectus.
20. As on the date of filing of this Draft 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.
21. As on the date of this Draft Prospectus, the entire Issued, Subscribed and Paid-up Share Capital of our Company is fully paid up.
22. An applicant cannot make an application more than the number of Equity Shares being issued through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
23. Our Company, our Directors, our Promoters and the LM have not entered into any buy-back and/or standby arrangements for the purchase of Equity Shares of our Company from any person.
24. Since the entire issue price per share is being called up on application, all the successful applicants will be allotted fully paid-up shares.
25. The LM and their associates do not hold any Equity Shares in our Company as on the date of filing of this Draft Prospectus.

26. Our Company may intend to issue further capital by way of preferential allotment of 2,80,000 Equity Shares of a face value of Rs. 10.00 each for cash at such issue price including premium that may be decided as per prevailing requirements to Mr. Avinash Kute and Dr. Madhukar Sanap. We confirm that apart from the above proposed issue, our company will not issue any further capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of this Draft Prospectus until the Equity Shares offered have been listed.
27. At present our Company does not intend or propose to alter its capital structure for a period of 6 (six) months from the date of opening of the Issue, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether preferential or otherwise. This is except if we enter into acquisition or joint ventures or make investments, in which case we may consider raising additional capital to fund such activity or use Equity Shares as a currency for acquisition or participation in such joint ventures or investments.
28. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 43(4) of SEBI ICDR Regulations, as amended from time to time.
29. None of our Equity Shares have been issued out of revaluation reserve created out of revaluation of assets.
30. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% 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 Promoter 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.
31. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the LM and the Designated Stock Exchange i.e. NSE Limited (Emerge). Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
32. The unsubscribed portion in any reserved category, if any, may be added to any other reserved category.
33. The unsubscribed portion, if any, after such inter adjustment among the reserved categories shall be added back to the net offer to the public portion.
34. There are no Equity Shares against which depositories receipts have been issued.
35. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
36. As per RBI regulations, OCBs are not allowed to participate in this Issue.
37. Our Company has not raised any bridge loans against the proceed of the Issue.
38. Our Company shall comply with such disclosure and accounting norms as may be specified by stock exchange, SEBI and other regulatory authorities from time to time.
39. We have not granted any options or issued any shares under any employee stock option or employees stock purchase scheme and we do not intend to allot any Equity Shares to our Employees under ESOS/ESOP scheme from Proposed Issue.
40. We have 9 (Nine) Shareholders as on the date of filing of the Draft Prospectus.
41. Our Company has not made any allotment of Equity Shares pursuant to any scheme approved under section 391-394 of the Companies Act, 1956.
42. Our Promoters and Promoter Group will not participate in this Issue.

43. This issue is being made through Fixed Price method.
44. 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.
45. There are no safety net arrangements for this public issue.
46. We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of registering the Prospectus with the RoC and the Issue Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.

OBJECT OF THE ISSUE

The Issue includes a fresh Issue upto [●] 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. To meet Working Capital Requirement
2. General Corporate Expenses, and
3. To Meet the Issue Expenses

(Collectively referred as the “objects”)

We believe that listing will enhance our corporate image and visibility of brand name of our Company. We also believe that our Company will receive the benefits from listing of Equity Shares on the SME Platform of NSE (“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.

Our Company is primarily in the business of healthcare. The main objects clause of our Memorandum enables our Company to undertake its existing activities and these activities which have been carried out until now by our Company are valid in terms of the objects clause of our Memorandum of Association.

Requirement of Funds:-

The following table summarizes the requirement of funds:

S. No	Particulars	Amt (Rs.in Lacs)
1.	To Meet Working Capital Requirement	[●]
2.	Public Issue Expenses	[●]
3.	General Corporate Expenses	[●]
	Gross Issue Proceeds	362.60
	Less: Issue Expenses	[●]
	Net Issue Proceeds	[●]

Utilization of Net Issue Proceeds:

The Net Issue Proceeds will be utilized for following purpose:

S. No	Particulars	Amt (Rs. in Lacs)
1.	To Meet Working Capital Requirement	[●]
2.	General Corporate Expenses	[●]
	Total	[●]

Means of Finance: -

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

Particulars	Amt (Rs. in Lacs)
Net Issue Proceeds	[●]
Total	[●]

Since the entire fund requirement are to be funded from the proceeds of the Issue, there is no requirement to make firm arrangements of finance under Regulation 4(2) (g) 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.

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

In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization

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

We further confirm that no part proceed of the Issue shall be utilised for repayment of any Part of unsecured loan outstanding as on date of Draft Prospectus.

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

For further details on the risks involved in our business plans and executing our business strategies, please see the section titled "**Risk Factors**" beginning on page 15 of the Draft Prospectus.

Details of Use of Issue Proceeds:

1. To Meet Working Capital Requirement

Our business is working capital intensive. Considering the existing and future growth, the total working capital needs of our Company, as assessed based on the internal workings of our Company is expected to reach 548.45 Lacs for FY 2016-17. The Company has sanctioned the working capital Limit from Kallappa Anna Awade Ichalkaranji Janata Sahakari Bank Ltd amounting 185.00 Lacs. The Company will meet the requirement to the extent of Rs. [●] from the Net Proceeds of the Issue and balance from borrowings at an appropriate time as per the requirement.

On the basis of our existing working capital requirements our Board pursuant to their resolution dated September 30, 2016 has approved the business plan for F.Y. 2017. Details of Estimation of Working Capital requirement are as follows:

S. No.	Particulars	Actual (Audited)	Actual (Audited)	Estimated
		31-March-15	31-March-16	31-March-17
I	Current Assets			
	Current Investment	-	205.80	-
	Inventories	51.13	51.73	52.70
	Trade receivables	26.19	58.83	165.00
	Cash and cash equivalents	230.32	336.91	85.00
	Short Term Loans and Advances	550.35	182.98	375.00
	Other Current Assets		-	-
	Total(A)	857.99	836.25	677.70
II	Current Liabilities			
	Trade payables	97.14	134.10	25.00
	Short Term Provisions	10.76	51.84	65.00
	Other Current Liabilities	85.97	34.62	39.25
	Total (B)	193.87	220.56	129.25
III	Total Working Capital Gap (A-B)	664.12	615.59	548.45
IV	Funding Pattern			
	Short term borrowing from Bank			185.00
	Internal Accruals			[●]
	IPO Proceeds			[●]

Justification:

S. No.	Particulars
Debtors	We expect Debtors Holding days to be at 32 Days for FY 2016-17 based on increased sales of services and better credit Management policies ensuring timely recovery of dues.
Creditors	We expect Creditors payments days to be 22 days due to reduction in credit period.
Inventories	We expect Inventory level to be 10 Days for FY 2016-17

2. General Corporate Purposes

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

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in this Draft Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

3. Public Issue Expenses:-

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

All the Issue related expenses shall be met out of the proceeds of the Issue and the break-up of the same is as follows:

Activity	(Rs. in Lacs)
Payment to Merchant Banker including underwriting and selling commissions, brokerages, payment to other intermediaries such as Legal Advisors, Registrars, etc*	[●]
Printing and Stationery and postage expenses	[●]
Advertising and Marketing expenses	[●]
Statutory expenses	[●]
Total Estimated Issue Expenses	[●]

* Included commission/Processing fees for SCSB's, Brokerage and Selling Commission for Registrar Broker, RTA's and CDP's

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:

(Rs. In Lakhs)

S. No.	Particulars	Amount to be deployed and utilized in F.Y. 16-17
1.	To Meet Working Capital Requirement	[●]
2.	General Corporate Purpose	[●]
	Total	[●]

Funds Deployed and Source of Funds Deployed:

Our Statutory Auditors M/s GSA & Co. Chartered Accountant 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:

Particulars	Amt (Rs. in Lacs)
Issue Expenses	[●]
Total	[●]

Sources of Financing for the Funds Deployed:

Our Statutory Auditors M/s GSA & Co. Chartered Accountant 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:

Particulars	Amt (Rs. in Lacs)
Internal Accruals	[●]
Total	[●]

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 variations in interest rate structures, changes in our financial condition and current commercial conditions and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

Shortfall of Funds

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

Bridge Financing Facilities

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

Monitoring Utilization of Funds

The Audit committee & the Board of Directors of our Company will monitor the utilization of funds raised through this public issue. Pursuant to Regulation 32 of SEBI Listing Regulation 2015, our Company shall on half-yearly basis disclose to the Audit Committee the Applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement of funds utilized will be certified by the Statutory Auditors of our Company.

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 authorised to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution 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 Promoters 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 is no material existing or anticipated transactions with our Promoter, our Directors, our Company's key Managerial personnel and Group Entities, in relation to the utilisation 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 or our Group Entities, except in the normal course of business and in compliance with the applicable laws.

BASIC TERMS OF ISSUE

Authority for the Present Issue

This Issue in terms of the Draft Prospectus has been authorized by the Board of Directors pursuant to a resolution dated July 19, 2016 and by the shareholders pursuant to a special resolution in an Extra Ordinary General Meeting held on September 14, 2016 under section 62 (1) (c) of the Companies Act, 2013.

Terms of the Issue

The Equity Shares, now being offered, are subject to the terms and conditions of the Draft Prospectus, Prospectus, Application form, Confirmation of Allocation Note ("**CAN**"), the Memorandum and Articles of Association of our Company, the guidelines for listing of securities issued by the Government of India and SEBI (ICDR) Regulations, 2009, the Depositories Act, Stock Exchange, RBI, RoC and/or other authorities as in force on the date of the Issue and to the extent applicable.

In addition, the Equity Shares shall also be subject to such other conditions as may be incorporated in the Share Certificates, as per the SEBI (ICDR) Regulations, 2009, notifications and other regulations for the issue of capital and listing of securities laid down from time to time by the Government of India and/or other authorities and other documents that may be executed in respect of the Equity Shares.

Face Value	Each Equity Share shall have the face value of Rs.10.00 each.
Issue Price	Each Equity Share is being offered at a price of Rs. [●] each and is [●] times of Face Value.
Market Lot and Trading Lot	The Market lot and Trading lot for the Equity Share is [●] and the multiple of [●]; subject to a minimum allotment of [●] Equity Shares to the successful applicants.
Terms of Payment	100% of the issue price of Rs. [●] each shall be payable on Application. For more details please refer " Terms of the Issue " beginning to page.no. 219 of this Draft Prospectus.
Ranking of the Equity Shares	The Equity Shares being offered pursuant to this Issue shall be subject to the provisions of Companies Act, Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividends with the existing Equity Shares of the Company. The Allottees in receipt of Allotment of Equity Shares under this Issue will be entitled to dividends and other corporate benefits, if any, declared by the Company after the date of Allotment. For further details, please see " Main Provisions of Articles of Association " on page 268 of this Draft Prospectus.

Minimum Subscription

In accordance with Regulation [106P] (1) of SEBI ICDR Regulations, this Issue is 100% underwritten. Also, in accordance with explanation to Regulation [106P] (1) of SEBI ICDR Regulations the underwriting shall not be restricted up to the minimum subscription level.

If our Company does not receive the subscription of 100% of the Issue including devolvement of Underwriters within 60 (Sixty) days from the date of closure of the issue, our Company shall forthwith unblocking the entire subscription amount received. If there is a delay beyond 8 (eight) days after our Company becomes liable to pay the amount, our Company shall pay interest prescribed in the Companies Act.

Further, In accordance with Regulation [106R] of SEBI ICDR Regulations, no allotment shall be made pursuant to the Issue, if the number of prospective allottees is less than 50 (fifty). For further details, please refer to section titled "**Terms of the Issue**" beginning on page 219 of this Draft Prospectus.

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 15, page 101 and page 142 respectively of the Draft Prospectus. The trading price of the Equity Shares of our Company could decline due to these risks and the investor may lose all or part of his investment.

The Issue Price has been determined by the Company in consultation with the LM on the basis of the key business strengths of our Company. The face value of the Equity Shares is Rs. 10.00 each and the Issue Price is Rs. [●] which is [●] times of the face value.

QUALITATIVE FACTORS

- All facility under one roof
- Experienced team of skilled doctors and Strong management team with successful track record
- Quality patient care
- Focused on core medical treatment
- Recognized Brand in our specialty area

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 101 of the Draft Prospectus.

QUANTITATIVE FACTORS

Information presented in this section is derived from our Company's restated financial statements prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

1. Basic & Diluted Earnings per share (EPS), as adjusted:

S. No	Period	Basic & Diluted (Rs.)	Weights
1.	FY 2013-14	1.54	1
2.	FY 2014-15	0.76	2
3.	FY 2015-16	4.57	3
	Weighted Average	2.80	

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 Rs.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.**

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

S. No	Particulars	P/E
1	P/E ratio based on the Basic & Diluted EPS, as restated for FY 2015-16	[●]
2	P/E ratio based on the Weighted Average EPS, as restated for FY 2015-16	[●]

Peer Group P/ E*

S. No	Particulars	P/E
1	Highest (HealthCare Global Enterprises Limited)	189.5
2	Lowest (Indraprastha Medical Corporation Limited)	16.4
	Industry Composite	58.4

*Source: Capital Market Vol. XXXI/16 dated Sep 26 – October 09, 2016 / Healthcare

Return on Net worth (RoNW)*

S. No	Period	RONW (%)	Weights
1.	FY 2013-14	16.43%	1
2.	FY 2014-15	7.56%	2
3.	FY 2015-16	31.10%	3
	Weighted Average	20.81%	

*Restated Profit after tax/Net Worth

4. Minimum Return on Net Worth after Issue to maintain Pre-Issue EPS

- (a) Based on Basic and Diluted EPS, as restated of FY 2015-16 of Rs. 4.57 at the Issue Price of Rs. [●]:
- [●]% on the restated financial statements.
- (b) Based on Weighted Average Basic and Diluted EPS, as adjusted of Rs. 2.80 at the Issue Price of Rs. [●]:
- [●]% on the restated financial statements.

5. Net Asset Value (NAV) per Equity Share :

Sr. No.	As at	NAV Standalone (Rs.)
1.	March 31, 2014	9.35
2.	March 31, 2015	10.11
3.	March 31, 2016	14.68
4.	NAV after Issue	[●]
	Issue Price	[●]

6. Comparison of Accounting Ratios with Industry Peers¹

S. No.	Name of Company	Face Value (Rs.)	EPS (Rs.)	PE	RoNW (%)	NAV per Share (Rs.)
1.	Deepak Health and Wellness Limited	10.00	4.57	[●]	31.10%	14.68
2.	HealthCare Global Enterprises Limited	10.00	0.2	189.5	470.2	61.6
3.	Indraprastha Medical Corporation Limited	10.00	2.8	16.4	757.5	22.2
4.	Narayana Hrudayalaya Ltd	10.00	3.1	88.4	1463.6	47.0

The figures of Deepak Health and Wellness Limited are based on restated financial statements for the year ended March 31, 2016.

The figures of peer Companies are based on standalone audited results for the respective year ended March 31, 2016.

¹ *Source: Capital Market Vol. XXXI/16 dated Sep 26 – October 09, 2016 / Healthcare

² Based on March 31, 2016 restated financial statements

³ Basic & Diluted Earnings per share (EPS), as adjusted

⁴ Price Earning (P/E) Ratio in relation to the Issue Price of Rs. [●]

The peer group identified is broadly based on the different service lines that we are into but our scale of operations is not comparable to them.

7. The face value of our shares is Rs. 10.00 per share and the Issue Price is of Rs. [●] per share is [●] times of the face value.
8. Our Company in consultation with the Lead Manager believes that the Issue Price of Rs. [●] per share for the Public Issue is justified in view of the above parameters. The investors may also want to peruse the risk factors and financials of the Company including important profitability and return ratios, as set out in the Auditors' Report in the offer Document to have more informed view about the investment.

Investors should read the above mentioned information along with section titled ***"Our Business", "Risk Factors" and "Financial Information of the Company"*** beginning on page 101, 15 and 142 respectively including important profitability and return ratios, as set out in ***"Annexure Q"*** to the Financial Information of the Company on page 173 of the Draft Prospectus to have a more informed view.

STATEMENT OF TAX BENEFITS

To,
The Board of Directors,
Deepak Health and Wellness Limited

Dear Sir,

Sub: **Statement of Possible Tax Benefits Available to the Company and its shareholders with regards to Public Issue of Deepak Health And Wellness Limited**

We hereby confirm that the enclosed statement provides the possible tax benefits available to DEEPAK HEALTH AND WELLNESS LIMITED (the "Company") and its shareholders under the Income Tax Act, 1961 (provisions of Finance Act, 2015), 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 relevant tax laws. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon the fulfilling such conditions, which based on the business imperatives, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed statement are not exhaustive. This statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences 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 issue.

Our confirmation is based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the interpretation of the current tax laws in force in India.

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

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

For GSA & Co.
Chartered Accountants
F. R. No. 114164W

CA. Gopal Agrawal
Proprietor
Membership No.: 38822
Date: September 06, 2016
Place: Jalna

ANNEXURE STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO COMPANY AND ITS SHAREHOLDERS

Outlined below are the possible tax benefits available to the Company and its shareholders under the direct tax laws in force in India.

I. Benefits available to the Company under the Income Tax Act, 1961

(i) Special Tax Benefits

1. Special tax benefits available to the company

There are no special tax benefits available to the Company

2. Special tax benefits available to the shareholders of the company

There are no special tax benefits available to the shareholders of the Company.

(ii) General Tax Benefits

The Income Tax Act, 1961 and presently in force in India, make available the following general tax benefits to companies and to their shareholders. Several of these benefits are dependent on the companies or their shareholders fulfilling the conditions prescribed under the relevant provisions of the statute.

I. Benefits to the company under the Income Tax Act, 1961 (the "Act"):

The Company will be entitled to deduction under the sections mentioned hereunder from its total income chargeable to Income Tax.

(a) Business Income

1. The Company is entitled to claim depreciation on specified tangible and intangible assets owned by it and used for the purpose of its business as per provisions of Section 32 of the Act
2. Business losses, if any, for an assessment year can be carried forward and set off against business profits for 8 subsequent years. Unabsorbed depreciation, if any, for an assessment year can be carried forward and set off against any source of income in subsequent years as per provisions of Section 32 of the Act.
3. As per the provisions of section 32(1)(iia) of the Act, The company is entitled to claim additional depreciation of 20% of the actual cost of any new machinery or plant which has been acquired and installed after 31st March, 2005 subject to fulfilment of conditions prescribed therein.
4. As per provisions of Section 35 (1) (ii) and (iii) of the Act, in respect of any sum paid to a scientific research association which has as its object the undertaking of scientific research, or to any approved university, College or other institution to be used for scientific research or for research in social sciences or statistical scientific research to the extent of a sum equal to one and one fourth times the sum so paid. Under Section 35 (1) (iia) of the Act, any sum paid to a company, which is registered in India and which has as its main object the scientific research and development, and being approved by the prescribed authority and such other conditions as may be prescribed, shall also qualify for a deduction of one and one fourth times the amount so paid.
5. As per provisions of Section 35(2AA) of the Act, any contribution made Notified Institutions i.e. National Laboratory, University, Indian Institute of Technology, specified persons as approved by the prescribed authority, is available to the extent of one and one fourth times of such payment made.

(b) Mat Credit

1. The amount of tax paid under section 115JB by the Company for any assessment year beginning on or after 1st April, 2006 will be available as credit to the extent specified in section 115JAA against normal income-tax payable in subsequent assessment years. Minimum Alternative Tax as follows:

Book Profits	A.Y. 2016-17		
	Tax	Surcharge	Cess
If Book Profits are less than or Equal to 1 Crore	18.5%	-	3%
If Book Profits are Greater than 1 Crore but do not exceed 10 Crore	18.5%	7%	3%
If Book Profits are Greater than to 10 Crore	18.5%	12%	3%

- In accordance with the provisions of Section 115JAA, from assessment year 2010-11 the credit is available for ten years succeeding the assessment year in which MAT credit becomes allowable.

(c) Capital Gains

(i) Computation of Capital Gains

- Capital assets are to be categorized into short - term capital assets and long – term capital assets based on the period of holding. All capital assets, being shares held in a company or any other security listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of a mutual fund specified under section 10(23D) of the Act or a zero coupon bond, held by an assessee for more than twelve months are considered to be long – term capital assets, capital gains arising from the transfer of which are termed as long – term capital gains ('LTCG'). In respect of any other capital assets, the holding period should exceed thirty – six months to be considered as long – term capital assets.
- Short Term Capital Gains ('STCG') means capital gains arising from the transfer of capital asset being a share held in a company or any other security listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of a mutual fund specified under clause (23D) of Section 10 or a zero coupon bonds, held by an assessee for 12 months or less.
- In respect of any other capital assets, STCG means capital gains arising from the transfer of an asset, held by an assessee for 36 months or less.
- Finance Act, 2014 has amended section 2(42A) of the Act whereby capital assets, being security (other than a unit) listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of equity oriented fund or a zero coupon bond, held by an assessee for not more than twelve months are considered to be short-term capital asset. In respect of any other capital assets, the holding period should not exceed thirty – six months to be considered as short– term capital assets. This amendment is applicable on and after 10th July, 2014.
- Therefore, capital asset being unlisted share or unit of mutual fund (other than an equity oriented mutual fund) shall be short-term capital asset if it is held for not more than thirty-six months.
- LTCG arising on transfer of equity shares of a company or units of an equity oriented fund (as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D) or a unit of business trust as defined in section 2(13A), is exempt from tax as per provisions of Section 10(38) of the Act, provided the transaction is chargeable to securities transaction tax (STT) and subject to conditions specified in that section.
- Income by way of LTCG exempt under Section 10(38) of the Act is to be taken into account while determining book profits in accordance with provisions of Section 115JB of the Act.
- As per the provisions of Section 48 of the Act, Long term Capital Gain arising on transfer of capital assets, other than bonds and debentures (excluding capital indexed bonds issued by the Government) and depreciable assets, is computed by deducting the indexed cost of acquisition and indexed cost of improvement from the full value of consideration.
- As per the provisions of section 111A, short term capital gains arising from the transfer of equity shares in any company or units of an equity oriented mutual fund transacted through a recognized stock exchange shall be subject to tax @ 15% provided such a transaction is entered in after the 1st day of Oct, 2004 and transaction is subject to security transaction tax. Further, short term capital gains as computed above that are not liable to STT would be subject to tax at a rate of 30% (plus applicable surcharge plus education cess plus higher education cess) in case of a company. No deduction under Chapter VIA is allowed from such income.

10. As per the provisions of section 112 of the Act, long-term capital gains to the extent not exempt under Section 10(38) of the Act would be subject to tax at the rate of 20% (plus applicable surcharge plus education cess plus higher education cess with indexation benefits. However, as per the proviso to Section 112 of the Act, if the tax on long-term capital gains is resulting from transfer of listed securities or units or zero coupon bonds, then long term capital gain will be chargeable to tax at the rate lower of the following: -
 - a. 20% (plus applicable surcharge plus education cess plus higher education cess of the capital gains as computed after indexation of the cost; or
 - b. 10% (plus applicable surcharge plus education cess plus higher education cess) of the capital gains as computed without indexation.
11. However, Finance Act, 2014 has amended the provisions of section 112 allowing the concessional rate of tax of ten per cent on long term capital gain to listed securities (other than unit) and zero coupon bonds. This amendment is applicable on and after 10th July, 2014.
12. The tax rates mentioned above stands increased by applicable surcharge, education cess and higher education cess on the total income.
13. As per Section 50 of the Act, where a capital asset is forming part of a block of assets in respect of which depreciation has been allowed under the Act, capital gains shall be computed in the following manner:
14. where full value of consideration on account of transfer of any asset forming part of block of asset, as reduced by expenditure incurred wholly or exclusively in connection with transfer, exceeds the written down value of block of assets and actual cost of assets acquired during the year, such excess shall be deemed to be short term capital gains and taxed accordingly.
15. where any block of assets ceases to exist, for the reason that all the assets in that block are transferred, the difference between the consideration arising on result of transfer and the written down value of block of assets and the actual cost of assets acquired during the year, shall be deemed to be short term capital gains/ (losses) and taxed accordingly.
16. As per provisions of Section 71 read with Section 74 of the Act, short - term capital loss arising during a year is allowed to be set-off against short - term as well as long - term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years.
17. As per provisions of Section 71 read with Section 74 of the Act, long - term capital loss arising during a year is allowed to be set-off only against long - term capital gains. Balance loss, if any, shall be carried forward and set-off against long – term capital gains arising during subsequent eight assessment years.

(ii) Exemption of capital gains from income-tax

1. As per the provisions of section 54D of the Act and subject to the conditions to the extent specified therein, capital gains arising on compulsory acquisition of land & building or any right therein used by an industrial undertaking, will be exempt from tax if the capital gains are invested in “land, building, or any right therein within 3 years from the date of compulsory acquisition for the purpose of shifting / re-establishing/ setting up another industrial undertaking” subject to lower of Capital Gain or the Cost of acquisition of new land and building.
2. In accordance with and subject to the conditions and to the extent specified in section 54EC of the act, the company would be entitled to exemption from tax on gains arising from transfer of the long term capital asset (not covered by section 10(36) and 10(38)) if such capital gain is invested within a period of six months from the date of transfer in bonds redeemable after three years and issued by:-
 - a. National Highway Authority of India (NHAI) constituted under Section 3 of National Highway Authority of India Act, 1988; and
 - b. Rural Electrification Corporation Limited (REC), a company formed and registered under the Companies Act, 1956.

Where a part of the capital gains is reinvested, the exemption is available on a proportionate basis. The maximum investment in the specified long term asset cannot exceed Rs 5,000,000 per assessee during any financial year and subsequent financial year.

Where the long term specified assets is transferred or converted into money at any time within a period of three years from the date of its acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long term capital gains in the year in which the long term specified assets is transferred or converted into money.

(d) Securities Transaction Tax (STT)

As per the provisions of Section 36 (1) (xv) of the Act, the amount of Securities Transaction Tax paid by an assessee in respect of taxable securities transactions offered to tax as "Profits and gains of Business or profession" shall be allowable as a deduction against such Business Income.

(e) Dividends

1. U/s 10(34) read with section 115-O of the Act, dividend income (whether interim or final) in the hands of the company as distributed or paid by any other domestic on or after April 1, 2004 is completely exempt from tax in the hands of the company.
2. The domestic company distributing dividends will be liable to pay dividend distribution tax at the applicable rate on net basis on the amount of dividend payable applicable surcharge and education cess and secondary and higher education cess on the amount of dividend distribution tax and surcharge thereon)
3. Further w.e.f 1st October 2014, Finance Act 2014, has amended section 115-O in order to provide that for the purpose of determining the tax on distributed profits payable in accordance with the section 115-O, any amount which is declared, distributed or paid by any domestic Company out of current or accumulated profit on or after 1 April 2003 is to be reduced by any amount of dividend as received by the company from its subsidiary or from foreign companies during the financial year, shall be increased to such amount as would, after reduction of the tax on such increased amount at the rate of 15%, be equal to the net distributed profits.
4. Therefore, the amount of distributable income and the dividends which are actually received by the unit holder of mutual fund or shareholders of the domestic company need to be grossed up for the purpose of computing the additional tax.
5. Further, if the company being a holding company, has received any dividend from its subsidiary on which dividend distribution tax has been paid by such subsidiary, then company will not be required to pay dividend distribution tax to the extent the same has been paid by such subsidiary company.
6. As per section 10(35) of the Act, the following income will be exempt from tax in the hands of the Company:
 - i. Income received in respect of the units of a Mutual Fund specified under section 10(23D) (other than income arising from transfer of such units); or
 - ii. Income received in respect of units from the Administrator of the specified undertaking; or
 - iii. Income received in respect of units from the specified company:

However, this exemption does not apply to any income arising from transfer of units of the Administrator of the specified undertaking or of the specified company or of a mutual fund, as the case may be.

For this purpose (i) "Administrator" means the Administrator as referred to in section 2(a) of the Unit Trust of India (Transfer of Undertaking and Repeal) Act, 2002 and (ii) "Specified Company" means a company as referred to in section 2(h) of the said Act.

7. As per the provisions of section 115BBD of the act, dividend Received by an Indian company from a Specified Foreign Company (in which it has shareholding of 26% or more) would be taxable at the Concessional rate of 15% on gross basis (excluding surcharge and Education cess) up to march 31, 2014. As per finance act, 2014, the Benefit of lower rate of 15% is extended without limiting it to a Particular assessment year.
8. For removing the cascading effect of dividend distribution tax, while computing the amount of dividend

distribution tax payable. By a domestic company, the dividend received from a foreign Subsidiary on which income-tax has been paid by the Domestic Company under section 115BBD of the act shall be reduced.

(f) Tax Treaty Benefits

As per the provisions of section 90, for taxes on income paid in Foreign Countries with which India has entered into Double Taxation Avoidance Agreements (Tax Treaties from projects/activities undertaken thereat), the Company will be entitled to the deduction from the India Income-tax of a sum calculated on such doubly taxed income to the extent of taxes paid in Foreign Countries. Further, the company as a tax resident of India would be entitled to the benefits of such Tax Treaties in respect of income derived by it in foreign countries. In such cases the provisions of the Income tax Act shall apply to the extent they are more beneficial to the company. Section 91 provides for unilateral relief in respect of taxes paid in foreign countries

(g) Buy Back of Shares

As per section 115QA of the Act, an Indian unlisted company will have to pay 20% tax on 'distributed income' on buy-back of shares. Distributed income has been defined to mean consideration paid by the Indian unlisted company for purchase of its own shares as reduced by the amount which was received by the Indian unlisted company at the time of issue of such shares. The said provision has come into effect from 1 June 2013.

(h) Other Provisions

As per provisions of Finance Act, 2015, it is proposed to reduce the basic tax rate in the case of Companies from 30% to 25% over the next four years, starting from next financial year i.e. FY 2016-17

1. As per provisions of Section 80G of the Act, the Company is entitled to claim deduction of a specified amount in respect of eligible donations, subject to the fulfilment of the conditions specified in that section.
2. As per provisions of Section 14A of the Act, expenditure incurred to earn an exempt income is not allowed as deduction while determining taxable income.

II. Benefits available to Resident Shareholders under the Income Tax Act, 1961

▪ **Business Income**

As per the provisions of Section 36 (1) (xv) of the Act, the amount of Securities Transaction Tax paid by an assessee in respect of taxable securities transactions offered to tax as "Profits and gains of Business or profession" shall be allowable as a deduction against such Business Income.

▪ **Dividends**

As per the provisions of section 10(34) read with section 115-O of the Act, dividend (whether interim or final) declared, distributed or paid by the domestic company on or after 1st April, 2004 is completely exempt from tax.

▪ **Capital Gains**

(i) Computation of Capital Gains

1. Capital assets are to be categorized into short - term capital assets and long – term capital assets based on the period of holding. All capital assets, being shares held in a company or any other security listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of a mutual fund specified under section 10(23D) of the Act or a zero coupon bond, held by an assessee for more than twelve months are considered to be long – term capital assets, capital gains arising from the transfer of which are termed as long – term capital gains ('LTCG'). In respect of any other capital assets, the holding period should exceed thirty – six months to be considered as long – term capital assets.

2. Short Term Capital Gains ('STCG') means capital gains arising from the transfer of capital asset being a share held in a company or any other security listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of a mutual fund specified under clause (23D) of Section 10 or a zero coupon bonds, held by an assessee for 12 months or less.
3. In respect of any other capital assets, STCG means capital gains arising from the transfer of an asset, held by an assessee for 36 months or less.
4. Finance Act, 2014 has amended section 2(42A) of the Act whereby capital assets, being security (other than a unit) listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of equity oriented fund or a zero coupon bond, held by an assessee for not more than twelve months are considered to be short-term capital asset. In respect of any other capital assets, the holding period should not exceed thirty – six months to be considered as short- term capital assets. This amendment is applicable on and after 10th July, 2014.
5. Therefore, capital asset being unlisted share or unit of mutual fund (other than an equity oriented mutual fund) shall be short-term capital asset if it is held for not more than thirty-six months.
6. LTCG arising on transfer of equity shares of a company or units of an equity oriented fund (as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D) or a unit of business trust as defined in section 2(13A), is exempt from tax as per provisions of Section 10(38) of the Act, provided the transaction is chargeable to securities transaction tax (STT) and subject to conditions specified in that section.
7. The Finance Act 2012 has amended the chapter of Securities Transaction Tax [Chapter VII of Finance Act (No 2) of 2004]. As per the amendment, sale of unlisted equity shares under an offer for sale to the public which are included in an initial public offer and where such shares are subsequently listed on a recognized stock exchange, the same would be covered within the ambit of taxable securities transaction under the said Chapter. Accordingly, STT is leviable on sale of shares under an offer for sale to the public in an initial public offer and the LTCG arising on transfer of such shares would be exempt from tax as per provisions of Section 10(38) of the Act. However, in case the shareholder is a Company, income by way of long term capital gain shall not be reduced in computing the book profits for the purposes of computation of minimum alternate tax ("MAT") under section 115JB of the I.T. Act.
8. As per the provisions of Section 48 of the Act, Long term Capital Gain arising on transfer of capital assets, other than bonds and debentures (excluding capital indexed bonds issued by the Government) and depreciable assets, is computed by deducting the indexed cost of acquisition and indexed cost of improvement from the full value of consideration.
9. As per the provisions of section 111A, short term capital gains arising from the transfer of equity shares in any company or units of an equity oriented mutual fund transacted through a recognized stock exchange shall be subject to tax @ 15% provided such a transaction is entered in after the 1st day of Oct, 2004 and transaction is subject to security transaction tax. Further, short term capital gains as computed above that are not liable to STT would be subject to tax at a rate applicable to the assessee (plus applicable surcharge plus education cess plus higher education cess). No deduction under Chapter VIA is allowed from such income.
10. As per provisions of Section 112 of the Act, LTCG not exempt under Section 10(38) of the Act are subject to tax at the rate of 20% with indexation benefits. However, if such tax payable on transfer of listed securities or units or zero coupon bonds exceed 10% of the LTCG (without indexation benefit), the excess tax shall be ignored for the purpose of computing the tax payable by the assessee.
11. The tax rates mentioned above stands increased by applicable surcharge, education cess and higher education cess on the total income.
12. As per provisions of Section 71 read with Section 74 of the Act, short - term capital loss arising during a year is allowed to be set-off against short - term as well as long - term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years.
13. As per provisions of Section 71 read with Section 74 of the Act, long - term capital loss arising during a year is allowed to be set-off only against long - term capital gains. Balance loss, if any, shall be carried forward and set-off against long – term capital gains arising during subsequent eight assessment years.

(ii) Exemption of capital gains from income-tax

1. In accordance with and subject to the conditions and to the extent specified in section 54EC of the act, the company would be entitled to exemption from tax on gains arising from transfer of the long term capital asset (not covered by section 10(36) and 10(38)) if such capital gain is invested within a period of six months from the date of transfer in bonds redeemable after three years and issued by:-
 - a) National Highway Authority of India (NHAI) constituted under Section 3 of National Highway Authority of India Act, 1988; and
 - b) Rural Electrification Corporation Limited (REC), a company formed and registered under the Companies Act, 1956.

Where a part of the capital gains is reinvested, the exemption is available on a proportionate basis. The maximum investment in the specified long term asset cannot exceed Rs 5,000,000 per assessee during any financial year and subsequent financial year.

Where the long term specified assets is transferred or converted into money at any time with in a period of three years from the date of its acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long term capital gains in the year in which the long term specified assets is transferred or converted into money.

2. In addition to the same, some benefits are also available to a resident shareholder being an individual or HUF.
3. As per the provisions of section 54F of the Act and subject to the conditions specified therein, long term capital gains (in cases not covered under section 10(38)) arising on the transfer of the shares of the Company held by an individual or Hindu Undivided Family will be exempt from tax if the net consideration is utilized, within a period of one year before, or two years after the date of transfer, in the purchase of a residential house, or for construction of a residential house within three years from the date of transfer.
4. As per provisions of Section 56(2)(vii) of the Income Tax Act and subject to exception provided in second proviso therein, where an individual or a HUF receives shares and securities without consideration or for a consideration which is less than the aggregate fair market value (as defined) of the shares and securities by an amount exceeding Rs. 50,000, the excess of fair market value of such shares and securities over the said consideration is chargeable to tax under the head “income from other sources”. However, the said section is not applicable in case the shares and securities are received under instances specified under the proviso thereon.
5. No income tax is deductible at source from income by way of capital gains under the present provisions of the Act in case of residents.

▪ **Buy Back of Shares**

As per the Finance Act 2013, any income arising to shareholders on account of buy-back of shares as referred to in Section 115QA of the Act (buy-back of shares by unlisted companies) shall be exempt in the hands of the shareholders.

▪ **Other Provisions**

1. As per provisions of Section 14A of the Act, expenditure incurred to earn an exempt income is not allowed as deduction while determining taxable income.
2. The characterization of the gain / losses, arising from sale / transfer of shares as business income or capital gains would depend on the nature of holding and various other factors.
3. Under Section 10(32) of the Act, any income of minor children clubbed in the total income of the parent under section 64(1A) of the Act will be exempted from tax to the extent of Rs.1, 500/- per minor child.

III. Tax Benefits available to the Non-Resident Indian Shareholders

(a) Business Income

As per the provisions of Section 36 (1) (xv) of the Act, the amount of Securities Transaction Tax paid by an assessee in respect of taxable securities transactions offered to tax as "Profits and gains of Business or profession" shall be allowable as a deduction against such Business Income.

(b) Dividends

As per the provisions of section 10(34) read with section 115-O of the Act, dividend (whether interim or final) received by non-resident shareholders from domestic company on or after 1st April, 2004 is completely exempt from tax.

(c) Capital Gains
(i) Computation of Capital Gains

1. Capital assets are to be categorized into short - term capital assets and long – term capital assets based on the period of holding. All capital assets, being shares held in a company or any other security listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of a mutual fund specified under section 10(23D) of the Act or a zero coupon bond, held by an assessee for more than twelve months are considered to be long – term capital assets, capital gains arising from the transfer of which are termed as long – term capital gains ('LTCG'). In respect of any other capital assets, the holding period should exceed thirty – six months to be considered as long – term capital assets.
2. Short Term Capital Gains ('STCG') means capital gains arising from the transfer of capital asset being a share held in a company or any other security listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of a mutual fund specified under clause (23D) of Section 10 or a zero coupon bonds, held by an assessee for 12 months or less.
3. In respect of any other capital assets, STCG means capital gains arising from the transfer of an asset, held by an assessee for 36 months or less.
4. Finance Act, 2014 has amended section 2(42A) of the Act whereby capital assets, being security (other than a unit) listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of equity oriented fund or a zero coupon bond, held by an assessee for not more than twelve months are considered to be short-term capital asset. In respect of any other capital assets, the holding period should not exceed thirty – six months to be considered as short-term capital assets. This amendment is applicable on and after 10th July, 2014.
5. Therefore, capital asset being unlisted share or unit of mutual fund (other than an equity oriented mutual fund) shall be short-term capital asset if it is held for not more than thirty-six months.
6. LTCG arising on transfer of equity shares of a company or units of an equity oriented fund (as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D) or a unit of business trust as defined in section 2(13A), is exempt from tax as per provisions of Section 10(38) of the Act, provided the transaction is chargeable to securities transaction tax (STT) and subject to conditions specified in that section.
7. The Finance Act 2012 has amended the chapter of Securities Transaction Tax [Chapter VII of Finance Act (No 2) of 2004]. As per the amendment, sale of unlisted equity shares under an offer for sale to the public which are included in an initial public offer and where such shares are subsequently listed on a recognized stock exchange, the same would be covered within the ambit of taxable securities transaction under the said Chapter. Accordingly, STT is leviable on sale of shares under an offer for sale to the public in an initial public offer and the LTCG arising on transfer of such shares would be exempt from tax as per provisions of Section 10(38) of the Act. However, in case the shareholder is a Company, income by way of long term capital gain shall not be reduced in computing the book profits for the purposes of computation of minimum alternate tax ("MAT") under section 115JB of the I.T. Act.
8. As per first proviso to Section 48 of the Act, where the shares have been purchased in foreign currency by a non-resident, the capital gains arising on its transfer need to be computed by converting the cost of acquisition, expenditure incurred in connection with such transfer and full value of the consideration received or accruing as a result of the transfer, into the same foreign currency in which the shares were originally purchased. The resultant

gains thereafter need to be reconverted into Indian currency. The conversion needs to be at the prescribed rates prevailing on dates stipulated. If the tax payable on transfer of listed securities exceeds 10% of the LTCG, the excess tax shall be ignored for the purpose of computing tax payable by the assessee. Further, LTCG arising from transfer of unlisted securities (other than by way of offer for sale under an initial public offer) is chargeable to tax at 10% without indexation and foreign exchange fluctuation benefits

9. As per the provisions of section 111A, short term capital gains arising from the transfer of equity shares in any company or units of an equity oriented mutual fund transacted through a recognized stock exchange shall be subject to tax @ 15% provided such a transaction is entered in after the 1st day of Oct, 2004 and transaction is subject to security transaction tax. Further, short term capital gains as computed above that are not liable to STT would be subject to tax at normal rates applicable (plus applicable surcharge plus education cess plus higher education cess) to the taxpayer. No deduction under Chapter VIA is allowed from such income.
10. As per provisions of Section 112 of the Act, LTCG arising on transfer of listed securities not exempt under Section 10(38) of the Act are subject to tax at the rate of 20% with indexation benefits. The indexation benefits are however not available in case the shares are acquired in foreign currency. In such a case, the capital gains shall be computed in the manner prescribed under the first proviso to Section 48.
11. The tax rates mentioned above stands increased by applicable surcharge, education cess and higher education cess on the total income.
12. As per provisions of Section 71 read with Section 74 of the Act, short - term capital loss arising during a year is allowed to be set-off against short - term as well as long - term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years.
13. As per provisions of Section 71 read with Section 74 of the Act, long - term capital loss arising during a year is allowed to be set-off only against long - term capital gains. Balance loss, if any, shall be carried forward and set-off against long – term capital gains arising during subsequent eight assessment years.

(ii) Exemption of capital gains from income-tax

1. In accordance with and subject to the conditions and to the extent specified in section 54EC of the act, the company would be entitled to exemption from tax on gains arising from transfer of the long term capital asset (not covered by section 10(36) and 10(38)) if such capital gain is invested within a period of six months from the date of transfer in bonds redeemable after three years and issued by:-
 - a) National Highway Authority of India (NHAI) constituted under Section 3 of National Highway Authority of India Act, 1988; and
 - b) Rural Electrification Corporation Limited (REC), a company formed and registered under the Companies Act, 1956.

Where a part of the capital gains is reinvested, the exemption is available on a proportionate basis. The maximum investment in the specified long term asset cannot exceed Rs 5,000,000 per assessee during any financial year and subsequent financial year.

Where the long term specified assets is transferred or converted into money at any time within a period of three years from the date of its acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long term capital gains in the year in which the long term specified assets is transferred or converted into money.

2. In addition to the same, some benefits are also available to a resident shareholder being an individual or HUF.
3. As per the provisions of section 54F of the Act and subject to the conditions specified therein, long term capital gains (in cases not covered under section 10(38)) arising on the transfer of the shares of the Company held by an individual or Hindu Undivided Family will be exempt from tax if the net consideration is utilized, within a period of one year before, or two years after the date of transfer, in the purchase of one residential house in India, or for construction of one residential house within three years from the date of transfer.
4. As per provisions of Section 56(2)(vii) of the Income Tax Act and subject to exception provided in second

proviso therein, where an individual or a HUF receives shares and securities without consideration or for a consideration which is less than the aggregate fair market value (as defined) of the shares and securities by an amount exceeding Rs. 50,000, the excess of fair market value of such shares and securities over the said consideration is chargeable to tax under the head “income from other sources”. However, the said section is not applicable in case the shares and securities are received under instances specified under the proviso thereon.

(d) Buy Back of Shares

As per the Finance Act 2013, any income arising to shareholders on account of buy-back of shares as referred to in Section 115QA of the Act (buy-back of shares by unlisted companies) shall be exempt in the hands of the shareholders.

(e) Tax Treaty Benefits

As per the provisions of section 90(2), non-resident shareholders can opt to be taxed in India as per the provisions of the Act or the double taxation avoidance agreement entered into by the Government of India with the country of residence of the non-resident shareholder, whichever is more beneficial. It needs to be noted that a non-resident is required to hold a valid tax residency certificate. Additionally the non-resident tax payer is required to provide such other documents and information in the Form 10F as prescribed vide Notification 57 of 2013 dated 1 August 2013. However, it may be noted that Tax Authorities may ask for other information and supporting documents if required.

(f) Other Provisions

1. As per provisions of Section 14A of the Act, expenditure incurred to earn an exempt income is not allowed as deduction while determining taxable income.
2. The characterization of the gain / losses, arising from sale / transfer of shares as business income or capital gains would depend on the nature of holding and various other factors.
3. Under Section 10(32) of the Act, any income of minor children clubbed in the total income of the parent under section 64(1A) of the Act will be exempted from tax to the extent of Rs.1, 500/- per minor child.

(g) Concessional Tax Regime for NRIs:

- Special provisions in case of Non-Resident Indian (‘NRI’) in respect of income / LTCG from specified foreign exchange assets under Chapter XII-A of the Act are as follows:
 - NRI means a citizen of India or a person of Indian origin who is not a resident. A person is deemed to be of Indian origin if he, or either of his parents or any of his grandparents, were born in undivided India.
 - Specified foreign exchange assets include shares of an Indian company which are acquired /purchased / subscribed by NRI in convertible foreign exchange.
1. In accordance with section 115E, income from investment or income from long- term capital gains on transfer of assets other than specified asset shall be taxable at the rate of 20% ((plus applicable surcharge plus education cess plus higher education cess). Income by way of long term capital gains in respect of a specified asset (as defined in section 115C (f) of the act), shall be chargeable at 10% (plus applicable surcharge plus education cess plus higher education cess).
 2. In case of a shareholder being a non-resident Indian, and subscribing to the share in convertible foreign exchange in accordance with and subject to the conditions and to the extent specified in Section 115F of the Act, the non resident Indian shareholder would be entitled to exemption from long term capital gains (not covered by sections 10(38)) on the transfer of shares in the Company upon investment of net consideration in modes as specified in sub-section (1) of Section 115F.
 3. In accordance with the provisions of Section 115G of the Act, Non Resident Indians are not obliged to file a return of income under Section 139(1) of the Act, if their only source of income is income from investments or long term capital gains earned on transfer of such investments or both acquired out of convertible foreign exchange, provided tax has been deducted at source from such income as per the provisions of Chapter XVII-B of the Act.

4. In accordance with the provisions of Section 115H of the Act, when a Non Resident Indian become assessable as a resident in India, he may furnish a declaration in writing to the Assessing Officer along with his return of income for that year under Section 139 of the Act to the effect that the provisions of Chapter XII-A shall continue to apply to him in relation to such investment income derived from the specified assets for that year and subsequent assessment years until such assets are converted into money.
5. As per the provisions of section 115 I of the Act, a Non-Resident Indian may elect not to be governed by the provisions of Chapter XII-A for any assessment year by furnishing his return of income for that year under Section 139 of the Act, declaring therein that the provisions of Chapter XII-A shall not apply to him for that assessment year and accordingly his total income for that assessment year will be computed in accordance with the other provisions of the Act.

IV. Tax Benefits available to the Foreign Institutional Investors ("FIIs")

(a) Dividends

As per section 10(34) of the Act, income earned by way of dividend income from the domestic company referred to in section 115-O of the act is exempt from tax.

(b) Long Term Capital Gain

As per section 10(38) of the Act, long term capital gains arising from the transfer of a long term capital asset being an equity share in a company or a unit of an equity oriented fund, where such transaction is chargeable to securities transaction tax, will be exempt. It is pertinent to note that as per provisions of Section 14A of the Act, expenditure incurred to earn an exempt income is not allowed as deduction while determining taxable income.

(c) Capital Gains

1. As per provisions of Section 115AD of the Act, income (other than income by way of dividends referred to Section 115-O) received in respect of securities (other than units referred to in Section 115AB) is taxable at the rate of 20% (plus applicable surcharge plus education cess plus higher education cess). No deduction is allowed from such income in respect of any expenditure or allowance or deductions under Chapter VI-A of the Act. Finance Act, 2014 has inserted a provision that the amount of income tax calculated on the income by way of interest referred in section 194LD shall be at the rate of five percent. The said provision was made applicable in case of interest payable at any time on or after 1 June 2013 but before 1 June 2015 to FIIs and QFIs on their investments in Government securities and rupee denominated corporate bonds provided that the rate of interest does not exceed the rate notified by the Central Government in this regard.
2. As per section 115 AD read with section 111A of the Act, short term capital gains arising from the sale of equity shares of the Company transacted through a recognized stock exchange in India, where such transaction is chargeable to securities transaction tax, will be taxable at the rate of 15% (plus applicable surcharge plus education cess plus higher education cess).
3. In case of a shareholder being a Foreign Institutional Investor (FII), in accordance with and subject to the conditions and to the extent specified in Section 115AD of the Act, tax on long term capital gain (not covered by sections 10(36) and 10(38)) will be 10% and on short term capital gain (other than referred to in section 111A) will be 30% as increased by a surcharge and Education cess at an appropriate rate on the tax so computed in either case.
4. The tax rates mentioned above stands increased by applicable surcharge, education cess and higher education cess on the total income.
5. In accordance with and subject to the conditions and to the extent specified in section 54EC of the act, the company would be entitled to exemption from tax on gains arising from transfer of the long term capital asset (not covered by section 10(36) and 10(38)) if such capital gain is invested within a period of six months from the date of transfer in bonds redeemable after three years and issued by:
 - a) National Highway Authority of India (NHAI) constituted under Section 3 of National Highway Authority of India Act, 1988; and
 - b) Rural Electrification Corporation Limited (REC), a company formed and registered under the Companies

Act, 1956.

Where a part of the capital gains is reinvested, the exemption is available on a proportionate basis. The maximum investment in the specified long term asset cannot exceed Rs 5,000,000 per assessee during any financial year and subsequent financial year.

Where the long term specified assets is transferred or converted into money at any time within a period of three years from the date of its acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long term capital gains in the year in which the long term specified assets is transferred or converted into money.

6. The Ministry of Finance, Government of India, on February 28, 2015, presented the Finance Bill 2015 before the Parliament for the Financial Year 2015-16. The Finance Bill 2015 has proposed that the FIIs earning income from transaction in securities (other than short term capital gains arising on transactions on which securities transaction tax is not chargeable) shall be excluded from the chargeability of MAT and the profit corresponding to such income shall be reduced from the book profit. It is also provided that the expenses incurred to earn these income would be allowed as deduction from book-profits. Thus, the net capital gain shall stand excluded from book profit. These amendments will take effect from 1st April 2016 and apply in subsequent years.

(d) Securities Transaction Tax

As per provisions of Section 36(1)(xv) of the Act, STT paid in respect of the taxable securities transactions entered into in the course of the business is allowed as a deduction if the income arising from such taxable securities transactions is included in the income computed under the head 'Profit and gains of business or profession'. Where such deduction is claimed, no further deduction in respect of the said amount is allowed while determining the income chargeable to tax as capital gains.

(e) Tax Treaty Benefits

As per provisions of Section 90(2) of the Act, FIIs can opt to be taxed in India as per the provisions of the Act or the double taxation avoidance agreement entered into by the Government of India with the country of residence of the FII, whichever is more beneficial. It needs to be noted that a non-resident is required to hold a valid tax residency certificate. Additionally the FII is required to provide such other documents and information in the Form 10F as prescribed vide Notification 57 of 2013 dated 1 August 2013. However, it may be noted that Tax Authorities may ask for other information and supporting documents if required.

The characterization of the gain / losses, arising from sale / transfer of shares as business income or capital gains would depend on the nature of holding and various other factors

V. Tax Benefits Available To Mutual Funds

1. Dividend income, if any, received by the shareholders from the investment of mutual funds in shares of a domestic Company will be exempt from tax under section 10(34) read with section 115O of the Act.
2. In case of a shareholder being a Mutual fund, as per the provisions of Section 10(23D) of the Act, any income of Mutual Funds registered under the Securities and Exchange Board of India Act, 1992 or Regulations made there under, mutual Funds set up by public sector banks or bank financial institutions and Mutual Funds authorized by the Reserve Bank of India would be exempt from Income Tax, subject to the conditions as the Central Government may by notification in the Official Gazette specify in this behalf. However, the mutual funds shall be liable to pay tax on distributed income to unit holders under section 115 R of the act.

VI. Tax Benefits Available to Venture Capital Companies/Funds

1. In case of a shareholder being a Venture Capital Company / Fund, as per the provisions of Section 10(23FB) of the Act, any income of Venture Capital Companies / Funds registered with the Securities and Exchange Board of India, would exempt from Income Tax, subject to the conditions specified. However, the exemption is restricted to the Venture Capital Company and Venture Capital Fund set up to raise funds for investment in a Venture Capital Undertaking, which is engaged in the business as specified under section 10(23FB)(C). However, the income distributed by the

Venture Capital Companies/ Funds to its investors would be taxable in the hands of the recipients.

2. In the case of Foreign Venture Capital Companies / Funds who are non-residents, as per Section 90(2) of the Act, the provisions of the Act would prevail over the provisions of the relevant tax treaty to the extent they are more beneficial to the non-resident. Thus, the applicable Tax Treaty provisions also need to be examined and factored for final and more favorable implications.
3. The Ministry of Finance, Government of India, on February 28, 2015, presented the Finance Bill 2015 before the Parliament for the Financial Year 2015-16. The Finance Bill 2015 has proposed to grant Tax pass through status for SEBI registered Category-I and Category-II Alternative Investment Funds (AIFs), subject to conditions contained therein. These amendments will take effect from 1st April 2016 and apply in subsequent years.

VII. Tax Benefits Available Under the Wealth Tax Act, 1957

1. Wealth tax is chargeable on prescribed assets. As per provisions of Section 2(m) of the Wealth Tax Act, 1957, the Company is entitled to reduce debts owed in relation to the assets which are chargeable to wealth tax while determining the net taxable wealth
2. Shares of the company held by the shareholder will not be treated as an asset within the meaning of section 2(ea) of Wealth Tax Act, 1957. Hence, no wealth tax will be payable on the market value of shares of the company held by the shareholder of the company.

Note: Wealth Tax is to be abolished in India with Effect from 01 April, 2016 by Finance Act, 2015

VIII. Gifts Tax Act, 1958

Gift tax is not leviable in respect of any gifts made on or after October 1, 1998

Notes:

1. All the above possible benefits are as per the current tax laws as amended by the Finance Act, 2015.
2. All the above possible benefits are as per the current tax laws and will be available only to the sole / first named holder in case the shares are held by joint holder.
3. In respect of non-residents, tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the double taxation avoidance agreements, if any, between India and the country in which the non-residential has fiscal domicile.
4. In the above statement only basic tax rates have been enumerated and the same is subject to applicable surcharge plus education cess plus higher education cess, wherever applicable.
5. The above Statement of Possible Direct Tax Benefits sets out the provisions of law 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 equity shares.
6. In view of the individual nature of tax consequence, each investor is advised to consult his/her /its own tax advisor with respect of specific tax consequence of his / her / its participation in the scheme. The share holder is also advised to consider in his / her / its own case, the tax implication of an investment in equity Shares, particularly in view of the fact that certain recently enacted legislation may not have direct legal precedent or may have a different interpretation on the benefits which investor can avail.

INDUSTRY OVERVIEW

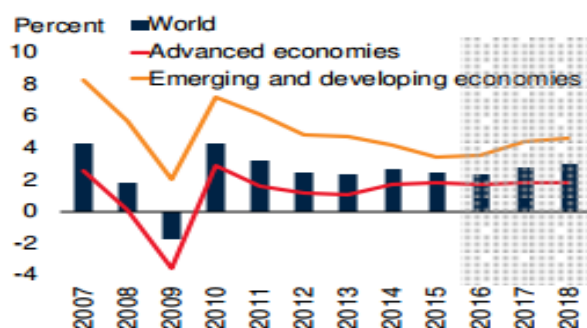
The information in this section has been extracted from various websites and publicly available documents from various industry sources. None of the Company and any other person connected with the Issue have independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projection forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on information.

Global Economic Outlook

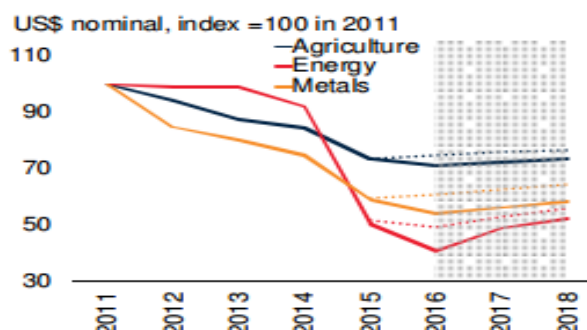
Global growth this year is likely to remain unchanged relative to the disappointing pace of 2015. Growth for 2016 is now forecast at 2.4 percent, down 0.5 percentage point from January projections. EMDEs account for about half of this downward revision, in large part due to a significant downgrade to the growth forecasts for commodity exporters, amid heightened domestic uncertainties and a more challenging external environment. Advanced economies are expected to expand by 1.7 percent in 2016, 0.5 percentage point below January projections. Investment continues to be soft amid weaker growth prospects and elevated policy uncertainty, while export growth has slowed reflecting subdued external demand. Despite an expected boost from lower energy prices, and the ongoing improvement in labor markets, growth is projected to level off in 2016 rather than accelerate. EMDEs started 2016 with weaker manufacturing activity. Investment growth has also slowed substantially, especially in commodity exporters, partly reflecting tightened domestic policies and weak capital inflows. In China, a gradual domestic rebalancing is under way, with robust growth in services and policy support measures mitigating the slowdown in industrial activity. Brazil and the Russian Federation are still mired in recession. Global merchandise trade remains subdued, reflecting rebalancing in China and weaker demand from commodity exporters, which together contributed to an outright contraction in overall EMDE merchandise imports in 2015.

For 2016, EMDE growth is forecast at 3.5 percent, 0.6 percentage point below previous projections. However, these numbers mask ongoing divergences between commodity exporters and importers. Commodity exporting EMDEs—in particular energy exporters—are struggling to adjust to persistently low commodity prices. In 2015, this group grew at a 0.2 percent pace—the slowest since the global financial crisis—and, for 2016, their growth forecast has been reduced to 0.4 percent, 1.2 percentage points below January projections. In contrast, commodity importing EMDEs have shown resilience to headwinds, reflecting solid domestic demand. For this group, growth is expected to remain steady at 5.8 percent throughout the forecast period, a rate close to its long-run average.¹ Activity in commodity importing EMDEs excluding China has picked up and is expected to continue to accelerate.

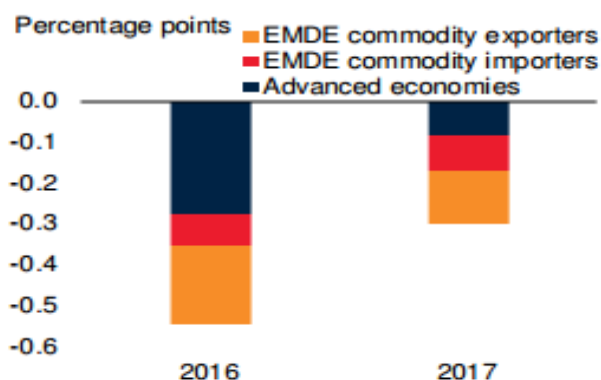
A. Global growth



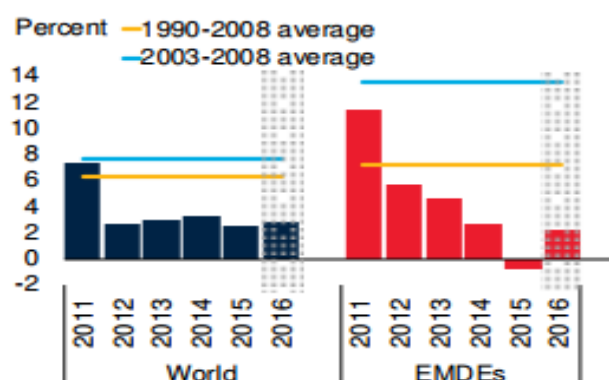
B. Commodity price forecasts



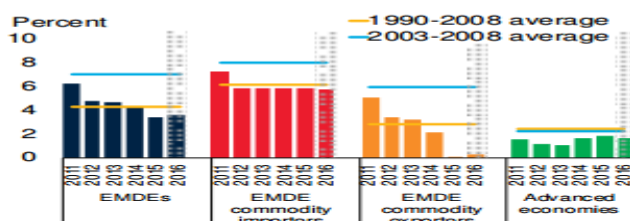
C. Contributions to global growth revisions



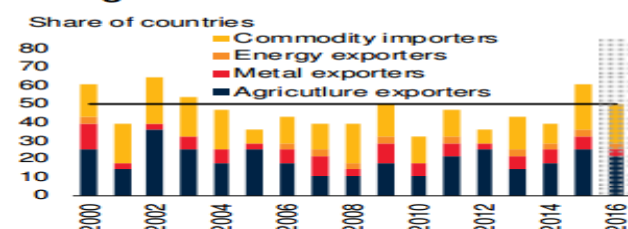
D. Import volume growth



E. Growth by country group



F. LICs with growth below long-term average



Sources: World Bank, Haver Analytics.

A. B. Shaded area indicate forecasts.

B. Solid lines show the current forecasts, dotted lines show the World Bank January 2016 GEP assumptions.

C. Contribution to global growth revisions measured in constant 2010 U.S. dollars. Cumulative contributions from individual country growth revisions can differ from global growth revisions reported in Table 1.1 due to decimal rounding.

D. 2016 is a forecast.

F. Long-term growth averages calculated over the period 1996-2008. Sample includes 28 low-income countries.

In low-income countries (LICs), growth slowed to 4.5 percent in 2015. Although growth is projected to pick up to 5.3 percent this year, lower commodity prices and persistent security and political challenges have trimmed 0.9 percentage point from the previous forecast. While the difficult external environment confronting LICs will likely continue, projected growth is supported by resilience of domestic investment and the expected implementation of reforms. Downside risks to the outlook have become more pronounced. Rising policy related and political uncertainties, geopolitical risks and eroding confidence in policy effectiveness could set back global growth and trigger financial market turbulence. A synchronous slowdown in major advanced or key emerging market economies could have large negative spillover effects across EMDEs (Figure 1.2), while the impact of financial market stress could be acute among EMDEs with elevated private sector debt. Prolonged stagnation in advanced economies and weaker growth potential in EMDEs could exacerbate protectionist sentiments. The materialization of some of these risks could slow the catch-up of EMDE income per capita relative to advanced economy levels and set back poverty alleviation.

Slow growth is eroding policy buffers to counteract shocks, leaving the global economy less prepared to confront these downside risks. There is also a degree of divergence in policy buffers between commodity exporters and importers. Rapidly diminishing foreign reserves and fiscal buffers have already forced many commodity exporting EMDEs to tighten policy. In commodity importing EMDEs, even though low commodity prices have reduced fiscal and external vulnerabilities as well as inflation, the scope for expansionary fiscal policy remains limited because of weak starting positions. In advanced economies, actual and expected inflation remain below policy objectives. Scope for further cuts to policy interest rates is limited. Large-scale unconventional monetary policy accommodation by major central banks has succeeded to some extent in bolstering demand, through its positive impact on financial markets and lending conditions. However, these tools may over time have diminishing returns and raise financial stability risks. Expansionary fiscal policy could provide support to activity in a number of advanced economies in the event of adverse shocks.

In an environment of weak growth, rising risks, and limited policy buffers, growth-sustaining structural policies are urgently needed. These measures would boost medium- and long-term growth, reduce vulnerabilities, and signal to

investors that authorities are committed to reinforcing long-term prospects. If well targeted, they could also support short-term aggregate demand. Greater investment—in infrastructure, productivity enhancing technology, and human capital—could lay the foundation for stronger growth. Policies should aim to fill public infrastructure gaps, encourage foreign direct investment, strengthen human capital, foster diversification, and reduce barriers to trade. However, countries with diminishing fiscal space may have a limited ability to finance investments in infrastructure and human capital. International cooperation efforts could include commitments to implement expansionary fiscal policy if large downside risks materialize, channel pooled global resources into infrastructure, and strengthen international safety nets for the most fragile countries. In a context mediocre global demand and limited fiscal space across EMDEs, and amid extremely low global interest rates, multilateral organizations have an important role to play in the financing of infrastructure and human capital investment. (Source - <http://pubdocs.worldbank.org/en/154911463605617095/Global-Economic-Prospect-June-2016-Global-Outlook.pdf>)

Asian Economy Overview

Growth in the Emerging Asia region (Southeast Asia, China and India) shows mild moderation but will remain robust at an average rate of 6.5% real gross domestic product (GDP) growth in 2015. In the medium term, growth in the region is projected to average 6.2% per year over 2016-20, according to the most recent Medium-Term Projection Framework for this edition of the Outlook (MPF-2016) as per below figure. This is noticeably below the 7% rate of growth over 2011-13, due mainly to China's slowing growth. The growth slowdown in China will also place downward pressure on growth in the rest of the region. The ten ASEAN countries together are projected to grow at 4.6% in 2015 with an annual average rate of 5.2% over 2016-20. In general, the Southeast Asia region will maintain a favourable growth performance in the medium term.

Table 1. Real GDP growth of ASEAN, China and India

Annual percentage change					
Country	2014	2015	2016	2016-20 (average)	2011-13 (average)
ASEAN-5					
Indonesia	5.0	4.7	5.2	5.5	6.2
Malaysia	6.0	4.6	4.6	5.0	5.2
Philippines	6.1	5.9	6.0	5.7	5.9
Thailand	0.9	2.7	3.1	3.6	3.2
Viet Nam	6.0	6.4	5.9	6.0	5.6
Brunei Darussalam and Singapore					
Brunei Darussalam	-2.3	-1.4	0.5	1.8	0.9
Singapore	2.9	2.1	2.4	2.6	4.1
CLM countries					
Cambodia	7.0	7.0	7.1	7.3	7.3
Lao PDR	7.4	6.9	7.0	7.3	8.1
Myanmar	7.7	8.2	8.2	8.3	6.9
China and India					
China	7.3	6.8	6.5	6.0	8.2
India	7.3	7.2	7.3	7.3	5.5
Average of ASEAN 10 countries	4.6	4.6	4.9	5.2	5.4
Average of Emerging Asia	6.7	6.5	6.4	6.2	7.0

Growth prospects in Emerging Asia

The Philippines and Viet Nam are projected to show robust growth at an annual average rate of around 6% over 2016-20. Viet Nam's growth has been led by a rapid acceleration of fixed investment, strong foreign direct investment (FDI) inflows and robust consumption. Together, these components account for most of overall real growth, as net exports have restrained overall growth due to strong imports. In general, the private sector's performance has improved, with strong retail sales growth, although structural adjustments in the state-owned enterprise and banking sectors will weigh on growth somewhat. The Philippines has benefitted from strong momentum in domestic demand, buoyed by growing remittances. The Philippines is also benefitting from a significant improvement in its attractiveness as an FDI destination. Growth prospects reflect the countries' improved macroeconomic fundamentals and their plans to develop infrastructure. However, risks remain as job creation and the business environment need to be improved.

Indonesia, Southeast Asia's largest economy, has experienced mild moderation in its real growth with both domestic and external demand slowing to 5.5% in the medium term. Private consumption has expanded moderately. The government has attempted to boost investment by doubling the infrastructure budget for 2015, but execution has been delayed. While the Indonesian currency has depreciated considerably, partly due to falling commodity prices, export growth has been very weak on the back of stagnant external demand. Economic growth in Malaysia weakened during the first half of 2015. The weakness was caused by deteriorating external demand as a result of the economic slowdown in China, its major trading partner, and by the persistence of low international oil prices in the first half of the year. However, the ringgit's depreciation may support non-commodity exports in the future.

While political turmoil had a large negative impact on growth in Thailand in 2014, the country experienced modest GDP growth of 2.7% in 2015. While exports remain weak, the recovery in tourist arrivals that began in the summer of 2014 and continued into 2015 is a promising sign. However, the transition process to democracy must be monitored carefully to ensure that it does not lead to macroeconomic instability. Thailand's growth performance in the medium term should improve gradually from that of recent years

Growth performance in Brunei Darussalam and Singapore is projected to improve considerably over the medium term despite the recent international oil price shock and weaker than expected global growth compared to the past few years. Rising oil prices will allow Brunei Darussalam to record positive growth. Labour shortages and slowing productivity growth will keep Singapore's real growth noticeably below the pace of 2003-07. Singapore's weak performance is largely attributable to slowing domestic demand. While service-sector growth has declined compared to 2014, it continues to prop up overall growth, particularly due to strong contributions from finance, insurance and business services.

Growth in the CLM countries (Cambodia, Lao PDR and Myanmar) is projected to lead that of the ASEAN region, with real GDP growth rates of more than 7% over 2016-20. Recovery of the agricultural sector and development of the tourism sector and industry will underpin real growth in Cambodia and Lao PDR. Growth in Myanmar, which is now the fastest in the region, should continue to accelerate as FDI continues to rise and as economic reforms spur the private sector's rapid development. Prospects in these countries, however, will depend on maintaining adequate control of rapidly rising credit and, especially in Myanmar, on sustaining the momentum of economic reforms.

The growth prospects of China and India are expected to differ from past patterns as they face different internal conditions. China's economy slows while India's growth remains robust over the medium term. Continued investment in infrastructure in China is helping to support overall investment, though this stimulus is unsustainable in the longer term. Growth is slipping elsewhere as adjustments are underway in manufacturing to manage longstanding challenges from excess capacity. India, on the other hand, is seeing increased investment rates, thanks to public infrastructure development and private investment motivated by improvements in the business environment, though passing some key structural reforms is proving difficult. Private consumption is also increasing, thanks in part to higher wages and improved benefits for public sector employees. Domestic financial risks remain potential barriers to continued growth in India, particularly large non-performing loans and the high leverage ratios of some firms.

Key challenges - India

Financial inclusion: Fast and inclusive development will require stronger financial education initiatives and improved access to and quality of education in general. Financial access has been a policy priority for India, but financial education programmes will also be needed to ensure that people are aware of the services available and sufficiently informed about the opportunities and risks to make responsible decisions about personal and business finance. The areas of need have been studied through the 2014 Financial Literacy and Inclusion Survey, which found that respondents were comfortable with concepts such as division and interest on loans, had moderate knowledge of inflation, risk versus return, diversification and simple interest, and were least knowledgeable about the time value of money and compound interest. The National Strategy for Financial Education has been developed to guide efforts by schools, community outreach workers and financial sector representatives in this field.

Education: Higher quality and more accessible education generally is important in a country like India with a young population. Enrolment in primary schools in rural areas and their results have improved considerably in the recent past. Over 98% of children were found to be enrolled in primary school in 2012. Even in rural areas, enrolment levels are over 96% for the 6-14 year age group. Less change has been seen at the secondary and tertiary levels, where more students will need to develop skills beyond basic literacy and numeracy. Uneven access to education by region, gender and socio-economic background across all levels of schooling will need to be addressed, possibly through the use of new diversity measures and incentives. Efforts to improve the quality of education should focus on teacher quality and upgrading school facilities. (Source - http://www.oecd.org/dev/asia-pacific/SAEO2016_Overview%20with%20cover%20light.pdf)

Indian economy Overview

With 1.2 billion people and the world's fourth-largest economy, India's recent growth and development has been one of the most significant achievements of our times. Over the six and half decades since independence, the country has brought about a landmark agricultural revolution that has transformed the nation from chronic dependence on grain imports into a global agricultural powerhouse that is now a net exporter of food. Life expectancy has more than doubled, literacy rates have quadrupled, health conditions have improved, and a sizeable middle class has emerged. India is now home to globally recognized companies in pharmaceuticals and steel and information and space technologies, and a growing voice on the international stage that is more in keeping with its enormous size and potential.

Historic changes are unfolding, unleashing a host of new opportunities to forge a 21st-century nation. India will soon have the largest and youngest workforce the world has ever seen. At the same time, the country is in the midst of a massive wave of urbanization as some 10 million people move to towns and cities each year in search of jobs and opportunity. It is the largest rural-urban migration of this century.

The historic changes unfolding have placed the country at a unique juncture. How India develops its significant human potential and lays down new models for the growth of its burgeoning towns and cities will largely determine the shape of the future for the country and its people in the years to come.

Massive investments will be needed to create the jobs, housing, and infrastructure to meet soaring aspirations and make towns and cities more livable and green. Generating growth that lifts all boats will be key, for more than 400 million of India's people—or one-third of the world's poor—still live in poverty. And, many of those who have recently escaped poverty (53 million people between 2005-10 alone) are still highly vulnerable to falling back into it. In fact, due to population growth, the absolute number of poor people in some of India's poorest states actually increased during the last decade.

Inequity in all dimensions, including region, caste and gender, will need to be addressed. Poverty rates in India's poorest states are three to four times higher than those in the more advanced states. While India's average annual per capita income was \$1,410 in 2011—placing it among the poorest of the world's middle-income countries— it was just \$436 in Uttar Pradesh (which has more people than Brazil) and only \$294 in Bihar, one of India's poorest states. Disadvantaged groups will need to be brought into the mainstream to reap the benefits of economic growth, and women—who “hold up half the sky”—empowered to take their rightful place in the socioeconomic fabric of the country.

Fostering greater levels of education and skills will be critical to promote prosperity in a rapidly globalizing world. However, while primary education has largely been universalized, learning outcomes remain low. Less than 10 percent of the working-age population has completed a secondary education, and too many secondary graduates do not have the knowledge and skills to compete in today's changing job market. Improving health care will be equally important. Although India's health indicators have improved, maternal and child mortality rates remain high and, in some states, are comparable to those in the world's poorest countries. Of particular concern is the nutrition of India's children whose well-being will determine the extent of India's much-awaited demographic dividend; at present, an overwhelming 40 percent (217 million) of the world's malnourished children are in India.

The country's infrastructure needs are massive. One in three rural people lack access to an all-weather road, and only one in five national highways is four-lane. Ports and airports have inadequate capacity, and trains move very slowly. An estimated 300 million people are not connected to the national electrical grid, and those who are face frequent disruptions. And, the manufacturing sector—vital for job creation—remains small and underdeveloped. Nonetheless, a number of India's states are pioneering bold new initiatives to tackle many of India's long-standing challenges and are making great strides towards inclusive growth. Their successes are leading the way forward for the rest of the country, indicating what can be achieved if the poorer states were to learn from their more prosperous counterparts.

India now has that rare window of opportunity to improve the quality of life for its 1.2 billion citizens and lay the foundations for a truly prosperous future—a future that will impact the country and its people for generations to come. (Source - <http://www.worldbank.org/en/country/india/overview>)

Economic Growth

As per the Advance Estimates released by the Central Statistics Office (CSO), the growth rate of the gross domestic product (GDP) at constant market prices has been estimated at 7.6 per cent in 2015-16, which is higher than the growth of 7.2 percent growth recorded in the previous year. The growth of the gross value added (GVA) at constant basic prices has

been estimated at 7.3 per cent in 2015-16 —as opposed to 7.1 per cent in 2014-15—, with agriculture and allied sectors, industrial sector and services sector growing at 1.1 per cent, 7.3 per cent and 9.2 per cent respectively. The growth of GDP at constant basic prices for the first, second and third quarters of 2015-16 has been estimated at 7.6 per cent, 7.7 per cent and 7.3 per cent respectively.

On the demand side, the growth in final consumption expenditure at constant (2011-12) prices is estimated to have remained strong at 6.9 per cent in 2015- 16, as compared to 7.2 per cent in 2014-15. The growth in gross fixed capital formation at constant prices increased from 4.9 per cent in 2014-15 to 5.3 per cent in 2015-16. Exports and imports of goods and non-factor services declined (at constant prices) by 6.3 per cent each in 2015-16; the former mainly on account of the sluggishness in the global economy and the latter on account of decline in international petroleum and other commodity prices.

Information on saving and investment is available only till the year 2014-2015. Gross saving as proportion of GDP at current market prices is estimated at 33.0 per cent in 2014-15 and 2013-14. Gross capital formation, also known as investment, was estimated to be 34.2 per cent of the GDP at current market prices in 2014-15, as compared to 34.7 per cent in 2013-14.

Monetary Development during 2015-16

The Reserve Bank of India (RBI) further eased its monetary policy stance during the year 2015. Headline inflation based on the consumer price index (CPI) fell to below 6 per cent much ahead of the January 2016 target. The RBI reduced the statutory liquidity ratio by 0.50 per cent to 21.50 per cent in February 2015 and further eased the policy repo rate during the year to 6.75 per cent, in all making a substantial cut of 125 basis points (bps) between January 2015 and September 2015. In the bank's latest monetary policy review held on 2 February 2016, the policy repo rate remains unchanged.

The easing of the policy repo rate has been accompanied by a pick-up in the growth rates of reserve money (M0) and narrow money (M1) in 2015. The growth in M0 has been higher owing to a substantial growth of 17.9 per cent in bankers' deposits with the RBI, while the increase in M1 has been due to a higher rate of growth in demand deposits with banks. In terms of sources of reserve money, net foreign exchange assets (NFA) have been a major determinant of the growth, modulated by net domestic assets. There was a seasonal pick-up in M0 growth to above the 14 per cent mark to accommodate the festive demand at end-December 2015; it has since moderated to a 12 per cent level. However, the growth of broad money (M3) has not picked up.

The year-on-year growth in time deposits fell to 10.6 per cent in December 2015. The real rate of interest on deposits turned positive in late 2013 after inflation dropped to below 9 per cent but time deposits have not picked up, partly because households savings are channelized to other avenues like gold and real estate. The slowdown in time deposits has been slowing the growth of bank credit as time deposits remain the most important source of bank funding. Time deposits are cheaper relative to other sources of funding and allow banks to afford higher interest rate spreads.

During the current financial year also, year-on-year growth in bank credit has remained below 10 per cent. For the fortnight ended December 2015, credit growth stood at 9.2 per cent. The sluggish growth can be attributed to several factors: (a) incomplete transmission of the monetary policy as banks have not passed on the entire benefit to borrowers; (b) unwillingness of banks to lend credit on account of rising non-performing assets (NPA); (c) worsening of corporate balance sheets, forcing them to put their investment decisions on hold; (d) more attractive interest rates for borrowers in the bond market. It is also instructive to note that bank credit explains only about a half of the resource flow to productive sectors.

A careful look at the sector-wise break up of incremental loan share shows that, as compared to earlier years, the non-food credit issued in 2015 is indicative of the shift in sectoral share of credit off take; in particular, the share of personal loans has increased to 34.2 per cent in 2015 as compared to 15.3 per cent in 2011. Thus, consumption expenditure has been the key driver of the economy during the current financial year. However, it is a cause for concern that the share of industry has come down significantly from 53 per cent in 2011 to just 25 per cent in 2015. The decline reflects the muted market sentiments leading to slowdown in private investment demand and industrial growth, poor earnings growth of the corporate sector, and risk aversion on the part of banks in the background of rising gross NPAs. (Source - <http://finmin.nic.in/reports/AnnualReport2015-16.pdf>)

Indian Economy Overview- Healthcare Industry

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

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

India's competitive advantage lies in its large pool of well-trained medical professionals. India is also cost competitive compared to its peers in Asia and Western countries. The cost of surgery in India is about one-tenth of that in the US or Western Europe. (Source: http://indiainbusiness.nic.in/newdesign/index.php?param=industryservices_landing/373/2)
References: Department of Industrial Policy and Promotion (DIPP), RNCOS Reports, Media Reports, Press Information Bureau (PIB), Union Budget 2016-17)

Growth in Indian Healthcare Industry

Indian healthcare is one of the fastest growing sectors, and is expected to reach USD 275 Billion in next 10 years. Much of this growth can be attributed to the infusion of private equity & foreign investments. These investments have resulted in creation of new infrastructure by private providers. Additionally, investments by international healthcare groups in Indian market are expected to boost innovation & quality care.

On the other hand, public health system in India is largely under funded with only 1.1% of GDP spent on healthcare. Given the resource constraints in the public sector, private investments in healthcare are expected to increase in the coming years. It is important to understand the specific focus of public and private investments in healthcare services and infrastructure; and how they may be appropriately allocated towards problem/resource constraint/developing areas and right outcomes.

There has been substantial improvement in geographical & financial access to healthcare, however accessing healthcare through virtual platforms is still in its nascent stage. To meet current & future challenges, healthcare systems would require innovative solutions. Digital Health encompasses a wide array of components like m-Health tools, health wearables, internet access and social media. It is changing the landscape of healthcare industry across the globe.

In India, mobile internet users are expected to cross 300 million mark by 2017 and offer a tremendous opportunity for healthcare industry to address the accessibility challenge. Data aggregation in health sector is critical for every stakeholder. Integrating data with healthcare delivery has immense potential to increase the effectiveness of delivery systems & generate insights for the business.

Changing economic environment and technology up-gradation have made significant changes in the healthcare system. There is immense potential for collaborations between stakeholders by combining strengths, improving weaknesses, exploring opportunities and managing threats. India's healthcare sector comprise of a variety of stakeholders ranging from healthcare institutions and organizations, which may include pharmaceutical players, medical equipment companies and hospitals. Policymakers, advocacy organizations, and research organizations play an important role in the process of policymaking and creating a conducive environment for growth and development. These stakeholders coming from these sectors may have different short term goals; however their vision to improve health standards and achieve universal health outcomes is common. It becomes important to bring them on a single platform to understand common healthcare goals and collaborative pathways to achieve India's Health Goals. (Source: <http://www.cii.in/>)

Opportunities in Healthcare in India

Healthcare Infrastructure - Additional 1.8 million beds needed for India to achieve the target of 2 beds per 1,000 people by 2025. Additional 1.54 million doctors required to meet the growing demand for healthcare. Investment of USD 86 billion required to achieve these targets

Health Insurance - Less than 15% of the Indian population is covered through health insurance. The total market size of the insurance sector in India was USD 66.4 billion in FY 13. It is projected to touch USD 350–400 billion by 2020.

Medical Tourism - Indian medical tourism industry is expected to register a CAGR of more than 20% during 2013-2015. Cost of surgery in India is nearly (1/10)th of the cost in developed countries

Research & Development - Contract research is a fast growing segment in the Indian healthcare industry. Cost of developing new drug is as low as 60% of the testing cost in the USA. About 60% of global clinical trials is outsourced to developing countries (Source: <http://www.cii.in/>)

Digital India – A Leapfrog

As India pivots closer to the ‘Virtualization of Healthcare’ amazing breakthroughs are occurring erasing the healthcare boundaries and enabling care through mobile, digital and wireless technologies. Digital health technologies have the potential to transform the way healthcare is delivered and help governments analyse Big Data to identify unmet need and measure outcomes in a precise manner. Majority of private hospitals in India are adopting various advanced technologies focusing on improving patients’ treatment and experience.

Increased Mobile Connectivity and Offers – Mobile health services have entered the market, fitness apps have now started offering appointments, medical services, diagnostics and preventive care measures through mobile apps Growing Health IT Market – Integrated delivery networks, access to software, infrastructure and service everywhere. New technology platforms, disease knowledge management, user-supplier connectivity are few of the features of the growing Healthcare IT market in India

Integrating Smart Cities & Healthcare Industry – According to the census, urban areas are expected to house over 40% of India’s population and contribute to 75% of India’s GDP by 2030. Smart Cities leverage technology and utilize existing and planned infrastructure investments to provide a higher quality of living to residents, a conducive investment climate for businesses and allow maximization of resource utilization Smart Healthcare Solutions – Online portals, e-healthcare cards and records, digital and diagnostic analytics, healthcare training using advanced technology, availability of tele-medicine, GIS enabled services, business process and automation. (Source: <http://www.cii.in/>)

Market Size

The overall Indian healthcare market today is worth US\$ 100 billion and is expected to grow to US\$ 280 billion by 2020, a Compound Annual Growth Rate (CAGR) of 22.9 per cent. Healthcare delivery, which includes hospitals, nursing homes and diagnostics centres, and pharmaceuticals, constitutes 65 per cent of the overall market. The Healthcare Information Technology (IT) market which is valued at US\$ 1 billion currently is expected to grow 1.5 times by 2020.

Deloitte Touche Tohmatsu India has predicted that with increased digital adoption, the Indian healthcare market, which is worth US\$ 100 billion, will likely grow at a CAGR of 23 per cent to US\$ 280 billion by 2020. Over 80 per cent of the antiretroviral drugs used globally to combat AIDS (Acquired Immuno Deficiency Syndrome) are supplied by Indian pharmaceutical firms.

There is a significant scope for enhancing healthcare services considering that healthcare spending as a percentage of Gross Domestic Product (GDP) is rising. Rural India, which accounts for over 70 per cent of the population, is set to emerge as a potential demand source.

India requires 600,000 to 700,000 additional beds over the next five to six years, indicative of an investment opportunity of US\$ 25-30 billion. Given this demand for capital, the number of transactions in the healthcare space is expected to witness an increase in near future. The average investment size by private equity funds in healthcare chains has already increased to US\$ 20-30 million from US\$ 5-15 million.

A total of 3,598 hospitals and 25,723 dispensaries across the country offer AYUSH (Ayurveda, Yoga & Naturopathy, Unani, Siddha and Homoeopathy) treatment, thus ensuring availability of alternative medicine and treatment to the people.

The Indian medical tourism industry is pegged at US\$ 3 billion per annum, with tourist arrivals estimated at 230,000. The Indian medical tourism industry is expected to reach US\$ 6 billion by 2018, with the number of people arriving in the country for medical treatment set to double over the next four years. With greater number of hospitals getting accredited and receiving recognition, and greater awareness on the need to develop their quality to meet international standards, Kerala aims to become India's healthcare hub in five years.

(Source: http://indiainbusiness.nic.in/newdesign/index.php?param=industryservices_landing/373/2)

References: Department of Industrial Policy and Promotion (DIPP), RNCOS Reports, Media Reports, Press Information Bureau (PIB), Union Budget 2016-17)

Investments

The hospital and diagnostic centres attracted Foreign Direct Investment (FDI) worth US\$ 3.59 billion between April 2000 and March 2016, according to data released by the Department of Industrial Policy and Promotion (DIPP).

Some of the major investments in the Indian healthcare industry are as follows:

- CureFit, a healthcare platform started by has raised US\$ 15 million from Accel Partners, IDG Ventures and Kalaari Capital on the day of its inception.
- Aster DM Healthcare, one of the leading healthcare group headquartered in Dubai, plans to invest Rs 600 crore (US\$ 88.94 million) in various Kerala-based healthcare projects over the next three years.
- Aster DM Healthcare, a Dubai-based healthcare conglomerate, has acquired 25 per cent stake in Ramesh Hospitals, a multispecialty chain headquartered in Vijayawada, in a deal worth Rs 110 crore (US\$ 16.31 million).
- Address Health, a primary healthcare network, has raised US\$ 1.5 million in series A round of funding led by Gray Matters Capital, which will be used to expand its model of school-based neighbourhood clinics and school health programmes in Bengaluru.
- PurpleHealth.com, a digital health and wellness platform, which aims to provide a seamless interface to consumers to choose medical practitioners, has raised US\$ 100,000 from technology investor Katabole Technology Venture.
- Versante Software Technologies, an Indian subsidiary of US-based IT consulting and software engineering services company Versante Technologies LLC, is in the process of raising US\$ 1 million in its first round of external funding by March 2016, the proceeds of which would be used for initial promotion, and pan-India marketing and distribution of hand-held and portable patient care devices.
- Abraaj Group, a Dubai based Private Equity (PE) investor, is set to buy a majority stake in an Indian firm Quality CARE India Ltd, which runs CARE Hospitals.
- Qatar-based Non-resident Indian's (NRI) including medical professionals and businessmen, are planning to set up a huge world-class healthcare project in Kochi worth Rs 1,300 crore (US\$ 192.71 million)
- American multinational technology and consulting corporation, IBM has announced that Manipal Hospitals' corporate and teaching facilities will adopt 'Watson for Oncology', a cognitive computing platform trained by Memorial Sloan-Kettering that analyses data to identify evidence-based treatment options, helping oncologists to provide cancer patients with individualised healthcare.
- Apollo Hospitals Enterprise (AHEL) plans to add another 2,000 beds over the next two financial years, at a cost of around Rs 1,500 crore (US\$ 222.36 million).
- Malaysia-based IHH Healthcare Berhad has agreed to buy 73.4 per cent stake in Global Hospitals Group, India's fourth-largest healthcare network, for Rs 1,284 crore US\$ 192.84 million.
- Temasek Holdings Pvt Limited acquired the entire 17.74 per cent stake of Punj Lloyd Limited in Global Health Private Limited, which owns and operates the Medanta Super Specialty Hospital in Gurgaon.
- CDC, a UK based development finance institution, invested US\$ 48 million in Narayana Hrudayalaya, a multi-speciality healthcare provider. With this investment, Narayana Health will expand affordable treatment in eastern, central and western India.
- Apollo Health and Lifestyle Limited (AHLL), a wholly-owned subsidiary of Apollo Hospitals Enterprise, acquired Nova Specialty Hospitals at an estimated cost of Rs 135-145 crore (US\$ 20-21 million).
- IHH Healthcare Berhad acquired a controlling 51 per cent equity stake in Hyderabad-based Continental Hospitals Limited for about approximately US\$ 45.4 million.

- Sanofi-Synthelabo (India) Limited invested Rs 90 crore (US\$ 13.34 million) in Apollo Sugar Clinics Limited (ASCL), a unit of its subsidiary Apollo Health and Lifestyle Limited.
- Carlyle Group acquired a stake in Metropolis Healthcare Limited, an operator of pathology laboratories in India, for an undisclosed sum.
- San Francisco-based Fitbit Inc., a fitness-tracking device maker, has launched its fitness wristbands across 300 towns in India and expects the country to be among its top five markets in next two years.
- Home healthcare service provider Portea Medical has raised Rs 247 crore (US\$ 36.62 million) in Series-B funding from investors including Accel Partners, International Finance Corporation, Qualcomm Ventures and Ventureast.
- Practo Technologies Pvt. Ltd, India's largest online doctor discovery company, has acquired hospital information management solution provider Insta Health Solutions for US\$ 12 million which will help Practo get access to more than 500 hospitals across 15 countries.
- Attune Technologies Private Limited, a Chennai-based healthcare technology firm, has raised US\$ 10 million in a Series B funding from Qualcomm Ventures and Norwest Venture Partners in order to expand its digital healthcare solutions from the current 200 hospitals and laboratories to 25,000 such facilities globally.
- Pluss, a Gurgaon based on-demand medicine and healthcare products delivery service start-up, has raised US\$ 1 million in pre-Series A funding from IDG Ventures, India; M & S partners, Singapore and Powerhouse Ventures, US. The company would use the funding to upgrade its technology and expand presence in five cities.

(Source: http://indiainbusiness.nic.in/newdesign/index.php?param=industryservices_landing/373/2)

References: Department of Industrial Policy and Promotion (DIPP), RNCOS Reports, Media Reports, Press Information Bureau (PIB), Union Budget 2016-17)

Government Initiatives

- India's universal health plan that aims to offer guaranteed benefits to a sixth of the world's population will cost an estimated Rs 1.6 trillion (US\$ 23.72 billion) over the next four years.
- Some of the major initiatives taken by the Government of India to promote Indian healthcare industry are as follows:
- The Ministry of Science & Technology has launched the innovative and indigenously developed fecal incontinence management system 'Qora', which was developed by M/s. Consure Medical under Department of Biotechnology (DBT), Ministry of Science & Technology supported Bio design Programme.
- The Union Cabinet has approved signing of an agreement with the World Health Organisation (WHO) under which WHO will develop technical documents on traditional medicines which is expected to lead to better acceptance of Indian systems of medicines at an international level.
- The NITI Aayog (National Institute for Transforming India) seeks to bring reforms in India's public health system like outsourcing primary healthcare to private doctors and promoting competition between government and private hospitals at the secondary level.
- Provisions made in the Union Budget 2016-17:
- National Dialysis Services Programme to be initiated to provide dialysis services in all district hospitals to accommodate the increasing demand for dialysis session
- A new health protection scheme for health cover upto 1 lakh per family.
- Setting up 3,000 medical stores across the country to provide quality medicines at affordable prices.
- Senior citizens will get additional healthcare cover of Rs 30,000 (US\$ 441) under the new scheme
- Pradhan Mantri Jan Aushadhi Yojana to be strengthened, 3000 generic drug store to be opened
- Government of West Bengal has introduced G1 Digital Dispensary, which aims to provide people from rural areas access to primary healthcare services.
- A unique initiative for healthcare 'Sehat' (Social Endeavour for Health and Telemedicine) has been launched at a government run Common Service Centre (CSC) to empower rural citizens by providing access to information, knowledge, skills and other services in various sectors through the intervention of digital technologies and fulfilling the vision of a 'Digital India'.
- India and Sweden celebrated five years of Memorandum of Understanding (MoU). The cooperation in healthcare between India and Sweden will help in filling gaps in research and innovative technology to aid provisioning of quality healthcare.

- Mr J P Nadda, Union Minister for Health & Family Welfare, Government of India has launched the National Deworming initiative aimed to protect more than 24 crore children in the ages of 1-19 years from intestinal worms, on the eve of the National Deworming Day.
- Under the National Health Assurance Mission, Prime Minister Mr. Narendra Modi's government would provide all citizens with free drugs and diagnostic treatment, as well as insurance cover to treat serious ailments.
- All the government hospitals in Andhra Pradesh would get a facelift with a cost of Rs 45 crore (US\$ 6.67 million), besides the establishment of 1,000 generic medical shops across the State in the next few months.
- Mission Indradhanush launched by Mr. JP Nadda aims to immunise children against seven vaccine preventable diseases namely diphtheria, whooping cough, tetanus, polio, tuberculosis, measles and hepatitis B by 2020. Government has set a target of 95 per cent immunisation cover by end of 2016.
- The E-health initiative, which is a part of Digital India drive launched by Prime Minister Mr. Narendra Modi, aims at providing effective and economical healthcare services to all citizens. The programme aims to make use of technology and portals to facilitate people maintain health records and book online appointments with various departments of different hospitals using eKYC data of Aadhaar number.

(Source: http://indiainbusiness.nic.in/newdesign/index.php?param=industryservices_landing/373/2)

References: Department of Industrial Policy and Promotion (DIPP), RNCOS Reports, Media Reports, Press Information Bureau (PIB), Union Budget 2016-17)

Road Ahead

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 population. Besides, Indian medical service consumers have become more conscious towards their healthcare upkeep.

India's competitive advantage also lies in the increased success rate of Indian companies in getting Abbreviated New Drug Application (ANDA) approvals. India also offers vast opportunities in R&D as well as medical tourism. To sum up, there are vast opportunities for investment in healthcare infrastructure in both urban and rural India.

(Source: http://indiainbusiness.nic.in/newdesign/index.php?param=industryservices_landing/373/2)

References: Department of Industrial Policy and Promotion (DIPP), RNCOS Reports, Media Reports, Press Information Bureau (PIB), Union Budget 2016-17)

OUR BUSINESS

Overview

Our company was incorporated in the year of 2004 as Rakh Hospital Private Limited and engaged in running a multi-specialty hospital in Jalna in the name of Deepak Hospital, with focus on core area such as neurology & neurosurgery, urology, interventional cardiology, spine surgery, orthopaedics with emphasis on joint replacement surgery, oncology & oncosurgery, radiation, nephrology, neonatology, plastic surgery, trauma & emergencies, critical care medicine diagnostic and therapeutic endoscopy, physiotherapy, general & laparoscopic surgery, ENT, obstetrics & gynecology, paediatrics internal medicine, psychiatry etc.

We believe that we are deliver quality healthcare services to our patients in modern facilities using advance technology with a team of qualified and experienced healthcare professionals and are providing a depth of expertise in complete spectrum of advanced medical and surgical interventions with a comprehensive mix of in-patient and out -patient services.

We provide all facilities under one roof like 24 hours emergency, outpatient department, complete diagnostics, advance cath-lab OTs, dialysis centre, cardiac ambulances for patient transportation, 24 hours, pharmacy, cashless facility for insured patients, preventive health checks etc. Our hospital has 12 bed ICU, 3 bedded cardiac recovery, 12 bed NICU, 5 bed paediatric ICU, central oxygen and suction line 6 dialysis machine, blood storage and imaging facility with automatic laboratory support.

In view of inadequacy of health care in the field of cancer treatment, we have recently started cancer centre Dr. Krishna Rakh Cancer Research Centre in the year 2016 in Deepak Hospital. The region of Jalna and its neighbouring districts do not have easy access to cancer treatment facilities in their vicinity. Dr. Krishna Rakh Cancer Research Centre intended to bridge the gap between cancer patients and the best quality treatment at an accessible and affordable location. Our cancer centre offers, at a single location, comprehensive cancer diagnosis and treatment services (including radiation oncology, medical oncology surgical oncology, preventive oncology and community oncology).

We believe that our hospital has been designed to ensure that we are able to offer quality care to our patients. The layouts at our facilities minimize inpatient movement, with outpatient facilities located within the hospital. Other characteristics of many of our facilities, such as attractive architectural and design features, the use of special lighting and color and the reduction of “hospital odors”, also enhance the patient experience. Our hospital staff is trained to care for patients with techniques utilized in the hospitality industry, which, together with the design of our facilities, helps relieve patient anxiety and provide a more comfortable experience for patients. In addition, we focus on obtaining current technologies for providing healthcare services. Our hospital is having ISO 9001:2008 for healthcare services and multi-specialty hospital from PSA Quality Certification Private Limited.

Our Promoter, Dr. Sanjay Shankarrao Rakh has been awarded as ACE(P) Aurangabad –Ultratech Award (for cancer centre building) being Owner of Deepak Hospital which has been conferred “Outstanding Concrete Structure of Marathwada 2015-16” ACE(P) Aurangabad –Ultratech Award from Ultratech Cement Limited.

As of August 31, 2016, we had 7(seven) Directors and KMP, 38(thirty eight) administration staff, 17(seventeen) technical staff (on labour contract basis) and 204(two hundred and four) non-technical staff and others (on labour contract basis) and also engaged the services of an additional 38(thirty eight) doctors on a consultancy basis. In FY 2016 we had performed 85(eighty five) neurosurgeries & neuro interventions 182 (one hundred eighty two) cardiac surgeries and cardiac interventions 856 (eight hundred fifty six) orthopedics 1369 (one thousand three hundred and sixty nine) general surgeries and 603 (six hundred three) gynecology procedures.

Our total revenue for F.Y. 2015-16 of Rs. 1548.26 Lacs with a profit after tax of Rs. 114.59 Lacs as per Restated Financial Statement. For F.Y. 2014-15 total revenue was 1092.00 Lacs with a profit after tax of Rs. 19.18 Lacs.

Our Competitive Strength

We believe the following competitive strengths contribute to our success and position us well for future growth:

- ***All facility under one roof***

We believe that one of our strengths is providing various services like neurology & neurosurgery, urology, interventional cardiology, spine surgery, orthopaedics with emphasis on joint replacement surgery, oncology & oncosurgery, radiation, nephrology, neonatology, plastic surgery, trauma & emergencies, critical care medicine, diagnostic and therapeutic endoscopy, physiotherapy, general & laparoscopic surgery, ENT, obstetrics & gynecology, paediatrics internal medicine, psychiatry and other various healthcare services under one roof. The critical care facility comprising life support equipment with experienced medical and non-medical team is a strong support and confidence to the treating consultants and to the patient and their attendants. Such set up enables us to treat patients of any critical illness related to the brain and heart in the best possible manner and pull out most of the critically ill patients. Recently we have started Dr. Krishna Rakh Cancer Research Centre for providing the health care services in the field of cancer treatment.

- ***Experienced team of skilled doctors and Strong management team with successful track record***

We believe that the experience and domain knowledge of majority of our management team who are also qualified doctors is the advantage in the complex and rapidly evolving healthcare industry in which we operate. Our founder and chairman, Dr. Shankarrao Rakh has over 50 years of medical experience. Our managing director, Dr. Sanjay Shankarrao Rakh, our whole time directors i.e. Dr. Anuradha Rakh and Dr. Madhukar Sanap are having rich experience in the field of medical profession and are responsible for the development and implementation of our Company's growth strategy and expansion.

- ***Quality patient care***

We believe that our hospital has been designed to ensure that we are able to offer quality care to our patients. The layouts at our facilities minimize inpatient movement, with outpatient facilities located within the hospital. Other characteristics of many of our facilities, such as attractive architectural and design features, the use of special lighting and color and the reduction of "hospital odors", also enhance the patient experience. Our hospital staff is trained to care for patients with techniques utilized in the hospitality industry, which, together with the design of our facilities, helps relieve patient anxiety and provide a more comfortable experience for patients. In addition, we focus on obtaining current technologies for providing healthcare services. Our hospital is having ISO 9001:2008 for healthcare services and multi-specialty hospital from PSA Quality Certification Private Limited.

- ***Focused on core medical treatment***

We focus on core areas such as neurology & neurosurgery, interventional cardiology, spine surgery, orthopaedics with emphasis on joint replacement surgery, oncology & oncosurgery, radiation, nephrology, neonatology, plastic surgery trauma & emergencies etc. Recently we have started our cancer unit to provide comprehensive cancer diagnosis and treatment services (including radiation, medical oncology and surgical treatments).

- ***Recognized Brand in our specialty area***

We believe that "Deepak" healthcare brand is widely recognized by both healthcare professionals and patients in our specialty areas in Jalna and periphery. We believe our reputation help us attract not only patients, but also well-known doctors and other healthcare professionals to our facilities who in turn draw additional patients to our facilities.

Our Growth Strategies

- ***Focus on high- value end of the healthcare service market***

Due to our focus on core area such as neurology & neurosurgery, interventional cardiology, spine surgery, orthopaedics with emphasis on joint replacement surgery, oncology & oncosurgery, radiation nephrology, neonatology, plastic surgery,

trauma & emergencies, cancer treatment at our hospital, skilled doctors and required equipments, we believe that we are well positioned to serve the increasing demand for sophisticated clinical care in the Indian healthcare market. In FY 2016 we had performed 85 neurosurgeries & neuro interventions 182 cardiac surgeries and cardiac interventions 856 orthopedics 1369 general surgeries and 603 gynaecological procedures. The average occupancy rate for our hospital was approx. 75.33% in F.Y.2016 and 72.66% in the F.Y. 2015 respectively. In addition, we believe that by further developing our expertise in these high growth tertiary care areas, we will be able to meet the demand for even more sophisticated procedure. We are concentrating on our surgical admissions and continually developing our expertise specially in high yielding procedure such as complex trauma work and brain and spine surgery, cardiac surgery, orthopedic procedure.

▪ ***Improve profitability and increase occupancy rates***

We intend to improve profitability by increasing average income per bed and decreasing average length of stay. We have increased the emphasis on neuro/ spine surgeries, cancer surgeries and interventional cardiac / neuro procedures, which yield higher income per bed vis- a- vis general surgeries. Thus increasing the number of critical surgeries and procedures, we propose to increase our income per bed and in turn our profitability. We plan to focus on our case mix and increase average income per bed.

▪ ***Increase outpatient income by focusing on our ongoing day care products and introducing new day care surgeries and other outpatient offerings.***

Over the years, we have established a diverse portfolio of outpatient offering including health checkup programs, various forms of laboratory testing, diagnostics and physiotherapy. Such offering lead to increase in outpatient admission (both referrals and walk in patients) at our hospital. We have also recognized the opportunities in day care surgeries. Due to technological developments, certain surgeries, which previously required patients to stay at a hospital for a number of days, can now be carried out as day care surgeries. In such day care surgeries, the patient gets admitted to the hospital in the morning, undergoes the surgery and gets discharged in the evening. Such surgeries reduce the average length of stay for patients and free up beds for tertiary care cases. We intend to focus on such procedure at our hospital and we expect this initiative to be a significant contributor to our outpatient income.

▪ ***Attract and retain prominent skilled doctors***

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

Services at Deepak Hospital

Our hospital, "Deepak Hospital", is located at Town hall Road Jalna, Maharashtra-431203 which owned by us with our promoter Dr. Sanjay Shankarrao Rakh and his wife and measuring 4761.29 square meters. Our hospital is managed by a team of medical professionals under the supervision of our Managing Director, Dr. Sanjay Shankarrao Rakh.

Interventional cardiology & Cardiac surgery	Internal medicine
Neurology & Neurosurgery	General & Laparoscopic Surgery
Spine Surgery	Obstetrics & Gynecology
Orthopedics and Joint replacement surgery	Diagnostic and therapeutic Endoscopy
Critical care	pediatric surgery
Trauma Centre and Emergencies	ENT
Nephrology	Mother and Child Care (Neonatology)
Urology	Paediatrics
Cancer care	Psychiatry
Preventive Healthcare	Physiotherapy

The following are brief descriptions of some of the specialty procedures performed at our hospital:

Interventional cardiology and Cardiac surgery

Interventional cardiology is a branch of cardiology that deals specifically with the catheter based treatment of structural heart diseases. A large number of procedures can be performed on the heart by catheterization. This most commonly involves the insertion of a sheath into the femoral artery (but, in practice, any large peripheral artery or vein) and cannulating the heart under X-ray visualization (most commonly fluoroscopy). The radial artery may also be used for cannulation; this approach offers several advantages, including the accessibility of the artery in most patients, the easy control of bleeding even in anticoagulated patients, the enhancement of comfort because patients are capable of sitting up and walking immediately following the procedure, and the near absence of clinically significant sequelae in patients with a normal Allen test.

The main advantages of using the interventional cardiology or radiology approach are the avoidance of the scars and pain, and long post-operative recovery.

Neurology & Neurosurgery

We at our neurology department treat disorders of the brain, spinal cord, nerves and muscles. We have equipments, neuroradiology including MRI (Magnetic Resonance Imaging), CT Multislice (Computed Tomography). We also have a complete range of spinal instrumentation for stabilizing the spine using metal implants. These are used in case of spinal instability from spinal injuries and tumors.

At our hospital we deploy the modern technology and equipment to cover the entire range of neurological diseases. Major neurosurgical operations are being carried out by us regularly. Major procedures include excision of large spinal tumors and brain tumors, correction of blood vessel supply network system anomalies, decompression and reconstruction brain surgeries, treatment of traumatic brain injuries etc.

Orthopedics and Joint replacement surgery

Knee replacement surgery replaces the cartilage on the ends of the bones of the knee. Implants include a metal alloy on the bottom of the thighbone and polyethylene on the top of the tibia and underneath the kneecap. This is designed to create a new, smoothly functioning joint that prevents painful bone-on-bone contact. Hip replacement surgery removes the arthritic ball of the upper femur (thigh bone) as well as the damaged cartilage from the hip socket, and replaces it with a metal or ceramic ball that is solidly fixed to a stem inserted into the femur. The socket is replaced with a metal cup, which is fixed to the acetabulum, or socket. Similar surgeries are also performed for the hip which is replaced owing to age related wear and tear and also at times due to accidental injuries. The joint replacement surgeries are a great boon to the old age people and patients who have become immobile due to injury. The surgeries are performed using both minimal incision and otherwise depending upon the patient, the implant & also affordability of the patient. Our hospital provides the services like joint replacement & arthroscopy knee & hip clinic sports medicine shoulder & hand pediatric orthopedic orthopedic trauma etc.

Critical care

Critical care at our hospital exists to provide acute care for those patients who are generally unstable, critically ill and those in urgent need of advanced monitoring and intensive treatments of an Intensive Care Units (ICU). These tasks are carried out with precision, synchronization and coordination of a multidisciplinary team in ICU. Our critical care team provides a full spectrum of medical, cardiac, surgery and trauma critical care services to the sickest of the patients. The nursing care is focused to meet the clinical, psychological, physical and emotional needs of the patient.

Trauma Centre and Emergencies

Accident and emergency wing is open for 24 hours and 365 days in a year. This department has facilities for providing ambulances which are well equipped with life support systems to transport critically ill or injured patients. The treatment of acutely ill or injured patients is done by trained doctors and emergency nurse practitioners.

Nephrology

Our department of nephrology is a professionally managed unit, equipped with a team of skilled and dedicated doctors. It is equipped with the latest computerized dialysis machines, reverse osmosis water plant to provide pure and trace element free water supply. Our nephrology team also provides round the clock service for the critically ill in the intensive care units.

Mother and Child Care (Neonatology)

We have a mother and child care department. Gynecology procedures include hysterectomy, which is surgical removal of the uterus, which corrects prolapse of the uterus and ovarian cystectomy, which corrects cyst formation in the ovaries laparoscopic gynaec surgeries and hysteroscopic surgeries. Obstetrics procedures include antenatal care, normal deliveries, caesarian section deliveries, painless labor and management of high-risk pregnancies. Neonatology procedures and services include incubation of newborn premature babies, phototherapy for newborns suffering from jaundice and intensive care for critically ill newborns.

Internal medicine

The internal medicine department provides comprehensive primary care services in an out patient and indoor setting along with providing care to hospitalised patients suffering from a broad range of ailments. The department is well equipped to manage chronic health conditions such as diabetes and heart disease, treat acute illness like respiratory infections and joint pain. Our healthcare team is composed physicians of internal medicine, geriatrics and paediatrics, nurses, medical assistants, and skilled support staff.

General & Laparoscopic Surgery

The general and laparoscopic surgery department is equipped with the latest technology and infrastructure, supported by an experienced team of surgeons. The department specializes in performing all major surgeries involving abdomen, skin, breast, soft tissues, and hernia. Laparoscopic surgery is also known as key-hole surgery or minimally invasive surgery. It is widely used in gynaecology, gastroenterology and urology. Patients receive specialized assessment, latest treatments along with clinical post-operative care, medications and a regular follow-up. The advantages of this technique over traditional open surgery include a shorter hospital stay and faster recovery time; less pain and bleeding after the operation; and reduced scarring.

Obstetrics & Gynecology

At our Deepak Hospital, we aim to deliver high quality, family-centered birth experiences. Our team of obstetricians and gynecologists (also read as gynecologists) is skilled and experienced when it comes to treatments related to obstetrics & gynecology.

ENT

This department caters to ailments associated with ear, nose and throat and offers a full range of ENT services with a very high standard of care.

Paediatrics

The department of paediatrics comprises of well qualified and experienced team of doctors. We offer out-patient, in-patient and intensive care services. We are providing immunization services through immunization clinics, consultation is also given to parents on diet and hygiene

Psychiatry

Psychiatry is a medical specialty dedicated to the study and treatment of mental disorders. An average person has more than 20,000 thoughts per day. Even when the body is resting, the mind may or may not be at rest. Just like the body, the

mind is also prone to suffer from various illnesses. Physical health indicators may not be able to substantiate the mental well-being of a person. Such patients may require special assessment skills of a psychiatrist to help them with the diagnosis and management of their illnesses.

Diagnostic services

Accuracy in diagnosis and staging of cancer is vital in the treatment of cancer. We utilize advanced diagnostic technologies, which when combined with our clinical expertise enables us to deliver quality cancer care. Cancer diagnosis broadly falls under two categories: (i) pathology, which includes molecular pathology tests and (ii) radiology, which includes nuclear medicine tests.

Cancer care

Cancer refers to a deadly disease in which a tumor is formed in any part of the body. This tumor is the result of an uncontrolled division of cells. Cancer can be potentially cured if it is diagnosed and treated in an early stage. Hence, early detection and management of cancer is of prime importance.

We have recently started our cancer research center namely Dr. Krishna Rakh Cancer Research Centre.

Oncology is the branch of medicine that deals with the diagnosis and treatment of cancer and related therapies like surgery, radiotherapy, chemotherapy, and other modalities. Our oncologists (cancer specialists) are highly skilled and experienced in treating different types of cancer.

- We cater to all kinds of treatments to deal with the below listed types of cancer:
- Cancer of the head and neck
- Cancer of the stomach and large intestine
- Cancer of the lungs
- Cancer of the spine
- Kidney, pancreas, and gall bladder cancer
- Breast Cancer
- Cervical Cancer
- Pediatric Cancer
- Blood Cancer and Lymphomas
- Others

The cancer care departments that work in close cooperation with several allied departments are:

SERVICES OFFERED BY DR. KRISHNA RAKH CANCER RESEARCH CENTRE

- *Radiation Oncology*
- *Medical Oncology*
- *Surgical Oncology*
- *Pain and Palliative care*
- *Preventive Oncology*
- *community Oncology*

Radiation Oncology

Radiation therapy uses high-energy radiation to kill cancer cells. The radiation used for cancer treatment may come from a source outside the body, which is known as external beam radiotherapy; or it may come from radioactive material placed in the body near the tumour, which is known as brachytherapy; or it may be injected into the bloodstream. A patient may receive radiation therapy before, during or after surgery, depending on the type of clinical protocol being used. The type of radiation therapy may vary based on the size, type and location of the tumour.

Our cancer centre is equipped with advanced radiation therapy unit Elekta Compact Linear Accelerator. It is capable of delivering most advanced treatment techniques like IGRT, IMRT, 3DCRT, conventional radiation therapy and

brachytherapy. Our cancer centre is also equipped with ultrasound guided radiation therapy (Elekta Clarity). We have the latest Software Monaco for the treatment planning which gives most accurate and robust dose calculation algorithms to optimise Radiation treatment delivery. Our Cancer Centre has 6 Channel microselectron HDR Brachytherapy from nucletron.

External beam radiotherapy

It is use of high energy beams like x-rays, gamma rays, electrons for treatment. It is given by machine called linear accelerator. EBRT is used in variety of cancer like head and neck cancer, cervix and endometrial cancer, brain malignancies, breast, prostate cancer etc.

Image Guided Radiation Therapy (IGRT)

IGRT is a type of conformal radiation therapy. Conformal radiation therapy can shape the radiation therapy beams around the area of the tumour. IGRT uses x-rays and scans similar to CT scans before and after radiotherapy treatment to determine the size, shape and position of the tumour.

Intensity Modulated Radiation Therapy (IMRT)

This is one of the most advanced radiation therapy techniques. IMRT is also a type of conformal radiation therapy wherein the three-dimensional location of the tumour is precisely mapped and photon beams are directed at the tumour from several directions. The intensity of the beams can be adjusted; the stronger beams can be focused at larger tumour areas and the weaker beams can be directed to areas closer to healthy tissues.

Conventional Radiation

This is the most simplest technique of EBRT. In this form of radiation therapy quadrangular beam/beams of radiation are used for treatment. Beam shaping is done by use of blocks. This form of treatment is associated with increased normal tissue and toxicity compared with more advanced techniques of radiation.

3 Dimensional Conformal Radiation Therapy (3D-CRT)

It is more advanced radiation technique than conventional radiation. In this form of treatment multi-leaf collimator (MLC) is used. It help of MLC the quadrangular beam is given a shape of tumour. In this way we can protect normal tissue and give maximum dose to tumour. *Internal beam radiation therapy or Brachytherapy*

Internal beam radiation therapy, also known as brachytherapy, involves placing radioactive material either into the cancer itself or into the tissues surrounding it, either through a catheter, which is a small stretchable tube, or in some cases, through a larger device called an applicator. Types of cancer treated through brachytherapy include prostate cancer, breast cancer, lung cancer, oesophageal cancer, anal and rectal cancers, head and neck cancers and sarcomas. Our cancer centre is equipped with most advanced 6 Channel microselectron HDR Brachytherapy from nucletron. It has facility of intracavitary, intraluminal and interstitial brachytherapy. Our centre has 3D oncentra planning system for brachytherapy.

Centralised treatment planning system

Our medical physics department comprises a panel of medical physicists who assist in radiation treatment planning for our cancer patients. We use a computerised treatment planning system for carrying out radiation therapies. This maximises effective control of the tumour growth and minimises damage to the surrounding healthy tissues.

Medical Oncology

Medical oncology is a critical component of cancer treatment and primarily entails treatment of cancer with drugs. Our medical oncologists treat patients affected by a wide range of cancers such as malignancies of the lung, colon, rectum, breast and prostate, as well as malignancies of the blood, such as leukaemia and lymphoma. Our medical oncology services include chemotherapy, targeted therapy and immunotherapy.

Surgical Oncology

Surgical oncology primarily entails the surgical removal of solid tumours. The more common types of surgeries performed by us are diagnostic, staging, preventive, definitive, debulking, palliative and restorative or reconstructive surgery. We have an experienced and qualified team of surgical oncologists and attending specialist physicians for all of our surgical specialities, including thoracic surgery, urology, neurosurgery, orthopaedics surgery, plastic reconstruction, gastrointestinal surgery, head and neck surgery and oral and maxillofacial surgery.

Preventive Healthcare

Growing health consciousness among middle and high-income families in India is heralding a new business opportunity - preventive healthcare. The addressable population for preventive healthcare check-ups in India is increasing day by day. We provide preventive healthcare services at reasonable cost in order to build long term relationship as patients who come for health checkups generally come back to the same hospital if they require any treatment.

Our Hospital

The following table sets forth certain key operating details of our hospital for the F.Y. ended 2013-14, 2014-15 and 2015-16.

Deepak Hospital

Particulars	For period ended from April to August 2016	F.Y. 2015-16	F.Y. 2014-15	F.Y. 2013-14
Number of Beds	230	150	150	150
Average Inpatient per day*	139	113	109	103
Average Outpatient Registrations (nos.)*	306	286	249	247
Outpatient Registrations (nos.)*	45900	104390	90885	90155
Average occupancy rate (%)*	60.43	75.33%	72.66%	68.66%
Average length of Stay(days) *	3.5	3.3	3.2	3.2
Number of Major Procedures*:				
Neurosurgeries & Neuro Interventions	60	85	71	69
Cardiac Surgeries and Cardiac Interventions	81	182	163	161
Orthopedics	356	856	823	867
General Surgeries	553	1369	1403	1248
Gynae procedures	241	603	567	583

***Based on management certificate dated September 14, 2016**

Per day includes only working days

Formula for Average Length of Stay:

Length of stay = date of discharge - date of admission

Total Length of stay = addition of length of stay for each patient

Average length of stay = Total Length of stay / Total number of discharges

Breakup of Operating Income

Particulars	Amount in Lacs		
	F.Y. 2015-16	F.Y. 2014-15	F.Y. 2013-14
IPD	895.24	567.42	537.74
Pharmacy sales	315.73	283.92	311.56
Consultancy Receipts	51.28	45.26	52.77
Lab receipts	244.83	178.01	155.50
Other Receipts	14.00	10.96	8.10
Total Sales	1521.09	1085.57	1065.66

Payer Profile

Payment for services consists primarily of payment for inpatient and outpatient services. Although the Indian economy is one of the fastest-growing economies in the world measured by percentage growth in gross domestic product, with an increasing number of high and middle-income households, there is still relatively low penetration by the insurance industry in the healthcare sector.

Further we are also empanelled with TPAs (Third Party Administrators) working for public sector and private sector insurance companies and get payment from them for treating the patients under cashless facilities. Some of the TPAs from whom we are getting payments under cashless facilities are BAJAJ Allianz general Insurance Company Limited, MD India Healthcare Services (TPA) Pvt. Ltd. Dedicated Healthcare Services TPA Private Limited, Max Bupa Health Insurance, MedSave Healthcare (TPA) Ltd, Unique HealthCare & Medical Services Pvt. Ltd, Universal Sompo General Insurance Company Ltd Cholamandalam General Insurance, Apollo Munich Health Insurance and Ericson TPA Healthcare Private etc.

Infrastructure Facilities

The utilities required are power and water. We have a sanctioned load of 300KW from Maharashtra State Electricity Distribution Co. Ltd. Besides we have installed two generator sets for power back up.

Supplies and Sourcing


Most of the advanced medical equipment purchased from reputed Manufacturers. We aim to replace our more sophisticated medical equipment in our hospital every four to five years. Regular consumables, operating instruments and furniture are purchased locally. As an upcoming large hospital, we believe we are able to negotiate favorable terms with these suppliers and third-party service providers.

Competition

Although India faces a significant supply gap in terms of healthcare facilities, the healthcare industry is highly competitive. We compete with other hospitals and healthcare providers for, among other things, patients, doctors, nurses and strategic expansion opportunities.

We compete with other for-profit hospitals, such as those forming part of the nationwide hospitals, as well as other for-profit hospitals present in Jalna and surrounding districts and, particularly in the case of secondary care facilities, independent clinics and small hospitals.

Intellectual Property

Our Trademark of our logo  is not registered and we are in the process of seeking registration of trademark of our logo.

Information Technology

We have invested in technology and have adopted an ERP tool integrating our administration. Our IT infrastructure system allows us to maintain electronic patient records and imaging that can be quickly transmitted throughout hospital for quick diagnoses and treatment and also assists us with monitoring and coordinating procurement, stocking, billing, housekeeping, staffing and patient treatments. The system simplifies scheduling and billing for our patients and doctors, improves our inventory management and results in efficiencies across our operations.

Technology

We have consistently invested in medical technology and equipment so as to offer a high quality of healthcare services to our patients. Sophisticated medical equipment at our facility is used to ensure that we are able to provide advanced healthcare procedures to our patients.

Some of the key equipment used at our hospital is listed below:

Ortho OT:- Datex Ohmeda, Ortho OT Table, Monitor MP 9000, Syringe Pump

Cathlab Room:- Defibrillator

Cardiac OT: Anesthesia Machine, Suction Machine

Pathology Laboratory CBC – Cellenium, Centrifuge Remi, Microscopy OLYMPUS, Microscopy Labomed, Electrolyte Analyzer

ICU:- Multipara Monitor, MAQUET Ventilator Servo S, MAQUET Ventilator Servo I, Orion Ventilator, Syringe Pump

Radiology: - MRI Imaging System, GE CT-Scan, X Ray Andonis 300mA, Mammography Machine MAM-4035, Printer Fuji

Radiation Oncology: Electa Linear Accelerator (Radiation Generator), Clarity System for Accelerator with Accessories, Linear Accelerator, Monaco system Brachytherapy System

Community Projects

We are committed to being active in the area in which we operate and have initiated several regular outreach programs. We organize free health checks, free surgical camps and cancer retention programme, create awareness by conducting small programs to nearby semi urban areas and in the Resident Welfare Associations. We have also conducted various camps for poor and lady patients and old age people. We are committed with Vasant Rao Naik Shikshan Prasarak Mandal's which is registered under Societies Registration Act, 1860 for providing education among the classes of community including backward classes vide a MoU dated October 08, 2015 which is valid for 5 years for providing the hospital for clinical experience and practical training of Nursing Students.

Insurance

Our operations are subject to risk inherent in the hospital such as work accidents, fire or explosion, including hazards that may cause injury and loss of life, severe damage to and destruction of property and equipment and environmental damage. We maintain insurance for a variety of risk through "Standard Fire and Special Perils Policy" which covers insurance of our hospital building and cancer centre.

We also maintain professional indemnity insurance for medical services provided at our hospital. We believe that our current insurance coverage to be adequate.

Personnel

As on August 31, 2016, we had 45 permanent employees providing the following services to us. The break-up of our manpower is as follows:

Personnel	Number of Employees
Directors and KMP	7
Doctors ¹	38
Administration	38
Technical Staff ²	17
Others ²	204
Total	304

¹ The doctors who provide services to us on a consultancy basis. These doctors are not our permanent employees.

² Workers who are hired on contract labor basis through registered contractors.

Properties

We are operating our Hospital known as Deepak Hospital on land/plot bearing nos. 8790, 8793, 9136, 9137, 9138, 9145/1, and 9145/2. From and out of the said Plots, some of the plots are owned by the us whereas one of the Promoter Dr. Sanjay Shankarrao Rakh and his wife Dr. Anuradha Rakh is the owners of the balance plot bearing nos. 8790, 8793 and 9145/1 ("Promoter Plots").

Following table sets forth the significant properties owned by us:

Deepak Health and Wellness Limited

Address of Property	Name of the seller	CTS No of Land and Area	Date of Sale Deed	Consideration (Rs.)	Use of property
Deepak Hospital, Town Hall Road, Jalna- 431203, Maharashtra, India	Mr. Ejaj Ahmad and Mushtaq Ahmad Jagirdar, jalna	9137 178.2 Sq. mt.	28.08.2013	15,00,000	Hospital Building
Deepak Hospital, Town Hall Road, Jalna- 431203, Maharashtra, India	Mr. Karimoddin S/O Matinoddin, Jalna	9138/Part* 76.2 Sq. mt.	08.11.2013	500000	Hospital Building
Deepak Hospital, Town Hall Road, Jalna- 431203, Maharashtra, India	Shri Narayansingh Khemusingh Rajput & Ganeshsingh Khemusingh Rajput	9138/Part* 105.59 Sq. mt.	29.11.2013	3000000	Hospital Building
Deepak Hospital, Town Hall Road, Jalna- 431203, Maharashtra, India	Mr. Parwej S/O Anis Siddique	9145/2 Part 115.82 Sq.mt.	30.10.2013	16,00,000	Hospital Building
Deepak Hospital, Town Hall Road, Jalna- 431203, Maharashtra, India	Mr. Sayyad Mahboob Sayyad Salim	8793 123.00 Sq.mt	25.04.2005	92,500	Hospital Building
Deepak Hospital, Town Hall Road, Jalna- 431203, Maharashtra, India	Mr. Parwej S/O Anis Siddique	9145/2 41.88 Sq. mt.	28.03.2013	600000	Vacant Land
Deepak Hospital, Town Hall Road, Jalna- 431203, Maharashtra, India	Mrs.Jamilabegam Akhtar	8796/9 235.70 Sq. mt.	27.08.2013	4,95,000	Vacant Land
Flat No. SS-09 Renuka Apartment, Near Town Hall Jalna	Shri Kiran Chintamanrao Koleshwar	8797 Part B 46.9 Sq. mt.	27.05.2008	2,50,000	Staff Resident/ Guest House
Flat No. SS-10 Renuka Apartment, Near Town Hall Jalna	Shri Kiran Chintamanrao Koleshwar	8797 Part B 46.9 Sq. mt.	27.05.2008	2,50,000	Staff Resident/ Guest House
Flat No. SS-11 Renuka Apartment, Near Town Hall Jalna	Shri Kiran Chintamanrao Koleshwar	8797 Part B 46.9 Sq. mt.	27.05.2008	2,50,000	Staff Resident/ Guest House
Flat No. SS-12 Renuka Apartment, Near Town Hall Jalna	Shri Kiran Chintamanrao Koleshwar	8797 Part B 46.9 Sq. mt.	27.05.2008	2,50,000	Staff Resident/ Guest House
Flat No. FF-06 Renuka Apartment, Near Town Hall Jalna	Shri Kiran Chintamanrao Koleshwar	8797 Part B 31 Sq. mt.	27.05.2008	200000	Staff Resident/ Guest House

Note:-* plots has been amalgamated vide letter dated April 17, 2014, issued by Municipal Council, Jalna.

KEY INDUSTRY REGULATIONS AND POLICIES

Our Company is engaged in the business of operating and managing hospital. We are governed by a number of central and state legislations that regulate our business. Consequently, our functioning requires, at various stages, the sanction of the concerned authorities under the relevant legislations and local bye-laws. Additionally, under the provisions of various Central Government and State Government statutes and legislations, our Company is required to obtain and regularly renew certain licences or registrations and to seek statutory permissions to conduct our business and operations.

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India that are applicable to the Company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

Our Company is bound by several legislations applicable to it. Some of the key regulations applicable to our Company are summarized hereunder:

INDUSTRY RELATED LAWS:

Laws governing commissioning of our Company

1. Maharashtra Nursing Homes Registration Act, 1949

The Act enacted by the parliament by notification in Official gazette for registration and inspection of nursing homes in the state of Maharashtra. The relevant important provisions are as under:

- a. Under section 3 of the Act no person shall carry on a nursing home unless he has been duly registered in respect of such nursing home and the registration in respect thereof has not been cancelled under section 7.
- b. Under section 4 of the Act, every person intending to carry on a nursing home shall make every year an application for registration or renewal of registration to the local supervising authority.
- c. Under section 5 of the Act, the Local supervising Authority shall on receipt of an application for registration, register the applicant in respect of the nursing home named in the application and issue to him a certificate of registration in prescribed form
- d. Under section 6 of the Act, the penalty for non-registration is punishment with imprisonment which may extend to six months or with a fine which may extend to Rs. 10,000 or both.

Under Section 9 of the Act, the Health officer of the local supervising authority or civil surgeon of the district in which the nursing home is situated may, subject to general or special orders as may be made by the local supervising authority shall at all reasonable times enter and inspect the premises which are used or which that officer has reasonable cause to believe to be used for the purpose of nursing home and inspect the records kept in accordance with the provisions of the Act

2. Atomic Energy Act, 1962

The Act was enacted by Central Government in order to provide for the development, control and use of atomic energy for the welfare of the people of India and for other peaceful purposes and for matters connected therewith. The Atomic Energy Regulatory Board (AERB) was constituted on November 15, 1983 by the President of India by exercising the powers conferred by Section 27 of the Atomic Energy Act, 1962 (33 of 1962) to carry out certain regulatory and safety functions under the Act. The regulatory authority of AERB is derived from the rules and notifications promulgated under the Atomic Energy Act, 1962 and the Environmental (Protection) Act, 1986. The headquarters is in Mumbai.

The mission of the Board is to ensure that the use of ionising radiation and nuclear energy in India does not cause undue risk to health and the environment. The Act is Applicable to Hospitals and Health care centres as usage of heavy amount of radiations by them in the machines.

3. Companies Act, 2013

The Companies Act, 2013, has been introduced to replace the existing Companies Act, 1956 in a phased manner. The Ministry of Corporate Affairs vide its notification dated September 12, 2013 has notified 98 sections of the Companies Act, 2013 and the same are applicable from the date of the aforesaid notification. Further 183 sections have been notified on March 26, 2014 and have become applicable from April 1, 2014. The Ministry of Corporate Affairs has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013.

4. Indian Electricity Rules, 1956

The Indian Electricity Rules are Applicable to the Hospitals for safety and precaution of the patients and staff in the Hospitals. The relevant provisions of the rules are as under:

- a) All electric supply lines and apparatus shall be sufficient in power and size and of sufficient -mechanical strength for the work they may be required to do, and, so far as is shall be constructed, installed, protected, worked and maintained in accordance with the standards of the Indian Standards Institution so as to prevent danger.
- b) The supplier shall ensure that all electric supply lines, wires, fittings, and apparatus belonging to him or under his control, which are on a consumer's premises, are in a safe condition and shall take due precautions to avoid danger arising on premises from such supply lines, wires, fittings and apparatus.
- c) The owner of every medium, high and extra high voltage installation shall affix permanently in conspicuous position a caution notice in Hindi and the local language of the district, and of a type approved by the Inspector on Luminous tube sign requiring high voltage supply, X-ray and similar high-frequency installations

3. Maharashtra Fire Prevention and Life Safety Measures Act, 2006

The act was enacted by the Central government for the fire prevention and life safety measures in various types of buildings in different areas in the State of Maharashtra. The said act is applicable to the Hospitals as it is considered to be building as mentioned in the Act. The relevant provisions are as under:

- a) Under section 3(1) of the Act the owner or occupier of the building shall have the liability to provide for the prevention and life safety measures in such building, minimum fire fighting installations and maintain the same in good repair and efficient conditions at all times.
- b) Under Section 3(3) of the Act the owner or the occupier of the building shall furnish to the Chief Fire Officer or the nominated officer, a certificate in the prescribed form issued by a Licensed Agency regarding the compliance of the fire prevention and life safety measures in his such building
- c) Under Section 5(1) the Chief Fire Officer or Director may, after giving three hours notice to the occupier or the owner of the building, enter and inspect such place or building or part thereof at any time between sunrise and sunset where such inspection appears necessary for ascertaining the adequacy or contravention of fire prevention and life safety measures.

Laws governing to qualification/practice and conduct of Professionals

1. Indian Medical Council Act, 1956

The object of the Act is reconstitution of medical council of India and the maintenance of Medical Register for India and for matters connected therewith. The Act enacted by Central Government and it provides for constitution of a council of

Members and the council so incorporated shall be body corporate known as Indian Medical Council. It also provides for Maintenance of Register of members who possess the necessary medical qualification.

2. Indian Nursing Council Act, 1947

The objective of INCA is to constitute an Indian Nursing Council (“the Council”) in order to establish a uniform standard of training for nurses, midwives and health visitors. The Act stipulates that no person shall be entitled to be enrolled in the State Register as a nurse, midwife, health visitor, or public health nurse unless he or she holds a recognized qualification in this regard. The Indian Nursing Council has been charged with the following functions under the Act:

- a) To establish and monitor a uniform standard of nursing education for nurses midwife, Auxiliary Nurse-Midwives and health visitors by doing regular inspections of the institutions.
- b) To recognize the qualifications under section 10(2)(4) of the Indian Nursing Council Act, 1947 for the purpose of registration and employment in India and abroad.
- c) To give approval for registration of Indian and Foreign Nurses possessing foreign qualification under section 11(2)(a) of the Act.
- d) To prescribe the syllabus & regulations for nursing programs.
- e) Power to withdraw the recognition of qualification under section 14 of the Act in case the institution fails to maintain its standards prescribed by the Act.
- f) To advise the State Nursing Councils, Examining Boards, State Governments and Central Government in various important items regarding Nursing Education in the Country.

3. The Pharmacy Act, 1948

The PA provides that all pharmacists require a registration under the PA, which registration process includes providing:

- a) the full name and residential address of the pharmacist;
- b) the date of his first admission to the register;
- c) his qualifications for registration;
- d) his professional address, (if he is employed by any person, the name of such person); and,
- e) such further particulars as may be prescribed.

4. The Food Safety and Standards Act, 2006

The Food Safety and Standards Act, 2006 (“FSS Act”) provides for the establishment of the “Food Safety and Standards Authority of India”, which establishes food safety standards for the manufacture, storage, distribution, sale and import of food and for ensuring safe and wholesome food for human consumption and for matters connected therewith or incidental thereto. It is also required to provide scientific advice and technical support to the Government of India and Indian state governments in framing the policy and rules relating to food safety and nutrition. The FSS Act also sets forth requirements relating to the license and registration of food businesses, general principles for food safety, responsibilities of food business operators and liability of manufacturers and sellers, and provides for adjudication of such issues by the Food Safety Appellate Tribunal.

Laws governing to sale, storage of drugs and safe medication

1. Blood Bank Regulations under Drugs and Cosmetics Rules, 1999

The requirement of a blood bank is inserted in Part X-B of the Drugs and Cosmetics Rules, 1945. The Rules from 122F to 122P explain the various procedure of making applications by a blood bank, fees to be paid for grant/renewal of licence by the applicant and conditions of licence to be followed by the applicant after grant/renewal and conditions of licence to be followed by the applicant after grant/renewal of licence.

Section 122-F provides for application for license for operation of Blood bank/ processing of whole human blood for components/manufacture or Blood products for sale or distribution. An application shall be made to the licensing authority appointed under Part VII in form 27-C or Form 27-E as the case may be and shall be accompanied by licence fees of rupees six thousand and an inspection fees of rupees one thousand and five hundred for every inspection thereof or for the purpose of renewal of licence.

Before granting such licence the licensing authority shall conduct inspection of the establishment where the proposed Blood bank is to be operated.

2. Drugs and Cosmetics Act, 1940 and Amendment Act, 1982 and Rules there under

In order to maintain high standards of medical treatment, the Drug and Cosmetics, Act (DCA) regulates the import, manufacture distribution and sale of drugs for the proper protection of drugs and medicines and prohibits the manufacture and sale of certain drugs and cosmetics which are misbranded, adulterated, spurious or harmful. The DCA specifies the requirement of a license for the manufacture, sale 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.

3. Narcotic Drugs and Psychotropic Substances Act, 1985 ("NDPS Act")

The NDPS Act regulates the possession and use of drugs falling within the definition of "narcotic drug" and "psychotropic substances". A number of drugs used in the treatment of human beings are regulated by the NDPS Act. A licence will need to be obtained from the licensing authority under the NDPS Act, for a hospital to purchase and administer such drugs to patients. The licence will also provide for the quantity of drugs licenced thereunder and the conditions subject to which the hospital is permitted to possess and administer narcotic drugs. The NDPS Act also provides for penalties for contravention, which includes imprisonment and fine.

Laws Governing Management of Patients

1. Births, Deaths and Marriage Registration Act, 1886

The law relating to births, deaths and marriage registration is relevant to our company being hospital, it has to maintain the records of the number of births and deaths occurred in the hospital. The Act is enacted by Central Government to provide for the voluntary registration of certain births and deaths, for the establishment of General Registry Offices for keeping registers of certain births, deaths and marriages, and for certain other purposes. Few important provisions are as under:

- a) It provides for establishment in each state of general registry offices and appointment of registrar general under section 6 of the act.
- b) Under section 9, the copies of entry made in the register of births, deaths and marriages shall be certified by the Registrar of births, deaths and marriages and the same shall be made admissible in evidence for the purpose of proving the birth, death and marriage.
- c) Under section 20 the notice of birth is required to be given to the Registrar by any of the persons mentioned in that section, which includes any medical practitioner in attendance after the birth and having personal knowledge of the birth having occurred

2. Drugs and Magic Remedies (Objectionable) Advertisement Act and Rules there under

The object of the act is to control the advertisement of drugs in certain cases, to prohibit the advertisement for certain purposes of remedies alleged to possess magic qualities and to provide for matters connected therewith. The provisions of the act are applicable to our company being a hospital having registered medical practitioners for management of the company.

The law prohibits under section 3, advertisement of drugs and remedies for inducing miscarriage or preventing conception in women, improving or maintaining capacity for sexual pleasure, correction of menstrual disorders, curing, diagnosing or preventing any disease or condition mentioned in schedule to the act. Under section 4, it also provides for prohibition of misleading advertisements relating to drugs if the advertisement which gives false impression regarding the true character of the drug.

Under section 7, the penalty for contravention of provisions of the act and rules is maximum sentence of 6 months of imprisonment with or without fine on first conviction. In case of subsequent conviction the term may be extended up to a year. In case of company all members shall be deemed to be guilty.

3. PNDT Act, 1994 and Preconception and Prenatal Diagnostic Technique (Prohibition of Sex Selection) Rules, 1996 (Amendment Act 2002)

It is an Act of Parliament enacted to stop female foeticides and arrest the declining sex ratio in India. The act is applicable to hospitals as the act banned pre natal sex determination in India. The main purpose of enacting this act is to ban the use of sex selection techniques before or after conception and prevent the misuse of prenatal diagnostic technique for sex selective abortion. The relevant provisions of the act are as under:

- a) Under Section 3A of the act it is provided that no person, including a specialist or team of specialist in the field of infertility, shall conduct or cause to be conducted, sex selection on a woman or a man or on both or on any tissue, embryo, conceptus, fluid or gametes derived from either or both of them.
- b) Under Section 3B of the act it is provided that No person shall sell any ultrasound machine or imaging machine or scanner or any other equipment capable of detecting sex of foetus to any Genetic Counselling Centre, Genetic Laboratory, Genetic Clinic or any other person not registered under the Act.
- c) Under section 4 of the act it is provided that No pre-natal diagnostic techniques shall be conducted except for the purposes of detection of any of the following abnormalities, namely:-- (i) Chromosomal abnormalities; (ii) Genetic metabolic diseases; (iii) Haemoglobinopathies; (iv) Sex-linked genetic diseases; (v) Congenital anomalies; (vi) Any other abnormalities or diseases as may be specified by the Central Supervisory Board.
- d) Under section 5 of the act it is provided that there should be written consent of the pregnant women in prescribed form in the language in which she understands and no person including the person conducting pre-natal diagnostic procedures shall communicate to the pregnant woman concerned or her relatives or any other person the sex of the foetus by words, signs or in any other manner.
- e) Under section 6 of the act it is provided that (a) no Genetic Counselling Centre or Genetic Laboratory or Genetic Clinic or any person shall conduct pre-natal diagnostic techniques including ultrasonography, for the purpose of determining the sex of a foetus; (b) no person shall, by whatever means, cause or allow to be caused selection of sex before or after conception.

4. The Epidemic Disease Act, 1897

The Act is enacted by government of India to provide for the better prevention of the spread of Dangerous Epidemic Diseases. The provisions of the act is applicable to Hospital as it is law for prohibiting performance of certain procedure, prevention of unfair practices and control of public health problems and epidemic diseases. The provisions of the act are as under:

- a) Under section 2A of the act it is provided that Central Government is satisfied that India or any part thereof is visited by, or threatened with, an outbreak of any dangerous epidemic disease and that the ordinary provisions of the law for the time being in force are insufficient to prevent the outbreak of such disease or the spread thereof,

the Central Government may take measures and prescribe regulations for the inspection of any ship or vessel leaving or arriving at any port in the territories to which this Act extends and for such detention thereof, or of any person intending to sail therein, or arriving thereby, as may be necessary.

- b) Under section 4 it is provided that No suit or other legal proceeding shall lie against any person for anything done or in good faith intended to be done under this Act.

5. Transplantation of Human Organ Act, 1995

The Transplantation of Human Organ Act (THOA) provides for the regulation of removal, storage and transplantation of human organs for therapeutic purposes and for the prevention of commercial dealings in human organs and for matters incidental thereto. The THOA prohibits the removal of any human organ except in situations provided therein. No hospital can provide services relating to the removal, storage or transplantation of any human organ for therapeutic purposes unless such hospital is duly registered under the THOA.

Laws Governing Environmental Safety

1. Bio-Medical Waste Management Handling Rules, 1998 (Amended on 2002)

The BMW Rules, (i) apply to all persons who generate, transport, treat, dispose or handle bio-medical waste in any form, and, (ii) regulate the mode of treatment and disposal of bio-medical waste. The BMW Rules mandate that every occupier of an institution generating, collecting, transporting, treating, disposing and/or handling biomedical waste must take steps to ensure that such waste is handled without any adverse effect to human health or the environment, must apply to the prescribed authority for grant of authorization.

The BMW Rules further require such person 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 rules and guidelines issued there under.

2. Public Health Bye Laws 1959

The laws are enacted by the Central government and applicable to Hospital and medical profession as these are the laws aimed at protection of environment through prevention of air, water, surface, noise pollution and punishment of offenders.

Laws Governing Medico Legal Aspects

1. Consumer Protection Act, 1986

The act is enacted by Central Government and applicable to medical profession and hospitals. The aims and objects of the Act inter alia are, as given in its Preamble, better protection of the interests of the consumer and for settlement of consumer disputes. There are selected provision and terms under this act which are applicable to medical profession which are as under:

It is important to know what constitutes medical negligence. A doctor owes certain duties to the patient who consults him for illness. A deficiency in this duty results in negligence. A basic knowledge of how medical negligence is adjudicated in the various judicial courts of India will help a doctor to practice his profession without undue worry about facing litigation for alleged medical negligence.

2. Law of Privileged Communication

Both law and ethics recognize the confidential nature of communication between physician and patient. Public policy recognizes the need for a patient to be free to communicate openly with his/her physician in order to promote effective

treatment. Physician–patient privilege is a legal concept, related to medical confidentiality, that protects communications between a patient and his or her doctor from being used against the patient in court.

It is a part of the rules of evidence in many common law jurisdictions. Almost every jurisdiction that recognizes physician–patient privilege not to testify in court, either by statute or through case law, limits the privilege to knowledge acquired during the course of providing medical services. In some jurisdictions, conversations between a patient and physician may be privileged in both criminal and civil courts.

3. Law of Torts

Tort is breach of some duty independent of contract which has caused damage to the plaintiff giving rise to civil cause of action and for which remedy is available. If there is no remedy it cannot be called a tort because the essence of tort is to give remedy to the person who has suffered injury.

The authorities who run a hospital, i.e. those may be local authorities, government or any other corporation, are in law under the self-same duty as the humblest doctor, and are bound to act through the staff they employ, are just as liable for the negligence, as is anyone else who employs others to do his duties for him. This applies even if they are staff selected and employed by the patient himself. There is very little difference between the obligations undertaken by a medical practitioner in private practice, and those imposed on his colleagues and counterparts working in the hospital run and administered either by the government or local authorities or philanthropic bodies. All medical practitioners thus owe a duty to their patients to exercise reasonable care, in carrying out their professional skills of diagnosis, advice, treatment or surgery.

4. IPC Section 52 (Good Faith), Section 80 (Accident in doing Lawful Act), Section 89 (For Insane and Children), Section 90 (Consent under fear), Section 92 (Good faith/consent), Section 93 (Communication in Good Faith)

These are the laws governing the doctor-patient relationship, legal consequences of breach of contract and medicolegal legal aspects of negligence of duty. These laws are as under:

- a) **IPC Section 52 (Good Faith):** Good faith has not been defined in the Indian Penal Code in positive terms. Section 52 of the Code gives only a negative definition by saying that “nothing is said to be done or delivered in ‘good faith’ which is done or delivered without due care and attention.” Absence of good faith, according to the Code, only means carelessness or negligence. A doctor should always take due care while dealing with any of his or her patients and performing operations during their practice.
- b) **Section 80 (Accident in doing Lawful Act):** Nothing is an offence which is done by accident or misfortune— (a) Without criminal intention or knowledge; (b) In the doing of a lawful act— (i) by lawful manner, (ii) By lawful means, and (iii) With proper care and caution. It is applicable to medical professionals inter alia with other persons. If people in following their common occupations, use due caution to prevent danger, and nevertheless happens unfortunately to kill anyone, such killing is homicide by misadventure.
- c) **Section 89 (For Insane and Children):** This section, along with sections 88 and 92 of the Code, deals with acts done for the benefit of others whereas section 93 deals with communication made for the benefit of a person. The medical professionals have very important role to play under these circumstances and have to take consent of the guardians for performing any diagnosis or operation on any minor or lunatic person.
- d) **Section 90 (Consent under fear):** A consent is not such a consent, if the consent is given by a person under fear of injury, or under a misconception of fact, and if the person doing the act knows, or has reason to believe, that the consent was given in consequence of such fear or misconception. The medical professionals while in practice and operating any patient should take proper care that the consent to perform operations is taken with the free will of the guardian without any fear or injury.

Laws Governing Safety of Patients, Public and Staff within the Hospital**1. Radiation Protection Rules 1971**

The Radiation Protection Rules (RPR) provides that all persons handling radioactive material need to obtain a license from a competent authority. It stipulates that no person is to use any radioactive material for any purpose, in any location and in any quantity, other than in a manner otherwise specified in the license and that every employer must designate a “Radiological Safety Officer” and maintain records with respect to every such radiation worker in the manner prescribed under the RPR.

2. Radiation surveillance Procedures for the Medical Application of Radiation 1989,

The Radiation Surveillance Procedures Rules (RSPR) provides that every employer required to handle radiation equipment or radioactive material must obtain the prior permission of the competent authority. The RSPR mandates an employer to appoint a “Radiological Safety Officer” with the approval of the relevant competent authority for the implementation of the radiation protection programme including all in-house radiation surveillance measures and procedures and to discharge the functions as specified under it. Further, the employer is also required to obtain prior permission from the competent authority for undertaking any decommissioning operation.

LABOUR LAWS**LAWS REGULATING LABOUR AND EMPLOYMENT:****1. Payment of Bonus Act, 1965**

Pursuant to the Payment of Bonus Act, 1965, as amended (the “Bonus Act”), an employee in a factory or in any establishment where twenty or more persons are employed on any day during an accounting year, who has worked for at least 30 working days in a year is eligible to be paid a bonus. Contravention of the provisions of the Bonus Act by a company is punishable by imprisonment for up to six months or a fine of up to Rs.1,000 or both, against persons in charge of, and responsible to the company for, the conduct of the business of the company at the time of contravention.

2. The Employees Provident Fund and Miscellaneous Provisions Act, 1952

The Employees Provident Fund and Miscellaneous Provisions Act, 1952 (the “EPF Act”), provides for the institution of compulsory provident fund, pension fund and deposit linked insurance funds for the benefit of employees in factories and other establishments. A liability is placed both on the employer and the employee to make certain contributions to the funds mentioned above.

3. Payment of Gratuity Act, 1972

Under the Payment of Gratuity Act, 1972, as amended (the “Gratuity Act”), an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement or resignation, superannuation or death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent on an employee having completed five years of continuous service. An employee in a factory is said to be in ‘continuous service’ for a certain period notwithstanding that his service has been interrupted during that period by sickness, accident, leave, absence without leave, lay-off, strike, lock-out or cessation of work not due to the fault of the employee. The employee is also deemed to be in continuous service if the employee has worked (in an establishment that works for at least six days in a week) for at least 240 days in a period of 12 months or 120 days in a period of six months immediately preceding the date of reckoning.

INTELLECTUAL PROPERTY LEGISLATIONS:**Intellectual Property:**

The Trademarks Act, 1999, The Patents Act 1970 and the Copyright Act, 1957 *inter alia* govern the law in relation to intellectual property, including patents, copyrights, trademarks, service marks, brand names, trade names and research works.

TAX RELATED LEGISLATIONS:**1. Income-tax Act, 1961**

The Income-tax Act, 1961 (“IT Act”) is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its “Residential Status” and “Type of Income” involved. Every Company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns by 30th September of each assessment year.

GENERAL:**1. The Indian Contract Act, 1872**

The Indian Contract Act codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract.

2. Registrations under the applicable Shops & Commercial Establishments Acts of the respective States in which Our Company has an established place of business/ office (“Shops Act”)

The Shops Act provides for the regulation of conditions of work in shops, commercial establishments, restaurants, theatres and other establishments. The Act is enforced by the Chief Inspector of Shops (CIS) and various inspectors under the supervision and control of Deputy/Assistant Labour Commissioners of the concerned District, who in turn functions under the supervision of Labour Commissioner.

3. The Indian Stamp Act, 1899

Under the Indian Stamp Act, 1899, 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.

HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was originally incorporated on March 26, 2004 as “**Rakh Hospital Private Limited**” vide Registration no. 145344 (CIN No: U85110MH2004PTC145344) under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra Mumbai. The name of our Company was subsequently changed to “**Deepak Health and Wellness Private Limited**” and a fresh certificate of incorporation consequent upon change of name was issued by the RoC on June 03, 2016. Our Company was converted into a public limited company pursuant to a special resolution passed by our Shareholders at the extraordinary general meeting held on June 02, 2016 and the name of our Company was changed to “**Deepak Health and Wellness Limited**”. A fresh certificate of incorporation consequent upon conversion to a public limited company was issued by the RoC on June 17, 2016 having CIN U85110MH2004PLC145344, issued by the Registrar of Companies, Maharashtra Mumbai

Changes in the Registered Office of the Company since incorporation

Currently, the Registered Office our company is situated at Deepak Hospital, Town hall Road, Jalna- 431203 Maharashtra.

Following changes has been made in our registered office since incorporation till date of this Draft Prospectus:

From	To	With effect from	Reason for Change
11 New United House Manmala Tank Road Mahim Mumbai 400016 Maharashtra	-	March 26, 2004	Upon Incorporation
11 New United House Manmala Tank Road Mahim Mumbai 400016 Maharashtra	Deepak Hospital Town hall Road Jalna Maharashtra 431203	October, 29, 2013	To increase operational efficiency

Key Events and Mile Stones

Year	Key Events / Milestone / Achievements
2004	Incorporation of our Company in the name style of “ Rakh Hospital Private Limited ”
2004	Commencement of our Hospital Building
2005	Upgraded with 180 bedded multi- specialty high risk secondary care service.
2013	Change in registered office from 11 New United House Manmala Tank Road Mahim Mumbai 400016 Maharashtra to Deepak Hospital Town hall Road Jalna –431203, Maharashtra
2014	Expanded our Hospital Building for Cancer Unit just opposite of old hospital building
2015	Launched 50 bedded cancer care unit with radiation facilities.
2016	Name change of our company from Rakh Hospital Private Limited to Deepak Health and Wellness Private Limited
2016	Conversion of our company from Private Limited Company to Public Limited Company.

Detail about business of Our Company

For details on the description of our Company’s activities, products, marketing strategy, competition of our Company, please refer to the chapter titled “**Our Business**”, “**Management’s Discussion and Analysis of Financial Conditions and Results of Operations**” and “**Basis for Issue Price**” on pages 101, 185 and 73 respectively of this Draft Prospectus.

Main Objects of our Company

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

1. *To acquire, establish, run and maintain hospital(s) for the reception and treat of persons suffering from illness, or mental defect or for the reception and treatment of person during convalescence, or of persons requiring medical attention, or rehabilitation, to provide medical relief the public in all branches of medical sciences by all available means, to run, own, manage, diagnostic Centres, Scan Centres, Nursing Homes, Clinics, Dispensaries, Maternity Homes, Children Welfare and Family Planning Centres, Clinical, Pathological testing laboratories, X-Ray and ECG Clinics and allied services for the establishment, operations and improving of Nursing Home, Hospitals, Clinics, Medical Centres, Diagnostic Centres and Laboratories in India and abroad, carry out medical*

research by engaging in the research and development of all fields of medical sciences and in therapies of medicinal treatment, so as to afford medical relief in a better way to provide research facilities for carrying on research, basic and applied in all system and disciplines of medical and surgical knowledge, to develop pharmacological standardization of indigenous medical plant, to encourage and discover new medical and to/ surgical management of disease and affections and to investigate and make the nature and merits of investigations and findings and research the said fields and to acquire any processes upon such terms as may seem expedient and to improve the same and undertake the manufacture of any product developed, discovered or improved and/or to give licenses for the manufacture for the same to other and either to market the same or to grant licenses to other to market the same on such terms as may be deemed fit, to provide, encourage, initiate and promote facilities for the discovery, improvement or development of new method or diagnosis understanding and treatment of diseases.

2. To establish and run health portal, websites, medical transcription centres, data processing/ computers centres, retail, chains, e- commerce and to offer wholesale, retail, e- commerce facilities, health constancy and data processing and other services that are normally offered by health portal, websites, medical transcription centres, data processing/ computers centres, retail, chains, etc to individuals, business and other type of customers and to impart training of Electronic data processing computer software and hardware, to customers and other to carry on the business of manufacturers, producers, makers, convertors, repairers, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockiest, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in computers, data processors, calculators, tabulators, machines, appliances, accessories, devices and instruments of every kind and activation for use for industrial, commercial, scientific, medical, statistical, or any other purpose and any product or product thereof or material, articles, software and hardware use in the operation of or otherwise in connection therewith or ancillary thereof.

Changes in Memorandum of Association: Except as stated below, there has been no change in the Memorandum of Association of our Company since its Incorporation:

Sr. No.	Particulars	Date of Meeting	Type of Meeting
1.	The Initial authorise share capital comprises of Rs. 1.00 Lac divided into 1000 Equity Shares of Rs. 100.00 each.	Upon Incorporation	-
2.	<u>Change in Clause V (Capital Clause) of the Memorandum of Association</u> Increase in Authorise share capital of our Company from Rs. 1.00 Lac divided into in 1000 Equity Shares of Rs. 100.00 each to Rs. 10 Lacs divided into 10000 Equity Shares of Rs. 100.00 each	December 30, 2014	EOGM
3.	Change of name of our Company from Rakh Hospital Private Limited to Deepak Health and Wellness Private Limited	May 24, 2016	EOGM
4.	Conversion from Private Limited Company into Public Limited Company	June 02, 2016	EOGM
5.	<u>Change in Clause V (Capital Clause) of the Memorandum of Association</u> Increase in Authorise share capital of our Company from Rs. 10.00 Lac divided into in 10,000 Equity Shares of Rs. 100.00 each to Rs. 375.00 Lacs divided into 3,75,000 Equity Shares of Rs. 100.00 each	June 16, 2016	EOGM
6.	<u>Change in Clause V (Capital Clause) of the Memorandum of Association</u> Alteration in Clause V of Memorandum of Association to include the Sub division the Existing Equity Shares of Nominal Value of Rs. 100.00 each into nominal value of Rs.10.00 each	July 08, 2016	EOGM
7.	Adoption of New Set of Memorandum of Association Containing Regulation in Conformity with The Companies Act, 2013 <ul style="list-style-type: none"> ▪ Replacing the existing sub-clause 1 of Clause III A of the MOA with the text to read as under: <ol style="list-style-type: none"> 1. To acquire, establish, run and maintain hospital(s) for the reception and treat of persons suffering from illness, or mental defect or for the reception and treatment of person during convalescence, or of persons requiring medical attention, or rehabilitation, to provide medical relief the public in all branches of medical sciences by all available means, 	August 13, 2016	EOGM

Sr. No.	Particulars	Date of Meeting	Type of Meeting
	<p><i>to run, own, manage, diagnostic Centres, Scan Centres, Nursing Homes, Clinics, Dispensaries, Maternity Homes, Children Welfare and Family Planning Centres, Clinical, Pathological testing laboratories, X- Ray and ECG Clinics and allied services for the establishment, operations and improving of Nursing Home, Hospitals, Clinics, Medical Centres, Diagnostic Centres and Laboratories in India and abroad, carry out medical research by engaging in the research and development of all fields of medical sciences and in therapies of medicinal treatment, so as to afford medical relief in a better way to provide research facilities for carrying on research, basic and applied in all system and disciplines of medical and surgical knowledge, to develop pharmacological standardization of indigenous medical plant, to encourage and discover new medical and to/ surgical management of disease and affections and to investigate and make the nature and merits of investigations and findings and research the said fields and to acquire any processes upon such terms as may seem expedient and to improve the same and undertake the manufacture of any product developed, discovered or improved and/or to give licenses for the manufacture for the same to other and either to market the same or to grant licenses to other to market the same on such terms as may be deemed fit, to provide, encourage, initiate and promote facilities for the discovery, improvement or development of new method or diagnosis understanding and treatment of diseases.</i></p> <ul style="list-style-type: none"> Inserting sub-clause 2 after the aforesaid sub-clause 1 under Clause III A, to read as under: <p><i>To establish and run health portal, websites, medical transcription centres, data processing/ computers centres, retail, chains, e- commerce and to offer wholesale, retail, e- commerce facilities, health constancy and data processing and other services that are normally offered by health portal, websites, medical transcription centres, data processing/ computers centres, retail, chains, etc to individuals, business and other type of customers and to impart training of Electronic data processing computer software and hardware, to customers and other to carry on the business of manufacturers, producers, makers, convertors, repairers, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockiest, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in computers, data processors, calculators, tabulators, machines, appliances, accessories, devices and instruments of every kind and activation for use for industrial, commercial, scientific, medicinal, statistical, or any other purpose and any product or product thereof or material, articles, software and hardware use in the operation of or otherwise in connection therewith or ancillary thereof.</i></p> <ul style="list-style-type: none"> Reframing and replacing the existing sub-clauses 2 to 36 under Clause III B To delete the existing Clause III C as per the provisions of Companies Act, 2013 and the text hereinafter shall be read as: <p>C. OTHER OBJECTS: - DELETED</p>		
8.	<p>Change in Clause V (Capital Clause) of the Memorandum of Association Increase in Authorise share capital of our Company from Rs. 375.00 Lac divided into in 37,50,000 Equity Shares of Rs. 10.00 each to Rs. 400.00 Lacs</p>	September14, 2016	EOGM

Sr. No.	Particulars	Date of Meeting	Type of Meeting
	divided into 40,00,000 Equity Shares of Rs. 10.00 each		

Award and Accreditations

We have received the following awards and accreditations:

Year	Particulars
2015-16	ACE(P) Aurangabad- Ultratech Award for Outstanding Concrete Structure of Marathwada 2015-16.

Other details regarding our Company

Details regarding the description of our activities, the growth of our Company, technology, the standing of our Company with reference to the prominent competitors with reference to its products, management, major suppliers and customers, segment, capacity/facility creation, , marketing, competition and foreign operations, please refer to the chapter titled “*Our Business*” and “*Our Management*” on pages 101and 126, respectively of this Draft Prospectus.

Adopting New Articles of Association of the Company

Our Company has adopted a new set of Articles of Association of the Company, in the General Meeting of the Company dated August 13, 2016.

Capital Raising (Debt/Equity)

For details of the equity capital raising of our Company, please refer to the chapter titled “*Capital Structure*” on page 55 of this Draft Prospectus. For further details of our Company’s debt facilities, see “*Statement of Financial Indebtedness*” on page 181of this Draft Prospectus.

Injunctions or Restraining Orders

There are no injunctions/ restraining orders that have been passed against the Company.

Details regarding acquisition of business /undertakings, mergers, amalgamation, revaluation of assets etc.

There are no mergers, amalgamation, revaluation of assets etc. with respect to our Company.

Defaults or rescheduling of borrowing 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 Prospectus.

Number of Shareholders of our Company

Our Company has 9 (Nine) shareholders as on the date of filing of this Draft Prospectus.

Changes in the activities of our Company during the last five years

There has been no change in the business activities of our Company during the last five years from the date of this Draft Prospectus.

Shareholders Agreement

There are no subsisting shareholders agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same.

Non-Compete Agreement

Our Company has not entered into any Non-compete Agreement as on the date of filing this Draft Prospectus.

Joint Venture / Partnership Firm

Except the agreements entered in the ordinary course of the business carried on or intended to be carried on by us, we have not entered into any other Joint Venture agreement.

Strategic Partners

Our Company does not have any strategic partners as on the date of filing this Draft Prospectus.

Financial Partners

Our Company does not have any financial partners as on the date of filing this Draft Prospectus.

Details of Holding Company

As on the date of this Draft Prospectus, **our Company has no holding company.**

Details of Subsidiaries Company

Our Company does not have any Subsidiary within the meaning of Section 4 of the Companies Act, as on the date of this Draft Prospectus.

Time and Cost Overruns in Setting-up Projects

As on the date of this Draft Prospectus, there have been no time and cost overruns in any of the projects undertaken by our Company.

Promoter of our Company

The Promoters of our company is Dr. Shankarrao Rakh and Dr. Sanjay Shankarrao Rakh. For details, see ***“Our Promoters & Promoter Group”*** beginning on page 136 of this Draft Prospectus.

Lock-out or strikes

There have been no lock-outs or strikes in our Company since inception.

Corporate Profile of our Company

For details on the description of our Company’s activities, the growth of our Company, please see ***“Our Business”, “Management’s Discussion and Analysis of Financial Conditions and Results of Operations”*** and ***“Basis of Issue Price”*** on page 101, 185 and 73 of this Draft Prospectus.

Changes in the Management

For details of change in Management, please see chapter titled ***“Our Management”*** on page no 126 of the Draft Prospectus.

Guarantees provided by Promoters

Our Promoters, Dr. Shankarrao Rakh and Dr. Sanjay Shankarrao Rakh have provided a personal guarantee in favour of Kallappanna Awade Ichalkaranji Janata Sahakari Bank Ltd and LIC Housing Finance Limited to secure the repayment of the facilities availed by our Company from the said lenders.

OUR MANAGEMENT

Board of Directors

The following table sets forth details regarding our Board of Directors as on the date of this Draft Prospectus:

Name, Father's Name, Nature of Directorship, Residential Address, Date of Appointment/ Re-appointment, Term, Period of Directorship, Occupation, and DIN	Age	Other Directorships as on the date of this Draft Prospectus
<i>Dr. Shankarrao Rakh</i> <u>Father's Name:</u> Mr. Raghunathrao Rakh <u>Nature of Directorship:</u> Chairman and Non- Executive Director <u>Residential Address:</u> Deepak Hospital, Town Hall Road, Jalna-431203, Maharashtra, India <u>Term:</u> Liable to retire by rotation <u>Nationality:</u> Indian <u>Occupation:</u> Professional <u>DIN:</u> 02564592	81 years	<u>Other Directorships:</u> Nil <u>Others</u> <ul style="list-style-type: none"> ▪ President of Vasantrao Naik Shikshan Prasarak Mandal's, Jalna (registered under the Societies Act, 1860) ▪ Member of Deepak Medical Foundation Research Center and Charitable Trust, Jalna(registered under the Societies Act, 1860)
<i>Dr. Sanjay Shankarrao Rakh</i> <u>Father's Name:</u> Dr. Shankarrao Rakh <u>Nature of Directorship:</u> Managing Director <u>Residential Address:</u> Deepak Hospital, Town Hall Road, Jalna-431203, Maharashtra, India <u>Term:</u> 5 years i.e. from July 04, 2016 to July 03, 2021 <u>Nationality:</u> Indian <u>Occupation:</u> Professional <u>DIN:</u> 02564128	51 years	<u>Other Directorships:</u> <ul style="list-style-type: none"> ▪ KGS Sugar and Infra Corporation Limited <u>Others</u> <ul style="list-style-type: none"> ▪ President of Deepak Medical Foundation Research Center and Charitable Trust, Jalna(registered under the Societies Act, 1860) ▪ Karta of Sanjay S. Rakh HUF
<i>Dr. Anuradha Rakh</i> <u>Husband's Name:</u> Dr. Sanjay Shankarrao Rakh <u>Nature of Directorship:</u> Whole Time Director and Woman Director <u>Residential Address:</u> Deepak Hospital, Town Hall Road, Jalna-431203, Maharashtra, India <u>Term:</u> 5 years i.e. from July 19, 2016 to July 18, 2021subject to liable to retire by rotation <u>Nationality:</u> Indian	50 years	<u>Other Directorships:</u> Nil <u>Others</u> Joint Secretary of Deepak Medical Foundation Research Center and Charitable Trust, Jalna(registered under the Societies Act, 1860)

Name, Father's Name, Nature of Directorship, Residential Address, Date of Appointment/ Re-appointment, Term, Period of Directorship, Occupation, and DIN	Age	Other Directorships as on the date of this Draft Prospectus
<u>Occupation:</u> Professional <u>DIN:</u> 02564143		
<u>Mr. Avinash Kute</u> <u>Father's Name:</u> Mr. Sambhajirao Kute <u>Nature of Directorship:</u> Whole Time Director <u>Residential Address:</u> Plot No. F-05, Priyanka Residency, Mantha Square, Mantha Road, Jalna-431203, Maharashtra <u>Term:</u> 5 years i.e. from July 19, 2016 to July 18, 2021subject to liable to retire by rotation <u>Nationality:</u> Indian <u>Occupation:</u> Business <u>DIN:</u> 02497304	54years	<u>Other Directorships:</u> Nil <u>Others</u> Treasurer of Deepak Medical Foundation Research Center and Charitable Trust, Jalna (registered under the Societies Act, 1860)
<u>Dr. Madhukar Sanap</u> <u>Father's Name:</u> Mr. Bhourao Sanap <u>Nature of Directorship:</u> Whole Time Director <u>Residential Address:</u> Plot No. 35, Bhagya Nagar, Old Jalna, Jalna-431203 Maharashtra, India <u>Term:</u> 5 years i.e. from July 19, 2016 to July 18, 2021subject to liable to retire by rotation <u>Nationality:</u> Indian <u>Occupation:</u> Professional <u>DIN:</u> 02564154	66 years	<u>Other Directorships:</u> Nil <u>Others</u> Vice- President of Deepak Medical Foundation Research Center and Charitable Trust, Jalna(registered under the Societies Act, 1860)

Brief Biographies of our Directors

Mr. Shankarrao Rakh, Chairman and Non- Executive Director Age 81 Years

Dr. Shankarrao Rakh, aged 81 years, residing at Deepak Hospital, Town Hall Road, Jalna- 431203, Maharashtra, India. He has been a Director of our Company since inception of our Company. He holds a bachelor's degree in Medicine and Surgery from B.J. Medical College, Poona University in the year of 1963. He is having more than 50 years of experience in healthcare industry.

Dr. Sanjay Shankarrao Rakh Managing Director, Age 51 Years

Dr. Sanjay Shankarrao Rakh, aged 51 years, residing at Deepak Hospital, Town Hall Road, Jalna- 431203, Maharashtra, India. He has been a Director of our Company since inception of our Company. He was re-appointed as the Managing Director with effect from July 4, 2016. He holds a bachelor's degree in Medicine and Surgery from Marathwada University in the year of 1988. He is also holds Master of Surgery (General Surgery) from Marathwada University in the year of 1992. He is having more than 20 years of experience in healthcare industry. He is responsible for the development and implementation of Company's growth strategy and expansion. He has been a key person to expand the brand-name of our

Company. He is also responsible for corporate tie ups and other promotional activities of our Company.

Ms. Anuradha Rakh, Whole- time Director, Age 50 Years

Dr. Anuradha Rakh, aged 50 years, residing at Deepak Hospital, Town Hall Road, Jalna- 431203, Maharashtra, India . She has been a Director of our Company since October 1, 2010. She was re-appointed as the Whole Time Director with effect from July 19, 2016. She holds a bachelor's degree in Medicine and Surgery from Marathwada University in the year of 1988. She is also holds Doctor of Medicine (Paediatrics) from Marathwada University in the year of 1992. She is having more than 20 years of experience in healthcare industry. She is Joint Secretary of Deepak Medical Foundation Research Center & Charitable Trust which involved in various free medical Camps, educational activity for Doctors. Holding health awareness programme in general public schools & colleges. She is responsible for overall management and supervision of the business of our Company.

Mr. Avinash Kute, Whole- time Director, Age 54 Years

Mr. Avinash Kute, aged 51 years, residing at Plot No. F-05, Priyanka Residency, Mantha Square, Mantha Road, Jalna- 431203, Maharashtra, India. He has been a Director of our Company since October 1, 2010. He was re-appointed as the Whole Time Director with effect from July 19, 2016. He holds a bachelor's degree in Commerce (Advanced Accounting and Auditing) from Marathwada University in the year of 1984. He is having more than 20 years of experience in administration activates. He is trustee of Deepak Medical Foundation Research Center & Charitable Trust which involved in various free medical Camps, educational activity for Doctors. Holding health awareness programme in general public schools & colleges. He manages the day to day administrative operations of the Company. He is responsible for the development and implementation of Company's growth strategy and expansion.

Dr. Madhukar Sanap, Whole- time Director, Age 66 Years

Dr. Madhukar Sanap aged 66 years, residing at Deepak Hospital, Town Hall Road, Jalna- 431203, Maharashtra, India . He has been a Director of our Company since October 1, 2010. Whole Time Director with effect from July 19, 2016. He holds a bachelor's degree in Medicine and Surgery from Nagpur University in the year of 1975. He is also holds Master of Surgery (General Surgery) from Nagpur University in the year of 1988. He is having more than 20 years of experience in healthcare industry.

Nature of any family relationship between our Directors

Except as disclosed below, no other directors are termed as relatives within the meaning of section 2 (77) of the Companies Act, 2013; none of our directors of our Company are related to each other.

<i>Name of Director</i>	<i>Relationship</i>
Dr. Shankarrao Rakh	Father of Dr. Sanjay Shankarrao Rakh and father in law of Dr. Anuradha Rakh
Dr. Sanjay Shankarrao Rakh	Son of Dr. Shankarrao Rakh and Husband of Dr. Anuradha Rakh
Dr. Anuradha Rakh	Wife of Dr. Sanjay Shankarrao Rakh and Daughter in law of Dr. Shankarrao Rakh

We also confirm that:

1. All of our directors are Indian nationals.
2. None of the above mentioned Directors is on the RBI List of willful defaulters as on the date of this Draft Prospectus.
3. Further none of our Directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) or (b) delisted from the stock exchanges during the term of their directorship in such companies. None of our Promoters, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by the SEBI.
4. There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the above mentioned Directors were selected as director or member of senior management.
5. There is no service contract entered into by the Directors with the Company providing for benefits upon termination of employment.
6. Further, none of our Directors is / was a Director of any listed Company which has been / was delisted from any Recognized Stock Exchange.

Details of Borrowing Powers of Our Directors

Pursuant to a special resolution passed at an Extra- Ordinary General Meeting of our Company held on July 20 2016, pursuant to provisions of Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and the Board of Directors of the Company be and is hereby authorized to borrow monies from time to time in excess of aggregate of paid up capital and free reserves (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 Rs.50 Cr. (Rs. Fifty Crores)

Terms of appointment of Managing Director and Whole-time Directors

The compensation payable to our Managing Director and Whole-time Directors 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 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).

Dr. Sanjay Shankarrao Rakh

Dr. Sanjay Shankarrao Rakh is currently the Managing Director of our Company. He was originally appointed as director since inception of our Company. He was appointed the Managing Director pursuant to board resolution dated July 04, 2016. The details of remuneration as per board resolution dated July 04, 2016, governing his appointment as set out in the service agreement dated July 04, 2016 are as set forth below:

Particulars	Remuneration
Basic Salary	50 Lacs per annum
Perquisites	<ul style="list-style-type: none"> Reimbursement of medical and hospitalization expenses of the Whole time Director and his family subject to a ceiling of one month salary in a year. Leave Travel Allowance for the Whole time Director and his family once in a year in accordance with the Company policy. Bonus for the financial year, at the discretion of the company, with shareholder approval. Reimbursement of expenses incurred by her in Purchase of newspapers, magazines, books and periodicals in accordance with the Company policy. Reimbursement of expenses incurred by her on account of business of the Company in accordance with the Company policy. Reimbursement of any other expenses properly incurred by her in accordance with the rules and policies of the Company. Provision of chauffeur driven car for the use on Company's business, meal Coupons and telephone at residence.
Compensation paid in the year 2015-16	21.60 Lacs

The following compensation has been approved for Whole Time Directors:

Particulars	Dr. Anuradha Rakh	Mr. Avinash Kute	Dr. Madhukar Sanap
Appointment/Change in Designation	Special Resolution dated July 20, 2016	Special Resolution dated July 20, 2016	Special Resolution dated July 20, 2016
Designation	Whole- time Director	Whole- time Director	Whole- time Director
Term of Appointment	5 years Liable to Retire by rotation	5 years Liable to Retire by rotation	5 years Liable to Retire by rotation
Remuneration & Perquisites	Rs. 25.00 Lacs Per Annum	Rs. 18.00 Lacs Per Annum	Rs. 21.00 Lacs Per Annum
Compensation paid in the year 2015-16	Rs. 24,04,352	Rs. 12,00,000	Rs. 23,57,796

Payment or benefit to Non-Executive Directors of Our Company

Apart from the remuneration of our Executive Directors as stipulated under the heading **“Compensation to Managing Director and Whole Time Director”** above, our Non-Executive Directors are entitled to be paid a sitting fee up to the limits prescribed by the Companies Act, 2013 and the rules made there under and actual travel, boarding and lodging expenses for attending the Board or committee meetings. They may also be paid commissions and any other amounts as may be decided by the Board in accordance with the provisions of the Articles, the Companies Act and any other applicable Indian laws and regulations.

Shareholding of our Directors in the Company

Our Articles of Association do not require our Directors to hold any qualification shares. The details of the shareholding of our Directors as on the date of this Draft Prospectus are as follows:

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of Pre-Issue Capital (%)	Percentage of Post-Issue Capital (%)
1	Dr. Shankarrao Rakh	2,50,498	9.98	●
2	Dr. Sanjay Shankarrao Rakh	13,05,200	52.00	●
3	Dr. Anuradha Rakh	6,52,600	26.00	●
4	Mr. Avinash Kute	251	0.01	●
5	Dr. Madhukar Sanap	251	0.01	●

Interest of Directors

▪ Interest in the Promotion of the Company

Our Directors may be deemed to be interested in the promotion of the Company to the extent of the Equity Shares held by them and also to the extent of any dividend payable to them and other distributions in respect of the aforesaid Equity Shares. For further details, please refer the section titled **“Our Promoter and Promoter Group”, “Group Companies /Entities”** and **“Related Party Transaction”** in **Annexure-R** under the Section titled **“Financial Information of the Company”** beginning on page no. 136, 139,142 of this Draft Prospectus

▪ Interest in the Property (including land also) acquired or proposed to be acquired by the Company within two (2) years of the date of the filing of this Draft Prospectus

Our Directors have no interest in any property acquired by our Company two years prior to the date of this Draft Prospectus or proposed to be acquired by us as on the date of filing of this Draft Prospectus. Our Company has not entered into any contracts or arrangements during the preceding the two years in which the Directors are interested directly or indirectly or no payments have been made to them in respect of these contracts or arrangements. For details of Properties, please refer to the section Property in the Chapter **“Our Business”** on page 101 of this Draft Prospectus

▪ Interest to the extent of loan provided to the Company

Except as stated in the **“Related Party Transaction”** in **Annexure -R** under the Section titled **“Financial Information of the Company”** beginning on page no. 142 of this Draft Prospectus, none of our directors have provided any loan to the Company.

▪ Other Interest

All of our Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them under our Articles. The Executive Directors will be interested to the extent of remuneration paid to them for services rendered as an officer or employee of our Company.

Our Directors may also be regarded as interested in the Equity Shares, if any, held by them or that may be subscribed by or allotted to their relatives or the companies, firms, trusts, in which they are interested as directors, members, partners, trustees and promoters, pursuant to this Issue. All of our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares. Further except as provided hereunder, our Directors are not interested in our Company in any manner:

Sr. No.	Name of Director	Interest and nature of interest
1	Dr. Sanjay Shankarrao Rakh	<ul style="list-style-type: none"> Followings land where Building of our registered office is situated is partly owned by Dr. Sanjay Shankarrao Rakh CTS No. 8790, admeasuring area of 2409.50 Sq. mt., CTS No. 8793, admeasuring area of 1006.18 Sq. mt., CTS No. 9145/1, admeasuring area of 157.70 Sq. mt and CTC No 8794 admeasuring area of 676.90 Sq. mt Personal Guarantee against the total borrowings of Rs. 1.85 Cr. from Kallappanna Awade Ichalkaranji Janata Sahakari Bank Ltd and Rs. 34 Cr. from LIC Housing Finance Limited. Provided security of his personal land situated at CTC No CTS No. 8790, CTS No. CTS No. 8793, CTS No. 9145/1 against the total borrowing 34 Cr. taken by our company from LIC Housing Finance Limited Provided security of his personal land situated at CTC No 8794 admeasuring area of 676.90 Sq. mt against the total borrowing 1.85 Cr. taken by our company from Kallappanna Awade Ichalkaranji Janata Sahakari Bank Ltd
2	Dr. Anuradha Rakh	<ul style="list-style-type: none"> Followings land where Building of our registered office is situated is partly owned by Dr. Anuradha Rakh CTS No. 8790, admeasuring area of 2409.50 Sq. mt., CTS No. 8793, admeasuring area of 1006.18 Sq. mt., CTS No. and CTC No 8794 admeasuring area of 676.90 Sq. mt Provided security of her personal land situated at CTC No CTS No. 8790 and CTS No. CTS No. 8793, against the total borrowing 34 Cr. taken by our company from LIC Housing Finance Limited Personal Guarantee against the total borrowings of Rs. 1.85 Cr. from Kallappanna Awade Ichalkaranji Janata Sahakari Bank Ltd and Rs. 34 Cr. from LIC Housing Finance Limited.
3	Dr. Shankarrao Rakh	<ul style="list-style-type: none"> Following land where Building of our registered office is situated is partly owned by Dr. Shankarrao Rakh CTC No 8794 admeasuring area of 676.90 Sq. mt Provided security of his personal land situated at CTC No 8794 admeasuring area of 676.90 Sq. mt against the total borrowing 1.85 Cr. taken by our company from Kallappanna Awade Ichalkaranji Janata Sahakari Bank Ltd Personal Guarantee against the total borrowings of Rs. 1.85 Cr. from Kallappanna Awade Ichalkaranji Janata Sahakari Bank Ltd and Rs. 34 Cr. from LIC Housing Finance Limited
4	Mr. Avinash Kute	<ul style="list-style-type: none"> Loan availed by Mr. Avinash Kute of Rs. 15.00 Lacs from the Company Personal Guarantee against the total borrowings of Rs. 1.85 Cr. from Kallappanna Awade Ichalkaranji Janata Sahakari Bank Ltd
5	Mr. Madhukar Sanap	<ul style="list-style-type: none"> Personal Guarantee against the total borrowings of Rs. 1.85 Cr. from Kallappanna Awade Ichalkaranji Janata Sahakari Bank Ltd

Except as stated under the paragraph titled **“Related Party Transaction”** in **Annexure-R** under the Section titled **“Financial Information of the Company”** and **“Statement of Financial Indebtedness”** beginning on page no. 142 and 181 of this Draft Prospectus, and to the extent of shareholding in our Company, if any, our Directors do not have any other interest in our business. Further, please refer to the paragraph titled **“Full Particulars of the nature and extent of the Interest, if any, of our Promoters”** and **“Common Pursuits”** under Section titled **“Our Promoter and Promoter Group”** **“Group Companies / Entities”** on page 136 and 139 of this Draft Prospectus for details of interest of our Promoter

Director.

Changes in Our Board of Directors during the last three years

Name	Date for Appointment/ Reappointment/	Nature of Change	Reason
Dr. Sanjay Shankarrao Rakh	July 4, 2016	Change in Designation	Re-appointment as Managing Director
Dr. Anuradha Rakh	July 19, 2016	Change in Designation	Re-appointment as Whole-time Director
Mr. Avinash Kute	July 19, 2016	Change in Designation	Re-appointment as Whole-time Director
Dr. Madhukar Sanap	July 19, 2016	Change in Designation	Re-appointment as Whole-time Director

COMPLIANCE WITH CORPORATE GOVERNANCE

The requirements pertaining to the Composition of the Board of Directors as per section 149 of Companies Act, 2013 and the constitution of the committees such as the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committees as per Section 177 & 178 of companies Act, 2013 will be applicable to our company on listing on SME platform of NSE & shall be complied before listing.

Policy on disclosure and internal procedure for prevention of Insider Trading

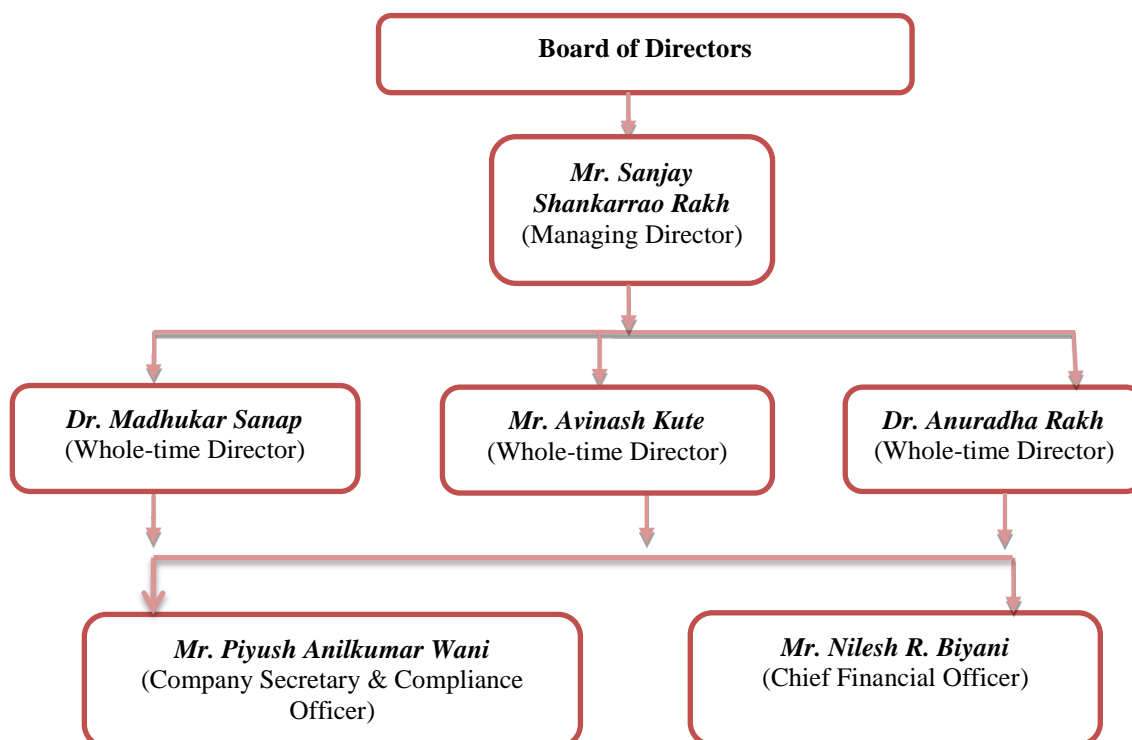
The provisions of regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the SME platform of NSE Limited. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on the SME Platform of NSE Limited. Further, Board of Directors at their meeting held on September 09, 2016 have approved and adopted the policy on insider trading in view of the proposed public issue.

Mr. Piyush Anilkumar Wani, Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the Board.

POLICY FOR DETERMINATION OF MATERIALITY & MATERIALITY OF RELATED PARTY TRANSACTIONS AND ON DEALING WITH RELATED PARTY TRANSACTIONS:

The provisions of the SEBI (Listing Obligation and Disclosures) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on SME Platform of NSE Limited. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended on listing of Equity Shares on the SME Platform of NSE Limited. The Board of Directors at their meeting held on September 09, 2016 have approved and adopted the policy for determination of materiality and determination of materiality of related party transactions and on dealing with related party transactions.

ORGANISATION STRUCTURE



Our Key Managerial Personnel

Our Company is supported by a team of professionals having exposure to various operational aspects of our business. A brief detail about the Key Managerial Personnel of our Company is provided below:

Name, Designation & Educational Qualification	Age (Years)	Date of joining	Compensation paid for the F.Y ended 2016 (Rs. in Lacs)	Over all experience (in years)	Previous employment
Name: Mr. Nilesh Biyani Designation: Chief Financial Officer Qualification: M.Com. from Amaravati University, Maharashtra	35 years	April 06, 2015 Designated as CFO dated July 04, 2016	3.50 Lacs	14 years	Abhijeet Madc Nagpur Energy Pvt. Ltd
Name: Mr. Piyush Anilkumar Wani Designation: Company Secretary & Compliance Officer. Qualification: Company Secretary from ICSI	26 years	July 04, 2016	Nil (Current Compensation:- 3.00 Lacs p.a.)	8 Months	M/s. Saaj and Associates, Pune
Name: Dr. Sanjay Shankarrao Rakh Designation: Managing Director	For Further details, please refer the section title “ Our Management ” on page no. 126 of this Draft Prospectus.				
Name: Dr. Anuradha Rakh Designation: Whole-time Director	For Further details, please refer the section title “ Our Management ” on page no. 126 of this Draft Prospectus.				
Name: Mr. Avinash Kute Designation: Whole-time Director	For Further details, please refer the section title “ Our Management ” on page no. 126 of this Draft Prospectus.				

Name, Designation & Educational Qualification	Age (Years)	Date of joining	Compensation paid for the F.Y ended 2016 (Rs. in Lacs)	Over all experience (in years)	Previous employment
Name: Dr. Madhukar Sanap Designation: Whole-time Director	For Further details, please refer the section title <i>“Our Management”</i> on page no. 126 of this Draft Prospectus.				

Brief Profile of Key Managerial Personnel

Mr. Nilesh Biyani, aged 35 years, residing at 27/R.P.T.S Quarters, Durga Mata Road, Jalna-431203, Maharashtra, India, is appointed as Chief Financial Officer vide Board resolution dated July 4, 2016 of our Company. He has working with us since April 06, 2015. Mr. Nilesh Biyani has completed his M.Com from Amaravati University, Maharashtra in the year 2004. He has vast Experience in the field of Accounting & Finance. He was paid a gross remuneration of Rs. 3.50 Lacs in previous F.Y.

Mr. Piyush Anilkumar Wani, aged 26 years, residing at 1255/1, Manik Chauk, behind Union Bank, Nandurbar- 425412, Maharashtra, India is appointed as Company Secretary vide Board Resolution dated July 4, 2016 of our Company. He is a Company Secretary from Institute of Company Secretaries of India and has overall experience of 8 months in his functional area. He is responsible for day to day operation and look after the overall secretarial work and corporate compliances of our Company. He joined our Company on July 04, 2016.

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.
- In respect of all above mentioned Key Managerial Personnel there has been no contingent or deferred compensation accrued for the year ended March 2016.
- Except as stated in section titled ***“Our Management”*** and ***“Our Business”*** on page no. 126 & 101 respectively of this Draft Prospectus the Key Managerial Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the Issuer.
- Our Company does not have any bonus/profit sharing plan for any of the Key Managerial Personnel.
- None of the Key Managerial Personnel in our Company hold any shares of our Company as on the date of filing of this Draft Prospectus except as follows:-

Sr. No.	Name of the Shareholder	No. of Equity Shares
1	Dr. Sanjay Shankarrao Rakh	13,05,200
2	Dr. Anuradha Rakh	6,52,600
3	Mr. Avinash Kute	251
4	Dr. Madhukar Sanap	251

- Presently, we do not have ESOP/ESPS scheme for our employees.
- The turnover of KMPs is not high, compared to the Industry to which we belong.
- None of our Directors and our key managerial personnel is related to our promoters and directors except as stated in section titled ***“Our Management”*** on page no. 126 of this Draft Prospectus.

Payment of Benefits to Officers of our Company (non-salary related) Except for any statutory payments made by our Company upon termination of services of its officer or employees, our Company has not paid any sum, any non-salary amount or benefit to any of its officers or to its employees including amounts towards super-annuation, ex-gratia/rewards.

Deepak Health and Wellness Limited

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 three years except as stated below:-

Name	Date for Appointment/ Reappointment/	Nature of Change	Reason
Dr. Sanjay Shankarrao Rakh	July 4, 2016	Change in Designation	Re-appointment as Managing Director
Dr. Anuradha Rakh	July 19, 2016	Change in Designation	Re-appointment as Whole-time Director
Mr. Avinash Kute	July 19, 2016	Change in Designation	Re-appointment as Whole-time Director
Dr. Madhukar Sanap	July 19, 2016	Change in Designation	Re-appointment as Whole-time Director
Mr. Nilesh R. Biyani	July 4, 2016	Change in Designation	Re-appointment as Chief Financial Officer
Mr. Piyush Anilkumar Wani	July 4, 2016	Appointment	Appointment as Company Secretary & Compliance Officer

Bonus or profit sharing plan of the Key Managerial Personnel:-There is no bonus or profit sharing plan for our Key Managerial Personnel.

Interest of Key Managerial Personnel

The Key Managerial Personnel of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business and to the extent of Equity Shares held by them in the Company, if any. Save and except as stated in the section Interest of Directors above, none of our Key Managerial Personnel has been paid any consideration of any nature from the Company, other than their remuneration.

Payment of Benefit to Officers of the Company

Except as stated in this Draft Prospectus, there are no other benefits payable to our Key Managerial Personnel.

Employees:



The total numbers of permanent employees as on August 31, 2016 is 45. The details about our employees appear under the Paragraph titled “**Human Resource**” in Chapter titled “**Our Business**” beginning on page 101 of this Draft Prospectus.

OUR PROMOTER AND PROMOTER GROUP

Our Promoters

Dr. Shankarrao Rakh and Dr. Sanjay Shankarrao Rakh are the Promoters of Our Company. As on the date of this Draft Prospectus, Dr. Shankarrao Rakh and Dr. Sanjay Shankarrao Rakh holds 2,50,498 Equity Shares and 13,05,200 Equity Shares respectively which in aggregate, constitutes 61.98% of the issued and paid-up Equity Share capital of our Company.

Details of Promoters of our Company

	<p>Dr. Shankarrao Rakh is the Promoter and Chairman cum Non -Executive Director of our Company. He is a resident Indian national.</p> <p>Permanent Account Number: ABBPR3666H</p> <p>Passport No.: G2827223</p> <p>Voter Identification Number.: FCF1195932</p> <p>Driving License No.: - Not available</p> <p>Aadhar No.: 4595 6445 7689</p> <p>For a complete profile of our Promoter, <i>i.e.</i> their age, personal address, educational qualifications, experience in the business, positions / posts held in the past and other directorships and special achievements, please refer to the section titled “<i>Our Management</i>” beginning on page 126 of this Draft Prospectus.</p>
	<p>Dr. Sanjay Shankarrao Rakh is the Promoter and Managing Director of our Company. He is a resident Indian national</p> <p>Permanent Account Number: ABBPR3659L</p> <p>Passport No.: Z3403695</p> <p>Voter Identification Number: Voter Identification Card of Dr. Sanjay Shankarrao Rakh is not traceable. A written undertaking dated September 22, 2016 from Dr. Sanjay Shankarrao Rakh is obtained to this effect.</p> <p>Driving License No.: - MH2119980002042</p> <p>Aadhar No.: 3065 5268 0872</p> <p>For a complete profile of our Promoter, <i>i.e.</i> their age, personal address, educational qualifications, experience in the business, positions / posts held in the past and other directorships and special achievements, please refer to the section titled “<i>Our Management</i>” beginning on page 126 of this Draft Prospectus.</p>

Declaration

Our Company confirms that the details of our Promoters viz., Permanent Account Number, Bank Account Number, Passport Number of our Promoter, has been submitted to NSE EMERGE at the time of filing this Draft Prospectus with them.

Confirmations from our Promoters

Our Promoters have confirmed that they have not been declared as willful defaulter by RBI or any other government authority and there are no violations of securities laws committed by our Promoters in the past, nor any such proceedings are pending against our Promoters. Our Promoters have further confirmed that they have not been prohibited or debarred from accessing or operating in the capital markets for any reasons, or restrained from buying, selling or dealing in securities, under any order or directions made by SEBI or any other authorities and that no action has been taken against them or any entity promoted or controlled by them by any regulatory authorities.

Our Promoters Dr. Shankarrao Rakh and Dr. Sanjay Shankarrao Rakh was the original subscriber to the MoA of Our Company.

Interests of our Promoters***Interest in promotion of our Company:***

Our Promoters are interested in our Company to the extent that they have promoted our Company. Our Promoters are also interested of their respective Equity shareholding in our Company and any dividend distribution that may be made by our Company in the future. For details pertaining to our Promoters shareholding, please refer to section titled "**Capital Structure**" and "**Dividend Policy**" beginning on page 55, 141 respectively of this Draft Prospectus.

Further they may be deemed to be interested in our Company to the extent of transactions carried on by our Company with them or their related entities. For further details, please refer to section titled "**Annexure-R -Related Party Transactions**" on page 174 and "**Our Management-Interest of Directors**" on page 126 of this Draft Prospectus.

Interest in the property of Our Company:

Except as disclosed in section title "**Our Management**" on page no. 126 of this Draft Prospectus our promoters have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by the Company other than in the normal course of business.

Our Promoters or Group Entities not have any interest in any property acquired by our Company within two (2) years of the date of this Draft Prospectus or proposed to be acquired by it or in any transaction in acquisition of land or any construction of building or supply of machinery.

Other Interest of Promoters

Our Promoters are also interested to the extent they are Directors on our Board, as well as any remuneration of expenses payable to them. In addition, as on the date of this Draft Prospectus, Our Promoters, receive remuneration and reimbursement of expenses payable to them from our Company. For further information on remuneration to the Executive Directors, please refer to section titled "**Our Management**" beginning on page 126 of this Draft Prospectus.

Common Pursuits

Our Promoter s does not have any direct interest in any venture that is involved in any activities similar to those conducted by our Company.

Related Party Transactions

For the transactions with our Promoter Group Entities, please refer to section titled "**Annexure- R Related Party Transactions**" on page 174 of this Draft Prospectus.

Except as stated in "**Annexure-R Related Party Transactions**" beginning on page 174 of this Draft Prospectus, and as stated therein, our Promoters or any of the Promoter Group Entities do not have any other interest in our business.

Payment or benefits to the Promoters in the last two years

No payment or benefit has been made to the Promoters except as disclosed in the related party transaction. For further details, please refer to *Annexure R titled "Restated Statement of Related Party Transactions"* in the section titled *"Financial Information"* beginning on 142 of this Draft Prospectus.

Interest of Promoters in our Company Other than as Promoter

Except as mentioned in this section and the sections titled *"Our Business"*, *"History and Corporate Structure"*, *"Statement of Financial Indebtedness"*, *"Capital Structure"* and *"Annexure-R-Related Party Transactions"* on pages 101,121 ,181,55and 174, respectively, our Promoters does not have any interest in our Company other than as Promoter.

Disassociation by the Promoter from entities in last three (3) years

Except as stated below, our Promoters have not disassociated themselves from any company or firm during the three years preceding this Draft Prospectus:

Name of Promoter	Name of Entities	Designation hold	Reasons for Disassociation
Dr. Sanjay Shankarrao Rakh	Tarakeshwar Aqua Farms Private Limited	Director	Company has been strike off

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 191 of this Draft Prospectus.

Promoter Group

Individual Promoter Group of our Promoter

In addition to the Promoter named in above section, the following natural persons are part of our Promoter Group in terms of Regulation 2(1) (zb) of SEBI ICDR Regulations:

Name of Promoter	Name of relative	Relationship
Dr. Shankarrao Rakh	Dr. Sanjay Shankarrao Rakh	Son
	Mrs. Shilpa Pantula	Daughter
	Mr. Dayanand Aanant Madiyar	Spouse's brother
	Mr. Ramanand Aanant Madiyar	
	Mrs. Kumudini Raghunath Gokarn	Spouse's sisters
	Mrs. Vasanti Vasant Rao Gokarn	
	Mrs. Sarita Prakash Lokur	
Dr. Sanjay Shankarrao Rakh	Dr. Shankarrao Rakh	Father
	Mrs. Shilpa Pantula	Sister
	Dr. Anuradha Rakh	Spouse
	Mr. Satyajeet Sanjay Rakh	Son
	Ms. Priyadarshini Rakh	Daughter
	Mr. Mukund Shrikant Kudrimoti	Spouse's brother
	Mr. Reena Madhav	Spouse's sisters

Our Promoter Group as defined under Regulation 2(1) (zb) of the SEBI (ICDR) Regulations, 2009 includes following entities:

- ❖ Deepak Medical Foundation Research Centre & Charitable Trust
- ❖ Vasant Rao Naik Shikshan Prasarak Mandal (Vasant Rao Naik Institute of Nursing)
- ❖ Sanjay S. Rakh HUF

OUR GROUP COMPANIES/ENTITIES

The definition of 'group companies / entities' was amended pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2015, to include companies covered under applicable accounting standards and such other companies as are considered material by the Board. Pursuant to the resolution of our Board passed at the meeting held on September 09, 2016, our Board formulated a policy with respect to companies which it considered material to be identified as Group Companies/ Entities. pursuant to which our Board has confirmed that there are no companies / entities that are covered by Accounting Standard 18 and no other companies that are considered material by our Board for identification as '***Group Companies/Entities***' in terms of the SEBI ICDR Regulations and disclosure in this Draft Prospectus.

RELATED PARTY TRANSACTIONS

For details on related party transactions of the Company, please refer to "***Annexure R- titled " Statement of Related Party Transactions"***" in the section titled "***Financial Information of the Company***" beginning on page 142 of this Draft Prospectus.

DIVIDEND POLICY

Under the Companies Act, 2013, an Indian company pays dividends upon recommendation by its Board of Directors and approval by majority of the shareholders. Under the Companies Act, 2013 dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion. Our Company has not paid any dividend for the last three years. Dividends are payable within 30 days of approval by the Equity Shareholders at the Annual General Meeting of our Company. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the “record date” are entitled to be paid the dividend declared by our Company. Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

FINANCIAL INFORMATION OF THE COMPANY

INDEPENDENT AUDITOR'S REPORT

(As required by Section 26 of Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014)

To,

**The Board of Directors,
Deepak Health and Wellness Limited**
Deepak Hospital Town Hall Road
Jalna Maharashtra- 431203, India

Dear Sir,

1. Report on Restated Financial Statements

We have examined the Restated Financial Statements of Deepak Health and Wellness Limited (formerly known as Rakh Hospital Private Limited) (hereinafter referred as "the Company"), the summarized statements of which annexed to this report have been prepared in accordance with the requirements of:

- i) Section 26 read with the applicable provisions within Rule-4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act, 2013, As amended (hereinafter referred to as the "Act") and
 - ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the Regulation") ("SEBI ICDR Regulations") issued by the Securities and Exchange Board of India (SEBI) and amendments made thereto from time to time;
 - iii) The terms of reference to our engagements with the Company requesting us to examine financial statements referred to above and proposed to be included in the Draft Prospectus/ Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares in SME Platform ("IPO" or "SME IPO"); and
 - iv) The (Revised) Guidance Note on Reports in Company Prospectuses issued by the Institute of Chartered Accountants of India ("ICAI")
 - v) In terms of Schedule VIII of the SEBI (ICDR) Regulations, 2009 and other provisions relating to accounts, We, M/s S.S. Rathi & Co., Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the "Peer Review Board" of the ICAI.
- 2.** The Restated Summary Statements and Financial information of the Company have been prepared by the management from the Audited Financial Statements of the Company for the financial year ended March 31, 2012, March 31, 2013, March 31, 2014, March 31, 2015, and March 31, 2016 which has been approved by the Board of Directors.
- 3.** Financial Statements for the financial year ended on March 31, 2012 and 2013 has been audited by M/s Agrawal Dhannawat Poddar & Co. Chartered Accountants, and that of year ended as on March 31, 2014, 2015 and 2016 has been audited by M/s G.S.A. & Co. Chartered Accountants, and accordingly reliance has been placed on the financial information examined by them for the said Years. The Financial Report included for these years is based solely on the report submitted by them.
- 4.** We have also carried out re-audit of the financial statements for the year ended on March 31, 2016, as required by SEBI regulations.
- 5. Financial Information as per Audited Financial Statements:**
1. We have examined:

- a) The attached Restated Statement of Assets and Liabilities of the company , as at March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013 and March 31, 2012 (Annexure I);
- b) The attached Restated Statement of Profits and Losses of the Company for financial Years ended on March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013 and March 31, 2012. (Annexure II);
- c) The attached Restated Statement of Cash Flows of the Company for financial Years ended on March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013 and March 31, 2012. (Annexure III);
- d) The Significant Accounting Policies adopted by the Company and notes to the Restated Financial Statements along with adjustments on account of audit qualifications / adjustments / regroupings. (Annexure IV);

(Collectively hereinafter referred as “**Restated Financial Statements**” or “**Restated Summary Statements**”)

2. In accordance with the requirements of Act, ICDR Regulations, Guidance Note on the reports in Company Prospectus (Revised) issued by ICAI and the terms of our Engagement Letter, we further report that:

- (i) The “**Restated Statement of Assets and Liabilities**” as set out in **Annexure I** to this report, of the Company as at March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013 and March 31, 2012 are prepared by the Company and approved by the Board of Directors. This Statement of Assets and Liabilities, 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 the Restated Summary Statements as set out in **Annexure IV** to this Report.
- (ii) The “**Restated Statement of Profit and Loss**” as set out in **Annexure II** to this report, of the Company for financial Years ended on March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013 and March 31, 2012 are prepared by the Company and approved by the Board of Directors. This Statement of Profit and Loss, 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 the Restated Summary Statements as set out in **Annexure IV** to this Report.
- (iii) The “**Restated Statement of Cash Flow**” as set out in **Annexure III** to this report, of the Company for financial Years ended on March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013 and March 31, 2012 are prepared by the Company and approved by the Board of Directors. This 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 Restated Summary Statements as set out in **Annexure IV** to this Report.

Based on the above and also as per the reliance placed by us on the audited financial statements of the company and Auditors Report thereon which have been prepared by Statutory Auditor of the Company for the years ended on March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013 and March 31, 2012 we are of the opinion that “**Restated Financial Statements**” or “**Restated Summary Statements**” have been made after incorporating:

- a) Adjustments for any material amounts in the respective financial years have been made to which they relate; and
- b) There are no Extra-ordinary items that need to be disclosed separately in the Restated Summary Statements.
- c) Adjustments on account of the statutory audit qualifications, if any, have been adjusted and regrouped 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 the Restated Summary Statements as set out in **Annexure IV** to this Report.
- d) Adjustments in Financial Statements have been made in accordance with the correct accounting policies, which includes the impact of provision of gratuity and leave encashment made on actuarial valuation basis in the Restated Financial statements.

- e) There was no change in accounting policies, which needs to be adjusted in the “Restated Financial Statements” except mentioned in clause d) above.
- f) There are no revaluation reserves, which need to be disclosed separately in the “**Restated Financial Statements**.”
- g) The Company has not paid any dividend on its equity shares till March 31, 2016.

6. Other Financial Information:

1. We have also examined the following financial information as set out in annexure prepared by the Management and as approved by the Board of Directors of the Company for the Years ended on March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013 and March 31, 2012.

Restated Statement of Share Capital, Reserves And Surplus	Annexure-A
Restated Statement of Long Term And Short Term Borrowings	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 Trade Payables	Annexure-E
Restated Statement of Other Current Liabilities And Short Term Provisions	Annexure-F
Restated Statement of Fixed Assets	Annexure-G
Restated Statement of Non-Current Investments	Annexure-H
Restated Statement of Long-Term Loans And Advances	Annexure-I
Restated Statement of Inventory	Annexure-J
Restated Statement of Trade Receivables	Annexure-K
Restated Statement of Cash & Cash Equivalents	Annexure-L
Restated Statement of Short-Term Loans And Advances	Annexure-M
Restated Statement of Other Current Assets	Annexure-N
Restated Statement of Turnover	Annexure-O
Restated Statement of Other Income	Annexure-P
Restated Statement of Mandatory Accounting Ratios	Annexure-Q
Restated Statement of Related party transaction	Annexure-R
Restated Statement of Capitalization	Annexure-S
Restated Statement of Tax shelter	Annexure-T
Restated Statement of Contingent liabilities	Annexure-U

2. The Restated Financial Information contain all the disclosures required by the SEBI ICDR regulations and partial disclosures as required by Accounting Standards notified under section 133 of Companies Act, 2013.
3. We have carried out Re-audit of the financial statements for the Year ended on March 31, 2016 as required by SEBI regulations. We have not audited any financial statements of the Company as of any date or for any period subsequent to March 31, 2016. Accordingly, we do not express any opinion on the financial position, results or cash flows of the Company as of any date or for any period subsequent to March 31, 2016.
4. The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company in accordance with the provisions of the Act and the Financial Information referred to above is the responsibility of the management of the Company.
5. In our opinion, the above financial information contained in Annexure I to III and Annexure A to U of this report read along with the Restated statement of Significant Accounting Polices and Notes as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with paragraph B, Part II of Schedule II of the Act, the SEBI Regulations, The Revised Guidance Note on Reports in Company Prospectus and Guidance Note on Audit Reports/Certificates on Financial Information in Offer Documents issued by the Institute of Chartered Accountants of India (“ICAI”) to the extent applicable, as amended from time to time, and in terms of our engagement as agreed with you. We did not perform audit tests for the purpose of expressing an opinion on individual balances of account or summaries of selected transactions, and accordingly, we express no such opinion thereon.

6. Consequently the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.
7. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit report, nor should this constructed as a new opinion on any of the financial statements referred to herein.
8. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
9. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the IPO-SME for Proposed Issue of Equity Shares of the Company and our report should not be used, referred to or adjusted for any other purpose without our written consent.

7. Auditor's Responsibility

Our responsibility is to express an opinion on these restated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

8. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the restated financial statements read together with the notes thereon, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable *subject to non-provision of service tax liability of Rs. 2,68,906/- Rs. 4,15,939/-, Rs. 4,76,886/- and Rs. 8,33,674/- for the year ended 31st March 2013, 2014, 2015 and 2016 respectively on Reverse charge mechanism basis on input services availed by the company for supply of manpower and security services, therefore Profit for the respective year ended on March 31, 2013, 2014, 2015, and 2016 is overstated to that extent.*

- a) In the case of Restated Statement of Assets and Liabilities of the Company as at 31st March, 2012, 31st March, 2013, 31st March 2014, 31st March, 2015 and 31st March, 2016;
- b) In the case of the Restated Statement of Profit and Loss, of the profit/(Loss) of the Company for the Years ended on that date; and
- c) In the case of the Restated Cash Flow Statement, of the cash flows of the Company for the Years ended on that date.

For S. S. Rathi & Co.
Chartered Accountants
Firm Registration No.108726W

CA RAVI K JAGETIYA
Partner
Membership No. 134691
Date: September 28, 2016
Place: Mumbai

ANNEXURE – I
RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Amount in Rs.)

PARTICULARS		NOT E NO.	AS AT 31ST MARCH				
			2016	2015	2014	2013	2012
A)	EQUITY AND LIABILITIES						
1.	Shareholders' Funds						
(a)	Share Capital	1	1,00,000	1,00,000	1,00,000	1,00,000	1,00,000
(b)	Reserves & Surplus	2	367,43,258	252,83,812	233,65,540	195,11,061	158,13,147
			368,43,258	253,83,812	234,65,540	196,11,061	159,13,147
2.	Share Application Money received pending Allotment		0	0	6,00,000	6,00,000	6,00,000
3.	Non-Current Liabilities						
(a)	Long Term Borrowings	3	2589,27,090	475,26,343	372,06,006	248,84,804	162,74,277
(b)	Deferred Tax Liabilities (Net)	4	75,24,224	7,95,202	19,79,875	23,49,544	27,17,669
(c)	Long Term Provisions	5	5,08,357	7,19,699	6,25,683	5,44,026	4,59,565
			2669,59,671	490,41,244	398,11,563	277,78,374	194,51,511
4.	Current Liabilities						
(a)	Short Term Borrowings	6	136,02,614	112,38,903	110,40,429	105,86,358	54,10,931
(b)	Trade Payables	7	136,93,741	137,65,246	56,93,643	81,78,568	92,99,467
(c)	Other Current Liabilities	8	224,22,668	1514,16,875	125,21,326	63,14,529	162,51,544
(d)	Short Term Provisions	9	17,160	76,320	1,60,245	58,252	50,328
			497,36,182	1764,97,344	294,15,643	251,37,707	310,12,271
	Total		3535,39,111	2509,22,400	932,92,746	731,27,142	669,76,928
B)	ASSETS						
1.	Non-Current Assets						
(a)	Fixed Assets						
	Tangible Assets	10	2689,00,920	575,40,695	631,85,046	596,13,939	563,83,518
	Capital Work in Progress		3,69,954	1065,12,560	11,03,678	0	0
			2692,70,874	1640,53,255	642,88,724	596,13,939	563,83,518
(b)	Non-Current Investment	11	273,68,510	85,09,510	71,85,510	25,73,010	20,73,010
(c)	Deferred Tax Assets (Net)		0	0	0	0	0
(d)	Long Term Loans and Advances	12	19,02,391	429,75,510	33,08,300	6,09,900	9,09,900
			292,70,901	514,85,020	104,93,810	31,82,910	29,82,910
2.	Current Assets						
(a)	Inventories	13	51,73,100	51,12,800	45,82,450	44,59,850	44,28,460
(b)	Trade Receivables	14	60,65,967	25,72,391	7,353	59,588	8,02,941
(c)	Cash and Cash equivalents	15	336,91,367	230,32,410	120,27,953	10,14,223	7,46,015
(d)	Short-Term Loans and Advances	16	94,35,529	40,35,436	15,48,175	41,67,051	12,07,121
(e)	Other Current Assets	17	6,31,373	6,31,088	3,44,281	6,29,582	4,25,963
			549,97,337	353,84,125	185,10,212	103,30,293	76,10,500
	Total		3535,39,111	2509,22,400	932,92,746	731,27,142	669,76,928

Note:- The above statement should be read with the significant accounting policies and notes to restated, profits and losses and cash flows appearing in Annexure IV, II and III.

ANNEXURE – II

RESTATED STATEMENT OF PROFIT AND LOSS ACCOUNT

(Amount in Rs.)

PARTICULARS		NOTE NO.	FOR THE YEAR ENDED 31ST MARCH				
			2016	2015	2014	2013	2012
1	Revenue From Services	18	1530,79,930	1085,56,595	1065,66,461	1052,23,036	902,69,133
2	Other Income	19	17,46,183	6,44,024	2,21,167	3,16,297	89,812
3	Total Revenue (1+2)		1548,26,114	1092,00,619	1067,87,628	1055,39,333	903,58,945
4	Expenditure						
(a)	Purchase of Traded Goods	20	381,65,054	326,26,541	287,92,748	305,32,982	282,42,209
(b)	Changes in Inventories of stock -in-trade	21	-60,300	-5,30,350	-1,22,600	-31,390	3,63,305
(c)	Employee Benefit Expenses	22	230,65,961	203,22,705	190,98,679	78,88,208	76,33,106
(d)	Finance Cost	23	50,60,371	32,19,136	37,53,599	33,42,985	34,50,510
(e)	Depreciation and Amortisation Expenses	10	99,46,137	114,69,557	91,81,482	92,17,654	82,77,802
(f)	Other Expenses	24	578,23,285	402,83,042	400,52,070	497,84,086	393,20,888
4	Total Expenditure 4(a) to 4(f)		1340,00,509	1073,90,631	1007,55,978	1007,34,524	872,87,819
5	Profit/(Loss) Before Tax (3-4)		208,25,605	18,09,988	60,31,649	48,04,809	30,71,126
6	Tax Expense:						
(a)	Tax Expense for Current Year		26,37,137	10,76,389	25,46,840	14,53,070	12,69,682
(b)	Short/(Excess) Provision of Earlier Year					21,950	53,404
(c)	Deferred Tax		67,29,022	-11,84,673	-3,69,669	-3,68,125	-1,34,094
	Net Current Tax Expenses		93,66,159	-1,08,284	21,77,171	11,06,895	11,88,992
7	Re-Stated Profit/(Loss) for the Year (5-6)		114,59,446	19,18,272	38,54,479	36,97,915	18,82,133

Note:- The above statement should be read with the significant accounting policies and notes to restated summary, summary statements of assets and liabilities, and cash flows appearing in Annexure IV, I and III.

ANNEXURE – III
RESTATED CASH FLOW STATEMENT

(Amount in Rs.)

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH				
	2016	2015	2014	2013	2012
A) Cash Flow From Operating Activities :					
Net Profit before tax	208,25,605	18,09,988	60,31,649	48,04,809	30,71,126
Adjustment for :					
Depreciation	99,46,137	114,69,557	91,81,482	92,17,654	82,77,802
Interest Paid	50,60,371	32,19,136	37,53,599	33,42,985	34,50,510
Interest Income	-60,965	-44,278	-38,404	-22,439	-16,062
Dividend Income	-98,592	-55,725	-8,350	0	-12,900
Loss on sale of fixed assets	-4,175	0	5,17,976	0	0
Operating profit before working capital changes	356,68,381	163,98,678	194,37,953	173,43,009	147,70,475
Changes in Working Capital					
(Increase)/Decrease in Inventories	-60,300	-5,30,350	-1,22,600	-31,390	3,63,305
(Increase)/Decrease in Trade Receivables	-34,93,576	-25,65,038	52,235	7,43,353	2,37,290
(Increase)/Decrease in Short Term Loans & Advances	-42,16,466	-11,67,328	26,18,876	-29,59,930	13,15,879
(Increase)/Decrease in Other Current assets	-285	-2,86,807	2,85,301	-2,03,619	-2,39,568
Increase/(Decrease) in Trade Payables	-71,505	80,71,603	-24,84,925	-11,20,899	31,83,891
Increase/(Decrease) in Other Current Liabilities	-1289,94,207	1388,95,549	62,06,797	-99,37,015	76,47,730
Increase/(Decrease) in Short Term Provisions	-59,160	8,103	9,965	7,924	50,328
Increase/(Decrease) in Long Term Provisions	-2,11,342	94,016	81,657	84,461	4,59,565
Cash generated from operations	-1014,38,460	1589,18,427	260,85,258	39,25,893	277,88,895
Less:- Income Taxes paid	38,20,765	24,88,350	24,54,812	14,75,020	14,38,086
Cash Flow Before Extraordinary Item	-1052,59,224	1564,30,077	236,30,446	24,50,874	263,50,809
Net cash flow from operating activities	-1052,59,224	1564,30,077	236,30,446	24,50,874	263,50,809
B) Cash Flow From Investing Activities :					
Purchase of Fixed Assets	-1154,01,081	-1112,34,088	-147,24,243	-124,48,074	-82,46,162
Investment made during the year	-188,59,000	-13,24,000	-46,12,500	-5,00,000	0
Sale of Fixed Assets	2,41,500		3,50,000		
Dividend Income	98,592	55,725	8,350	0	12,900
Increase/(Decrease) in Long Term Loans and Advances	410,73,119	-396,67,210	-26,98,400	3,00,000	-6,64,900
Interest Income	60,965	44,278	38,404	22,439	16,062
Net cash flow from investing activities	-927,85,905	-1521,25,295	-216,38,389	-126,25,635	-88,82,100
C) Cash Flow From Financing Activities :					
Proceeds from Issue of Share Capital	0	0	0	0	0
Increase/(Decrease) in Short Term Borrowings	23,63,711	1,98,474	4,54,071	51,75,427	8,87,422
Increase/(Decrease) in Long Term Borrowings	2114,00,747	103,20,338	123,21,201	86,10,527	-151,33,081
Share Application Money	0	-6,00,000	0	0	0
Interest Paid	-50,60,371	-32,19,136	-37,53,599	-33,42,985	-34,50,510
Net cash flow from financing activities	2087,04,086	66,99,676	90,21,673	104,42,969	-176,96,168
Net Increase/(Decrease) In Cash & Cash	106,58,957	110,04,457	110,13,730	2,68,208	-2,27,457

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH				
	2016	2015	2014	2013	2012
Equivalents					
Cash equivalents at the beginning of the year	230,32,410	120,27,953	10,14,223	7,46,015	9,73,472
Cash equivalents at the end of the year	336,91,367	230,32,410	120,27,953	10,14,223	7,46,015
Notes :-					
	As on 31st March, 2016	As on 31st March, 2015	As on 31st March, 2014	As on 31st March, 2013	As on 31st March, 2012
1. Component of Cash and Cash equivalents					
Cash in hand	243,96,262	139,67,542	117,26,081	8,89,558	7,10,130
Balance With banks	92,95,105	90,64,868	3,01,872	1,24,665	35,885
Bank deposit	0	0	0	0	0
	336,91,367	230,32,410	120,27,953	10,14,223	7,46,015
<ol style="list-style-type: none"> 1. 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. 2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses as appearing in Annexure IV, I and II. 					

ANNEXURE-IV

SIGNIFICANT ACCOUNTING POLICY AND NOTES TO THE RESTATED SUMMARY STATEMENTS

A. BACKGROUND

The Company was originally incorporated on March 26, 2004 as “Rakh Hospital Private Limited” vide CIN No: U85110MH2004PTC145344 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra Mumbai. The name of the Company was subsequently changed to “Deepak Health and Wellness Private Limited” and a fresh certificate of incorporation consequent upon change of name was issued by the RoC on June 03, 2016. The Company was converted into a public limited company pursuant to a special resolution passed by the Shareholders at the extraordinary general meeting held on June 02, 2016 and the name of the Company was changed to “Deepak Health and Wellness Limited”. A fresh certificate of incorporation consequent upon conversion to a public limited company was issued by the RoC on June 17, 2016 having CIN U85110MH2004PLC145344, issued by the Registrar of Companies, Maharashtra Mumbai. However, no money has been raised by the Company through public issue as on date.

B. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Restated Summary Statement of Assets and Liabilities of the Company as on March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013 and March 31, 2012, and the Restated Summary Statement of Profit and Loss and Restated Summary Statements of Cash Flows for the year ended on March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013 and March 31, 2012 and the annexure thereto (collectively, the “**Restated Financial Statements**” or “**Restated Summary Statements**”) have been extracted by the management from the Financial Statements of the Company for the year ended March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013 and March 31, 2012.

The financial statements are prepared and presented under the historical cost convention and evaluated on a going-concern basis using the accrual system of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) and the requirements of the Companies Act, 1956 (up to March 31, 2014), and notified sections, schedules and rules of the Companies Act 2013 (with effect from April 01, 2014), including the Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006 as per section 211(3C) of the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013 (“the Act”) read with Rule 7 of Companies (Accounts) Rules, 2014).

2. USE OF ESTIMATES

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities, if any, as at the date of the financial statements and reported amounts of income and expenses during the year. Examples of such estimates include provision for income tax and the useful lives of fixed assets. The difference between the actual results and estimates are recognized in the period in which results are known or materialized.

3. FIXED ASSETS

Fixed assets are stated at historical cost less accumulated depreciation and impairment losses. Cost includes purchase price and all other attributable cost to bring the assets to its working condition for the intended use.

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Projects under which assets are not ready for their intended use are shown as Capital Work-in-Progress. Cost includes cost of purchase, construction of foundation, technical services related to installation, borrowing costs and other overheads relating to projects.

4. DEPRECIATION

Tangible Fixed Assets

Pursuant to Companies Act, 2013 ('the Act') being effective from 1 April 2014, the Company has revised depreciation rates on tangible fixed assets as per the useful life specified in Part 'C' of Schedule II of the Act.

In accordance with AS-6 "Depreciation", depreciation on tangible fixed assets is computed on considering useful life provided in the Schedule - II of the Act. The Company has followed the method of depreciation i.e. Written Down Value, consistently over the period of time.

Pursuant to Companies Act, 2013 ('the Act') being effective from April 1, 2014, the Company has revised depreciation rates on tangible fixed assets as per useful life specified in Part 'C' of Schedule II of the Act. And due to the same there has been a change in the estimated useful life of depreciable tangible assets which affects the depreciation in the financial year ended in 2015 and 2016 and in each period during the remaining useful life of the assets. As the change is only in regard to accounting estimate requiring an adjustment of the carrying amount of tangible assets. The same do not require adjustment in the financial information for the years ended on March 31, 2014, 2013 and 2012.

In respect of assets whose useful life had already exhausted as on 1 April 2014, has been adjusted in Profit & Loss account for the year ended March 31, 2015 and March 31, 2016 respectively in accordance with requirements of Para 7 of Schedule II of the Companies Act, 2013.

5. BORROWING COSTS

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

6. IMPAIRMENT OF ASSETS

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's (including goodwill) recoverable amount is the higher of an assets net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

(ii) After impairment, depreciation/ amortization is provided on the revised carrying amount of the asset over its remaining useful life.

7. INVESTMENTS

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

8. INVENTORIES

The inventories of medical drugs and consumables are valued at lower of cost or net realizable value. Cost is determined based on FIFO method as permitted by the AS 2 – “Valuation of Inventory”.

9. REVENUE RECOGNITION

- i) Revenue from medical and healthcare services to patients are recognized as revenue when the related services are rendered and billed unless significant uncertainties exist. Revenue is also recognized in relation to the services rendered to patients who are undergoing treatment/observation on the balance sheet date to the extent of services rendered and billed. Revenue is recognized net of discounts given to the Patients.
- ii) Revenue from sale of medical consumables within hospital premises is recognized when all significant risk and rewards of the ownerships are transferred to the customers and no significant uncertainties exist regarding the amount of consideration that will be derived from the sale of the goods and regarding its collection.
- iii) Other income is accounted for on accrual basis in accordance with Accounting Standards (AS) 9- “Revenue Recognition”.

10. FOREIGN CURRENCY TRANSACTIONS

Transaction denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction and any income or expenses on account of exchange difference either on settlement or on translation is recognized in the Statement of profit and Loss except in case where they relate to acquisition of fixed assets in which case they are adjusted with the carrying cost of such assets.

11. EMPLOYEE BENEFITS

Defined-contribution plans:

- i) Retirement benefit in the form of provident fund is a defined contribution scheme. The contributions to the provident fund are charged to the statement of profit and loss for the year when an employee renders the related services. The company has no obligation, other than the contribution payable to the provident fund.
- (ii) The company operates one defined benefit plan for its employees, viz., gratuity liability. The costs of providing benefits under this plan are determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out using the projected unit credit method made at the end of each reporting date. Actuarial gains and losses for the defined benefit plans are recognized in full in the period in which they occur in the statement of profit and loss.
- (iii) Compensated absences which accrue to employees and which is expected to be utilized or encashed within the next 12 months from reporting date, is treated as short-term employee benefit. The company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

Accounting of unutilized earned leaves is done on the basis valuation done by independent actuary.

12. SEGMENT ACCOUNTING

(i) Business Segment

- (a) The business segment has been considered as the primary segment.
- (b) The Company’s primary business segments are reflected based on principal business activities, the nature of service, the differing risks and returns, the organization structure and the internal financial reporting system.
- (c) The Company’s primary business comprises of healthcare services and since it is the only reportable segment as envisaged in Accounting Standard 17 ‘Segment Reporting’. Accordingly, no separate disclosure for Segment reporting is required to be made in the financial statements of the Company.

(ii) Geographical Segment

The Company operates in one Geographical Segment namely “within India” and hence no separate information for geographic segment wise disclosure is required.

13. ACCOUNTING FOR TAXES ON INCOME

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

(i) Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

(ii) Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

14. CONTINGENT LIABILITIES AND PROVISIONS

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made.

Contingent Liability is disclosed for

- a) Possible obligation which will be confirmed only by future events not wholly within the control of the Company or
- b) Present obligations arising from the past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.
- c) Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

A disclosure for a 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. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

15. 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.

The number of shares used in computing Diluted earnings per share comprises the weighted average number of shares considered for computing Basic Earnings per share and also the weighted number of equity shares that would have been issued on conversion of all potentially dilutive shares.

In the event of issue of bonus shares/Share split, the number of equity shares outstanding is increased without an increase in the resources. The number of Equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest reporting period.

16. 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 PERIOD/YEARSS COVERED IN THE RESTATED FINANCIALS

There is no change in significant accounting policies except accounting of Gratuity and leave Encashment which was previously done on cash basis, has now been accounted based on mercantile system as certified by Independent Actuary.

D. NOTES ON RESTATEMENTS MADE IN THE RESTATED FINANCIALS

1. The financial statements including financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.
2. The Company does not have information as to which of its supplier are Micro small and Medium Enterprise registered under The Micro small and Medium Enterprise Development Act 2006. Consequently the liability, if any, of interest which would be payable under The Micro small and Medium Enterprise Development Act 2006, cannot be ascertained. However, the Company has not received any claims in respect of such interest and as such, no provision has been made in the books of accounts.

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:-

A. Gratuity

Particulars	2015-16	2014-15	2013-14	2012-13	2011-12
1.The amounts recognized in the Balance Sheet are as follows:					
Present value of unfunded obligations Recognized	471217	728509	630945	538688	448096
Net Liability	471217	728509	630945	538688	448096
2.The amounts recognized in the Profit & Loss A/c are as follows:					
Current Service Cost	62145	87736	84359	83004	0
Interest on Defined Benefit Obligation	58281	50476	43095	35848	0
Net Actuarial Losses / (Gains) Recognized in Year	(377718)	(40648)	(35197)	(28260)	0
Past Service Cost					
Total, Included in "Salaries, Allowances & Welfare"	(257292)	97564	92257	90592	0
3.Changes in the present value of defined benefit obligation:					
Defined benefit obligation as at the beginning of the year/period	728509	630945	538688	448096	0
Service cost	62145	87736	84359	83004	0

Deepak Health and Wellness Limited

Particulars	2015-16	2014-15	2013-14	2012-13	2011-12
Interest cost	58281	50476	43095	35848	0
Actuarial Losses/(Gains)	(377718)	(40648)	(35197)	(28260)	3272319
Past Service Cost	0	0	0	0	0
Defined benefit obligation as at the end of the year/period	471217	728509	630945	538688	448096
Benefit Description					
Benefit type:	Gratuity Valuation as per Act				
Retirement Age:	60 years	60 years	60 years	60 years	60 years
Vesting Period:	5 years	5 years	5 years	5 years	5 years
The principal actuarial assumptions for the above are:					
Future Salary Rise:	5.00%P.A	5.00%P.A	5.00%P.A	5.00%P.A	5.00%P.A
Discount rate per annum:	8.00%P.A	8.00%P.A	8.00%P.A	8.00%P.A	8.00%P.A
Attrition Rate:	2.00%P.A	2.00%P.A	2.00%P.A	2.00%P.A	2.00%P.A
Mortality Rate:	IALM 2006-08	IALM 2006-08	IALM 2006-08	LIC 94-96	LIC 94-96

B. Leave Encashment

Particulars	2015-16	2014-15	2013-14	2012-13	2011-12
1.The amounts recognised in the Balance Sheet are as follows:					
Present value of unfunded obligations recognised	54300	67510	62955	63590	61797
Net Liability	54300	67510	62955	63590	61797
2.The amounts recognised in the Profit & Loss A/c are as follows:					
Current Service Cost	18702	11662	9879	12629	0
Interest on Defined Benefit Obligation	5401	5036	5087	4944	0
Net Actuarial Losses / (Gains) Recognized in Year	(37313)	(12143)	(15601)	(15780)	0
Past Service Cost	0	0	0	0	0
Total, Included in "Salaries, Allowances & Welfare"	(13210)	4555	(635)	1793	0
3.Changes in the present value of defined benefit obligation:					
Defined benefit obligation as at the beginning of the year/period	67510	62955	63590	61797	0
Service cost	18702	11662	9879	12629	0
Interest cost	5401	5036	5087	4944	0
Actuarial Losses/(Gains)	(37313)	(12143)	(15601)	(15780)	0
Past Service Cost	0	0	0	0	0
Defined benefit obligation as at the end of the year/period	54300	67510	62955	63590	61797
Benefit Description					
Benefit type:	Gratuity Valuation as per Act				
Retirement Age:	60 Years	60 Years	60 Years	60 Years	60 Years
The principal actuarial assumptions for the above are:					
Future Salary Rise:	5.00%P.A	5.00%P.A	5.00%P.A	5.00%P.A	5.00%P.A
Discount rate per annum:	8.00%P.A	8.00%P.A	8.00%P.A	8.00%P.A	8.00%P.A
Attrition Rate:	2.00%P.A	2.00%P.A	2.00%P.A	2.00%P.A	2.00%P.A
Mortality Rate:	IALM 2006-08	IALM 2006-08	IALM 2006-08	LIC 94-96	LIC 94-96

4. Segment Reporting (AS 17)

The Company is required to disclose the information required by Accounting Standard- 17. No separate segments have, however, been reported as the company does not have more than one business Segment within the meaning of Accounting standard -17, which differ from each other in risk and reward.

5. 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 March 31, 2016 except as mentioned in Annexure -U, for any of the years covered by the statements.

6. 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 – R of the enclosed financial statements.

7. 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/period is reported as under:

Particulars	Amount In Rs.				
	As at				
	31/03/2016	31/03/2015	31/03/2014	31/03/2013	31/03/2012
Deferred Tax Liability (A)					
Net WDV as Per Companies Act	26,06,24,262	4,92,64,037	5,55,51,948	5,89,87,151	5,57,56,730
Profit/(Loss) on sale of Fixed assets	4,175		(5,17,976)		
Adjusted WDV As per Companies Act	26,06,28,437	4,92,64,037	5,50,33,972	5,89,87,151	5,57,56,730
Net Block as per Income Tax	23,69,12,216	4,58,94,547	4,79,32,710	5,07,81,170	4,64,51,793
Timing difference-Depreciation	2,37,16,221	33,69,490	71,01,262	82,05,981	93,04,937
Deferred Tax Liability (A)	76,94,728	10,41,172	21,94,290	25,35,648	28,75,226
Deferred Tax Assets (B)					
Provision of Gratuity outstanding as on the end of Period	4,71,217	7,28,509	6,30,945	5,38,688	4,48,096
Provision of Un utilized compensated absences outstanding as on the end of Period	54,300	67,510	62,955	63,590	61,797
Timing Difference Due to Gratuity and Compensated Absences, etc	5,25,517	7,96,019	6,93,900	6,02,278	5,09,893
Deferred Tax Assets (B)	1,70,504	2,45,970	2,14,415	1,86,104	1,57,557
Cumulative Balance of Deferred Tax Liability (Net) (A-B)	75,24,224	7,95,202	19,79,875	23,49,544	27,17,669
Normal Tax Rates	32.45	30.90	30.90	30.90	30.90

**8. Earnings Per Share (AS 20):**

Earnings per Share have been calculated is already reported in the Annexure –Q of the enclosed financial statements.

9. MATERIAL ADJUSTMENTS [AS PER SEBI (ICDR) REGULATIONS, 2009]

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 1956, and as replaced by Company Act 2013 after 01st April 2014 and Accounting Standards.

The Summary of results of restatements made in the audited financial statements of the Company for the respective period / years and their impact on the profit / (losses) of the Company is as under.

Statement of adjustments in the Financial Statements

The reconciliation of Profit after tax as per audited results and the Profit 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/ period and its impact on the profit & losses of the company.

1. Statement of Profit and Loss after Tax**Table -1**

(Amount in Rs.)

Particulars	2015-16	2014-15	2013-14	2012-13	2011-12
Net Profit After Tax as per audited accounts but before adjustments for restated accounts:	66,15,262	14,50,693	53,86,090	31,12,687	22,26,759
(Short)/Excess Provision of Gratuity Expense	2,57,292	(97,564)	(92,257)	(90,592)	(4,48,096)
(Short)/Excess Provision of Compensated Absences	13,210	(4,555)	635	(1,793)	(61,797)
Short (Excess) Deferred tax liability provided	(30,47,211)	4,36,796	6,99,996	3,68,125	1,34,094
Prior period expenses booked in respective years	20,68,047	(4,73,904)	(15,88,283)	(5,861)	-
Prior period income booked in respective years	(2,31,528)	-	-	2,31,528	-
Expense debited to Profit & loss Account being nature of capital expense	-	-	35,340	24,600	-
Expense being Revenue Nature, Earlier Capitalized	-	-	-	-	(300)
Personal Expenses (Insurance) account in Profit & Loss Account	-	-	14,75,000	-	-
Personal Expenses (Electricity) account in Profit & Loss Account	-	-	11,530	14,860	16,620
Short/(Excess) Provision of depreciation	(17,54,560)	(25,53,507)	(15,55,597)	44,360	14,853
(Loss)/profit on sale of Fixed Assets	4,175	-	(5,17,976)	-	-
(Short)/Excess Provision of Finance Expenses being part of Borrowing Cost, now capitalized	75,34,758	31,60,313	-	-	-
Net Adjustment in Profit and Loss Account	48,44,183	4,67,579	(15,31,612)	5,85,227	(3,44,626)
Net Profit/(Loss) After Tax as per Restated Accounts:	1,14,59,445	19,18,272	38,54,479	36,97,914	18,82,133

**a) Adjustment on account of provision for Gratuity and Compensated Absences:**

The Company did not provide gratuity and compensated absences based on the requirement of AS -15 (Revised), therefore during the restatement, provision for gratuity and compensated absences have been done as per the actuarial valuation and accordingly short/excess provisions in respective year were adjusted to comply with the requirement of AS-15 (Revised).

b) Adjustment on account of Provision of Deferred Tax:

Due to changes in Depreciation and Provision for Gratuity and compensated absences, etc, The Company has recalculated the deferred tax liability and deferred tax assets at the rate of normal Tax rate applicable at the end of relevant year.

c) Accounting of Prior period Income/Expenses:

Prior period expense debited Rs. 20,68,047/- in FY 2015-16 has now been expensed out in the respective financial year i.e. FY.2012-13 of Rs.5861/-,FY.2013-14 of Rs.1588283/- & FY.2014-15 of Rs.473904/-.

In same manner the Prior period income credited of Rs. 2,31,528/- in FY.2015-16 has now been recognized in the FY.2012-13.

d) Adjustment on account of wrong accounting treatment of Finance Expenses:

In FY 2014-15, and FY 2015-16 during the process of restatement the Company has rectified the mistake of not capitalizing borrowing cost pertaining to acquisition of fixed assets. Accordingly in FY 2014-15 and 2015-16., Rs. 31,60,313/- and Rs. 75,34,758/- respectively has been capitalized in respective assets to the extent of information available.

e) Adjustment on account of wrong accounting treatment of Expenses:

In FY.2012-13 & FY.2013-14, the Company has wrongly debited computer expenses to profit & loss account of Rs.24600/- & 35340/- respectively, which has now been rectified and capitalized in restatement which resulted in increase in profit of respective year.

In FY.2011-12 the company has wrongly capitalized of Rs.300/- to computer, this now has been rectified in restatement which results in decrease in restatement profit by Rs.300 subject to reversal of depreciation charged in respective years.

In FY.2013-14 the company has Wrongly debited Keyman insurance expense which are in nature of personal expense of the directors has now been adjusted against loan taken from directors, it has resulted in increase in profit by Rs.14,75,000/- in restatement of profit & loss account of FY.2013-14.

In FY.2011-12, FY.2012-13 & FY.2013-14 the company has Wrongly debited power & fuel expense which are in nature of personal expense of the directors has now been adjusted against loan taken from directors, it has resulted in increase in profit by Rs.16620/-,Rs.14860/- & Rs.11530/- in restatement of profit & loss account in respective years.

During the FY.2013-14 the company has sold Medical Equipment for which company has not accounted loss on sale of fixed assets of Rs.5,17,976/-,which have been shown in restatement of profit & loss which has resulted in decrease in profit by Rs.5,17,976/-.

In the same manner in FY.2015-16 14 the company has sold Diesel Generator for which company has not accounted profit on sale of fixed assets of Rs 4,175/-,which have been shown in restatement of profit & loss which has resulted in increase in profit by Rs.4,175/-.

**f) Accounting of Depreciation (AS -6)**

During the process of restatement of Accounts, Company has rectified the Depreciation provision which was wrong on account of arithmetical errors, Non Compliance with AS-16 (Borrowing Cost) and non-Compliance with the requirement of schedule II of the Companies Act, 2013 w.e.f. 1.4.2014 onwards. The same has been rectified and accordingly effect thereof has been stated in Table 1 (Statement of Profit and Loss after Tax).

10. Realizations:

In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets, loans and advances will, in the ordinary course of business, not be less than the amounts at which they are stated in the Balance sheet.

11. Contractual liabilities

All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

12. Disclosure under Micro, Small and Medium Enterprises Development Act, 2006

Under the Micro, Small and Medium Enterprises Development Act, 2006 read with notification no. 8/7/2006 – CDN dt 17/05/2007, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises. The Company is in the process of compiling relevant information from its suppliers about their coverage under the said Act. Since the relevant information is not readily available, no disclosures have been made in the accounts. However in the view of the management, the impact of interest, if any, that may be payable as per the provisions of this Act is not expected to be material.

13. Amounts in the financial statements

Amounts in the financial statements are rounded off to nearest rupee. Figures in brackets indicate negative values.

14. Statutory Auditors Qualification during the period of Restatement

During the period of Restatement, Statutory Auditors has given following adverse/qualified remarks for which adjustments wherever required has been taken during the restatement of financial statements.

Financial Year	Auditors Qualification	Management Comments
FY 2011-12	Quantity wise inventory record is not provided to us.	The Company is having very huge number of inventory items, and therefore it is not practically feasible for the management to maintain the Inventory records of stock items.
FY 2012-13		
FY 2013-14	We cannot express any opinion about the procedure of physical verification followed by the by the management, since no documentary evidences are provided to us	The Management of the Company had decided to carry out the Physical verification of all inventory items including consumables as at the year end. The management has taken price of such physical quantities based on the FIFO method and followed consistently over the period of time.
FY 2015-16	The Company has not maintained inventory records for pharmacy division and hospital consumables since the software did not maintain any records. However, Inventory has been physically verified at the end of year by the management but we are unable to comment about discrepancies between book records and physical records in the absence of book records.	
FY 2013-14	The Company has accepted deposits from non-shareholder so there is violation of section 58A and 58AA of the Companies Act 1956.	Management has taken note of the qualification of the Auditors, and decided to make repayment of such deposits in the FY 2016-17.
FY 2015-16	The Company has accepted deposits from public within the meaning of section 73 to 76 of the Act and acceptance of Deposit Rules 2016 made violation thereof.	
FY 2013-14	The Company has not provided for deferred tax	During the Restatement of Financials,



Deepak Health and Wellness Limited

FY 2014-15	Assets/liabilities and it is informed that management has decided to not to provide for the same which is violation of AS -22.	such violation has been properly dealt with in the accounts as per the Requirement of AS -22 –“Accounting for Taxes on Income”
FY 2015-16 (Emphasis of Matters)	With respect to Inventory, Management of the Company has carried out Physical verification of the Inventory items at the end of year and based on physical quantity, management has done valuation as permitted by AS 2 “Valuation of Inventory”. In the absence of records of inward and outward of Inventory items during the year, It is not possible to Comment on the accuracy of physical quantity as considered by the management, and therefore to that extent, Auditors are unable to verify the valuation of inventory as adopted by the Company. The effect of above matter on Statement of Profit and Loss Account for the financial year could not be ascertained.	Refer Management Response given above.
	The Company has not paid service tax under reverse charge mechanism for Supply of manpower and security services, where the service tax comes to Rs. 2,63,772/- due to which profit has been overstated to that extent.	According to management, since the services rendered by the Company are exempt under Notification No 25/2012 of Service Tax, therefore such kind of liability is not applicable to the Company.
	We draw attention to Note no 8 to the financial statement regarding prior period expenses aggregating to Rs. 18,59,852.05/- and prior period income aggregating Rs. 7,70,906/- accounted in the statement of Profit and Loss for the year ended March 31, 2016. These prior period items as disclosed in the said notes were inadvertently not included in the statement of Profit and Loss of previous year.	During the Restatement of Financials, such violation has been properly dealt with in the accounts. Prior period expenses have been accounted in the relevant financial year.
FY 2015-16 (Audit Qualifications)	1) Auditors has qualified the report on Internal Financial Controls under clause (i) of sub-section 3 of section 143 of Companies Act, 2013 as under - : “The Company has inadequate internal control system in case of stock of pharmacy and Consumables”	As explained, The management is in the process to get the software developed, which will have control on entire Inventory.
	The Title deeds of the Immovable property are held in the name of the Company except 2 properties, which are held by directors and Company is freely utilizing the same on the basis of agreement executed between Company and Owners (promoter).	The Company has title deeds in its own name, except for Land costing of Rs. 96,788/- being 1.16% of Total value of Free hold Land i.e. 82,76,658/-. Further Management states that the title deed of land of Rs. 96,788/- is not traceable with Company records and steps to extract the title documents from government records will be initiated at the earliest possible.

ANNEXURE – A

STATEMENT OF SHARE CAPITAL, RESERVES AND SURPLUS

(Amt. in Rs.)

Particulars	As at				
	31.03.2016	31.03.2015	31.03.2014	31.03.2013	31.03.2012
Share Capital					
Authorised Share Capital					
Equity shares of Rs.100 each	1,000	1,000	1,000	1,000	1,000
Share Capital	1,00,000	1,00,000	1,00,000	1,00,000	1,00,000
Issued, Subscribed and Paid up Share Capital					
Equity Shares of Rs. 100 each fully paid up	1,000	1,000	1,000	1,000	1,000
Share Capital (in Rs.)	1,00,000	1,00,000	1,00,000	1,00,000	1,00,000
Total	1,00,000	1,00,000	1,00,000	1,00,000	1,00,000
Reserves and Surplus					
A) Surplus in Profit and Loss account					
Opening Balance	252,83,812	233,65,540	195,11,061	158,13,147	139,31,013
Add: Restated Profit/ (Loss) for the year	114,59,446	19,18,272	38,54,479	36,97,915	18,82,133
Total	367,43,258	252,83,812	233,65,540	195,11,061	158,13,147

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.100/-. 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.

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 above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

5. The reconciliation of the number of shares outstanding as at: -

Particulars	As at				
	31.03.2016	31.03.2015	31.03.2014	31.03.2013	31.03.2012
Number of shares at the beginning	1000	1000	1000	1000	1000
Add: Shares issued during the year	0	0	0	0	0
Number of shares at the end	1000	1000	1000	1000	1000

6. The detail of shareholders holding more than 5% of Shares: -

Name of Shareholders	As at (No. of Shares)				
	31.03.2016	31.03.2015	31.03.2014	31.03.2013	31.03.2012
Dr. S. R. Rakh	500	500	500	500	500
Dr. S. S. Rakh	500	500	500	500	500
Total	1000	1000	1000	1000	1000

ANNEXURE – B
STATEMENT OF LONG TERM AND SHORT TERM BORROWINGS

(Amt. in Rs.)

Particulars	As at				
	31.03.2016	31.03.2015	31.03.2014	31.03.2013	31.03.2012
Long Term Borrowings					
(Secured)					
From Banks	2466,71,364	347,78,913	229,92,031	89,35,151	0
Total	2466,71,364	347,78,913	229,92,031	89,35,151	0
(Unsecured)					
From Related Parties & Others					
Loan from Directors	42,64,949	32,64,949	47,04,864	64,41,394	67,56,254
Loan from Others	79,90,777	94,82,481	95,09,111	95,08,259	95,18,023
Total	122,55,726	127,47,430	142,13,975	159,49,653	162,74,277

Short Term Borrowings

From Banks/Financial Institutions (Secured)	136,02,614	112,38,903	110,40,429	105,86,358	54,10,931
---	------------	------------	------------	------------	-----------

The above amount includes:

Secured Borrowings	2602,73,978	460,17,816	340,32,460	195,21,509	54,10,931
Unsecured Borrowings	122,55,726	127,47,430	142,13,975	159,49,653	162,74,277

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.
3. List of persons/entities classified as 'Promoters' and 'Promoter 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.
4. The terms and conditions and other information in respect of Secured Loans as on 31.03.2016 are given in Annexure -B (A)
5. The terms and conditions and other information in respect of Unsecured Loans as on 31.03.2016 are given in Annexure - B (B)



DEEPAK HOSPITAL

Deepak Health and Wellness Limited

ANNEXURE – B(A)								
STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY								
Name of Lender	Guarantors	Purpose	Sanctioned Amount (Rs.)	Rate of interest	Securities offered	Re-Payment Schedule	Moratorium	Outstanding amount as on (as per Books) 31.03.2016
BMW Financial Services	Dr. Sanjay Rakh	Car Loan	3700000	0.1076	Secured by way of Hypothecation of Car	60 months (1st EMI of Rs. 79290, Second EMI of Rs. 64139 and Remaining 58 EMI of Rs. 79290/-)	NIL	898540.31



DEEPAK HOSPITAL

Deepak Health and Wellness Limited

LICHFC Loan Account	Dr. Shankarrao Raghunath Rakh Dr. Sanjay Raghunath Rakh Dr. Anuradha Sanjay Rakh	Business Loan (Apna Hospital Loan)	340000000	0.142	a) Registered Mortgage of the Old Hospital Land & Building in the name of Dr. Sanjay Raghunath Rakh Dr. Anuradha Sanjay Rakh (Director of the Company) and Rakh Hospital Pvt Ltd situated at H, No 3-19-65, CTS No. 9145/1, H, No 3-19-65/1, CTS No. 9145/2, H No 3-19-64 CTS No.9138, H No 3-19-63 CTS No.9137, H No 3-19-57 CTS No.9136Town Hall, jalna, Maharashtra 43120 b) Registered Mortgage of the New Hospital Land & Building in the name of Rakh Hospital Pvt. Ltd. situated at H, No 3-19-58/2, CTS No. 8793, Town Hall, jalna, Maharashtra 43120. c) Hypothication of existing & proposed equipment to be financed by LIC HFL d) Renuka Apt Flat No. FF-06(P) first Floor, MCH No-3-6-1 (Part B) CTS, Part B Sheet No-71, Jalna, Maharashtra 431203. e) Renuka Apt Flat No. SS-10 Second Floor, FLM No-3-6-1 (Part B) CTS No-8797, Part B Sheet No-71, Old Jalna, Maharashtra 431203 f) Renuka Apt Flat No. SS-11 Second Floor, FLM No-3-6-1 (Part B) CTS No-8797, Part B Sheet No-71, Old Jalna, Maharashtra 431203 g) Renuka Apt Flat No. SS-12 Second Floor, FLM No-3-6-1 (Part B) CTS No-8797, Part B Sheet No-71, Old Jalna, Maharashtra 431203 h) Renuka Apt Flat No. SS-09 Second Floor, FLM No-3-6-1 (Part B) CTS No-8797, Part B Sheet No-71, Old Jalna, Maharashtra 431203	180 monthly EMI of Rs. 41,51,721 starting from March 2016	NIL	265033650
STATEMENT OF PRINCIPAL TERMS OF SHORT TERM SECURED LOANS AND ASSETS CHARGED AS SECURITY								



DEEPAK HOSPITAL

Deepak Health and Wellness Limited

Name of Lender	Guarantors	Purpose	Sanctioned Amount (Rs.)	Rate of interest	Securities offered	Re-Payment Schedule	Moratorium	Outstanding amount as on (as per Books)
								31.3.2016
Kallappa Anna Awade Ichalkaranji Janata Sahakari Bank Ltd A/C NO.05	Dr. Shankarrao Raghunath Rakh Dr. Sanjay Raghunath Rakh Dr. Anuradha Sanjay Rakh Madhukar Baburao Sanap Avinash Sambhajirao Kute	Working Capital Loan	18500000	0.125	Registered mortgaged of property bearing CTS No.8794 admeasuring 676.90 Sq mtrs.And Building therein situated at town Hall Old Jalna Owned by Mr.Shankar Raghunathrao Rakh & Sanjay Shankarrao Rakh	Demand Loan	NIL	13664853
Kallappa Anna Awade Ichalkaranji Janata Sahakari Bank Ltd CC SOD 04	Dr. Shankarrao Raghunath Rakh Dr. Sanjay Raghunath Rakh Dr. Anuradha Sanjay Rakh Madhukar Baburao Sanap Avinash Sambhajirao Kute Savita Avinash	Working Capital Loan	10000000	0.125	Primary security:Registered mortgage of following properties & building Property No. H No. 3-19-65, CTS No. 9145/1 owned by Sanjay Shankarrao Rakh,H No. 3-19-65/1, CTS No. 9145/2 owned by Rakh Hospital Pvt Ltd through its director Sanjay Shankarrao Rakh & Anuradha Sanjay Rakh,H No. 3-19-64, CTS No. 9138 owned by Rakh Hospital Pvt Ltd through its director Sanjay Shankarrao Rakh & Anuradha Sanjay Rakh,H No. 3-19-63, CTS No. 9137 owned by Rakh Hospital Pvt Ltd through its director Sanjay Shankarrao Rakh & Anuradha Sanjay Rakh,H No. 3-19-57, CTS No. 9136 owned by Shankarrao Raghunathrao Rakh, Sanjay Shankarrao Rakh & Shilpa Vinod Pantulla.	Demand Loan	NIL	-62239.42

Deepak Health and Wellness Limited

	Kute				Collateral security: Hypothecation of way of first and exclusive charge on furniture & fixture and air conditioners to be purchased.			
Sub Total								13602613.58

**ANNEXURE – B(B)
STATEMENT OF TERMS & CONDITIONS OF UNSECURED LOANS**

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.

A) Details of Unsecured Loans outstanding as at the end of the respective periods from Directors/Promoters

Name of Lender	Purpose	Rate of interest	Re-Payment Schedule	Moratorium	Outstanding amount as on (as per Books) 31.03.2016
Mr. Avinash S.Kute	Business Loan	-	On Demand	-	74,925
Dr A.S.Rakh	Business Loan	-	On Demand	-	21,63,209
Dr M.B. Sanap	Business Loan	-	On Demand	-	7,11,177
Dr S.S.Rakh	Business Loan	-	On Demand	-	0
Dr. S.R.Rakh	Business Loan	-	On Demand	-	13,15,638
Sub Total					42,64,949



B) Details of Unsecured Loans outstanding as at the end of the respective periods from Others

Name of Lender	Purpose	Rate of interest	Re-Payment Schedule	Moratorium	Outstanding amount as on (as per Books) 31.03.2016
B M Baidur	Business Loan	-	On Demand	-	12,64,656
Bhausahab B Latpate	Business Loan	-	On Demand	-	1,05,388
Deepak Medical & Foundation Trust	Business Loan	-	On Demand	-	8,00,000
Deepak Medical F.R.C.& Charitable Trust (MMU)	Business Loan	-	On Demand	-	1,61,150
Dr K.S.Rakh	Business Loan	-	On Demand	-	1,244
Ganpat Rambhau Jaybhay	Business Loan	-	On Demand	-	2,10,776
Jagdish Nagre	Business Loan	-	On Demand	-	79,041
Madhav S. Jaybhay	Business Loan	-	On Demand	-	2,10,776
Mangal Madhukar Sanap	Business Loan	-	On Demand	-	3,00,000
Niranjan B. Rakh	Business Loan	-	On Demand	-	2,10,776
Pravin B. Rakh	Business Loan	-	On Demand	-	1,05,388
R M Khardilkar	Business Loan	-	On Demand	-	14,368
R N Gokaran	Business Loan	-	On Demand	-	52,694
Raghunath Gokarn	Business Loan	-	On Demand	-	52,694
Rajendra Rakh	Business Loan	-	On Demand	-	3,16,164
Rajendra Raosaheb Vanve	Business Loan	-	On Demand	-	1,05,388
Rajesh Kale	Business Loan	-	On Demand	-	5,26,940
Ramnath Patil Wagh, Hastpokhri	Business Loan	-	On Demand	-	2,10,776
S.A.Kute	Business Loan	-	On Demand	-	7,84,218
Savita Shivaji Mundhe	Business Loan	-	On Demand	-	11,08,296
Sheshrao Jaibhay	Business Loan	-	On Demand	-	5,26,940
Shukdev Hivrale	Business Loan	-	On Demand	-	3,16,164
V V Gokran	Business Loan	-	On Demand	-	1,05,388
Vilas Gaikwad	Business Loan	-	On Demand	-	2,10,776
Vinod Ganpat Jaybhay	Business Loan	-	On Demand	-	2,10,776
Sub Total					79,90,777

**ANNEXURE – C
STATEMENT OF DEFERRED TAX (ASSETS) / LIABILITIES**

(Amt. in Rs.)

Particulars	As at				
	31.03.2016	31.03.2015	31.03.2014	31.03.2013	31.03.2012
Major Components of deferred tax arising on account of timing differences are:					
Timing Difference Due to Depreciation	237,16,221	33,69,490	71,01,262	82,05,981	93,04,937
Deffered Tax Liability(A)	76,94,728	10,41,172	21,94,290	25,35,648	28,75,226
Provision of Gratuity outstanding as on the end of Period	4,71,217	7,28,509	6,30,945	5,38,688	4,48,096
Provision of Un utilized compensated absences outstanding as on the end of Period	54,300	67,510	62,955	63,590	61,797



Deepak Health and Wellness Limited

Profit/(Loss) on sale of Fixed Assets	4,175	0	-5,17,976	0	0
Timing Difference	5,29,692	7,96,019	1,75,924	6,02,278	5,09,893
Deferred Tax Assets (B)	1,70,504	2,45,970	2,14,415	1,86,104	1,57,557
Cumulative Balance of Deferred Tax Liability (Net) (A-B)	75,24,224	7,95,202	19,79,875	23,49,544	27,17,669
Note: The above statement should be read with the significant accounting policies and notes to restated summary statement of profit and loss account and cash flows statement as appearing in Annexures IV, I, I and III .					

**ANNEXURE – D
STATEMENT OF LONG TERM PROVISIONS**

(Amt. in Rs.)

Particulars	As at				
	31.03.2016	31.03.2015	31.03.2014	31.03.2013	31.03.2012
Provision for Employee Benefits	5,08,357	7,19,699	6,25,683	5,44,026	4,59,565
Total	5,08,357	7,19,699	6,25,683	5,44,026	4,59,565

**ANNEXURE – E
STATEMENT OF TRADE PAYABLES**

(Amt. in Rs.)

Particulars	As at				
	31.03.2016	31.03.2015	31.03.2014	31.03.2013	31.03.2012
Trade Payables					
Others	136,93,741	137,65,246	56,93,643	81,78,568	92,99,467
Total	136,93,741	137,65,246	56,93,643	81,78,568	92,99,467

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.
3. 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. There was no amount due to any such entities which needs to be disclosed.

**ANNEXURE – F
STATEMENT OF OTHER CURRENT LIABILITIES AND SHORT TERM PROVISIONS**

(Amt. in Rs.)

Particulars	As at				
	31.03.2016	31.03.2015	31.03.2014	31.03.2013	31.03.2012
Other Current Liabilities					
Current Maturities of Long Term Debt	192,60,846	1494,61,869	111,03,564	52,92,520	155,01,825
Statutory Payables	19,55,480	4,84,120	4,77,079	3,96,230	4,28,691
Advance from Customers	0	2,74,390	0	0	0
Security Deposits	48,900	48,900	4,03,718	0	0
Others Payable	11,57,442	11,47,596	5,36,965	6,25,779	3,21,028
Total	224,22,668	1514,16,875	125,21,326	63,14,529	162,51,544



Deepak Health and Wellness Limited

Short Term Provisions					
Provision for Taxes (net off of advance tax & TDS)	0	0	92,028	0	0
Provision for Employee Benefits	17,160	76,320	68,217	58,252	50,328
Total	17,160	76,320	1,60,245	58,252	50,328

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE – G
STATEMENT OF FIXED ASSETS**

(Amt. in Rs.)

Particulars	As at				
	31.03.2016	31.03.2015	31.03.2014	31.03.2013	31.03.2012
Tangible Assets					
Land	82,76,658	82,76,658	76,33,098	6,26,788	6,26,788
Air conditioner	51,68,637	1,14,474	6,18,639	7,18,595	7,85,991
Computer	5,37,285	3,42,156	3,38,714	5,14,272	6,79,973
Electric Installations	39,60,854	2,59,432	6,10,563	7,09,180	7,78,583
Furniture & Fixtures	105,36,349	4,73,669	7,29,062	8,80,814	8,44,730
Hospital Building	1267,78,925	206,75,899	232,24,950	244,47,316	257,34,017
Medical Equipments	1103,29,669	230,12,355	258,41,303	264,03,762	251,43,443
Motor Car	13,25,396	20,06,320	30,44,713	41,04,452	6,94,294
Office Equipments	18,57,568	21,45,459	8,31,889	9,52,732	7,69,672
Total	2687,71,341	573,06,423	628,72,930	593,57,911	560,57,491
Intangible Assets					
Computer Software	1,29,579	2,34,272	3,12,116	2,56,027	3,26,027
Total	1,29,579	2,34,272	3,12,116	2,56,027	3,26,027
Capital work in Progress	3,69,954	1065,12,560	11,03,678	0	0
Total	2692,70,874	1640,53,255	642,88,724	596,13,939	563,83,518

*Note:- Factory Building is including of cost of land, which is being depreciated at the rate which is applicable on Factory Building. There is no detail available with the Company about the cost of Land.

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – H
STATEMENT OF NON-CURRENT INVESTMENTS

(Amt. in Rs.)

Particulars	As at				
	31.03.2016	31.03.2015	31.03.2014	31.03.2013	31.03.2012
Non- Current Investment					
Unquoted (at Cost)	69,68,510	81,09,510	71,85,510	25,73,010	20,73,010
Fixed deposit	204,00,000	4,00,000	0	0	0
Total	273,68,510	85,09,510	71,85,510	25,73,010	20,73,010

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – I
STATEMENT OF LONG-TERM LOANS AND ADVANCES

(Amt. in Rs.)

Particulars	As at				
	31.03.2016	31.03.2015	31.03.2014	31.03.2013	31.03.2012
Unsecured, Considered Good unless otherwise stated					
Capital Advance	7,54,471	421,37,590	25,00,000	0	5,50,000
Security Deposit	8,68,300	5,58,300	5,58,300	3,59,900	3,59,900
Other Loans and Advances	2,79,620	2,79,620	2,50,000	2,50,000	0
Total	19,02,391	429,75,510	33,08,300	6,09,900	9,09,900

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – J
STATEMENT OF INVENTORIES

(Amt. in Rs.)

Particulars	As at				
	31.03.2016	31.03.2015	31.03.2014	31.03.2013	31.03.2012
Medicines at shop	48,92,500	48,67,200	43,48,200	41,61,400	41,42,860
Hospital Consumables	2,80,600	2,45,600	2,34,250	2,98,450	2,85,600
Total	51,73,100	51,12,800	45,82,450	44,59,850	44,28,460

Note:- Inventory has been physically verified by the management of the Company at the end of respective year/period

ANNEXURE – K
STATEMENT OF TRADE RECEIVABLES

(Amt. in Rs.)

Particulars	As at				
	31.03.2016	31.03.2015	31.03.2014	31.03.2013	31.03.2012
Outstanding for a period exceeding six months (Unsecured and considered Good)					
Others	0	0	0	0	0
Outstanding for a period not exceeding 6 months (Unsecured and considered Good)					
Others	60,65,967	25,72,391	7,353	59,588	8,02,941
Total	60,65,967	25,72,391	7,353	59,588	8,02,941

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.
3. 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.

ANNEXURE – L
STATEMENT OF CASH & CASH EQUIVALENTS

(Amt. in Rs.)

Particulars	As at				
	31.03.2016	31.03.2015	31.03.2014	31.03.2013	31.03.2012
Cash in Hand	243,96,262	139,67,542	117,26,081	8,89,558	7,10,130
Balances with Banks	92,95,105	90,64,868	3,01,872	1,24,665	35,885
Total	336,91,367	230,32,410	120,27,953	10,14,223	7,46,015

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – M
STATEMENT OF SHORT-TERM LOANS AND ADVANCES

(Amt. in Rs.)

Particulars	As at				
	31.03.2016	31.03.2015	31.03.2014	31.03.2013	31.03.2012
Unsecured, Considered Good unless otherwise stated					
Advance tax & TDS (net off of provision of Income tax)	25,03,561	13,19,933	0	0	0
Vat Receivable	0	-68,531	0	0	0
Advance / Loan to Employees	42,119	27,907	20,289	0	1,36,844
Advance to suppliers	54,60,665	13,96,042	15,27,886	41,67,051	10,70,277
Loans and Advances to related Parties	14,29,185	13,60,085	0	0	0
Total	94,35,529	40,35,436	15,48,175	41,67,051	12,07,121

**Deepak Health and Wellness Limited**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.
3. 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.

ANNEXURE – N
STATEMENT OF OTHER CURRENT ASSETS

(Amt. in Rs.)

Particulars	As at				
	31.03.2016	31.03.2015	31.03.2014	31.03.2013	31.03.2012
Prepaid Expenses	3,96,257	5,49,289	2,62,482	6,29,582	4,25,963
Others	2,35,116	81,799	81,799	0	0
Total	6,31,373	6,31,088	3,44,281	6,29,582	4,25,963

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – O
STATEMENT OF TURNOVER

(Amt. in Rs.)

Particulars	For the Year Ended				
	31.03.2016	31.03.2015	31.03.2014	31.03.2013	31.03.2012
(i) Turnover of Service	1530,79,930	1085,56,595	1065,66,461	1052,23,036	902,69,133
Total	1530,79,930	1085,56,595	1065,66,461	1052,23,036	902,69,133

*As per information provided to us by the Issuer, there is no such item.

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – P
STATEMENT OF OTHER INCOME

(Amt. in Rs.)

Particulars	For the Year Ended				
	31.03.2016	31.03.2015	31.03.2014	31.03.2013	31.03.2012
A) Related and Recurring Income:					
Dividend Received	98,592	55,725	8,350	0	12,900
Interest on MSEB Deposit	60,965	44,278	38,404	22,439	16,062
Other Income	70,700	0	1,00,000	2,330	850
Rent from BSNL	65,000	0	25,000	60,000	60,000



Deepak Health and Wellness Limited

Interest Income	2,63,584	5,44,021	0	0	0
B) Related and Non- Recurring Income:					
Sundry Balance back	4,16,436	0	49,413	0	0
Vat Refund	0	0	0	2,31,528	0
Prior period Income	7,70,906	0	0	0	0
Total	17,46,183	6,44,024	2,21,167	3,16,297	89,812

1. 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.
2. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
3. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE – Q
STATEMENT OF MANDATORY ACCOUNTING RATIOS**

(Amt. in Rs.)

Particulars	As at				
	31.03.2016	31.03.2015	31.03.2014	31.03.2013	31.03.2012
Net Worth (A)	368,43,258	253,83,812	234,65,540	196,11,061	159,13,147
Restated Profit after tax	114,59,446	19,18,272	38,54,479	36,97,915	18,82,133
Less: Prior Period Item					
Adjusted Profit after Tax (B)	114,59,446	19,18,272	38,54,479	36,97,915	18,82,133
Number of Equity Share outstanding as on the End of Year/Period (c)	1,000	1,000	1,000	1,000	1,000
Weighted average no of Equity shares at the time of end of the year (D)	25,10,000	25,10,000	25,10,000	25,10,000	25,10,000
Current Assets (E)	549,97,337	353,84,125	185,10,212	103,30,293	76,10,500
Current Liabilities (F)	497,36,182	1764,97,344	294,15,643	251,37,707	310,12,271
Face Value per Share	10.00	10.00	10.00	10.00	10.00
Restated Basic and Diluted Earning Per Share (Rs.) (B/D)	4.57	0.76	1.54	1.47	0.75
Return on Net worth (%) (B/A)	0.31	0.08	0.16	0.19	0.12
Net asset value per share (A/C) (Face Value of Rs. 100 Each)	36,843.26	25,383.81	23,465.54	19,611.06	15,913.15
Net assets value per share (effect of sub division and bonus issue of equity shares) (A/D)	14.68	10.11	9.35	7.81	6.34
Current Ratio (E/F)	1.11	0.20	0.63	0.41	0.25



Deepak Health and Wellness Limited

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) Net assets value per share (effect of bonus issue of equity shares) - : Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year (after split and bonus issue)

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 in note 1(c) and 1(d) is = Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).

4) The Company has sub-divided the face value of its equity shares from Rs. 100 each to Rs. 10 each dated 04/07/2016. Further the Company has declared bonus shares in the ratio of 250:1 (250 share bonus for Every 1 shares held in Company) dated 20/07/2016 to all existing shares holders. Accordingly, the number of equity shares considered for computation of basic and diluted earnings per share for the year ended March 31, 2016, March 31, 2015, March 31,2014, March 31,2013, and March 31,2012, have been adjusted for the impact of sub division of face value and issue of bonus shares.

5) The figures disclosed above are based on the standalone restated summary statements.

6) The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – R
STATEMENT OF RELATED PARTY TRANSACTION

A)	Names of the related parties with whom transaction were carried out during the years and description of relationship:		
1)	Company/entity owned or significantly influenced by directors/ KMP	Deepak Medical Foundation Research Centre & Charitable Trust	
		Deepak Medical & Foundation Trust	
		Vasantryao Naik Shikshan Prasarak Madal (Vasantryao Naik Institute of Nursing)	
		Dr.Shankar Raghunathrao Rakh	
2)	Key management Personnel	Dr.Sanjay Shankarrao Rakh	
		Dr.Anuradha Sanjay Rakh	
		Dr. M.B.Sanap	
		Avinash S. Kute	
		Savita A. Kute	
3)	Relatives of Key managerial persons	Mr. Mukund Shrikant Kudrimoti	
		Mangal Sanap	
		Dr. Krishna .S.Rakh	

(Amt. in Rs.)

Sr. No.	Nature of Transaction	Period/ Year ended				
		31.03.2016	31.03.2015	31.03.2014	31.03.2013	31.03.2012
1. Transaction with Entities owned or Significantly influenced by Director/KMP						
A	Deepak Medical Foundation Research Centre & Charitable Trust					



Deepak Health and Wellness Limited

	Opening Balance {Cr./(Dr)}	1,61,150	1,61,150	1,06,150	1,06,150	0
	Loan Taken	0	0	1,80,000	0	1,06,150
	Loan repaid	0	0	1,25,000	0	0
	Closing Balance {Cr./(Dr)}	1,61,150	1,61,150	1,61,150	1,06,150	1,06,150
B	Deepak Medical & Foundation Trust					
	Opening Balance {Cr./(Dr)}	10,00,000	10,00,000	10,00,000	10,00,000	7,00,000
	Loan Taken	0	0	0	0	13,00,000
	Loan repaid	2,00,000	0	0	0	10,00,000
	Closing Balance {Cr./(Dr)}	8,00,000	10,00,000	10,00,000	10,00,000	10,00,000
C	Vasantrao Naik Shikshan Prasarak Madal					
	Opening Balance {Cr./(Dr)}	-2,79,620	-2,50,000	-2,50,000	0	0
	Loan Taken	0	0	0	0	15,00,000
	Loan repaid	0	29,620	0	2,50,000	15,00,000
	Closing Balance {Cr./(Dr)}	-2,79,620	-2,79,620	-2,50,000	-2,50,000	0
2. Transaction with Key Management Personnel						
A	Dr.Shankar Raghunathrao Rakh					
	Borrowings					
	Opening Balance {Cr./(Dr)}	13,15,638	13,15,638	13,15,638	13,15,638	13,15,638
	Loan Taken	23,00,000	0	0	0	0
	Loan Repaid	23,00,000	0	0	0	0
	Closing Balance Including Interest {Cr./(Dr)}	13,15,638	13,15,638	13,15,638	13,15,638	13,15,638
	Directors Remuneration Payable					
	Opening Balance {Cr./(Dr)}	0	36,000	63,000	63,000	40,500
	Remuneration for the year	0	3,20,000	6,90,000	8,40,000	5,65,000
	TDS	0	32,000	69,000	84,000	56,500
	Paid during the year	0	3,24,000	6,48,000	7,56,000	4,86,000
	Closing Balance {Cr./(Dr)}	0	0	36,000	63,000	63,000
B	Dr.Sanjay Shankarrao Rakh					
	Opening Balance {Cr./(Dr)}	-13,60,085	4,39,915	17,01,445	20,16,305	22,24,250
	Amount Taken	27,30,900	0	2,90,000	2,00,000	3,08,675
	Amount Paid	28,00,000	18,00,000	15,51,530	5,14,860	5,16,620
	Closing Balance Including Interest {Cr./(Dr)}	-14,29,185	-13,60,085	4,39,915	17,01,445	20,16,305
	Directors Remuneration Payable					
	Opening Balance {Cr./(Dr)}	2,54,400	1,62,000	1,62,000	1,62,000	1,17,000
	Remuneration for the year	0	21,60,000	21,80,000	21,60,000	16,10,000
	TDS	0	2,16,000	2,18,000	2,16,000	1,61,000
	Paid during the year	0	18,51,600	19,62,000	19,44,000	14,04,000
	Closing Balance {Cr./(Dr)}	2,54,400	2,54,400	1,62,000	1,62,000	1,62,000
C	Dr.Anuradha Sanjay Rakh					
	Opening Balance {Cr./(Dr)}	11,63,209	21,63,209	26,38,209	26,38,209	26,38,209
	Loan Taken	10,00,000	0	0	0	0



Deepak Health and Wellness Limited

	Loan Repaid	0	10,00,000	4,75,000	0	0
	Closing Balance Including Interest {Cr./ (Dr)}	21,63,209	11,63,209	21,63,209	26,38,209	26,38,209
	Directors Remuneration Payable					
	Opening Balance {Cr./ (Dr)}	3,74,478	1,77,775	1,61,982	1,62,000	95,277
	Remuneration for the year	24,04,352	24,18,452	23,35,170	21,56,819	16,54,000
	TDS	2,40,435	2,41,845	2,33,517	2,15,682	1,65,400
	Paid during the year	20,02,908	19,79,903	20,85,860	19,41,155	14,21,877
	Closing Balance {Cr./ (Dr)}	5,35,487	3,74,478	1,77,775	1,61,982	1,62,000
D	Dr. M.B.Sanap					
	Opening Balance {Cr./ (Dr)}	7,11,177	7,11,177	7,11,177	7,11,177	7,11,177
	Loan Taken	0	0	0	0	0
	Loan Repaid	0	0	0	0	0
	Closing Balance Including Interest {Cr./ (Dr)}	7,11,177	7,11,177	7,11,177	7,11,177	7,11,177
	Directors Remuneration Payable					
	Opening Balance {Cr./ (Dr)}	2,04,000	1,35,000	1,87,850	1,53,000	1,11,600
	Remuneration for the year	23,57,797	20,83,000	22,17,523	26,64,555	15,37,092
	TDS	2,35,780	2,08,300	2,21,752	2,66,456	1,53,709
	Paid during the year	20,76,963	18,05,700	20,48,621	23,63,249	13,41,983
	Closing Balance {Cr./ (Dr)}	2,49,054	2,04,000	1,35,000	1,87,850	1,53,000
E	Avinash S. Kute					
	Opening Balance {Cr./ (Dr)}	74,925	74,925	74,925	74,925	74,925
	Loan Taken	0	0	0	0	0
	Loan Repaid	0	0	0	0	0
	Closing Balance Including Interest {Cr./ (Dr)}	74,925	74,925	74,925	74,925	74,925
	Directors Remuneration Payable					
	Opening Balance {Cr./ (Dr)}	2,24,540	2,25,000	2,25,000	2,25,000	90,000
	Remuneration for the year	12,00,000	12,00,000	17,45,716	12,00,000	6,50,000
	TDS	1,20,000	1,22,696	1,74,572	1,20,000	65,000
	Paid during the year	10,79,540	10,77,764	15,71,144	10,80,000	4,50,000
	Closing Balance {Cr./ (Dr)}	2,25,000	2,24,540	2,25,000	2,25,000	2,25,000
3. Transaction with Relatives of Key managerial persons						
A	Savita A. Kute					
	Opening Balance {Cr./ (Dr)}	7,84,218	7,84,218	7,84,218	7,84,218	7,84,218
	Loan Taken	0	0	0	0	0
	Loan Repaid	0	0	0	0	0
	Closing Balance Including Interest {Cr./ (Dr)}	7,84,218	7,84,218	7,84,218	7,84,218	7,84,218
	Salary Payable					
	Opening Balance {Cr./ (Dr)}	2,37,000	1,80,000	1,80,000	1,80,000	90,000
	Remuneration for the year	6,00,000	6,00,000	6,00,000	6,00,000	6,00,000
	TDS	60,000	60,000	60,000	60,000	60,000



Deepak Health and Wellness Limited

	Paid during the year	5,40,000	4,83,000	5,40,000	5,40,000	4,50,000
	Closing Balance {Cr./ (Dr)}	2,37,000	2,37,000	1,80,000	1,80,000	1,80,000
B	Mr. Mukund Shrikant Kudrimoti					
	Sales (IPD)	0	0	5,00,000	0	0
	Mangal Sanap					
	Opening Balance {Cr./ (Dr)}	3,00,000	3,00,000	3,00,000	3,00,000	3,00,000
	Loan Taken	0	0	0	0	0
	Loan Repaid	0	0	0	0	0
C	Closing Balance Including Interest {Cr./ (Dr)}	3,00,000	3,00,000	3,00,000	3,00,000	3,00,000
	Dr. Krishna.S.Rakh					
	Borrowings					
	Opening Balance {Cr./ (Dr)}	14,01,244	14,01,244	14,01,244	14,01,244	14,01,244
	Loan Taken	0	0	0	0	0
	Loan Repaid	14,00,000	0	0	0	0
	Closing Balance {Cr./ (Dr)}	1,244	14,01,244	14,01,244	14,01,244	14,01,244
	Professional fees Payable					
	Opening Balance {Cr./ (Dr)}	0	0	63,000	63,000	40,500
	Remuneration for the year	0	0	7,70,000	8,40,000	5,65,000
	TDS	0	0	77,000	84,000	56,500
	Paid during the year	0	0	7,56,000	7,56,000	4,86,000
D	Closing Balance {Cr./ (Dr)}	0	0	0	63,000	63,000

**ANNEXURE – S
STATEMENT OF CAPITALISATION**

Particulars	Pre Issue (31.03.2016)	Post Issue
Debt		
Short Term Debt	136,02,614	[●]
Long Term Debt	2781,87,937	[●]
Total Debt	2917,90,550	[●]
Shareholders' Fund (Equity)		
Share Capital	1,00,000	[●]
Reserves & Surplus	367,43,258	[●]
Less: Miscellaneous Expenses not w/off	-	
Total Shareholders' Fund (Equity)	368,43,258	[●]
Long Term Debt/Equity	7.55	[●]
Total Debt/Equity	7.92	[●]

Notes:

1. Short term Debts represent which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.
2. Long term Debts represent debts other than Short term Debts as defined above but includes installment 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 31/03/2016.



4. The Company has issued bonus shares in the ratio of 250:1 (250 share bonus for Every 1 shares held in Company) dated 20/07/2016 to all existing shares holders.

**ANNEXURE – T
STATEMENT OF TAX SHELTER**

(Amt. in Rs.)

Particulars		As at				
		31.03.2016	31.03.2015	31.03.2014	31.03.2013	31.03.2012
A	Profit before taxes as restated	208,25,605	18,09,988	60,31,649	48,04,809	30,71,126
B	Tax Rate Applicable %	32	31	31	31	31
C	Tax Impact (A*B)	67,56,867	5,59,286	18,63,780	14,84,686	9,48,978
	Adjustments:					
D	Permanent Differences					
	Preliminary Expenses Related to Incorporation of Company					0
	Interest on TDS	0	7,103	0	0	1,118
	Disallowances under section 40A(3)	4,22,456				
	Donation	1,59,200	82,000	66,101	1,81,866	63,200
	Total Permanent Differences	5,81,656	89,103	66,101	1,81,866	64,318
E	Timing Difference					
	Difference between tax depreciation and book depreciation	-96,43,310	42,49,749	1,04,108	11,23,557	4,92,413
	Duties, Tax, Cess not paid on or before due date -Disallowed Under Section 43 B	45,427	1,316		1,36,954	2,713
	Expenses (Contract) on Which TDS not deducted, disallowed u/s 40a (ia)	8,23,870	4,89,378	3,00,112	3,18,247	1,18,504
	Expenses (Interest on loan) on Which TDS not deducted, disallowed u/s 40a (ia)			1,49,500		
	Expense disallowed under section 36(1)	19,128				
	Expenses (Professional Fee) on Which TDS not deducted, disallowed u/s 40a (ia)			2,43,068		36,792
	Gratuity Expenses Disallowed under Section 40A(7)	-2,57,292	97,564	92,257	90,592	4,48,096
	Leave Encashment Disallowed under Section 40A(7)	-13,210	4,555	-635	1,793	61,797
	Loss on sale of Fixed assets	-4,175		5,17,976		
	Gratuity and Leave Encashment Expenses Allowed on payment basis under Section 40A(7) and 43B respectively					
	Amount Disallowed u/s 43 B in preceding Previous Year, Now Allowed as per Section 43B					



Deepak Health and Wellness Limited

	Total Timing Differences	-90,29,562	48,42,562	14,06,386	16,71,143	11,60,315
	Brought Forward Losses	0				0
F	Net Adjustment (F) = (D+E)	-84,47,906	49,31,665	14,72,487	18,53,009	12,24,633
G	Tax Expenses/ (Saving) thereon (F*B)	-27,40,923	15,23,885	4,54,998	5,72,580	3,78,411
H	Tax Liability, After Considering the effect of Adjustment (C +G)	40,15,944	20,83,171	23,18,778	20,57,266	13,27,389
	MAT Credit Utilized	0		0	0	0
H	Tax Liability, After Considering the effect of MAT Credit	40,15,944	20,83,171	23,18,778	20,57,266	13,27,389
I	Book Profit as per MAT *	208,25,605	18,09,988	60,31,649	48,04,809	30,71,126
J	MAT Rate	20	19	19	19	19
K	Tax liability as per MAT (I*J)	42,46,101	3,44,893	11,49,331	9,15,556	5,85,203
L	Current Tax being Higher of H or K	42,46,101	20,83,171	23,18,778	20,57,266	13,27,389
M	MAT Credit Entitlement	2,30,157	0	0	0	0
N	Total Tax expenses (L+M+N)	44,76,258	20,83,171	23,18,778	20,57,266	13,27,389
O	Total Tax as per Return of Income (Before Interest under Section 234A,B and C of Income Tax Act, 1961)	Not Yet Filed	10,76,389	21,71,457	18,35,531	12,73,522
P	Tax Paid Under (Normal/MAT) in Income Tax Return Filed by Company	MAT	Normal	Normal	Normal	Normal

* MAT refers to Minimum Alternative Tax as referred to in section 115 JB of the Income Tax Act, 1961

Notes:

1. 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 r respective years stated above. The changes in the tax liability and the interest thereon arising on account of assessment proceedings, notices, appeals etc has been adjusted in the tax liability of the year to which the liability pertains.
2. The figures for the year ended March 31, 2016 are based on the provisional computation of Total Income prepared by the Company
3. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE – U
RESTATED SUMMARY STATEMENT OF CONTINGENT LIABILITIES**

(Amt. in Rs.)

Particulars	As at				
	31.03.2016	31.03.2015	31.03.2014	31.03.2013	31.03.2012
Contingent liabilities in respect of:					
Outstanding TDS Default	89,110	0	0	0	0
Outstanding Tax Demand with Respect to Income Tax Assessment year - 2007-08	3,75,635	0	0	0	0
Outstanding Tax Demand with Respect to Income Tax Assessment year - 2009-10	2,64,551	2,64,551	2,64,551	2,64,551	2,64,551
Outstanding Tax Demand with Respect to Income Tax Assessment year - 2010-11	78,030	78,030	78,030	78,030	
Total	8,07,326	3,42,581	3,42,581	3,42,581	2,64,551



1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above contingent liabilities has been prepared by the company and examined by us through information to the extent made available by the Company.
3. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

STATEMENT OF FINANCIAL INDEBTEDNESS

The details of indebtedness of our Company as at August 31, 2016, together with a brief description of certain material covenants of the relevant financing agreements, are provided below:

A. Secured Loan.

STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY

(Amount in Rs.)

Name of Lender	Guarantors	Purpose	Sanctioned Amount (Rs.)	Rate of interest	Securities offered	Re-Payment Schedule	Moratorium	Outstanding amount as on 31/08/2016 as per Books
LIC Housing Finance Limited	1)Dr. Shankarrao Raghunath Rakh 2)Dr. Sanjay Raghunath Rakh 3)Dr. Anuradha Sanjay Rakh	Business Loan (Apna Hospital Loan)	34,00,00,000	Floating Rate – 12.25%	a) Registered Mortgage of the Old Hospital Land & Building in the name of Dr. Sanjay Raghunath Rakh Dr. Anuradha Sanjay Rakh (Director of the Company) and Rakh Hospital Pvt Ltd situated at H, No 3-19-65, CTS No. 9145/1, H, No 3-19-65/1, CTS No. 9145/2, H No 3-19-64 CTS No.9138, H No 3-19-63 CTS No.9137, H No 3-19-57 CTS No.9136Town Hall, Jalna, Maharashtra 43120 b) Registered Mortgage of the New Hospital Land & Building in the name of Rakh Hospital Pvt. Ltd. situated at H, No 3-19-58/2, CTS No. 8793, Town Hall, Jalna, Maharashtra 43120. c) Hypothecation of existing & proposed equipment to be financed by LIC HFL d) Renuka Apt Flat No. FF-06(P) first Floor, MCH No-3-6-1 (Part B) CTS, Part B Sheet No-71,	180 monthly EMI of Rs. 41,51,721 starting from March 2016	NIL	25,76,53,681



DEEPAK HOSPITAL

Deepak Health and Wellness Limited

Name of Lender	Guarantors	Purpose	Sanctioned Amount (Rs.)	Rate of interest	Securities offered	Re-Payment Schedule	Moratorium	Outstanding amount as on 31/08/2016 as per Books
					<p>Jalna, Maharashtra 431203.</p> <p>e) Renuka Apt Flat No. SS-10 Second Floor, FLM No-3-6-1 (Part B) CTS No-8797, Part B Sheet No-71, Old Jalna, Maharashtra 431203</p> <p>f) Renuka Apt Flat No. SS-11 Second Floor, FLM No-3-6-1 (Part B) CTS No-8797, Part B Sheet No-71, Old Jalna, Maharashtra 431203</p> <p>g) Renuka Apt Flat No. SS-12 Second Floor, FLM No-3-6-1 (Part B) CTS No-8797, Part B Sheet No-71, Old Jalna, Maharashtra 431203</p> <p>h) Renuka Apt Flat No. SS-09 Second Floor, FLM No-3-6-1 (Part B) CTS No-8797, Part B Sheet No-71, Old Jalna, Maharashtra 431203</p>			
BMW India Financial Services pvt. Ltd	Dr. Sanjay Rakh	Purchase of Car	37,00,000	10.76%	Secured by way of Hypothecation of Car	60 months (1 st EMI of Rs. 79290, Second EMI of Rs. 64139 and Remaining 58 EMI of Rs. 79290/-)	NIL	5,35,930
Kallappa Anna Awade Ichalkaranji Janata	1)Dr. Shankarrao Raghunath Rakh 2)Dr. Sanjay Raghunath	Working Capital Loan	1,85,00,000	12.50%	Registered mortgaged of property bearing CTS No.8794 admeasuring 676.90 Sq mtrs. And Building therein situated at town Hall Old Jalna Owned by Mr.Shankar Raghunathrao Rakh & Sanjay Shankarrao Rakh.	Demand Loan	NIL	1,54,77,265



DEEPAK HOSPITAL

Deepak Health and Wellness Limited

Name of Lender	Guarantors	Purpose	Sanctioned Amount (Rs.)	Rate of interest	Securities offered	Re-Payment Schedule	Moratorium	Outstanding amount as on 31/08/2016 as per Books
Sahakari Bank Ltd A/C No. 05	Rakh 3)Dr. Anuradha Sanjay Rakh 4)Madhukar Baburao Sanap 5)Avinash Sambhajirao Kute							
Sub Total (A)								27,36,66,876

B. Unsecured Loan from Directors.

Name of Lender	Purpose	Rate of interest	Re-Payment Schedule	Moratorium	Outstanding amount as on 31/08/2016 as per Books
Dr. Anuradha Rakh	Business Loan	-	On Demand	-	3,638,209
Dr. Madhukar Sanap	Business Loan	-	On Demand	-	711,177
Dr. Sanjay Shankarrao Rakh	Business Loan	-	On Demand	-	2,037,754
Dr. Shankarrao Rakh	Business Loan	-	On Demand	-	1,315,638
Sub Total (B)					7,702,778

B. Unsecured Loan from Others.

Name of Lender	Purpose	Rate of interest	Re-Payment Schedule	Moratorium	Outstanding amount as on 31/08/2016 as per Books
B M Baindur	Business Loan	-	On Demand	-	1,264,656
Bhausahab B Latpate	Business Loan	-	On Demand	-	105,388
Deepak Medical F.R.C.& Charitable Trust (MMU)	Business Loan	-	On Demand	-	161,150
Dr Krishna S. Rakh	Business Loan	-	On Demand	-	1,244
Ganpat Rambhau Jaybhay	Business Loan	-	On Demand	-	210,776
Jagdish Nagre	Business Loan	-	On Demand	-	79,041
Madhav S. Jaybhay	Business Loan	-	On Demand	-	210,776



DEEPAK HOSPITAL

Deepak Health and Wellness Limited

Name of Lender	Purpose	Rate of interest	Re-Payment Schedule	Moratorium	Outstanding amount as on 31/08/2016 as per Books
Mangal Madhukar Sanap	Business Loan	-	On Demand	-	300,000
Niranjan B. Rakh	Business Loan	-	On Demand	-	210,776
Pravin B. Rakh	Business Loan	-	On Demand	-	1,05,388
R M Khardilkar	Business Loan	-	On Demand	-	14,368
R M Gokaran	Business Loan	-	On Demand	-	52,694
Raghunath Gokarn	Business Loan	-	On Demand	-	52,694
Rajendra Rakh	Business Loan	-	On Demand	-	316,164
Rajendra Raosaheb Vanve	Business Loan	-	On Demand	-	105,388
Rajesh Kale	Business Loan	-	On Demand	-	526,940
Ramnath Patil Wagh, Hastpakhri	Business Loan	-	On Demand	-	210,776
Savita .A.Kute	Business Loan	-	On Demand	-	784,218
Savita Shivaji Mundhe	Business Loan	-	On Demand	-	1,108,296
Sheshrao Jaibhay	Business Loan	-	On Demand	-	526,940
Shukdev Hivrale	Business Loan	-	On Demand	-	316,164
V V Gokran	Business Loan	-	On Demand	-	105,388
Vilas Gaikwad	Business Loan	-	On Demand	-	210,776
Vinod Ganpat Jaybhay	Business Loan	-	On Demand	-	210,776
Total (C)					7,190,777
Grand Total (A+B+C)					28,85,60,431

Apart from general restrictive covenants prevailing in Banking Industry, specific restrictive covenants attached to secured loan are as under:-

1. The funds from the sanctioned credit facilities shall be used for only for working capital purpose and not for adjustment/payment of any debt deemed bad or doubtful for recovery/Capital Market Operations/Subscription to or purchase of shares/debentures/Extending loans to subsidiary companies/associates or for making inter-corporate deposits/any speculative purposes.
2. During the currency of the Bank's credit facility(s), the borrower will not carry out below transactions without the Bank's prior Permission in writing:
 - i. Conclude any fresh Secured borrowing arrangement with any other Bank or Financial Institutions, borrower or otherwise, not create any further charge over their fixed assets without Bank's prior approval in writing;
 - ii. Make any substantial change in their management set-up (Change in Directors).
 - iii. Effect any major change in its capital structure.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our restated standalone financial statements for the F.Y. ended March 31, 2016, 2015, 2014, 2013 and 2012 including the notes and significant accounting policies thereto and the reports thereon, which appear elsewhere in this Draft Prospectus. You should also see the section titled "Risk Factors" beginning on page 15 of this Draft Prospectus, which discusses a number of factors and contingencies that could impact our financial condition and results of operations. The following discussion relates to our Company, unless otherwise stated, is based on restated audited financial statements.

These 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 28, 2016 which is included in this Draft Prospectus under the section titled "Financial Information" beginning on page 142 of this Draft Prospectus. The restated financial statements have been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. We do not provide a reconciliation of our restated financial statements to US GAAP or IFRS and we have not otherwise quantified or identified the impact of the differences between Indian GAAP and U.S. GAAP or IFRS as applied to our restated financial statements.

Accordingly, the degree to which the financial statements in this Draft Prospectus will provide meaningful information depends entirely on such potential investor's level of familiarity with Indian accounting practices. Our F.Y. ends on March 31 of each year; therefore, all references to a particular fiscal are to the twelve-month period ended March 31 of that year. Please also refer to section titled "Certain Conventions, Use of Financial, Industry and Market Data and Currency of Presentation" beginning on page 12 of this Draft Prospectus.

Business Overview

Our company was incorporated in the year of 2004 as Rakh Hospital Private Limited and engaged in running a multi-specialty hospital in Jalna in the name of Deepak Hospital, with focus on core area such as neurology & neurosurgery, urology, interventional cardiology, spine surgery, orthopaedics with emphasis on joint replacement surgery, oncology & oncosurgery, radiation, nephrology, neonatology, plastic surgery, trauma & emergencies, critical care medicine diagnostic and therapeutic endoscopy, physiotherapy, general & laparoscopic surgery, ENT, obstetrics & gynecology, paediatrics internal medicine, psychiatry etc.

We believe that we are deliver quality healthcare services to our patients in modern facilities using advance technology with a team of qualified and experienced healthcare professionals and are providing a depth of expertise in complete spectrum of advanced medical and surgical interventions with a comprehensive mix of in-patient and out -patient services.

We provide all facilities under one roof like 24 hours emergency, outpatient department, complete diagnostics, advance cath-lab OTs, dialysis centre, cardiac ambulances for patient transportation, 24 hours, pharmacy, cashless facility for insured patients, preventive health checks etc. Our hospital has 12 bed ICU, 3 bedded cardiac recovery, 12 bed NICU, 5 bed paediatric ICU, central oxygen and suctions line 6 dialysis machine, blood storage and imaging facility with automatic laboratory support.

In view of inadequacy of health care in the field of cancer treatment, we have recently started cancer centre Dr. Krishna Rakh Cancer Research Centre in the year 2016 in Deepak Hospital. The region of Jalna and its neighbouring districts do not have easy access to cancer treatment facilities in their vicinity. Dr. Krishna Rakh Cancer Research Centre intended to bridge the gap between cancer patients and the best quality treatment at an accessible and affordable location. Our cancer centre offers, at a single location, comprehensive cancer diagnosis and treatment services (including radiation oncology, medical oncology surgical oncology, preventive oncology and community oncology).

We believe that our hospital has been designed to ensure that we are able to offer quality care to our patients. The layouts at our facilities minimize inpatient movement, with outpatient facilities located within the hospital. Other characteristics of many

Deepak Health and Wellness Limited

of our facilities, such as attractive architectural and design features, the use of special lighting and color and the reduction of “hospital odors”, also enhance the patient experience. Our hospital staff is trained to care for patients with techniques utilized in the hospitality industry, which, together with the design of our facilities, helps relieve patient anxiety and provide a more comfortable experience for patients. In addition, we focus on obtaining current technologies for providing healthcare services. Our hospital is having ISO 9001:2008 for healthcare services and multi-specialty hospital from PSA Quality Certification Private Limited.

Our Promoter, Dr. Sanjay Shankarrao Rakh has been awarded as ACE(P) Aurangabad –Ultratech Award (for cancer centre building) being Owner of Deepak Hospital which has been conferred “Outstanding Concrete Structure of Marathwada 2015-16” ACE(P) Aurangabad –Ultratech Award from Ultratech Cement Limited.

As of August 31, 2016, we had 7(seven) Directors and KMP, 38(thirty eight) administration staff, 17(seventeen) technical staff (on labour contract basis) and 204(two hundred and four) non-technical staff and others (on labour contract basis) and also engaged the services of an additional 38(thirty eight) doctors on a consultancy basis. In FY 2016 we had performed 85(eighty five) neurosurgeries & neuro interventions 182 (one hundred eighty two) cardiac surgeries and cardiac interventions 856 (eight hundred fifty six) orthopedics 1369 (one thousand three hundred and sixty nine) general surgeries and 603 (six hundred three) gynecology procedures.

Our total revenue for F.Y. 2015-16 of Rs. 1548.26 Lacs with a profit after tax of Rs. 114.59 Lacs as per Restated Financial Statement. For F.Y. 2014-15 total revenue was 1092.00 Lacs with a profit after tax of Rs. 19.18 Lacs.

Our Significant Accounting Policies:

Our significant accounting policies are described in the section entitled “*Financial Information of the Company*” on page no. 142 of the Draft Prospectus.

Change in accounting policies in previous 3 (three) years:

Except as mentioned in chapter “*Financial Information of the Company*” on page no. 142 of this Draft Prospectus. There has been no change in accounting policies in last 3 (three) years.

Summary of the Results of Operation:

The following table sets forth select financial data from restated profit and loss accounts for Financial Year ended on March 31, 2012, 2013, 2014, 2015, 2016 and the components of which are also expressed as a percentage of total income for such periods.



Deepak Health and Wellness Limited

Particulars	31-03-2016	% of total income	31-03-2015	% of total income	31-03-2014	% of total income
Revenue From Operations	1530,79,930	98.87%	1085,56,595	99.41%	1065,66,461	99.79%
Other Income	17,46,183	1.13%	6,44,024	0.59%	2,21,167	0.21%
Total Revenue (1+2)	1548,26,114	100.00%	1092,00,619	100.00%	1067,87,628	100.00%
Expenditure						
Purchase of Traded Goods	381,65,054	24.65%	326,26,541	29.88%	287,92,748	26.96%
Changes in Inventories of stock -in-trade	-60,300	-0.04%	-5,30,350	-0.49%	-1,22,600	-0.11%
Employee Benefit Expenses	230,65,961	14.90%	203,22,705	18.61%	190,98,679	17.88%
Finance Cost	50,60,371	3.27%	32,19,136	2.95%	37,53,599	3.52%
Depreciation and Amortization Expenses	99,46,137	6.42%	114,69,557	10.50%	91,81,482	8.60%
Other Expenses	578,23,285	37.35%	402,83,042	36.89%	400,52,070	37.51%
Total Expenditure 4(a) to 4(f)	1340,00,509	86.55%	1073,90,631	98.34%	1007,55,978	94.35%
Profit/(Loss) Before Tax (3-4)	208,25,605	13.45%	18,09,988	1.66%	60,31,649	5.65%
Tax Expense:						
Tax Expense for Current Year	26,37,137	1.70%	10,76,389	0.99%	25,46,840	2.38%
Short/(Excess) Provision of Earlier Year						
Deferred Tax	67,29,022	4.35%	-11,84,673	-1.08%	-3,69,669	-0.35%
Net Current Tax Expenses	93,66,159	6.05%	-1,08,284	-0.10%	21,77,171	2.04%
Profit/(Loss) for the Year (5-6)	114,59,446	7.40%	19,18,272	1.76%	38,54,479	3.61%

Key Components of Our Profit And Loss Statement

Revenue from operations: Revenue from operations mainly consists of Healthcare services.

Other Income: Other income primarily comprises Interest Income and dividend etc.

Expenses: Our expenses include purchasing of hospital consumables for hospital, Employee benefit expenses, finance cost, depreciation and amortization expense and other expenses.

Purchases: Purchases mainly includes Hospital consumables and purchase for Medical stores for sell.

Employee benefits expense: Employee benefit expense includes salaries and wages, staff welfare expenses, bonus, Directors remuneration and Contribution to Provident Fund and Gratuity.

Finance Costs: Finance cost comprises Interest on Indebtedness, bank and other Finance charges.

Depreciation and amortization expense: We recognize depreciation and amortization expense on a Written down value method as per the provisions set forth in the Companies Act 2013 from 1st April 2014 and rates set forth in Companies Act, 1956 for prior period to 1st April 2014.

Other expenses: Other expenses consist of Rent, Repairs and maintenance, transportation, conveyance, Advertisement and Other Administrative Expenses.

**Comparison of the Financial Performance of Fiscal 2016 with Fiscal 2015**

Revenue from Operations: During the F.Y. 2016 the net revenue from operation of the Company increased to Rs. 1530.80 Lacs as against previous financial year Rs. 1085.57 Lacs an increase of 41.01%. This increase was mainly due to increase in revenue from healthcare services mainly IPD, Medical store, OPD, Pathology etc.

Total Revenue: Total Revenue for the F.Y. 2016 stood at Rs. 1548.26 Lacs where as in F.Y. 2015 the same was Rs. 1092.01 Lacs i.e. increases of 41.78%.

Total Expenses: Total expenditure for the F.Y. 2016 increased to Rs. 1340.01 Lacs from Rs. 1073.91Lacs compared to the previous financial year, increasing by 24.78%. This was mainly due to increase in Purchase of hospital consumables, finance cost, Employee cost and Depreciation Expenses.

Purchases: Purchases increased to Rs. 381.65 Lacs from Rs. 326.27 Lacs in the year F.Y 2016 from its previous year, i.e. increase of 16.98%. This was also due to increase in the operations of the business and medical sales.

Employee benefits expense: Employee benefits expense increased to Rs. 230.66 Lacs from Rs. 203.23 Lacs in the year F.Y 2016 from its previous year, i.e. increase of 13.50%. This was also due to increase in the operations of the business.

Finance costs: Finance costs decreased to Rs. 50.60 Lacs in F.Y 2016 as compared to F.Y 2015 in which it was Rs. 32.19 Lacs, i.e. increased by 57.20%. This increase was mainly due to increase in Borrowing.

Depreciation and amortization expense: Depreciation and amortization expense decreased from Rs. 99.46 Lacs in F.Y. 2015 to Rs. 114.70 Lacs in F.Y. 2016. This decreased was due to additional depreciation charged because of change in companies act.

Other Expenses: Other expenses for the F.Y 2016 stood at Rs. 578.23 Lacs; whereas it was Rs. 402.83 Lacs in previous financial year i.e. a decrease of 43.54%.

Net Profit before tax and Exceptional/ prior period items: Net Profit before tax and Exceptional / prior period items for the F.Y 2016 increased from Rs. 18.10 Lacs in F.Y. 2015 to Rs. 208.26 Lacs in F.Y. 2016. The increase in profit before tax was 1050.59%.

Restated profit after tax: The Company reported Restated profit after tax for the F.Y 2016 of Rs. 114.59 Lacs in comparison to Restated profit after tax Rs. 19.18 Lacs in F.Y. 2015 representing increase of 497.38%

Comparison of the Financial Performance of Fiscal 2015 with Fiscal 2014

Revenue from Operations: During the F.Y. 2015 the net revenue from operation of the Company increased to Rs. 1085.57 Lacs as against previous financial year Rs. 1065.66 Lacs an increase of 1.87%. This increase was mainly due to increase in revenue from healthcare services.

Total Revenue: Total Revenue for the F.Y. 2015 stood at Rs. 1092.01 Lacs where as in F.Y. 2014 the same was Rs. 1067.88 Lacs i.e. increases of 2.26%.

Total Expenses: Total expenditure for the F.Y. 2015 increased to Rs. 1073.91 Lacs from Rs. 1007.56 compared to the previous financial year, increasing by 6.58%. This was mainly due to increase in Hospital consumables, Other Expenses, finance cost, Employee & Administrative Expenses.

Purchases: Purchases for the F.Y. 2015 increased to Rs. 326.27 Lacs from Rs. 287.93 Lacs compared to the previous financial year, increasing by 13.32%. This was mainly due to increase in Hospital consumables and sale of medical stores.

Employee benefits expense: Employee benefits expense increased to Rs. 203.23 Lacs from Rs. 190.99 Lacs in the year F.Y 2015 from its previous year, i.e. an increase of 6.41%. This increase was due to increase in operations.

***Deepak Health and Wellness Limited***

Finance costs: Finance costs decreased to Rs. 32.19 Lacs in F.Y 2015 as compared to F.Y 2014 in which it was Rs. 37.54 Lacs, i.e. decrease by 37.16%.

Other Expenses: Other expenses for the F.Y 2015 stood at Rs. 402.83 Lacs whereas it was Rs. 400.52 Lacs in previous financial year i.e. an increase of 0.58%.

Net Profit before tax and Exceptional/prior period items: Net Profit before tax and Exceptional/prior period items for the F.Y 2015 decreased to Rs. 18.10 Lacs from Rs. 60.32 Lacs in F.Y. 2014. The increase in profit before tax was 69.99% due to increase in depreciation expenses and other expenses.

Restated profit after tax: The Restated profit after tax for the F.Y 2015 decreased to Rs. 19.18 Lacs in F.Y. 2015 from Rs. 38.54 Lacs in F.Y. 2014 representing decrease of 50.23%.

Comparison of the Financial Performance of Fiscal 2014 with Fiscal 2013

Revenue from Operations: During the F.Y. 2014 the net revenue from operation of the Company increased to Rs 1065.66 Lacs as against previous financial year Rs. 1052.23 Lacs an increase of 1.28%. This increase was mainly due to increase in revenue from operations.

Total Revenue: Total Revenue for the F.Y. 2014 stood at Rs. 1067.88 Lacs where as in F.Y. 2013 the same was Rs. 1055.39 Lacs i.e. increase of 1.18%.

Total Expenses: Total expenditure for the F.Y. 2014 increased to Rs. 1007.56 Lacs from Rs. 1007.35 Lacs compared to the previous financial year, increasing by 0.02%.

Purchases: Purchases decreased to Rs. 305.33 Lacs from Rs. 305.33 Lacs in the year F.Y 2014 from its previous year, i.e. an increase of 5.70%. This was due to decrease in sale of medical stores.

Employee benefits expense: Employee benefits expense increased to Rs. 190.99 Lacs from Rs. 78.88 Lacs in the year F.Y 2014 from its previous year, i.e. an increase of 142.12%. This was due to increase in Director's remuneration.

Finance costs: Finance costs increased to Rs. 37.54 Lacs in F.Y 2014 as compared to F.Y 2013 in which it was Rs. 33.43 Lacs, i.e. an increase by 12.28%. This increase was due to increase in Borrowings.

Depreciation and amortization expense: Depreciation and amortization expense decreased from Rs.91.81 Lacs in F.Y. 2013 to Rs. 92.18 Lacs in F.Y. 2014. i.e. decrease of 0.39%. This decrease was due to purchase of Fix Assets and WDV Depreciation method.

Other Expenses: Other expenses for the F.Y 2014 stood at Rs. 400.52 Lacs whereas it was Rs. 497.84 Lacs in previous financial year i.e. an decrease of 19.55%. This decrease was due to decrease in professional fees paid to directors, other expenses and increase in repair & maintenance expenses.

Net Profit before tax& Exceptional/ prior period items : Net Profit before tax & Exceptional/ prior period items for the F.Y 2014 increased to Rs. 60.32 lacs from Rs. 48.05 lacs in F.Y. 2013. The increase in profit before tax was 96.49% due to increase in revenue and decrease in expenses.

Restated profit after tax: The Restated profit after tax for the F.Y 2014 increased to Rs. 38.54 Lacs in F.Y. 2014 from Rs. 36.98 Lacs in F.Y. 2013 representing increase of 4.23%.

Information required as per Item (2) (IX) (E) of Part A of Schedule VIII to the SEBI Regulations:

An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:

**Deepak Health and Wellness Limited**

Unusual or infrequent events or transactions:-There has not been any unusual trend on account of our business activity. There are no Unusual or infrequent events or transactions in our Company. The transactions are as per usual business operations.

Our Major Customers: our company is in health care services therefore there are no identified customers.

Our Major Vendors The following are our major customers:

Sr. No.	Name of the Vendors	Amount
1.	Rampratap Ghanshamdas	7,43,477
2.	Vaishnavi Agency	7,47,373
3.	Jayant Agencies	8,02,404
4.	Varad Enterprises	8,18,161
5.	P.M.Pharma	10,01,066
6.	Soham Distributors	20,68,873
7.	Shivkrupa Surgicals	24,03,547
8.	Karwa Distributors	25,24,810
9.	Karwa Agencies	64,30,283

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.

Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations:-

Apart from the risks as disclosed under section titled "Risk Factors" beginning on page 15 of this Draft Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

Future changes in relationship between costs and revenues:-Our Company's future costs and revenues will be determined by demand/supply situation, government policies and prices quoted by our suppliers.

Increases in net sales or revenue and Introduction of new products or services or increased sales prices:-Increases in revenues are by and large linked to increases in volume of business.

Key Components of Our Profit And Loss Statement –Not Applicable since we are in retail business.

Competitive conditions:

Competitive conditions are as described under section titled "Industry Overview and "Our Business" beginning on pages 90 and 101 respectively of this Draft Prospectus.

Details of material developments after the date of last balance sheet i.e. March 31 2016

There are no material developments except conversion into public limited, increase in authorised share capital and bonus issue. Refer "Capital structure" beginning on page no.55 for further information.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as described below, there are no outstanding litigations, suits, civil or criminal prosecutions, proceedings before any judicial, quasi-judicial, arbitral or administrative tribunals, including pending proceedings for violation of statutory regulations or, alleging criminal or economic offences or tax liabilities or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (i) of Part 1 of Schedule XIII of the Companies Act) against our Company, our Directors, our Promoter and our Group Entities that would have a material adverse effect on our business. There are no defaults, non-payments or overdue of statutory dues, institutional/bank dues and dues payable to holders of debentures or fixed deposits and arrears of cumulative preference shares that would have a material adverse effect on our business.

The Company has a policy for identification of Material Outstanding Dues to Creditors in terms of the SEBI(ICDR) Regulations,2009 as amended for creditors where outstanding due to any one of them exceeds Rs. 5,00,000/-.

Further, Our Company has a policy for identification of Material Litigation in terms of the SEBI (ICDR) Regulations,2009 as amended for disclosure of all pending litigation involving the Issuer, its directors, promoters and group companies, other than criminal proceedings, statutory or regulatory actions, where the monetary amount of claim by or against the entity or person in any such pending matter(s) is in excess of Rs. 1,00,000/- and where the amount is not quantifiable, such pending cases are material from the perspective of the Issuer's business, operations, prospects or reputation.

PART 1: CONTINGENT LIABILITIES OF OUR COMPANY

Particulars	As at				
	31.03.2016	31.03.2015	31.03.2014	31.03.2013	31.03.2012
Contingent liabilities in respect of:					
Outstanding TDS Default	89,110	0	0	0	0
Outstanding Tax Demand with Respect to Income Tax Assessment year - 2007-08	3,75,635	0	0	0	0
Outstanding Tax Demand with Respect to Income Tax Assessment year - 2009-10	2,64,551	2,64,551	2,64,551	2,64,551	2,64,551
Outstanding Tax Demand with Respect to Income Tax Assessment year - 2010-11	78,030	78,030	78,030	78,030	
Total	8,07,326	3,42,581	3,42,581	3,42,581	2,64,551

PART 2: LITIGATIONS RELATING TO OUR COMPANY

I. LITIGATIONS AGAINST OUR COMPANY

1. Litigation involving Criminal Laws:

NIL

2. Litigation involving Actions by Statutory /Regulatory Authorities:

NIL

3. Litigations involving Tax Liabilities

a) TDS Cases



On the TRACES (TDS Reconciliation Analysis and Correction Enabling System) website of Income Tax for TDS, there are defaults in payment of TDS by the Company for the F.Y. 2013-14, 2015-16, 2016-17 and previous years for amounts of Rs.261/-, Rs.87,778.60, Rs.24,620/- and Rs. 8,07,139.37 respectively. The total default i.e. Rs. 9,19,798.97 which is shown on the said website is on account for short payment, short deduction, interest on payment default u/s 201, interest in deduction default u/s 201, late filing fees u/s 234 E and interest u/s 220(2) respectively.

b) Direct tax

For Assessment Year 2015-16

- i. In respect of the Assessment Year 2015-16, our Company has received intimation under Section 143(2) of the Income Tax Act, 1961 dated 28.07.2016 vide communication reference no. ITBA/AST/S/143(2)/2016-17/1000201321(1) wherein the issues pertaining to Import turnover mismatch, Custom Duty Payment Mismatch and Payment to related persons mismatch have been identified for examination by the Department. Further proceedings are still pending with the concerned Authorities

- ii. Table herein lists out the demands raised by Income Tax Department:

Sr. No	Date of order	Assessment year	Demand identification no.	Amount	section
1	22.08.2010	2010-2011	20122010370206334126C	78 ,030/-	143(1)
2	29.04.2013	2012-2013	2013201237020197356C	10/-	143(1)
3	07.01.2015	2015-2016	20142014370574535350C	1,860/-	143(1)

- iii. Intimation u/s 245 dated 14.03.2016 bearing No. CIT-8(1)(1)/CPC DEMAND/2015-16 has been received by the Company from the Office of Assistant Commissioner of Income Tax, Mumbai enclosing demand's pending till date for various Assessment years listed out herein:

Sr. No	Assessment Year for which demand is outstanding	Amount (Rs.)
1	2007	5,77,931/-
2	2009	5,02,090/-
3	2010	78,030/-
4	2011	10/-
5	2014	18/-

4. Other Pending Litigations:

NIL

II. LITIGATIONS BY OUR COMPANY

1. Litigation involving Criminal Laws :

NIL

2. Litigation involving Actions by Statutory/Regulatory Authorities:

NIL

3. Litigations involving Tax liabilities:

NIL

**4. Other Pending Litigations:**

NIL

PART 3: LITIGATIONS RELATING TO OUR GROUP ENTITIES**A. Litigations Against our Group Entities****1. Litigation involving Criminal Laws :**

NIL

2. Litigation involving Actions by Statutory/Regulatory Authorities:

NIL

3. Litigations involving Tax liabilities:

NIL

4. Other Pending Litigations:

NIL

B. Litigations by our Group Entities**1. Litigation involving Criminal Laws :**

NIL

2. Litigation involving Actions by Statutory/Regulatory Authorities:

NIL

3. Litigations involving Tax liabilities:

NIL

4. Other Pending Litigations:

NIL

PART 4: LITIGATIONS RELATING TO OUR PROMOTERS**A. Litigations against our Promoters****1. Proceedings of Civil Nature :-**

Complaint No.27 of 2001 was filed before District Consumer Rederessal Forum by one Mr. Gokul Kishnappa Paralkar against Dr Sanjay Shankarrao Rakh (Promoter) of the Company. The Wife of Gokul Paralkar was suggested to be operated for abdominal pains and accordingly surgery was done on 07.07.2009. However, even after surgery pain continued and second surgery was performed on 14.07.2009. However, wife of Paralkar passed away on 22.07.2009. Therefore,



complaint was filed by Gokul Paralkar claiming gross medical negligence. Vide Order dated 21.04.2006, Dr Rakh was directed to pay Rs. 1 lakh as compensation within a period of one month failing which interest at 6% be levied till the date of realization of the amount. Appeal was made against the said Order before the Maharashtra State Consumer Dispute Redressal Commission bearing Appeal no. F. A. No. 1089 of 2006. The said Appeal was dismissed by the State Commission vide order dated 29.07.2011 and Order of District Forum was upheld. Further Appeal was made vide Revision Petition No. 3622 of 2011 along with interim Application No 1 of 2011 before National Commission against Order dated 29.07.2011 passed by State Consumer Disputes Resolution Commission. The said Petition was dismissed with costs of Rs.10,000/- vide order dated 29.11.2011 in view of the concurrent findings of the two foras, no jurisdiction or legal error was shown to call for interference in the exercise of power under section 21 (b) of the Consumer Protection Act, 1986. Thereafter, Special Leave Petition was preferred before the Hon'ble Supreme Court of India. However, the same was also dismissed and accordingly the earlier Order came back into force. Accordingly payment was made alongwith costs. However, since the challan copy has been misplaced, the Promoter has furnished an Affidavit confirming payment made towards the penalty amount.

2. Proceedings of Criminal Nature :-

NIL

3. Litigations involving Tax liabilities:

In respect of the Assessment Year 2015-16, Dr. Sanjay Shanakrrao Rakh has received intimation under Section 142(1) of the Income Tax Act, 1961 dated 14.12.2015 vide communication reference no CPC/1516/A4/1536716778 from the Office of Assistant Commissioner of Income Tax (CPC). Demand has been determined for Rs.6,674/- and the Demand Identification No is 201520153706253555IT.

B. Litigations by our Promoters**1. Litigation involving Criminal Laws :**

NIL

2. Litigation involving Actions by Statutory/Regulatory Authorities:

NIL

3. Litigations involving Tax liabilities:

NIL

4. Other Pending Litigations:

NIL

PART 5: LITIGATIONS RELATING TO OUR DIRECTORS**A. Litigations Against our Directors****1. Litigation involving Criminal Laws :**

NIL

2. Litigation involving Actions by Statutory/Regulatory Authorities:



NIL

3. Litigations involving Tax liabilities:

Dr. Sanjay Shankarrao Rakh

Kindly refer the Litigations against our Promoters as mentioned above

Dr. Madhukar Sanap:

It has been observed from site of Income Tax that demand has been determined in respect of Assessment Year 2014-15. However, since the amount has not been mentioned therein it is unascertainable as of now.

Dr. Anuradha Rakh

It has been observed from site of Income Tax that demand has been determined in respect of Assessment Year 2010-11. However, since the amount has not been mentioned therein it is unascertainable as of now.

4. Other Pending Litigations:

NIL

B. Litigations by our Directors

1. Litigation involving Criminal Laws :

NIL

2. Litigation involving Actions by Statutory/Regulatory Authorities:

NIL

3. Litigations involving Tax liabilities:

NIL

4. Other Pending Litigations:

NIL

PART 6: PENALTIES LEVIED UPON OUR COMPANY / PROMOTERS / GROUP ENTITIES IN THE PAST FIVE YEARS

Dr. Sanjay Shankarrao Rakh (Promoter) of the Company is required to pay Rs. Rs. 1 lakh as compensation and Rs.10,000/- as costs in Complaint No.27 of 2001 filed before District Consumer Redressal Forum by one Mr. Gokul Kishnappa Paralkar. The same has been paid.

PART 7: LITIGATIONS OR LEGAL ACTIONS, PENDING OR TAKEN, BY ANY MINISTRY OR DEPARTMENT OF THE GOVERNMENT OR A STATUTORY AUTHORITY AGAINST OUR PROMOTERS DURING THE LAST 5 (FIVE) YEARS.

Except as disclosed above there are no litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 (five) years.

PART 8: PENDING PROCEEDINGS INITIATED AGAINST OUR COMPANY FOR ECONOMIC OFFENCES.

There are no pending proceedings initiated against our Company for economic offences.

**PART 9: INQUIRIES, INVESTIGATIONS ETC. INSTITUTED UNDER THE COMPANIES ACT, 2013 OR ANY PREVIOUS COMPANIES ENACTMENT IN THE LAST 5 (FIVE) YEARS AGAINST OUR COMPANY**

There are no inquiries, investigations etc. instituted under the Companies Act or any previous companies enactment in the last 5 (five) years against our Company.

PART 10: MATERIAL FRAUD AGAINST OUR COMPANY IN THE LAST 5 (FIVE) YEARS

There has been no material fraud committed against our Company in the last 5 (five) years.

PART 11: FINES IMPOSED OR COMPOUNDING OF OFFENCES FOR DEFAULT

Order from Office of Regional Director, Western Region, Mumbai bearing Number RD/141/1268/2013-2014/8817 dated 20.09.2013. An application under Section 141 of Companies Act, 1956 was filed by the Company on 27.08.2013 for condonation of delay and extension of time for filing particulars of charge created on 10.01.2013 for Rs.2,24,00,000/- in favour of Kallappanna Ichal Karanji Janta Sahakari Bank Ltd. Vide the time for filing was extended upto 22.07.2013 subject to payment of Rs.11,000/-.

Apart from the one listed herein above, there are no other fines imposed or compounding of offences done in the last 5 (five) years immediately preceding the filing of the Draft Prospectus for the Company for default or outstanding defaults.

There are no fines imposed or compounding of offences done in the last 5 (five) years immediately preceding the filing of the Draft Prospectus for the Company for default or outstanding defaults.

PART 12: NON-PAYMENT OF STATUTORY DUES

Other than as disclosed in this section and section title “*Financial Information of the Company*” on page no 142, there have been no defaults or outstanding defaults in the payment of statutory dues payable by the Company.

PART 13: AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS

The Board of Directors of our Company considers outstanding due to any one of them exceeds Rs. 5,00,000/- as per Company's last audited financial statements, as material dues for our Company. There are no disputes with such entities in relation to payments to be made to them.

Below are the details of the Creditors where outstanding amount as on 31.03.2016 exceeds Rs. 5,00,000/- :-

Name	Balance as on 31.03.2016 (in Rs.)
SCAN-O- PLAN SYSTEMS (INDIA)	13,00,000
AURANGABAD MULTI SERVICES	713605
RIELLO PCI INDIA PVT LTD., GURGAON	675000
SOHAM DISTRIBUTORS	637441

PART 14: 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 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 authorities/certification bodies required to undertake the Issue or continue our business activities. In view of the approvals listed below, we can undertake the Issue and our current/ proposed business activities and no further major approvals from any governmental/regulatory authority or any other entity are required to be undertaken, in respect of the Issue or to continue our business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of the Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf.

The main objects clause of the Memorandum of Association of the Company and the objects incidental, enable our Company to carry out its activities. The following are the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business:

Approvals for the Issue

1. The Board of Directors has, pursuant to Section 62(1) (c) of the Companies Act 2013, by a resolution passed at its meeting held on July 19, 2016 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of our Company have, pursuant Section 62(1) (c) of the Companies Act, 2013, by a special resolution passed in the Extra Ordinary General Meeting held with on September 14, 2016 authorized the Issue.

Approvals pertaining to Incorporation, name and constitution of our Company

1. Certificate of Incorporation dated March 26, 2004 issued by the Registrar of Companies (“RoC”), Maharashtra, Mumbai, in the name of “Rakh Hospital Private Limited”.
2. Fresh Certificate of Incorporation dated June 03, 2016, issued by the RoC, Maharashtra, Mumbai, consequent upon change of name of the Company from “Rakh Hospital Private Limited” to “Deepak Health & Wellness Private Limited.”
3. Fresh Certificate of Incorporation dated June 17, 2016, issued by the RoC, Maharashtra, Mumbai, consequent upon conversion of Private Limited to Public Limited.
4. The Corporate Identity Number (CIN) of the Company is U85110MH2004PLC145344.

GENERAL APPROVALS

Sr. No	Particulars	Granting Authorities	Registration/Approval/Code No./ Artistic Work No.	Date of Issue	Period of Validity if specified
1	Income Tax Registration Number/Permanent Account Number (only once) in favour of Rakh Hospital Private Limited - Application has been made for a new PAN Card in the name of Deepak Health and Wellness Limited	Income Tax Department, Government of India	AACCR7334K Application No.N-036299700238804	26/03/2004 14.09.2016	valid till Cancelled/ Surrendered



Deepak Health and Wellness Limited

Sr. No	Particulars	Granting Authorities	Registration/Approval/Code No./ Artistic Work No.	Date of Issue	Period of Validity if specified
2	Tax Deduction Account Number (TAN) in favour of Rakh Hospital Private Limited	Income Tax Department, Government of India	MUMR15837D	05.08.2004	valid till Cancelled/ Surrendered
3	Certificate of Registration under Maharashtra Value Added Tax (VAT)[TIN] in favour of Rakh Hospital Private Limited	Department, of Sales Tax, Jalna	27830560782V	12.05.2006	valid till Cancelled/ Surrendered
4	Certificate of Importer-Exporter Code(IEC) in favour of Rakh Hospital	Jt. Director General of Foreign Trade, Ministry of Commerce	0305002325	11.4.2005	valid till Cancelled/ Surrendered
5	Certificate issued under Maharashtra Fire Prevention and Safety Measures– for Dr. Krushnatai Rakh Memorial Cancer Research Center.	Chief Officer and chief fire Officer of Municipal Council, Jalna	JMC/Fire/3246	06/05/2016	31/03/2017
6	Certificate issued under Maharashtra Fire Prevention and Safety Measures –for Deepak Hospital	Chief Officer and chief fire Officer of Municipal Council, Jalna	JMC/Fire/3247	06/05/2016	31/03/2017
7	Registration for operation of medical diagnostic X-Ray Equipment – Radiography (Fixed)	Atomic Energy Regulatory Board, Govt. of India	15-LOEE-30153 – X-Ray	31/01/2015	30/01/2020
8	License for operation of medical diagnostic X-Ray Equipment – Computer Tomography	Atomic Energy Regulatory Board, Govt. of India	15-LOEE-29871 – CT Scan	28/01/2015	28/01/2020
9	License for operation of medical accelerator unit- Elekta	Atomic Energy Regulatory Board, Govt. of India	15-LIC-42069- Elekta	18/05/2015	18/05/2020
10	License for operation of remote afterloading brachytherapy unit-	Atomic Energy Regulatory Board,	15-LIC-65456- Nucletron	13/10/2015	13/10/2020



Sr. No	Particulars	Granting Authorities	Registration/Approval/Code No./ Artistic Work No.	Date of Issue	Period of Validity if specified
	Nucletron	Govt. of India			
11	Registration Certificate under Food Safety and Standard Act, 2006 (every 5 years)	Food and Drugs Administration, Maharashtra State	21512289000252	06/01/2012	05/01/2017
12	License to sell, stock or exhibit or offer for sale or distribute by retail the drugs specified in the Schedule X under Drugs & Cosmetic Rules, 1945	Licensing Authority & Assistant Commissioner, Food & Drugs Administration, Jalna	MH-JLN-88824	10/01/2014	09/01/2019
13	Licence to sell, stock or exhibit or offer for sale or distribute Homoeopathic medicines by retail under Drugs & Cosmetic Act, 1940	Assistant Commissioner, Food & Drugs Administration, Jalna	JLN-2875	12/05/2005	11/05/ 2020
14	License to sell, stock or exhibit or offer for sale or distribute drugs by retail other than those specified in [Schedule C,C(1) and X under Drugs & Cosmetic Rules, 1945 and to operate pharmacy of the hospital	Assistant commissioner, Food & Drugs Administration, Jalna	JLN-731	12/05/2005	11/05/ 2020
15	License to sell, stock or exhibit or offer for sale or distribute by retail the drugs specified in [Schedule C,C(1) excluding those specified in schedule X under Drugs & Cosmetic Rules, 1945 and to operate pharmacy of the hospital	Assistant commissioner, Food & Drugs Administration, Jalna	JLN-731	12/05/2005	11/05/2020
16	Certificate of Approval to Blood Storage Centre for Storage of Whole Human Blood and /or its Components	Joint Commissioner, Food & Drugs Administration, Aurangabad	AD/BSC/79	27/07/2015	26/07/2017



Sr. No	Particulars	Granting Authorities	Registration/Approval/Code No./ Artistic Work No.	Date of Issue	Period of Validity if specified
17	Registration under Pre-conception and Pre-natal Diagnostic Techniques (Prohibition of Sex Selection) in favour of Deepak Hospital, unit of Rakh Hospital	Public Health Department	05/CHJ/2001	18/10/2011	19/11/2016
18	Registration under Maharashtra Nursing Homes Registration Act, 1949 (every 3yrs)	Civil Hospital, Jalna	31/CHJ/2006	15/08/2015	31/03/2018
19	Authorization for generation of Bio Medical Wastes under Bio Medical Waste Handling Rules, 1996	Maharashtra Pollution Control Board	MPCB/ZO(PAMS)/BMW/Aurangabad-12	27.10.2010	30.09.2012*
20	Registration under Shops and Establishment Act	Mumbai Shop & Establishment Rules, 1947 Inspector, Shops & Establishment, Jalna	Jalna/2271/2005	9/05/2005	December-2016
21	Permission to Commission 125 KVA DG SET in favour of Rakh Hospital Pvt Ltd	Office of Electrical Inspector, Industry, Energy & Labour Department	EIA/PA/246/of 2008	19.03.2008	-
22	Registration under Employees Provident Fund Act		NG/AUR/0082002/000*		
23	Registration under Professional Tax		27830560782P*		
24	Registration under Service Tax Act	Central Board of Excise and Customs	AACCR7334KSD001		Surrendered
25	Commencement Certificate for hospital buildings (both)	Nagar Parishad, Jalna	PBC/166/04 PBC/163/2014	22-07-2004 07-05-2014	-

The following permits have expired in the ordinary course, for which we have made applications for renewal:

1. Authorization for handling bio-medical waste under the Bio-Waste Rules.



DEEPAK HOSPITAL


Deepak Health and Wellness Limited

Following Certificates are not available with the Company but a reference has been made to the supporting documents and relevant information taken therefrom:

1. Professional Tax Registration Number.
2. Provident fund registration Number.

Approvals are in favour of Rakh Hospital Pvt Ltd, application has been made to Income Tax Department for new Pan Card, once new PAN CARD is received, applications can be made for change in TAN, TIN and other approvals accordingly

Intellectual Property

Our Trademark of our logo  is not registered and we are in the process of seeking registration of trademark of our logo.

**OTHER REGULATORY AND STATUTORY DISCLOSURES****Authority for the Issue**

The Board of Directors, pursuant to a resolution passed at their meeting held on July 19, 2016 authorized the Issue, subject to the approval of the shareholders of our Company under Section 62(1) (c) of the Companies Act, 2013, and such other authorities as may be necessary.

The shareholders of our Company have, pursuant to a special resolution passed under Section 62 (1) (c) of the Companies Act, 2013 at an Extra Ordinary General Meeting held on September 14, 2016 authorized the Issue.

Our Company has obtained in-principle approval from the SME Platform of NSE for using its name in the Draft Prospectus/Prospectus pursuant to an approval letter dated [●] NSE is the Designated Stock Exchange.

Prohibition by SEBI, RBI or governmental authorities

We confirm that there is no prohibition on our Company, our Promoters, our Promoters Group, our Directors, our Group Companies / Entities or the natural person(s) in control of our Company from accessing or operating in the Capital Markets or restrained from buying, selling or dealing in securities under any order or direction passed by the Board (SEBI) or any other authorities.

The listing of any securities of our Company has never been refused by any of the Stock Exchanges in India.

Neither of our Promoters, Promoter Group, Directors or the person(s) in control of our Company, has ever been part of Promoter, Promoter Group, Directors or the person(s) in control of any other Company which is debarred from accessing the capital market under any order or directions made by the Board (SEBI) or any other regulatory or governmental authority.

None of our Directors are in any manner associated with the securities market and there has been no action taken by SEBI against our Directors or any entity in which our Directors are involved as Promoters or Directors.

Association with Securities Market

None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as promoters or directors.

Prohibition by RBI

Neither our Company, our Promoters, our Directors, Group Entities, relatives (as per Companies Act, 2013) of Promoters or the person(s) in control of our Company have been identified as a will full defaulter by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter ***“Outstanding Litigations and Material Development”*** beginning on page 191 of this Draft Prospectus.

Eligibility for the Issue

Our Company is not ineligible in terms of Regulations 4(2) 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 Offer” in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with Regulation 106(M) (1) and other provisions of Chapter XB of the SEBI (ICDR) Regulations, as we are an Issuer whose post issue paid up capital is less than Rs.10 crore, 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").

We confirm that:

1. In accordance with Regulation 106(P) of the SEBI (ICDR) Regulations, this issue is 100% underwritten and that the LM to the Issue Shall underwrites 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 48 of this Draft Prospectus.
2. In accordance with Regulation 106(R) 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 accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any of this Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Lead Manager submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
4. In accordance with Regulation 106(V) of the SEBI (ICDR) Regulations, we hereby confirm that we have entered into an agreement with the LM and a 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. 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 48 of this Draft Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter XB of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and sub-regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

5. Our Company shall mandatorily facilitate trading in demat securities and will enter into an agreement with both the depositories. The Company has entered into an agreement for registration with the Central Depository Services Limited (CDSL) dated [●] and National Securities Depository Limited dated [●] for establishing connectivity.
6. Our Company has a website i.e. www.deepakhealthandwellness.com
7. There has been no change in the promoter/s of the Company in the preceding one year from date of filing application to NSE for listing on SME segment.

We confirm that we comply with all the below requirements / conditions so as to be eligible to be listed on the SME Platform of the NSE (NSE EMERGE):-

1. Our Company was originally incorporated on March 26, 2004 as "**Rakh Hospital Private Limited**" vide Registration no. 145344 (CIN No: U85110MH2004PTC145344) under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra Mumbai. The name of our Company was subsequently changed to "**Deepak**

**Deepak Health and Wellness Limited**

Health and Wellness Private Limited” and a fresh certificate of incorporation consequent upon change of name was issued by the RoC on June 03, 2016. Our Company was converted into a public limited company pursuant to a special resolution passed by our Shareholders at the extraordinary general meeting held on June 02, 2016 and the name of our Company was changed to “*Deepak Health and Wellness Limited*”. A fresh certificate of incorporation consequent upon conversion to a public limited company was issued by the RoC on June 17, 2016 having CIN U85110MH2004PLC145344, issued by the Registrar of Companies, Maharashtra Mumbai.

2. The post issue paid up capital of the company will be [●] shares of face value of Rs. 10/- aggregating to [●] which is less than Rs. 25 Crore.
3. The company confirms that it has track record of more than 3 years.
4. The company confirms that it has positive cash accruals (earnings before depreciation and tax) from operations for atleast 2 financial years preceding the application and its net-worth as on March 31, 2016 is positive.
5. Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
6. 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.
7. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company.
8. 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 promoters, Group Companies, companies promoted by the promoters of the company.

We confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the SME Platform of the NSE (NSE EMERGE)

Compliance with Part A of Schedule VIII of the SEBI (ICDR) Regulations

Our Company is in compliance with the provisions specified in Part A of the SEBI (ICDR) Regulations. No exemption from eligibility norms has been sought under Regulation 109 of the SEBI (ICDR) Regulations, with respect to the Issue. Further, our Company has not been formed by the conversion of a partnership firm into a company.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF 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 ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER, HEM SECURITIES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 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 OFFER DOCUMENT, THE LEAD MERCHANT BANKER, 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 LEAD MERCHANT BANKER HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED [●] WHICH READS AS FOLLOWS:

WE, THE UNDER NOTED LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING ISSUE STATE AND CONFIRM AS FOLLOWS:

1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT PROSPECTUS PERTAINING TO THE SAID ISSUE
2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:
 - A. THE DRAFT PROSPECTUS FILED WITH THE BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;
 - B. ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND
 - C. THE DISCLOSURES MADE IN THE DRAFT PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, APPLICABLE PROVISIONS OF THE COMPANIES ACT, 1956, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.
3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.
4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.
5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF

PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT PROSPECTUS.

6. WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT PROSPECTUS.
7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – NOT APPLICABLE
8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.
9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE DRAFT PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE
10. WE CERTIFY ALL THE SHARES SHALL BE ISSUED IN DEMATERIALIZED FORM IN COMPLIANCE WITH THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013 AND THE DEPOSITORIES ACT, 1996 AND THE REGULATIONS MADE THEREUNDER.
11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.

12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT PROSPECTUS:
 - A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND
 - B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.
13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE.
14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OR THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.
15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.
16. WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER BELOW (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)', AS PER FORMAT SPECIFIED BY SEBI THROUGH CIRCULAR NO. CIR/CFD/DIL/7/2015 DATED OCTOBER 30, 2015.
17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS-TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD-18 IN THE FINANCIAL INFORMATION OF THE COMPANY INCLUDED IN THE DRAFT PROSPECTUS.

ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE

1. WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.
2. WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN DRAFT PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE



INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.

3. WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 - NOTED FOR COMPLIANCE.
4. WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER - NOTED FOR COMPLIANCE.
5. WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISIO TO SUB-REGULATION (4) OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009; CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE DRAFT PROSPECTUS. - NOT APPLICABLE
6. WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106P AND 106V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE.

Note:

The filing of this Draft Prospectus does not, however, absolve our company from any liabilities under section 34, section 35, Section 36 and Section 38 (1) of 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 LM any irregularities or lapses in the Draft Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Maharashtra Mumbai. 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 (Rs in Cr.)	Issue Price (Rs.)	Listing date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Junction Fabrics and Apparels Ltd	1.60	16.00	10.07.2015	17.50	14.06% [-0.54%]	3.125% [-7.39%]	3.125% [-7.52%]



Deepak Health and Wellness Limited

Sr. No.	Issue name	Issue size (Rs in Cr.)	Issue Price (Rs.)	Listing date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
2.	Loyal Equipments Ltd.	3.24	18.00	16.09. 2015	20.05	5.56% [-3.28%]	-9.72 [-5.42%]	8.06% [-12.73%]
3.	Emkay Taps and Cutting Tools Limited	15.55	330.00	13.08.2015	334.00	-1.21% [-5.79%]	-1.51% [6.35%]	0% [-9.48%]
4.	Universal Autofoundry Limited	3.24	15.00	04.09.2015	16.00	5% [7.28%]	73.33% [3.74%]	100% [-1.50%]
5.	Bella Casa Fashion & Retail Limited	3.43	14.00	15.10. 2015	14.30	72.85% [-5.18%]	86.43% [-8.62%]	64.29% [-8.17%]
6.	Vishal Bearings Limited	3.24	25.00	15.10. 2015	26.00	22.00% [-4.69%]	16.4% [-8.62%]	16% [8.17%]
7.	Arambhan Hospitality Services Ltd (Formerly known as “Cawasji Behramji Catering Services Limited”)	1.862	14.00	19.10 2015	15.25	103.57% [-5.48%]	142.86% [-11.61%]	125% [-9.82%]
8.	Raghav Ramming Mass Limited	7.48	39.00	13.04. 2016	41.00	3.85% [0.64%]	44.61% [8.51%]	NA
9.	Advance Syntex Limited	2.52	12.00	12.07.2016	13.25	0.00% [1.24%]	NA	NA
10.	Madhya Bharat Agro Products Ltd	13.89	24.00	12.09.2016	27.00	NA	NA	NA

Source: Price Information www.bseindia.com & www.nseindia.com , Issue Information from respective Prospectus.

Summary statement of Disclosure:

Financial Year	Total no. of IPOs	Total amount of funds raised (Rs. Cr.)	No. of IPOs trading at discount- 30th calendar days from listing			No. of IPOs trading at Premium- 30th calendar days from listing			No. of IPOs trading at discount- 180th calendar days from listing			No. of IPOs trading at Premium- 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than	Over 50%	Between 25-50%	Less than	Over 50%	Between 25-50%	Less than	Over 50%	Between 25-50%	Less than



Deepak Health and Wellness Limited

					25 %			25 %			25 %			25 %
2013-14	3 ⁽¹⁾	10.66	-	-	1	1	1	-	-	-	-	2	-	1
2014-15	7 ⁽²⁾	38.25	-	-	-	2	-	5	-	-	-	3	-	4
2015-16	8 ⁽³⁾	34.20	-	-	1	2	2	3	-	-	-	3	1	4
2016-17	3 ⁽⁴⁾	23.89	-	-	-	-	-	2	-	-	-	-	-	-

⁽¹⁾The scrips of Samruddhi Realty Limited, Captain Polyplast Limited and Tentiwal Wire Products Limited were listed on April 12, 2013, December 11, 2013 and December 31, 2013 respectively.

⁽²⁾The scrips of R&B Denims Limited, Bansal Roofing Products Limited, Atishay Infotech Limited, Dhabriya Polywood Limited, Vibrant Global Capital Limited, ADCC Infocad Limited and Captain Pipes Limited were listed on April 22, 2014, July 14, 2014, October 16, 2014, October 17, 2014, October 21, 2014, October 22, 2014, and December 11, 2014 respectively.

⁽³⁾The scrips of O.P. Chains Limited, Junction Fabrics and Apparels Limited, Loyal Equipments Limited, Emkay Taps & Cutting Tools Limited, Universal Autofoundry Limited, Bella Casa Fashion and Retail Limited, Vishal Bearings Limited and Cawasji Behramji Catering Services Limited were listed on April 22, 2015, July 10, 2015, July 16, 2015, August 13, 2015, September 4, 2015, October 15, 2015, October 15, 2015 and October 19, 2015 respectively.

⁽⁴⁾ The scrips of Raghav Ramming Mass Limited and Advance Syntex Limited was listed on April 13, 2016 and July 12, 2016 respectively, Further Raghav Ramming Mass Limited has not completed its 180 days from the listing date and Advance Syntex Limited has not completed its 90 days and 180 days from the listing date. Also Madhya Bharat Agro Products Limited is listed on NSE EMERGE on September 12, 2016, hence it has not completed 30th, 90th and 180th day from listing.

Note:

- Based on date of listing.
- BSE SENSEX and CNX NIFTY FIFTY has been considered as the benchmark index.
- Prices on BSE/NSE are considered for all of the above calculations.
- In case 30th /90th /180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered.
- In case 30th /90th /180th day, scrips are not traded then last trading price has been considered.
- N.A. – Period not completed.
- As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect max. 10 issues (initial public offerings managed by the lead manager. Hence, disclosures pertaining to recent 10 issues handled by lead manager are provided.

Track Record of past issues handled by Hem Securities Limited

For details regarding track record of LM 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 LM at: www.hemsecurities.com

Disclaimer from our Company and the Lead Manager

Our Company, its Directors and the Lead Manager accept no responsibility for statements made otherwise than those contained in this Draft Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

The LM accept no responsibility, save to the limited extent as provided in the MOU entered between the LM (Hem securities Limited) and our Company on September 20, 2016 and the Underwriting Agreement dated [●] entered into between the Underwriters and our Company and the Market Making Agreement dated [●] entered into among the Market Maker and our Company.

Deepak Health and Wellness Limited

All information shall be made available by our Company and the 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 Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, Group Entities, 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 Entities, 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 Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire 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 Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares 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 Rs. 2,500.00 Lakhs and pension funds with a minimum corpus of Rs. 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 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 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, India only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

**Disclaimer Clause of the SME Platform of NSE**

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter [●] 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 Regulation S 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 Regulation S 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 Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity 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

The Draft Prospectus is being filed with National Stock Exchange of India Limited, Exchange Plaza, Plot No. C/1, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai-400051, Maharashtra

A copy of this Draft Prospectus shall not be filed with the SEBI, nor will SEBI issue any observation on the Prospectus in term of Regulation 106(M) (3) of the SEBI (ICDR) Regulations. However, a copy of the Prospectus shall be filed with SEBI at the Securities and Exchange Board of India, SEBI Bhavan, Plot No.C4-A,'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai -400051 for their record purpose only.

A copy of the Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 would be delivered for registration to the Registrar of Companies, Maharashtra Mumbai, 100, Everest, Marine Drive, Mumbai-400002.

**Listing**

The Equity Shares of our Company are proposed to be listed on NSE EMERGE. Our Company has obtained in-principle approval from NSE by way of its letter dated [●] for listing of equity shares on NSE EMERGE.

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, without interest, all moneys received from the applicants in pursuance of this Draft 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 SME Platform of NSE mentioned above are taken within Six (6) Working Days of the Issue Closing Date. If Equity Shares are not Allotted pursuant to the Offer within Six (6) Working Days from the 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. Subject to applicable law.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who-

- (a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

Shall be liable to action under section 447 of the Companies, Act 2013

Consents

Consents in writing of (a) Our Directors, Our Promoter, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Our Peer Review Auditor, Our Banker(s) to the Company; (b) Lead Manager, Registrar to the Issue, Banker(s) to the Issue*, Legal Advisor to the Issue, Underwriter(s) to the Issue and Market Maker to the Issue to act in their respective capacities have been obtained as required under section 26 of the Companies Act, 2013 and shall be filed along with a copy of the 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 Prospectus for registration with the RoC.

**The aforesaid will be appointed prior to filing of the Prospectus with RoC and their consents as above would be obtained prior to the filing of the Prospectus with RoC.*

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s GSA & Co. Chartered Accountant, Statutory Auditor and M/s. S.S. Rathi & Company Peer Review Auditors of the Company has agreed to provide their written consent to the inclusion of their respective reports on Statement of Possible Tax Benefits relating to the possible tax benefits and restated

**Deepak Health and Wellness Limited**

financial statements as included in this Draft Prospectus/Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this Draft Prospectus.

Experts Opinion

Except for the reports in the section **“Financial information of the Company”** and **“Statement of Tax Benefits”** on page 142 and page 76 of this Draft Prospectus from the Peer Review Auditor and Statutory Auditor respectively, our Company has not obtained any expert opinions. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act 1933.

Expenses of the Issue

The total expenses of the Issue are estimated to be approximately Rs. [●], which is [●] % of the Issue size. The estimated Issue related expenses include Issue Management Fee, underwriting and management fees SCSB’s commission/ Selling commission, fees, printing and distribution expenses, legal fees, statutory advertisement expenses, registrar and depository fees and listing fees. All expenses with respect to the Issue would be paid by our company.

The Estimated Issue expenses are as under:-

No.	Particulars	Amount (Rs. in Lacs)	Percentage of Total Estimated Issue Expenditure (%)	Percentage of Issue Size (%)
1.	Payment to Merchant Banker including, underwriting and selling commissions, brokerages, payment to other intermediaries such as Legal Advisors, Bankers etc and other out of pocket expenses	[●]	[●]	[●]
2.	Printing and Stationery and postage expenses, Advertising and Marketing expenses	[●]	[●]	[●]
3.	Regulatory fees and expenses	[●]	[●]	[●]
	Total estimated Issue Expenses	[●]	[●]	[●]

**Included Commission/ processing fees for SCSB, Brokerage and selling commission for Registered Brokers, RTA’s and CDPs*

Fees, Brokerage and Selling Commission payable to the LM

The total fees payable to the Lead Manager will be as per the (i) Memorandum of Understanding dated September 20, 2016 with the Lead Manager Hem Securities Limited, (ii) the Underwriting Agreement dated [●] with Underwriter and (iii) the Market Making Agreement dated [●] with Market Maker, a copy of which is available for inspection at our Registered Office from 10.00 am to 5.00 pm on Working Days from the date of the Draft Prospectus until the 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 14, 2016 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.

Deepak Health and Wellness Limited

Particulars regarding Public or Rights Issues during the last five (5) years

Except as disclosed in section titled "***Capital Structure***" beginning on page 55 in this Draft Prospectus, 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 Prospectus.

Previous issues of Equity Shares otherwise than for cash

For detailed description please refer to section titled "***Capital Structure***" beginning on page 55 of this Draft Prospectus.

Underwriting Commission, brokerage and selling commission on Previous Issues

Since this is the initial public offering of our Company's Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

Particulars in regard to our Company and other listed group-companies / subsidiaries/ associates under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 / Section 186 of the Companies Act, 2013 which made any capital issue during the last three years:

Neither our Company nor any other companies under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 has made/Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three years.

Performance vis-a-vis objects – Public/right issue of our Company and /or listed Group Companies/ subsidiaries and associates of our Company

Except as stated in the chapter titled "***Capital Structure***" beginning on page 55 of this Draft Prospectus our Company has not undertaken any previous public or rights issue. None of the Group Companies/ Entities or associates of our Company are listed on any stock exchange.

Performance vis-a-vis objects - Last Issue of Group/Associate Companies

All of our Group / Associate are unlisted and have not made a public issue of shares.

Outstanding Debentures or Bond Issues or Redeemable Preference Shares

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Draft Prospectus.

Outstanding Convertible Instruments

Our Company does not have any outstanding convertible instruments as on the date of filing this Draft Prospectus.

Option to Subscribe

Equity Shares being offered through the Draft Prospectus can be applied for in dematerialized form only.

Stock Market Data of the Equity Shares

This being an initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any Stock Exchanges.

**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 is no investor complaints received during the three years preceding the filing of Draft Prospectus. Since there is no investor complaints received, none are pending as on the date of filing of this Draft Prospectus.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, with a copy to the Compliance Officer and with a copy to the relevant Designated Intermediary with whom the Application Form was submitted and.

The Applicant should give full details such as name of the sole/ first Applicant, Application Form number, Applicant DP ID, Client ID, PAN, date of the Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned herein above

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Mr. Piyush Anilkumar Wani, Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:

Mr. Piyush Anilkumar Wani
Deepak Health and Wellness Limited
Deepak Hospital, Town Hall Road,
Jalna- 431203, Maharashtra, India
Telephone: +91 2482-240486/ 87/ 88
Facsimile: +91 2482-240586
Website: www.deepakhealthandwellness.com
Email id: compliance@deepakhealthandwellness.com

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web based complaints redress system “SCORES”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in

Status of Investor Complaints

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Prospectus and hence there are no pending investor complaints as on the date of this Draft Prospectus.

**Deepak Health and Wellness Limited**

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.

Change in Auditors during the last three (3) years

Except for appointment of M/s. S.S. Rathi & Co., Chartered Accountants, as peer review auditor in addition to the existing auditors, there has been no changes in our Company's auditors in the last three (3) years.

Capitalization of Reserves or Profits

Except as disclosed under section titled "*Capital Structure*" beginning on page 55 of this Draft Prospectus, our Company has not capitalized its reserves or profits at any time during the last five (5) years.

Revaluation of Assets

Our Company has not revalued its assets in five (5) years preceding the date of this Draft Prospectus.

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 Tax Benefits*" beginning on page 76 of this Draft Prospectus.

Purchase of Property

Other than as disclosed in Section "*Our Business*" on page 101 of the Draft 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 the Draft Prospectus, other than property, in respect of which:-

The contract for the purchase or acquisition was entered into in the ordinary course of business, or the contract was entered into in contemplation of the Issue, or that the Issue was contemplated in consequence of the contract; or the amount of the purchase money is not material.

Except as stated elsewhere in the Draft 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.

Servicing Behavior

Except as stated in this Draft Prospectus, 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.



DEEPAK HOSPITAL

Deepak Health and Wellness Limited

Except as disclosed in chapter titled “*Our Management*” beginning on page 126 and “*Related Party Transactions*” beginning on page 140 of this Draft Prospectus, none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

**SECTION VII: ISSUE RELATED INFORMATION****TERMS OF THE ISSUE**

The Equity Shares being offered are subject to the provisions of the Companies Act, 2013, SCRR, 1957, SEBI (ICDR) Regulations, 2009 our Memorandum and Articles of Association, the terms of the Draft Prospectus, Prospectus, ASBA Application Form, the Revision Form, the Confirmation of Allocation Note, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, the FIPB, the RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that , in terms of SEBI Circular No. CIR/CFD/ POLICYCELL/11/2015 dated November 10, 2015 All the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application forms. Investor may visit the official website of the concerned stock exchanges for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

Authority for the Issue

The present Public Issue of Equity Shares has been authorized by a resolution of the Board of Directors of our Company at their meeting held on July 19, 2016 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on September 14, 2016 in accordance with the provisions of Section 62 (1) (c) of the Companies Act, 2013.

Ranking of Equity Shares

The Equity Shares being offered / issued shall be subject to the provisions of the Companies Act, our Memorandum and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please refer to "**Main Provisions of Articles of Association of the Company**" on page 268 of the Draft Prospectus.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act 1956 and Companies Act 2013, 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. For further details, please refer to "**Dividend Policy**" on page 141 of the Draft Prospectus.

Face Value and Issue Price

The Equity Shares having a Face Value of Rs.10.00 each are being offered in terms of the Draft Prospectus at the price of Rs. [●] per Equity Share (including premium of [●] per share).

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the section titled "**Basis for Issue Price**" on page 73 of the Draft Prospectus. 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



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.

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:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- Right of free transferability of the Equity Shares; and
- 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 Articles of Association of the Company**" beginning on page 268 of the Draft Prospectus.

Minimum Application Value, Market Lot and Trading Lot

As per the provisions of the Depositories Act, 1996 & the 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 offered can be applied for in the dematerialized form only.

The investors have an option either to receive the security certificate or to hold the securities with depository. However, as per SEBI's circular RMB (compendium) series circular no. 2 (1999-2000) dated February 16, 2000, it has been decided by the SEBI that trading in securities of companies making an initial public offer shall be in dematerialized form only.

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the SME platform of NSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Offer will be done in multiples of [●] Equity Shares 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 106R of SEBI (ICDR) Regulations, 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 Jaipur, Rajasthan.

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only



being offered or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Joint Holders

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

Period of Operation of Subscription List of Public Issue

ISSUE OPENS ON	[•]
ISSUE CLOSES ON	[•]

Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten and the details of the same have been disclosed.

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 issue of Prospectus, the application money has to be returned within such period as may be prescribed.

**Deepak Health and Wellness Limited**

If the issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriters within 60 (sixty) days from the date of closure of the issue, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond 8 (eight) days after the issuer becomes liable to pay the amount, the issuer shall pay interest prescribed under Section 40 of the Companies Act, 2013 and applicable law.

The minimum number of allottees in this 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 refunded within 15 days of closure of issue.

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.

In accordance with Regulation 106 P (1) of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the offer through the Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty)

Further, in accordance with Regulation 106 Q of the SEBI (ICDR) Regulations 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

In accordance with the NSE Circular dated March 10, 2014, our Company will have to be mandatorily listed and traded on the SME Platform of the NSE for a minimum period of 2 (Two) years from the date of listing and only after that it can migrate to the Main Board of the NSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter XB of the SEBI (ICDR) Regulations.

As per the provisions of the Chapter XB of the SEBI (ICDR) Regulation, 2009, our Company may migrate to the main board of NSE 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 Rs. 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 promoters 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 NSE 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

OR

- If the Paid-Up Capital of our Company is more than Rs. 10.00 Crores and up to Rs. 25.00 Crores, our company may still apply for migration to the Main Board If our Company fulfils the eligibility criteria for listing laid down by the Main Board of NSE and if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters 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 NSE Emerge (Emerge Platform), wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the NSE Emerge for a minimum period of 3 (three) years from the date of listing of shares offered through this Draft Prospectus. For further details of

**Deepak Health and Wellness Limited**

the agreement entered into between the Company, the Lead Manager and the Market Maker please refer to "**General Information - Details of the Market Making Arrangements for this Issue**" on page 48 of the Draft Prospectus.

In accordance with the SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012; it has been decided to make applicable limits on the upper side for the Market Makers during market making process taking into consideration the Issue size in the following manner:

Issue size	Buy quote exemption threshold (including mandatory initial inventory of 5% of issue size)	Re-entry threshold for buy quotes (including mandatory initial inventory of 5% of issue size)
Upto Rs. 20 Crore, as applicable in our case	25%	24%

Further, the Market Maker shall give (2) Two way quotes till it reaches the upper limit threshold; thereafter it has the option to give only sell quotes. Two (2) way quotes shall be resumed the moment inventory reaches the prescribed re-entry threshold.

In view of the Market Maker obligation, there shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts its inventory through market making process on the platform of the exchange, the concerned stock exchange may intimate the same to SEBI after due verification.

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 NSE Emerge.

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.

Option to receive Equity Shares in Dematerialized Form

As per section 29(1) of the Companies Act 2013 and SEBI (ICDR) Regulations, every company making public offer shall issue securities only in dematerialized form only. The investors have an option either to receive the security certificate or to hold the securities with depository. However, as per SEBI's circular RMB (compendium) series circular no. 2 (1999-2000) dated February 16, 2000, it has been decided by the SEBI that trading in securities of companies making an initial public offer shall be in dematerialized form only. The Equity Shares on Allotment will be traded only on the dematerialized segment of the SME Exchange. Applicants will not have an option of Allotment of the equity shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act, 2013 and the Depositories Act.

New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

**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 in the section titled "**Capital Structure**" beginning on page 55 of the Draft 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 sub-heading "**Main Provisions of the Articles of Association of the Company**" on page 268 of the Draft Prospectus.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013 our Company shall, after registering the 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.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of the Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws and regulations.



ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106(M) (1) of Chapter XB of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post issue face value capital does not exceed Rs.10 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). 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 219 and 227 of the Draft Prospectus.

The Issue is being made by way of Fixed Price method.

Public Issue up to [●] Equity Shares of 10.00 each ("Equity Shares") of Deepak Health and Wellness Limited ("**DHAWL**" or the "**Company**" Or the "**Issuer**") for Cash at a Price of Rs. [●] Per Share ("**Issue Price**"), aggregating to Rs. 362.60 Lacs ("**The Issue**"). The Net Issue constitutes [●] % of the Post Issue Paid up Equity Share Capital of the Company.

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
Number of Equity Shares available for allocation	[●] Equity Shares of Face Value Rs. 10.00	[●] Equity Shares of Face Value Rs. 10.00
Percentage of Issue Size available for allocation	[●] % of the Issue Size (50% to Retail Individual Investors and the balance 50% to other investors).	[●] % of the Issue Size Firm allotment
Basis of Allotment	Proportionate subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares each. For further details please refer to " Issue Procedure - Basis of Allotment " on page 227 of this Draft Prospectus.	Firm Allotment
Mode of Application	All the applicants shall make the application (Online or Physical) through ASBA Process Only.	Through ASBA Process Only.
Mode of Allotment	Compulsorily in dematerialized form.	Compulsorily in dematerialized form.
Minimum Application Size	<u>For Other than Retail Individual Investors:</u> Such number of Equity Shares in multiples of [●] Equity Shares at an Issue price of Rs. [●] each, such that the Application Value exceeds Rs. 2,00,000/- <u>For Retail Individuals Investors:</u> [●] Equity Shares at an Issue price of Rs. [●] each.	[●] Equity Shares of Face Value Rs. 10.00
Maximum Application Size	<u>For Other than Retail Individual Investors:</u> The maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations applicable. <u>For Retail Individuals Investors:</u> Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Value does not exceed Rs. 2,00,000/-.	[●] Equity Shares of Face Value Rs. 10.00
Trading Lot	[●] Equity Shares	[●] Equity Shares, However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2009.
Terms of Payment	Full Application Amount shall be blocked by the SCSBs in the bank account of the ASBA Applicant that is specified in the Application Form at the time of submission of the Application Form.	

**Deepak Health and Wellness Limited**

This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details please refer to “**Issue Structure**” on page 225 of this Draft Prospectus.

*As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue ‘the allocation’ is the net offer to the public category shall be made as follows:

- a) Minimum fifty percent to retail individual investors; and
- b) Remaining to Investors other than retail Individual Investors; and other investors including body corporate or institutions, irrespective of the number of specified securities applied for;
- c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

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

Withdrawal of the Issue

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after 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 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 Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

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

Issue Programme

ISSUE OPENING DATE	[●]
ISSUE CLOSING DATE	[●]

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Application Form.

Standardization of cut-off time for uploading of applications on the issue closing date:

- a) A standard cut-off time of 3.00 p.m. for acceptance of applications.
- b) A standard cut-off time of 4.00 p.m. for uploading of applications received from other than retail individual applicants.
- c) 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 NSE after taking into account the total number of applications received up to the closure of timings and reported by LM to NSE within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical application form of that Bidder may be taken as the final data for the purpose of allotment.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).



ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI (“General Information Document”) **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 (to the extent notified), the Companies Act, 1956 (to the extent not repealed by the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations as amended. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations 2015 and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchanges and the Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)(Fifth Amendment)Regulations, 2015, there have been certain changes in the issue procedure for initial public offerings including making ASBA Process mandatory for all investors, allowing registrar, share transfer agents, collecting depository participants and stock brokers to accept application forms. Further, SEBI, by its circular No. (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, reduced the time taken for listing after the closure of an issue to six working days. These changes are applicable for all public issues which open on or after January 1, 2016.

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 the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.

Our Company and the LM are not liable for any amendments, modifications or change in applicable laws or regulations, which may occur after the date of this Draft Prospectus.

PART A

Fixed Price Issue Procedure

The Issue is being made under Regulation 106(M)(1) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 via Fixed Price Process.

Applicants are required to submit their Applications to the Designated Intermediaries i.e. SCSB or Registered Brokers of Stock Exchanges or Registered Registrar to the Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI. In case of QIB Applicants, our Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non-Institutional Applicants and Retail Individual Applicants, our Company would have a right to reject the Applications only on technical grounds.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. Applicants will not have the option of being Allotted Equity Shares in physical form. Further the Equity shares on allotment shall be traded only in the dematerialized segment of the Stock Exchange, as mandated by SEBI.

**Deepak Health and Wellness Limited****Application Form**

Pursuant to SEBI Circular dated January 01, 2016 and bearing No. CIR/CFD/DIL/1/2016, the Application Form has been standardized. Also please note that pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the investors can apply through ASBA Mode. The prescribed colour of the Application Form for various categories applying in this issue are as follows:

Category	Colour
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA)	White
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	Blue

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Prospectus. An Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following Intermediaries (Collectively called “**Designated Intermediaries**”)

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	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)

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 proof of having accepted the 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:

For Applications submitted by investors to SCSB:	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.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the 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 application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking funds that are available in the bank account specified in the Application Form used by ASBA Applicants.

Availability of Prospectus and Application Forms

The Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, (Lead Manager to the Issue, Registrar to the Issue, as mentioned in the Application Form. The application forms may also be downloaded from the website of NSE i.e. www.nseindia.com

Who can apply?

**Deepak Health and Wellness Limited**

In addition to the category of Applicants as set forth under “Part B -General Information Document for Investing in Public Issues-Category of Investors Eligible to participate in an Issue” on page 244 of this Draft Prospectus, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs and sub-accounts registered with SEBI other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporate or foreign individuals only under the Non Institutional Investors category;
- Scientific and / or industrial research organizations authorized in India to invest in the Equity Shares.
- Any other persons eligible to apply in this Issue under the laws, rules, regulations, guidelines and policies applicable to them.

MAXIMUM AND MINIMUM APPLICATION SIZE

The applicants in this Issue, being a fixed price, will be categorized into two;

1. For Retail Individual Applicants

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 Applicant does not exceed Rs. 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed Rs. 2,00,000.

2. For Other than Retail Individual Applicants (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds Rs. 2,00,000 and in multiples of [●] Equity Shares thereafter. An Application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant 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 Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2, 00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Prospectus.

The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

Participation by Associates /Affiliates of LM and the Syndicate Members

The LM and Syndicate Members, if any shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting and market making obligations. However, associates/affiliates of the LM and Syndicate Members, if any may subscribe for Equity Shares in the Issue, either in the QIB Category or in the Non- Institutional Category as may be applicable to the Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Option to Subscribe in the Issue

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form. However, they may get the specified securities re-materialised subsequent to allotment.



- 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.

Application by Indian Public including eligible NRIs applying on Non-Repatriation Basis

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and not in the names of Minors, Foreign Nationals, Non Residents Indian (except for those applying on non-repatriation), trusts, (unless the Trust is registered under the Societies Registration Act, 1860 or any other applicable Trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu Undivided Families, Partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non-repatriation basis should authorize their SCSB to block their NRE/FCNR accounts as well as NRO accounts.

Applications by eligible NRI's/ FPI's on Repatriation Basis

Application Forms have been made available for eligible NRIs at our Registered Office and at the Registered Office of the Lead manager. Eligible NRI Applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under the reserved category. The eligible NRIs who intend to make payment through Non Resident Ordinary (NRO) accounts shall use the Forms meant for Resident Indians and should not use the forms meant for the reserved category. Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares for allotment to NRIs on repatriation basis. Allotment of equity shares to Non Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in equity shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian tax laws and regulations and any other applicable laws.

As per the current regulations, the following restrictions are applicable for investments by FPIs:

1. A foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized stock exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where "infrastructure" is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-convertible debentures or bonds issued by Non-Banking Financial Companies categorized as Infrastructure Finance Companies (IFCs) by the Reserve Bank of India; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.
2. Where a foreign institutional investor or a sub account, prior to commencement of these regulations, holds equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after initial public offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment for the time being in force.
3. In respect of investments in the secondary market, the following additional conditions shall apply:
 - a. A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;
 - b. Nothing contained in clause (a) shall apply to:



- (i) Any transactions in derivatives on a recognized stock exchange;
 - (ii) Short selling transactions in accordance with the framework specified by the Board;
 - (iii) Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (iv) Any other transaction specified by the Board.
 - c. No transaction on the stock exchange shall be carried forward;
 - d. The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board; provided nothing contained in this clause shall apply to:
 - (i) Transaction in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;
 - (ii) sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (iii) sale of securities in response to an offer made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009;
 - (iv) Sale of securities, in accordance with the Securities and Exchange Board of India (Buy-back of securities) Regulations, 1998;
 - (v) divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines for Disinvestment of Shares by Indian Companies in the overseas market through issue of American Depositary Receipts or Global Depositary Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;
 - (vi) Any bid for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State Government;
 - (vii) Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (viii) Any other transaction specified by the Board.
 - e. A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form. Provided that any shares held in non-dematerialized form, before the commencement of these regulations, can be held in non-dematerialized form, if such shares cannot be dematerialized. Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Depositories Act, 1996.
- 4. Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Depositories Act, 1996.
 - 5. The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be 239 below ten percent of the total issued capital of the company.
 - 6. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.
 - 7. In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.
 - 8. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard.

***Deepak Health and Wellness Limited***

No foreign portfolio investor may issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:

- a. Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority;
- b. Such offshore derivative instruments are issued after compliance with "know your client" norms. Provided that those unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal in offshore derivatives instruments directly or indirectly. Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.

A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.

Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to offshore derivative instruments such as participatory notes, equity linked notes or any other such instruments, by whatever names they are called, entered into by it relating to any securities listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.

Any offshore derivative instruments issued under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be deemed to have been issued under the corresponding provisions of SEBI (Foreign Portfolio Investors) Regulations, 2014.

The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10% of the total issued capital of the company.

An FII or its subaccount which holds a valid certificate of registration shall, subject to payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

A qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provisions of the SEBI (Foreign Portfolio Investors) Regulations, 2014, for a period of one year from the date of commencement of the aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

Application by Mutual Funds

As per the Current regulations, the following restrictions are applicable for investments by Mutual Fund:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any company's paid up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

**Application by SEBI registered Alternative Investment Fund (AIF), Venture Capital Funds and Foreign Venture Capital Investors**

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. As per the current regulations, the following restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors: Accordingly, the holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer. The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's. 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 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 Regulations shall continue to be regulated by the VCF Regulations.

Applications by Limited Liability Partnerships

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the LLP Act, 2008 must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof. Limited Liability Partnerships can participate in the Issue only through the ASBA Process.

Applications by Insurance Companies

In case of applications made by insurance companies registered with IRDA, certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company in consultation with the LM, reserves the right to reject any application, without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment Scheme) (5th Amendment) Regulations, 2010, as amended (the "IRDA Investment Regulations"), are broadly set forth below:

- (a) Equity shares of a company: The lesser 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;
- (b) The entire group of the investee company: at least 10% of the respective fund in case of a life insurer or 10% of investment assets in case of general insurer or reinsurer (25% in case of Unit Linked Insurance Plans); and
- (c) The industry sector in which the investee company operates: 10% of the insurer's total investment exposure to the industry sector (25% in case of Unit Linked Insurance Plans).

In addition, the IRDA partially amended the exposure limits applicable to investments in public limited companies in infrastructure and housing sectors i.e. 26th December, 2008, providing, among other things, that the exposure of an insurer to an infrastructure Company may be increased to not more than 20%, provided that in case of equity investment, a dividend of not less than 4% including bonus should have been declared for at least five preceding years. This limit of 20% would be combined for debt and equity taken together, without sub ceilings.

Further, investments in equity including preference shares and the convertible part of debentures shall not exceed 50% of the exposure norms specified under the IRDA Investment Regulations.

Applications under Power of Attorney

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIIs, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs, a certified copy of the power of attorney or the relevant Resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason thereof.

***Deepak Health and Wellness Limited***

With respect to the applications by VCFs, FVCIs and FPIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may belong with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason thereof.

In the case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolutions or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be submitted along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by the IRDA must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In the case of Applications made by to the power of attorney by FIIs, a certified copy of the power of attorney the relevant resolution or authority, as the case may be along with the certified copy of SEBI registration certificate must be lodged with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In the case of Applications made by provident funds, subject to applicable law, with minimum corpus of Rs. 2500 Lacs and pension funds with minimum corpus of Rs. 2500 Lacs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

Application by Provident Funds/Pension Funds

In case of Applications made by provident funds with minimum corpus of Rs. 2,500 lakhs (subject to applicable law) and pension funds with minimum corpus of Rs. 2,500 lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of filing of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the maximum number of Equity Shares applied for or maximum investment limits do not exceed the applicable limits under laws or regulations or as specified in this Draft Prospectus.

Information for the Applicants:

1. Our Company and the Lead Managers shall declare the Issue Opening Date and Issue Closing Date in the Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.
3. Copies of the Application Form along with Abridge Prospectus and copies of the Prospectus will be available with the, the Lead Managers, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Application Forms will also be available on the websites of the Stock Exchange,
4. Any applicant who would like to obtain the Prospectus and/ or the Application Form can obtain the same from our Registered Office.
5. Applicants who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.



7. The 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.
8. Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSBs 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 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 Applicants, or in the case of application in joint names, the first Applicant (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 Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding persons 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 Applicants.
10. The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the 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 Application Form is liable to be rejected.

Method and Process of Applications

1. Applicants are required to submit their applications during the Issue Period only through the following Application collecting intermediary
 - i. an SCSB, with whom the bank account to be blocked, is maintained
 - ii. a syndicate member (or sub-syndicate member)
 - iii. a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("broker")
 - iv. a depository participant ("DP") (whose name is mentioned on the website of the stock exchange as eligible for this activity)
 - v. 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)
2. The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 (ten) Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 (ten) Working Days.
3. During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.
4. The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Issue.
5. The intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in

**Deepak Health and Wellness Limited**

physical or electronic mode, respectively. The upload of the details in the electronic bidding system of stock exchange and post that blocking of funds will be done by as given below:

For Applications submitted by investors to SCSB:	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.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the 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 application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

6. Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.
7. If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.
8. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.
9. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdraw/ failure of the Issue or until withdrawal/ rejection of the 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 Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants 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.

Terms of payment

The entire Issue price of Rs. [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

Payment mechanism for Applicants

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the 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 Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the

**Deepak Health and Wellness Limited**

Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Applicant, as the case may be.

Please note that pursuant to SEBI circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 investors in the public issue can only invest through ASBA Mode.

Electronic Registration of Applications

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
 - (i) the applications accepted by them,
 - (ii) the applications uploaded by them
 - (iii) the applications accepted but not uploaded by them or
 - (iv) with respect to applications by Applicants, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the 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 Lead Managers 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 Lead Manager on a regular basis.
6. With respect to applications by Applicants, at the time of registering such applications, the Syndicate Members, DPs and RTAs shall forward a Schedule as per format given below along with the 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 Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into the on-line system:
 - Name of the Applicant;
 - IPO Name;
 - Application Form Number;
 - Investor Category;
 - PAN (of First Applicant, if more than one Applicant);
 - DP ID of the demat account of the Applicant;
 - Client Identification Number of the demat account of the Applicant;
 - 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 an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA 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 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 Applicants and Retail Individual Applicants, applications would not be rejected except on the technical grounds as mentioned in the Draft 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 Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the 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 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.



Allocation of Equity shares

- 1) The Issue is being made through the Fixed Price Process wherein [●] Equity Shares shall be reserved for Market Maker. [●] Equity shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from Retail Individual Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on proportionate basis to Non Retail Applicants.
- 2) Under- subscription if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Managers and the Stock Exchange.
- 3) Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
- 4) In terms of SEBI Regulations, Non Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage.
- 5) Allotment status details shall be available on the website of the Registrar to the Issue.

Signing of Underwriting Agreement and Filing of Prospectus with ROC

- a) Our company has entered into an Underwriting Agreement dated [●]
- b) A copy of Prospectus will be filled with the RoC in terms of Section 26 of Companies Act, 2013.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National News paper and (iii) Regional Newspaper each with wide circulation.

Issuance of Allotment Advice

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) The Lead Managers or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants 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 Applicant.

General Instructions

Do's:

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about the Depository Participant and the beneficiary account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the Demographic Details are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- Ensure that you have funds equal to the Application Amount in the ASBA account maintained with the SCSB before submitting the Application Form under the ASBA process to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centres), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations); Instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;

***Deepak Health and Wellness Limited***

- Ensure that the Application Form is signed by the account holder in case the applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that the Application Forms are delivered by the applicants within the time prescribed as per the Application Form and the Prospectus;
- Ensure that you have requested for and receive a TRS;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your application options;
- All Investors submit their applications through the ASBA process only;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

- Do not apply for lower than the minimum Application size;
- Do not apply for a price different from the price mentioned herein or in the Application Form;
- Do not apply on another Application Form after you have submitted an application to the SCSBs, Registered Brokers of Stock Exchange, RTA and DPs registered with SEBI;
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post, instead submit the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company
- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
- Do not apply for an Application Amount exceeding Rs. 2,00,000 (for applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground;
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
- Do not submit applications on plain paper or incomplete or illegible Application Forms in a colour prescribed for another category of Applicant; and
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.

Instructions for Completing the Application Form

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application Forms should bear the stamp of the Designated Intermediaries. ASBA 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 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 and NSE i.e. 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 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 NSE i.e. www.nseindia.com

**Applicant's Depository Account and Bank Details**

Please note that, providing bank account details, PAN Nos, Client ID and DP ID in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Submission of Application Form

All 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 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 Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of 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 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 NSE-EMERGE where the Equity Shares are proposed to be listed are taken within 6 working days from Issue Closing Date. In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations.

Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing Date;
2. The Company will provide adequate funds required for dispatch of Allotment Advice to the Registrar to the Issue.

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—



Deepak Health and Wellness Limited

- (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 of Companies Act, 2013 and shall be treated as Fraud."

Undertakings by Our Company

We undertake as follows:

- 1) That the complaints received in respect of the Issue shall be attended to by us expeditiously and satisfactorily;
- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (six) Working days of Issue Closing Date.
- 3) That if the Company do not proceed with the Issue, the reason thereof shall be given as a public notice to be issued by our Company within two days of the 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;
- 4) That the our Promoters' contribution in full has already been brought in;
- 5) That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by us;
- 6) That Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- 7) Except as disclosed in section title "Capital Structure" on page no. 55 of this Draft Prospectus, there is no further issue of Equity Shares shall be made till the Equity Shares offered through the Prospectus are listed or until the Application monies are unblocked on account of non-listing, under subscription etc. and
- 8) That if the Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the RoC/ SEBI, in the event our Company subsequently decides to proceed with the Issuer;
- 9) That none of the promoters or directors of the company is willful defaulter under Section 4(5) of SEBI (ICDR) Regulations, 2009 as per the *(Third Amendment) in SEBI (ICDR) Regulations, 2016 dated May, 25, 2016*

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 pursuant to section 177 of the Company's Act, 2013 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.

The 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 had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) Agreement dated [●] between NSDL, the Company and the Registrar to the Issue;
- b) Agreement dated [●] between CDSL, the Company and the Registrar to the Issue;

The Company's equity Shares bear an ISIN No. [●]

PART B

GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Draft Prospectus/Prospectus before investing in the Issue.

Section 1: Purpose of the General Information Document (GID)

This document is applicable to the public issues undertaken inter-alia through the Fixed Price Issues. The purpose of the “General Information Document for Investing in Public Issues” is to provide general guidance to potential Applicants in IPOs, on the processes and procedures governing IPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**SEBI ICDR Regulations, 2009**”).

Applicants should note that investment in equity and equity related securities involves risk and Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue; are set out in the Prospectus filed by the Issuer with the Registrar of Companies (“**RoC**”). Applicants should carefully read the entire Prospectus and the Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the Prospectus, the disclosures in the Prospectus shall prevail. The Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the **LM(s)** to the Issue and on the website of Securities and Exchange Board of India (“**SEBI**”) at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Applicants may refer to the section “Glossary and Abbreviations”.

Section 2: Brief Introduction to IPOs on SME Exchange

2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is inter-alia required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2009 if applicable. For details of compliance with the eligibility requirements by the Issuer Applicants may refer to the Prospectus.

The Issuer may also undertake IPO under Chapter XB of SEBI (ICDR) regulations, wherein as per,

- Regulation 106M(1) : An issuer whose post-issue face value capital does not exceed ten crore rupees shall issue its specified securities in accordance with provisions of this Chapter.
- Regulation 106M(2) : An issuer whose post-issue face value capital is more than ten crore rupees and upto twenty five crore rupees, may also issue its specified securities in accordance with provisions of this Chapter.

The present Issue being made under Regulation 106M(1) of Chapter XB of SEBI (ICDR) Regulation.

2.2 Other Eligibility Requirements

In addition to the eligibility requirements specified in paragraphs 2.1 an Issuer proposing to undertake an IPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2009, the Companies Act, 1956 and the Companies Act, 2013 as may be applicable (“the Companies Act”), the Securities Contracts (Regulation) Rules, 1957 (the “SCRR”), industry-specific regulations, if any, and other applicable laws for the time being in force.

Following are the eligibility requirements for making an SME IPO under Regulation 106M (1) of Chapter XB of SEBI (ICDR) Regulation:

- a) In accordance with Regulation 106(P) of SEBI (ICDR) Regulation, Issue has to be 100% underwritten and the LM has to underwrite at least 15% of the total issue size.
- b) In accordance with regulation 106(R) of SEBI (ICDR) Regulation, total number of proposed allottees in the Issue shall be greater than or equal to fifty, otherwise the entire application money will be blocked forthwith. If such money is not repaid within eight days from the date the company becomes liable to repay it, than the Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under Section 40 of the Companies Act, 2013.
- c) In accordance with Regulation 106(O) of the SEBI (ICDR) Regulation, Company is not required to file any Offer Document with SEBI nor has SEBI issued any observations on the Offer Document. The Lead Manager shall submit the copy of 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.
- d) In accordance with Regulation 106(V) of the SEBI (ICDR) Regulation, the LM has to ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue.
- e) The Issuer shall have a track record of three years.
- f) The Net worth (excluding revaluation reserves) of the Issuer shall be positive as per the latest audited financial results.
- g) The Issuer should have positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years.
- h) The Post-issue paid up capital of the Issuer shall be less than Rs. 25 Crores.
- i) The Issuer shall mandatorily facilitate trading in demat securities.
- j) The Issuer should not have been referred to Board for Industrial and Financial Reconstruction.
- k) No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against the Company.
- l) No material regulatory or disciplinary action should have been taken by any stock exchange or regulatory authority in the past three years against the Issuer.
- m) The Company should have a website
- n) There has been no change in the promoter(s) of the company in the 1 year preceding the date of filing application to NSE for listing on SME segment.

Issuer shall also comply with all the other requirements as laid down for such an Issue under Chapter X-B of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106 (M) (3) of SEBI (ICDR) Regulation, 2009 the provisions of regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to this Issue.

Thus the Company is eligible for the Issue in accordance with Regulation 106M(1) and other provision of Chapter XB of SEBI (ICDR) Regulations as the post –issue face value capital does not exceed Rs.2500 Lacs. Company also complies with the eligibility conditions laid by the SME Platform of NSE for listing of our Equity Shares.

2.3 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Issue Price through the Book Building Process (**“Book Built Issue”**) or undertake a Fixed Price Issue (**“Fixed Price Issue”**). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in this Draft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Bid/Issue Opening Date, in case of an IPO and at least one Working Day before the Bid/Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities.



Applicants should refer to the Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

2.4 Issue Period

The Issue may be kept open for a minimum of three Working Days (for all category of Applicants) and not more than ten Working Days. Applicants are advised to refer to the Application Form and Abridged Prospectus or Prospectus for details of the Issue Period. Details of Issue Period are also available on the website of Stock Exchange.

2.5 Migration To Main Board

SME Issuer may migrate to the Main Board of Stock Exchange from the SME Exchange at a later date subject to the following:

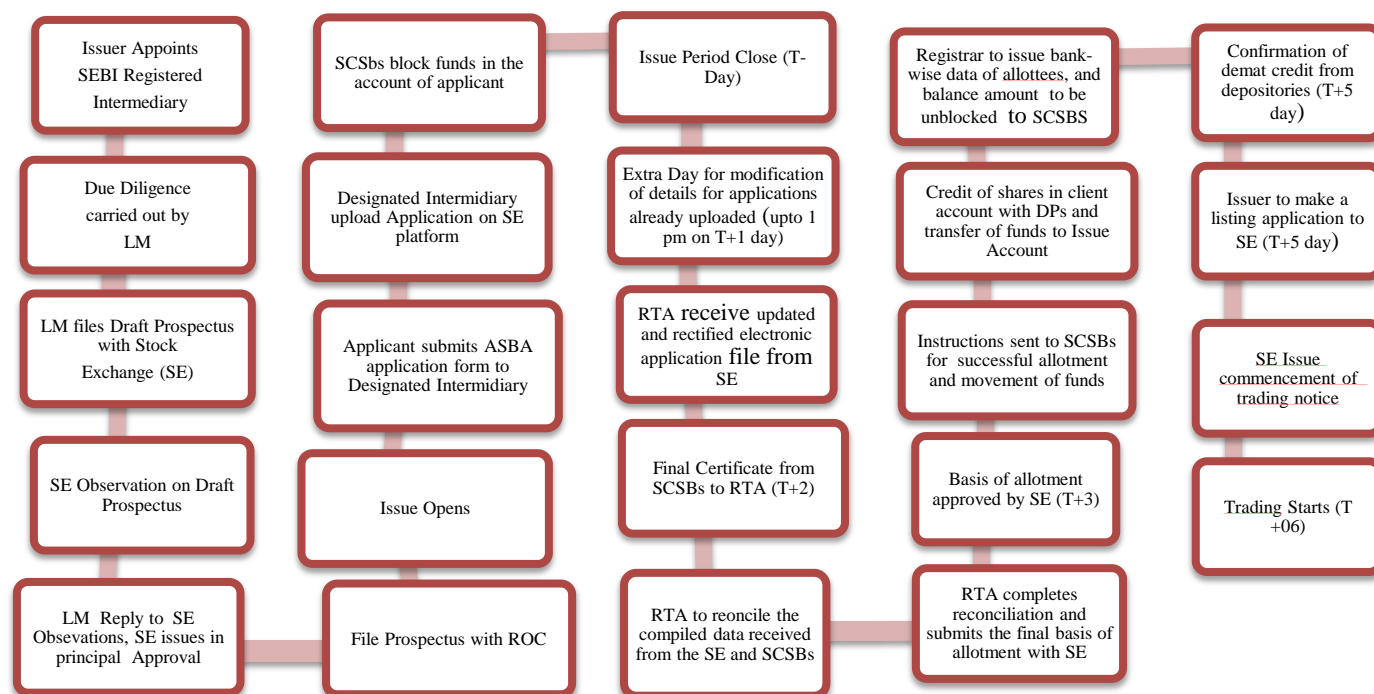
- a) If the Paid up Capital of the Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters 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), The Company shall apply to SE for listing of its shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

- b) If the Paid up Capital of the company is more than Rs. 10 crores but below Rs. 25 crores, the Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters 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.

2.6 Flowchart Of Timelines

A flow chart of process flow in Fixed Price Issues is as follows:



Section 3: Category of Investors Eligible to Participate in an Issue

Each Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Bidders/Applicants, such as NRIs, FII's, 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. Applicants are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, as amended, in single or joint names (not more than three) or in the names of minors as natural / legal guardian;
- Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder/Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Applications by HUFs may be considered at par with those from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorized to invest in equity shares under their respective constitutional and charter documents;
- Mutual Funds registered with SEBI;
- Eligible NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law; NRIs other than Eligible NRIs are not eligible to participate in this Issue.
- Indian Financial Institutions, scheduled commercial banks regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations, 2009 and other laws, as applicable);
- FPIs other than Category III foreign portfolio investors, VCFs and FVCIs registered with SEBI.
- Limited liability partnerships registered in India and authorized to invest in equity shares.



- Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional applicant's category.
- State Industrial Development Corporations.
- Trusts/societies registered under the Societies Registration Act, 1860, as amended or under any other law relating to trusts/societies and who are authorized under their respective constitutions to hold and invest in equity shares;
- Scientific and/ or Industrial Research Organizations authorized to invest in equity shares.
- Insurance Companies registered with IRDA;
- Provident Funds and Pension Funds with minimum corpus of Rs. 2500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
- Eligible QFIs;
- Multilateral and Bilateral Development Financial Institutions;
- 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;
- Insurance funds set up and managed by army, navy, air force of the Union of India or by Department of Posts, India;
- Any other person eligible to apply to this Issue, under the laws, rules, regulations, guidelines, and policies applicable to them and under Indian Laws.

Applications not to be made by:

- Minors (except under guardianship)
- Partnership firms or their nominees
- Foreign Nationals (except NRIs)
- Overseas Corporate Bodies

As per the existing regulations, OCBs are not allowed to participate in an Issue.

Section 4: Applying in the Issue

Fixed Price Issue: Applicants should only use the specified cum Application Form either bearing the stamp of Designated Intermediaries as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the registered office of the Issuer, and office of the RTA and at the office of the LM. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus.

Applicants should ensure that they apply in the appropriate category. The prescribed color of the Application Form for various categories of Applicants is as follows:

Category	Color of the Application
Resident Indian, Eligible NRIs applying on a non -repatriation basis	White
NRIs, FVCIs, FIIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporate(s) or foreign individuals bidding under the QIB), FPIs on a repatriation basis	Blue

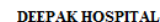
Securities Issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Applicants will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialized subsequent to allotment.

4.1 Instructions For Filing Application Form/ Application Form (Fixed Price Issue)

Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the Prospectus and Application Form are liable to be rejected.

Instructions to fill each field of the Application Form can be found on the reverse side of the Application Form. Specific instructions for filling various fields of the Resident Application Form and Non-Resident Application Form and samples are provided below.

The samples of the Application Form for resident Applicants and the Application Form for non-resident Applicants are reproduced below:



DEEPAK HOSPITAL

249

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

COMMON BID CUM APPLICATION FORM		XYZ LIMITED - INITIAL PUBLIC ISSUE - NR		For Eligible NRI, FI, FVCI, applying on Restriction Basis	
Address : _____ Contact Details: _____ CEN No. _____		Bid cum Application Form No. _____			
LOGO	TO, THE BOARD OF DIRECTORS XYZ LIMITED	FIXED PRICE GME ISSUE INE00000000000			

SYNDICATE MEMBER'S STAMP & CODE		BROKER/SCSB/DP/RTA STAMP & CODE		1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER	
				Mr. / Ms. _____	
SUB-BIDDER'S / SUB-AGENT'S STAMP & CODE		ESCRIBE SANCTIONED BRANCH STAMP & CODE		Address _____	
				Email _____	
				Tel. No (with STD code) / Mobile _____	
BANK BRANCH SERIAL NO.		SCSB SERIAL NO.		2. PAN OF SOLE / FIRST BIDDER	

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL					
For NSDL, enter 8 digit DP ID followed by 8 digit Client ID / For CDSL, enter 16 digit Client ID					
4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")					
Bid Options	No. of Equity Shares Bid (In Figures) (Does not need to be in multiples of Bid Lot as mentioned)	Price per Equity Share (₹): "Cut-off" (Price in multiples of ₹ 0.05)			5. CATEGORY
		Bid Price	Retail Discount	Net Price	
Option 1					<input type="checkbox"/> Retail Investor Bidder
(OR) Option 2					<input type="checkbox"/> Non-Institutional Bidder
(OR) Option 3					<input type="checkbox"/> QIB

6. Investor Status	
<input type="checkbox"/> Non-Resident Indian (Repatriation basis)	NRI
<input type="checkbox"/> Foreign Institutional Investor	FI
<input type="checkbox"/> Foreign Venture Capital Investor	FVC
<input type="checkbox"/> FI Sub Account Corporate/Individual	FI SA
<input type="checkbox"/> Others (Please Specify)	OTH

7. PAYMENT DETAILS		PAYMENT OPTION : FULL PAY	
Amount paid (₹ in figures) _____ (₹ in words) _____			
ASBA Bank A/c No. _____			
Bank Name & Branch _____			

I/WE HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES (GID) AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE / FIRST BIDDER		8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)		BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)	
		I/We authorize the SCSB to do all acts as are necessary to make the Application in the line			
		1) _____			
		2) _____			
		3) _____			
Date : _____					

TEAR HERE

XYZ LIMITED		Acknowledgement Slip for Broker/SCSB/DP/RTA		Bid cum Application Form No. _____	
INITIAL PUBLIC ISSUE - NR					
LOGO		PART of sole / First Bidder			
DPID / CEN No. _____					
Amount paid (₹ in figures) _____ Bank & Branch _____		Stamp & Signature of SCSB Branch			
ASBA Bank A/c No. _____					
Received from Mr./Ms. _____					
Telephone / Mobile _____ Email _____					

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR	Option 1			Option 2			Option 3			Stamp & Signature of Broker / SCSB / DP / RTA			Name of Sole / First Bidder		
	No. of Equity Shares														
	Bid Price									Acknowledgement Slip for Bidder					
	Amount Paid (₹)														
	ASBA Bank A/c No. _____									Bid cum Application Form No. _____					
Bank & Branch _____															

**4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/FIRST APPLICANT**

Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

- a) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications(including letters notifying the unblocking of the bank accounts of Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Application Form may be used by the Issuer,
- b) The Designated Intermediaries and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.
- c) **Joint Applications:** In the case of Joint Applications, the Applications should be made in the name of the Applicant 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 Applicant would be required in the Bid cum Application Form/Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders All communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.
- d) **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:

- makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
 - 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
 - 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.”
- e) **Nomination Facility to Applicant:** 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 Applicants should inform their respective DP.

4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE/FIRST APPLICANT

- a) PAN (of the sole/ first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories’ records.
- b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Applications on behalf of the Central or State Government, Applications by officials appointed by the courts and Applications by Applicants residing in Sikkim (“PAN Exempted Applicants”). Consequently, all Applicants, other than the PAN Exempted Applicants, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. A Application Form without PAN, except in case of Exempted Applicants, is liable to be rejected. Applications by the Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.
- c) The exemption for the PAN Exempted Applicants 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.



- d) Application Forms which provide the General Index Register Number instead of PAN may be rejected.
- e) Applications by Applicants whose demat accounts have been ‘suspended for credit’ are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as “Inactive demat accounts” and demographic details are not provided by depositories.

4.1.3 FIELD NUMBER 3: APPLICANTS DEPOSITORY ACCOUNT DETAILS

- a) Applicants should ensure that DP ID and the Client ID are correctly filled in the Application Form. The DP ID and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Application Form is liable to be rejected.**
- b) Applicants should ensure that the beneficiary account provided in the Application Form is active.
- c) Applicants should note that on the basis of DP ID and Client ID as provided in the Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for unblocking of ASBA Account or for other correspondence(s) related to an Issue.
- d) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants’ sole risk.

4.1.4 FIELD NUMBER 4: APPLICATION DETAILS

- a) The Issuer may mention Price in the Draft Prospectus. However a Prospectus registered with RoC contains one price.
- b) Minimum and Maximum Application Size
 - i. For Retails Individual Applicants
The Application must be for a minimum of [●] equity shares. As the application price payable by the retail individual applicants cannot exceed Rs. 200000 they can make Application for only minimum Application size i.e for [●] equity shares.
 - ii. For Other Applicants (Non Institutional Applicants and QIBs):
The Application must be for a minimum of such number of equity shares such that the Application Amount exceeds Rs. 200000 and in multiples of [●] equity shares thereafter. An application cannot be submitted for more than the Issue Size. However, the maximum application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant 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 of Applications, the Non Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 200000 for being considered for allocation in the Non Institutional Portion. Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of equity shares that can be held by them under prescribed law or regulation or as specified in this Draft Prospectus.
- c) **Multiple Applications:** An applicant should submit only one Application Form. Submission of a second Application Form to either the same or to the Designated Intermediaries and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.
- d) Applicants are requested to note the following procedures may be followed by the Registrar to the issue to detect multiple applications:
 - i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and PFI sub-accounts, applications bearing the same PAN may be treated as multiple applications by an Applicant and may be rejected.



- ii. For applications from Mutual Funds and FPI sub-accounts, submitted under the same PAN, as well as Applications on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.
- e) The following applications may not be treated as multiple applications:
 - i. Application by Reserved Categories in their respective reservation portion as well as that made by them in the Net Issue portion in public category.
 - ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Application clearly indicates the scheme for which the application has been made.
 - iii. Application by Mutual Funds, and sub-accounts of FPIs (or FPIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs, and DP IDs.

4.1.5 FIELD NUMBER 5: CATEGORY OF APPLICANTS

- a) The categories of Applicants identified as per the SEBI ICDR Regulations, 2009 for the purpose of Application, allocation and allotment in the Issue are RIIs, Individual applicants other than RIIs, and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).
- b) An Issuer can make reservation for certain categories of Applicants as permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, Applicants may refer to the Prospectus.
- c) The SEBI ICDR Regulations, 2009, specify the allocation or allotment that may be made to various categories of Applicants in an Issue depending upon compliance with the eligibility conditions. For details pertaining to allocation and Issue specific details in relation to allocation Applicant may refer to the Prospectus.

4.1.6 FIELD NUMBER 6: INVESTOR STATUS

- a) Each Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue is in compliance with the investment restrictions under applicable law.
- b) Certain categories of Applicants, such as NRIs, FIIs, FPIs and FVCIs may not be allowed to Apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.
- c) Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Application Form and Non-Resident Application Form.
- d) Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 FIELD NUMBER 7: PAYMENT DETAILS

- a) All Applicants are required to use ASBA facility to block the full Amount (net of any Discount, as applicable) along-with the Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full Amount in the Application Form and the funds shall be blocked for Amount net of Discount. Only in cases where the Prospectus indicates that part payment may be made, such an option can be exercised by the Applicant.
- b) All categories of investors can participate in the Issue only through ASBA mechanism.
- c) Application Amount cannot be paid in cash, through money order or through postal order or through stock invest.

4.1.7.1 Payment instructions for Applicants

- (a) Applicants may submit the Application Form either in physical mode or online mode to any Designated Intermediaries.



- (b) Applicants should specify the Bank Account number in the Application Form. The application form submitted by an applicant and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.
- (c) Applicant should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;
- (d) Applicant shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- (e) From one ASBA Account, a maximum of five Application Forms can be submitted.
- (f) Applicants applying through a member of the Syndicate should ensure that the Application Form is submitted to a member of the Syndicate only at the Specified Locations. Applicants should also note that Application Forms submitted to the Syndicate at the Specified Locations may not be accepted by the member of the Syndicate if the SCSB where the ASBA Account, as specified in the Application Form, is maintained has not named at least one branch at that location for the members of the Syndicate to deposit Application Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>).
- (g) Applicants applying through a Registered Broker, RTA or CDP should note that Application Forms submitted to them may not be accepted, if the SCSB where the ASBA Account, as specified in Application Form, is maintained has not named at least one branch at that location for the Registered Brokers, RTA or CDP, as the case may be, to deposit Application Forms.
- (h) ASBA Applicant applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- (i) Upon receipt of Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.
- (j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form may upload the details on the Stock Exchange Platform.
- (k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.
- (l) Upon submission of a completed Application Form each Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.
- (m) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.
- (n) SCSBs applying in the Issue must apply through an Account maintained with any other SCSB; else their Application is liable to be rejected.

4.1.8 Unblocking of ASBA Account

- a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted, if any, against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each



Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected/ non allotment / partial allotment ASBA Application, if any, along with reasons for rejection and details of withdrawn or unsuccessful Application, if any, to enable the SCSBs to unblock the respective bank accounts.

- b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful Application to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

In the event of withdrawal or rejection of the Application Form and for unsuccessful Application, the Registrar to the Issue may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within 6 Working Days of the Issue Closing Date.

4.1.8.1 Discount (if applicable)

- a) The Discount is stated in absolute rupee terms.
- b) RII, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, Applicants may refer to the Prospectus.
- c) For the Applicants entitled to the applicable Discount in the Issue the Application Amount less Discount (if applicable) shall be blocked.

4.1.8.2 Additional Instructions for NRIs

The Non-Resident Indians who intend to block funds in their Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of Application by NRIs applying on a repatriation basis, blocking of funds in their NRO account shall not be accepted.

4.1.9 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS

- a) Only the First Applicant is required to sign the Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- b) If the ASBA Account is held by a person or persons other than the Applicant, then the Signature of the ASBA Account holder(s) is also required.
- c) In relation to the Applications, signature has to be correctly affixed in the authorization/undertaking box in the Application Form, or an authorization has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form.
- d) Applicants must note that Application Form without signature of Applicant and /or ASBA Account holder is liable to be rejected.

4.1.10 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

Applicants should ensure that they receive the acknowledgment duly signed and stamped by the Designated Intermediary, as applicable, for submission of the Application Form.

- a) All communications in connection with Applications made in the Issue should be addressed as under:
 - i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, unblocking of funds, the Applicants should contact the Registrar to the Issue.
 - ii. In case of Applications submitted to the Designated Branches of the SCSBs or Registered Brokers or Registered RTA/DP, the Applicants should contact the relevant Designated Branch of the SCSB or Registered Brokers or Registered RTA/DP, as the case maybe.
 - iii. Applicant may contact the Company Secretary and Compliance Officer or LM(s) in case of any other complaints in relation to the Issue.
- b) The following details (as applicable) should be quoted while making any queries -
 - i. Full name of the sole or Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application.

4.2 INSTRUCTIONS FOR FILING THE REVISIONFORM

- a) During the Issue Period, any Applicant (other than QIBs and NIIs, who can only revise their application upwards) who has registered his or her interest in the Equity Shares at a particular number of shares is free to revise number of shares applied using revision forms available separately.
- b) RII may revise their applications till closure of the issue period or withdraw their applications until finalization of allotment.
- c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.
- d) The Applicant can make this revision any number of times during the Issue Period. However, for any revision(s) in the Application, the Applicants will have to use the services of the same Designated Intermediary through which such Applicant had placed the original Application.

COMMON BID REVISION FORM LOGO	XYZ LIMITED Address : _____ TO, THE BOARD OF DIRECTORS XYZ LIMITED	XYZ LIMITED - INITIAL PUBLIC ISSUE - R Contract Details : _____ BOOK BUILT ISSUE ISIN : _____	FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBS AND ELIGIBLE NRI APPLICANTS ON A NON-REPATRIATION BASIS Bid cum Application Form No. _____
SYNDICATE MEMBER'S STAMP & CODE		BROKER'S/SCSB/DEA STAMP & CODE	
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE		ENBROW HANGS/SCSB BRANCH STAMP & CODE	
BANK BRANCH SERIAL NO. _____		SCSB SERIAL NO. _____	
NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER Mr. / Ms. _____ Address : _____ Tel. No. (with STD code) / Mobile : _____ FAN OF SOLE / FIRST BIDDER			
BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> SOLE <input type="checkbox"/> CDSEL Use NDSL Code as per Bid Application Form B or SEBI Code as per Bid Application Form B			
PLEASE CHANGE MY BID			
1. FROM (AS PER LAST BID OR REVISION)			
Bid Options:	No. of Equity Shares Bid (Bid must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)	
Option 1	_____	Bid Price	_____
Option 2	_____	Retail Discount	_____
Option 3	_____	Net Price	_____
			"Cut-off" (Phone check)
2. TO (Revised Bid) (Only Retail Individual Bidders can bid as "cut-off")			
Bid Options:	No. of Equity Shares Bid (Bid must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)	
Option 1	_____	Bid Price	_____
Option 2	_____	Retail Discount	_____
Option 3	_____	Net Price	_____
			"Cut-off" (Phone check)
3. PAYMENT DETAILS PAYMENT OPTION : <input type="checkbox"/> FULL PAYMENT <input type="checkbox"/> PART PAYMENT			
Additional Amount Paid (₹ in figures)		(₹ in words)	
ASBA Bank A/c No. _____			
Bank Name & Branch _____			
<small>THE APPLICANT HEREBY CERTIFIES THAT THE INFORMATION PROVIDED IN THIS FORM IS TRUE AND CORRECT AND THAT THE APPLICANT IS NOT AWARE OF ANY OTHER INFORMATION THAT MAY BE RELEVANT TO THE ISSUANCE OF THE SECURITIES. THE APPLICANT HEREBY UNDERTAKES TO SIGN AND SUBMIT TO THE ISSUING AGENT, THE JOINT APPLICANTS, IF ANY, HERBY CONFIRM THAT WE HAVE READ THE INFORMATION AND DEFINITIONS IN THE OFFERING DOCUMENTS AND HAVE UNDERSTOOD THE INFORMATION AND DEFINITIONS IN THE OFFERING DOCUMENTS.</small>			
3A. SIGNATURE OF SOLE / FIRST BIDDER		3B. SIGNATURE OF RETAIL BIDDERS (AS PER BANK RECORDS) (Use pen name and full name of A/c as per document) to be used for Application in the form	
(Date : _____)		(Date : _____)	
TEAR HERE			
XYZ LIMITED BID REVISION FORM - INITIAL PUBLIC ISSUE - R		Acknowledgement Slip for Broker/SCSB/DP/RTA	
LOGO		Bid cum Application Form No. _____	
COPIES CLIPPED		FAN of Sole / First Bidder	
Additional Amount Paid (₹) _____		Stamp & Signature of SCSB Branch	
ASBA Bank A/c No. _____		Received from Mr./Ms. _____	
Telephone / Mobile _____		Email _____	
TEAR HERE			
XYZ LIMITED BID REVISION FORM - INITIAL PUBLIC ISSUE - R		Acknowledgement Slip for Bidder	
LOGO		Bid cum Application Form No. _____	
COPIES CLIPPED		FAN of Sole / First Bidder	
Additional Amount Paid (₹) _____		Stamp & Signature of Broker / SCSB / DP / RTA	
ASBA Bank A/c No. _____		Received from Mr./Ms. _____	
Telephone / Mobile _____		Email _____	
TEAR HERE			
XYZ LIMITED BID REVISION FORM - INITIAL PUBLIC ISSUE - R		Acknowledgement Slip for Bidder	
LOGO		Bid cum Application Form No. _____	
COPIES CLIPPED		FAN of Sole / First Bidder	
Additional Amount Paid (₹) _____		Stamp & Signature of Broker / SCSB / DP / RTA	
ASBA Bank A/c No. _____		Received from Mr./Ms. _____	
Telephone / Mobile _____		Email _____	
TEAR HERE			
XYZ LIMITED BID REVISION FORM - INITIAL PUBLIC ISSUE - R		Acknowledgement Slip for Bidder	
LOGO		Bid cum Application Form No. _____	
COPIES CLIPPED		FAN of Sole / First Bidder	
Additional Amount Paid (₹) _____		Stamp & Signature of Broker / SCSB / DP / RTA	
ASBA Bank A/c No. _____		Received from Mr./Ms. _____	
Telephone / Mobile _____		Email _____	
TEAR HERE			
XYZ LIMITED BID REVISION FORM - INITIAL PUBLIC ISSUE - R		Acknowledgement Slip for Bidder	
LOGO		Bid cum Application Form No. _____	
COPIES CLIPPED		FAN of Sole / First Bidder	
Additional Amount Paid (₹) _____		Stamp & Signature of Broker / SCSB / DP / RTA	
ASBA Bank A/c No. _____		Received from Mr./Ms. _____	
Telephone / Mobile _____		Email _____	
TEAR HERE			
XYZ LIMITED BID REVISION FORM - INITIAL PUBLIC ISSUE - R		Acknowledgement Slip for Bidder	
LOGO		Bid cum Application Form No. _____	
COPIES CLIPPED		FAN of Sole / First Bidder	
Additional Amount Paid (₹) _____		Stamp & Signature of Broker / SCSB / DP / RTA	

**4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT**

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 FIELD 4 & 5: APPLICATION OPTIONS REVISION 'FROM' AND 'TO'

- a) Apart from mentioning the revised options in the Revision Form, the Applicant must also mention the details of the share applied for given in his or her Application Form or earlier Revision Form.
- b) In case of revision of Applications by RIIs, Employees and Retail Individual Shareholders, such Applicants should ensure that the Application Amount, should not exceed Rs.2,00,000/- due to revision and the application may be considered, subject to the eligibility, for allocation under the Non-Institutional Category.

4.2.3 FIELD 6: PAYMENT DETAILS

- a) Applicants are required to make payment of the full application along with the Revision Form.
- b) Applicant may Issue instructions to block the revised amount in the ASBA Account, to the Designated Branch through whom such Applicant had placed the original Application to enable the relevant SCSB to block the additional Application Amount, if any.

4.2.4 FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS

Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 SUBMISSION OF REVISION FORM/APPLICATION FORM

Applicants may submit completed application form / Revision Form in the following manner:-

Mode of Application	Submission of Application Form
All Investor Applications	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 application form, in physical or electronic mode respectively

SECTION 5: ISSUE PROCEDURE IN FIXED PRICE ISSUE**5.1 Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue.**

As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form. Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through Designated Intermediary.

Applicants may submit an Application Form either in physical/ electronic form to Designated Intermediaries or the Designated Branches of the SCSBs authorizing blocking of funds that are available in the bank account specified in the Application Form only ("ASBA Account"). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Issue Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

5.2 GROUNDS FOR TECHNICAL REJECTIONS

Applicants are advised to note that the Applications are liable to be rejected, inter-alia, on the following technical grounds:-

- Amount paid does not tally with the amount payable for the Equity shares applied for;
- In case of partnership firms, Application for Equity Shares made in the name of the individual partners and no firm as such shall be entitled to apply.
- Application by persons not competent to contract under the Indian Contract Act, 1872, including minors, insane person.



- PAN not mentioned in the Application Form.
- GIR number furnished instead of PAN.
- Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of [●];
- Category not ticked;
- Multiple Applications as defined in this Draft Prospectus as such, based on common PAN;
- In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicants within the time prescribed as per the Application Form, Issue Opening Date advertisement and Prospectus as per the instructions in the Prospectus and Application Forms;
- In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US person other than in reliance on Regulation S or “qualified institutional buyers” as defined in Rule 144A under the Securities Act;
- Application not duly signed by the sole applicant;
- Application by any person outside India if not in compliance with applicable foreign and Indian Laws;
- Application that do not comply with the securities laws of their respective jurisdictions are liable to be rejected.
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Application by person not eligible to acquire equity shares of the company in terms of all applicable laws, rules, regulations, guidelines, and approvals.
- Application or revision thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of Rs. 200000 received after 3.00 pm on the issue Closing date unless the extended time is permitted by NSE.
- Inadequate funds in the bank account to block the Application Amount specified in the Application Form/Application Form at the time of blocking such Application Amount in the bank account;
- Where no confirmation is received from SCSB for blocking of funds;
- Applications by Applicants not submitted through ASBA process;
- Applications not uploaded on the terminals of the Stock Exchanges; and
- Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form.
- Details of ASBA Account not provided in the Application form
- From one ASBA Account, more than five applications are made by applicant.

For details of instructions in relation to the Application Form, Applicants may refer to the relevant section of GID.

APPLICANT SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGE BY THE BROKERS DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.

SECTION 6: ISSUE PROCEDURE IN BOOK BUILT ISSUE

This being the Fixed Price Issue this section is not applicable for this Issue.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

7.1 Basis of Allotment

Allotment will be made in consultation with NSE EMERGE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

- 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 over subscription ratio (number of applicants in the category x number of Shares applied for).

- b) The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For applications where the proportionate allotment works out to less than [●]Equity Shares the allotment will be made as follows:
 - i. Each successful applicant shall be allotted [●]Equity Shares;
 - ii. The successful applicants out of the total applicants for that category shall be determined by the drawal of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
- d) If the proportionate allotment to an applicant works out to a number that is not a multiple of [●]Equity Shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [●]Equity Shares subject to a minimum allotment of [●]Equity Shares.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the lower nearest multiple of [●]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, upto 110% of the size of the offer specified under the Capital Structure mentioned in this Prospectus.
- f) The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for Retail Individual applicants as described below:
 - i. As per Regulation 43(4) of the SEBI (ICDR) Regulations, as the Retail Individual Investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
 - ii. Remaining to Individual applicants other than retail individual investors and Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
 - iii. The unsubscribed portion in either of the categories specified in (a) or (b) above may be available for allocation to the applicants in the other category, if so required.

'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with SME Platform of NSE.

The Executive Director / Managing Director of NSE - the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2009.

As per the RBI regulations, OCBs are not permitted to participate in the Issue. There is no reservation for Non Residents, NRIs, FPIs and foreign venture capital funds and all Non Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.

7.2 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

- a) **Designated Date:** On the Designated Date, the SCSBs shall transfer the funds represented by allocation of Equity Shares into the Public Issue Account with the Bankers to the Issue.
- b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Applicants **are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.** Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.
- c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.



- d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Applicants Depository Account will be completed within 5 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within 5 Working Days of the Issue Closing Date,

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 6 Working Days of the Issue Closing Date.

8.2 GROUNDS FOR UNBLOCKING OF FUNDS

8.2.1 Non Receipt of Listing Permission

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Prospectus. The Designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalized.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith initiate action to unblock the application amount from the Investors accounts.

If such money is not repaid within the eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of Companies Act, and disclosed in the Prospectus.

8.2.2 Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten.

As per Section 39 of 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 offer through the Offer Document including devolvement of underwriters, if any, within sixty (60) days from the date of closure of the issue, our company shall forthwith unblock the entire application amount received. If there is a delay beyond eighty 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 SEBI Regulations, the Companies Act, 2013.

The minimum number of allottees in this 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 amounts in the ASBA Account shall be unblocked within 6 working days of closure of the issue.

Further in accordance with Regulation 106(Q) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than Rs.100000/- (Rupees One Lakh) per application.

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 without the applicable laws of such jurisdiction.

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be unblocked forthwith.

**8.3 Mode of Unblocking of Funds**

Within 6 Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.

8.3.1 Mode of making refunds for Applicants

The Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA applications or in the event of withdrawal or failure of the Issue.

8.4 Interest In Case Of Delay in Allotment

The Issuer may pay interest at the rate of 15% per annum if demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the 6 Working days of the Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 6 working days from the Issue Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

Term	Description
Allotment/ Allot/ Allotted	The allotment of Equity Shares pursuant to the Issue to successful Applicants
Allottee	An Applicant to whom the Equity Shares are Allotted
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Application	An indication to make an offer during the Issue Period by a prospective pursuant to submission of Application Form or during the Anchor Investor Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price including all revisions and modifications thereto.
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Supported by Blocked Amount/ (ASBA)/ASBA	An application, whether physical or electronic, used by Applicants to make a Application authorizing an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Application Amount of the ASBA Applicant
ASBA Application	An Application made by an ASBA Applicant
Applicant	Prospective Applicants in the Issue who apply through ASBA
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Applicants under the Issue
Bid	An indication to make an offer during the Issue Period by a prospective Applicant pursuant to submission of Application Form or during the Anchor Investor Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications thereto.
Issue Closing Date	The date after which the SCSBs may not accept any application for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Issue Closing Date



Term	Description
Issue Opening Date	The date on which the SCSBs may start accepting application for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Issue Opening Date
Issue Period	Except in the case of Anchor Investors (if applicable), the period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants (other than Anchor Investors) can submit their Application, inclusive of any revisions thereof. The Issuer may consider closing the Issue Period for QIBs one working day prior to the Issue Closing Date in accordance with the SEBI ICDR Regulations, 2009. Applicants may refer to the Prospectus for the Issue Period
Application Amount	The value indicated in the Application Form and payable by the Applicant upon submission of the Application (except for Anchor Investors), less discounts (if Applicable).
Application Form	The form in terms of which the Applicant should make an offer to subscribe for or purchase the Equity Shares and which may be considered as the application for Allotment for the purposes of the Draft Prospectus, whether applying through the ASBA or otherwise.
Applicant	Any prospective investor (including an ASBA Applicant) who makes a Application pursuant to the terms of the Prospectus and the Application Form. In case of issues undertaken through the fixed price process, all references to a Applicant should be construed to mean an Applicant
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Applicants under the Issue
Bid	An indication to make an offer during the Issue Period by a prospective Applicant pursuant to submission of Application Form or during the Anchor Investor Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications thereto.
Issue Closing Date	The date after which the SCSBs may not accept any application for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Issue Closing Date
Issue Opening Date	The date on which the SCSBs may start accepting application for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Issue Opening Date
Issue Period	Except in the case of Anchor Investors (if applicable), the period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants (other than Anchor Investors) can submit their Application, inclusive of any revisions thereof. The Issuer may consider closing the Issue Period for QIBs one working day prior to the Issue Closing Date in accordance with the SEBI ICDR Regulations, 2009. Applicants may refer to the Prospectus for the Issue Period
Application Amount	The value indicated in the Application Form and payable by the Applicant upon submission of the Application (except for Anchor Investors), less discounts (if applicable).
Application Form	The form in terms of which the Applicant should make an offer to subscribe for or purchase the Equity Shares and which may be considered as the application for Allotment for the purposes of the Draft Prospectus, whether applying through the ASBA or otherwise.
Book Built Process/ Book Building Process/ Book Building Method	The book building process as provided under SEBI ICDR Regulations, 2009,



Term	Description
Broker Centres	Broker centres notified by the Stock Exchanges, where Applicants can submit the Application Form to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges.
Lead Manager/ LM	The Lead Manager to the Issue as disclosed in the Prospectus and the Application Form of the Issuer.
Business Day	Monday to Friday (except public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Applicants including the Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Application Forms used by the ASBA Applicants applying through the ASBA and a list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries .
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the 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 Application Forms are available on the websites of the Stock Exchange i.e. www.nseindia.com
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. www.nseindia.com
Designated Date	The date on or after which funds are transferred by the SCSBs to the Public Issue Account of the Issuer.
Designated Stock Exchange	The designated stock exchange as disclosed in the Draft Prospectus of the Issuer
Designated Intermediaries /Collecting Agent	Syndicate Members, Sub-Syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and RTAs, who are authorized to collect Application Forms from the Applicants, in relation to the Issue
Discount	Discount to the Issue Price that may be provided to Applicants in accordance with the SEBI ICDR Regulations, 2009.
Draft Prospectus	This Draft Prospectus filed with Stock Exchange in case of Fixed Price Issues and which may mention a price
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations, 2009 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoter. For further details Applicant may refer to the Prospectus
Equity Shares	Equity shares of the Issuer



Term	Description
FCNR Account	Foreign Currency Non-Resident Account
First Applicant	The Applicant whose name appears first in the Application Form or Revision Form
FII(s)	Foreign Institutional Investors as defined under the SEBI (Foreign Institutional Investors) Regulations, 1995 and registered with SEBI under applicable laws in India
Fixed Price Issue/Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issue	Public Issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Issuer/ Company	The Issuer proposing the initial public offering/further public offering as applicable
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Issue Price may be decided by the Issuer in consultation with the Book Running Lead Manager(s)
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Application Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Application Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Issue	The Issue less reservation portion
Non-Institutional Investors or NIIs	All Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals and FPIs which are Category III foreign portfolio investors, that are not QIBs or RIBs and who have Applied for Equity Shares for an amount of more than Rs. 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the Prospectus and the Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FIIs, FPIs and FVCIs
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Offer for Sale	Public offer of such number of Equity Shares as disclosed in the Prospectus through an offer for sale by the Selling Shareholder
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. 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.



Term	Description
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Pricing Date	The date on which the Issuer in consultation with the Book Running Lead Manager(s), finalize the Issue Price
Prospectus	The prospectus to be filed with the RoC in accordance with Section 32 of the Companies Act, 2013 read with section 26 of Companies Act 2013 after the Pricing Date, containing the Issue Price, the size of the Issue and certain other information
Public Issue Account	An account opened with the Banker to the Issue to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
QIB Category	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under SEBI ICDR Regulations, 2009
RTA	Registrar to the Issue and Share Transfer Agent
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Issue/RTI	The Registrar to the Issue as disclosed in the Prospectus and Application Form
Reserved Category/ Categories	Categories of persons eligible for making application/bidding under reservation portion
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI ICDR Regulations, 2009
Retail Individual Investors / RIIs	Investors who applies or bids for a value of not more than Rs. 200,000.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than Rs. 200,000.
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum bid lot, subject to availability in RII category and the remaining shares to be allotted on proportionate basis.
Revision Form	The form used by the Applicant in an issue through Book Building process to modify the quantity of Equity Shares and/or bid price indicates therein in any of their Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Specified Locations	Refer to definition of Broker Centers
Stock Exchanges/ SE	The stock exchanges as disclosed in the Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Syndicate	The Book Running Lead Manager(s) and the Syndicate Member
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of the Bids in this Issue (excluding Application from ASBA Applicants)
Syndicate Member(s)/SM	The Syndicate Member(s) as disclosed in the Prospectus
Underwriters	The Lead Manager(s)
Underwriting Agreement	The agreement dated entered into between the Underwriters and our company.
Working Day	Any day, other than 2nd and 4th Saturday of the month, Sundays or public holidays, on which commercial banks in India are open for business, provided however, with reference to announcement Issue Period, "Working Days" shall mean all days, excluding Saturdays, Sundays and public holidays, which are working days for commercial banks in India.



RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government, the FDI Policy (as defined below) and FEMA. The government bodies responsible for granting foreign investment approvals are FIPB and the RBI.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”), issued consolidated FDI Policy, which with effect from June 07, 2016 consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on June 7, 2016. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation FDI Policy will be valid until the DIPP issues an updated circular.

Subscription by foreign investors (NRIs/FPIs)

FPIs are permitted to subscribe to Equity Shares of an Indian Company in a public offer without the prior approval of the RBI, so long as the price of the Equity Shares to be issued is not less than the price at which the Equity Shares are issued to residents. SEBI registered FPIs have been permitted to purchase shares of an Indian company through offer, subject to total FPI investment being within the individual FPI/sub account investment limit of 10 per cent subject to the total sectoral cap of all FPIs/sub-accounts put together being 24 per cent of the paid-up capital of the Indian company.

The transfer of shares between an Indian resident and a Non-resident does not require prior approval of FIPB or RBI, subject to fulfillment of certain conditions as specified by DIPP / RBI, from time to time. Such conditions include (i) the activities of the investee company are under the automatic route under the foreign direct investment (“FDI”) Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. Investors are advised to refer to the exact text of the relevant statutory provisions of law before investing and / or subsequent purchase or sale transaction in the Equity Shares of Our Company.

Representation from the Applicants

No person shall make an Application in the Issue, unless such person is eligible to acquire Equity Shares of our Company in accordance with applicable laws, rules, regulations, guidelines and approvals.

Investors that make Application under the Issue will be required to confirm and will be deemed to have represented to our Company, the Underwriters, and their respective directors, officers, agents, affiliates and representatives, as applicable, 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 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.

There is no reservation for Non Residents, NRIs, FPIs, foreign venture capital funds, multi-lateral and bilateral development financial institutions and any other foreign investor. All Non Residents, NRIs, FPIs and foreign venture capital funds, multi-lateral and bilateral development financial institutions and any other foreign investor applicants will be treated on the same basis with other categories for the purpose of allocation.

As per the existing policy of the Government of India, OCBs also cannot participate in any Public Issue.

Deepak Health and Wellness Limited

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 or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S promulgated 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 are only being offered and sold outside the United States to certain persons in offshore transactions in compliance with Regulation S under the Securities Act.

Our Company, LM and the Issue Management Team are not making any selling efforts in any jurisdiction outside India.

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.

The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.



SECTION VIII - MAIN PROVISIONS OF ARTICLES OF ASSOCIATION OF OUR COMPANY

Pursuant to Schedule II 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.

ARTICLE NO.	INTERPRETATION	HEADING
1.	In these Articles unless there be something in the subject matter or context inconsistent therewith:	
	i. “The Act” means the Companies Act, 2013 and the applicable provisions of the Companies Act, 1956 and includes any statutory modification or re-enactment thereof for the time being in force.	The Act
	ii. “Articles” means Articles of Association of the Company as originally framed or altered from time to time	Articles
	iii. “Beneficial Owner” shall have the meaning assigned thereto by Section 2(1) (a) of the Depositories Act, 1996.	Beneficial Owner
	iv. “Board or Board of Director” means the Collective body of the Board of Directors of the Company.	Board or Board of Directors
	v. “Chairman” means the Chairman of the Board of the Directors of the Company.	Chairman
	vi. “The Company” means Deepak Health and Wellness Limited	The Company
	vii. “Depositories Act, 1996” shall mean Depositories Act, 1996 and include any Statutory modification or re-enactment thereof for the time being in force.	Depositories Act, 1996
	viii. “Depository” shall have the meaning assigned thereto by Section 2 (1) (e) of the Depositories Act, 1996.	Depository
	ix. “Directors” means the Directors appointed to the board for the time being of the Company.	Directors
	x. “Dividend” includes any interim dividend	Dividend
	xi. “Document” means a document as defined in Section 2 (36) of the Companies Act, 2013.	Document
	xii. “Equity Share Capital” , with reference to any Company limited by shares, means all share capital which is not preference share capital	Equity Share Capital
	xiii. “KMP” means Key Managerial Personnel of the Company provided as per the relevant sections of the Act.	KMP
	xiv. “Managing Director” means a Director who by virtue or an agreement with the Company or of a resolution passed by the Company in general meeting or by its Board of Directors or by virtue of its Memorandum or Articles of Association is entrusted with substantial powers of management and includes a director occupying the position of managing director, by whatever name called.	Managing Director
	xv. “Month” means Calendar month	Month
	xvi. “Office” means the registered office for the time being of the Company.	Office
	xvii. “Paid-up share capital” or “share capital paid-up” means such aggregate amount of money credited as paid-up as is equivalent to the amount received as paid up in respect of shares issued and also includes any amount credited as paid-up in respect of shares of the company, but does not include any other amount received in respect of such shares, by whatever name called	Paid-up share Capital
	xviii. “Postal Ballot” means voting by post or through any electronic mode	Postal Ballot
	xix. “Proxy” includes attorney duly constituted under the power of attorney to vote for a member at a General Meeting of the Company on poll.	Proxy



ARTICLE NO.	INTERPRETATION	HEADING
	xx. “Public Holiday” means a Public Holiday within the meaning of the Negotiable Instruments Act, 1881 (XXVI of 1881); provided that no day declared by the Central Government to be such a holiday shall be deemed to be such a holiday in relation to any meeting unless the declaration was notified before the issue of the notice convening such meeting.	Public Holiday
	xxi. “Registrar” means the Registrar of Companies of the state in which the Registered Office of the Company is for the time being situated and includes an Additional Registrar a Joint Registrar, a Deputy Registrar or an Assistant Registrar having the duty of registering companies and discharging various functions under this Act.	Registrar
	xxii. “Rules” means the applicable rules as prescribed under the relevant sections of the Act for time being in force	Rules
	xxiii. “SEBI” means Securities & Exchange Board of India established under Section 3 of the Securities & Exchange Board of India Act, 1992.	SEBI
	xxiv. “Securities” means the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act, 1956 (42 of 1956)	Securities
	xxv. “Share” means share in the Share Capital of the Company and includes stock except where a distinction between stock and share is expressed or implied.	Share
	xxvi. “Seal” means the common seal of the Company.	Seal
	xxvii. “Preference Share Capital” , with reference to any Company limited by shares, means that part of the issued share capital of the Company which carries or would carry a preferential right with respect to— (a) payment of dividend, either as a fixed amount or an amount calculated at a fixed rate, which may either be free of or subject to income-tax; and (b) repayment, in the case of a winding up or repayment of capital, of the amount of the share capital paid-up or deemed to have been paid-up, whether or not, there is a preferential right to the payment of any fixed premium or premium on any fixed scale, specified in the memorandum or articles of the Company;	Preference Share Capital
	Words imparting the plural number also include, where the context requires or admits, the singular number, and vice versa. 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. ‘In writing’ and ‘written’ includes printing, lithography and other modes of representing or reproducing words in a visible form.	
2.	The Authorized Share Capital of the Company shall be such amount and be divided into such shares as may from time to time be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital and divide the shares in the capital of the Company (including Preferential Share Capital, if any) and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions as may be determined in accordance with these presents and to modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the said Act.	Share Capital
3.	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. Further provided that the option or	



ARTICLE NO.	INTERPRETATION	HEADING
	right to call of shares shall not be given to any person except with the sanction of the Company in general meeting.	
4.	Subject to provisions of Section 54 of the Act read with Companies (Share Capital and Debentures) Rules, 2014, and any other applicable provisions of the Act or any law for the time being in force, the Company may issue Sweat Equity Shares on such terms and in such manner as the Board may determine.	Issue of Sweat Equity Shares
5.	The Company shall have powers to issue any debentures, debenture-stock or other securities at Par, discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending the General Meetings (but not voting on any business to be conducted), appointment of Directors on Board and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the company in the General Meeting by a Special Resolution.	Issue of Debentures
6.	<p>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 registration of transfer of transmission or within such other period as the conditions of issue shall be provided,—</p> <p>a. one certificate for all his shares without payment of any charges; or</p> <p>b. several certificates, each for one or more of his shares, upon payment of Rupees twenty for each certificate after the first</p> <p>ii. The Company agrees to issue certificate within fifteen days of the date of lodgement of transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies or to issue within fifteen days of such lodgement for transfer, Pucca Transfer Receipts in denominations corresponding to the market units of trading autographically signed by a responsible official of the Company and bearing an endorsement that the transfer has been duly approved by the Directors or that no such approval is necessary;</p> <p>iii. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.</p> <p>iv. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.</p> <p>v. The Company should permit for Sub-Division/Consolidation of Share Certificate.</p>	Issue of Share Certificates
7.	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.	Issue of Share Certificates
8.	Except as required by law, no person shall be recognised by the Company as	



ARTICLE NO.	INTERPRETATION	HEADING
	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.	
9.	The provisions of these Articles relating to issue of Certificates shall mutatis mutandis apply to any other securities including Debentures (except where the Act otherwise requires) of the Company.	
10.	<ul style="list-style-type: none"> 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. 	Power to pay Commission in connection with the Securities issued
11.	<ul style="list-style-type: none"> 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. 	Variations of Shareholder's rights
12.	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 <i>pari passu</i> therewith.	
13.	Subject to the provisions of section 55 and 62, any preference shares may with the sanction of 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	Issue of Preference Shares
14.	<p>(1) Where at any time Company having Share Capital proposes to increase its subscribed capital by the issue of further Shares, such shares shall be offered:</p> <ul style="list-style-type: none"> (a) to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the conditions specified in the relevant provisions of Section 62 of the Act. (b) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such other conditions as may be prescribed under the relevant rules of Section 62. (c) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such 	Further Issue of shares



ARTICLE NO.	INTERPRETATION	HEADING
	<p>shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the relevant rules of Section 62.</p> <p>(2) The notice shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.</p> <p>(3) Nothing in this Article shall apply to the increase of the subscribed capital of company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company:</p> <p>Provided that the terms of issue of such debentures or loan containing such an option have been approved, before the issue of such debentures or the raising of loan, by a special resolution passed by the company in general meeting.</p>	
15.	<p>i. The Company shall have a first and paramount lien—</p> <p>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 or</p> <p>Every fully paid shares shall be free from all lien and that in the case of partly paid shares the Issuer's lien shall be restricted to moneys called or payable at fixed time in respect of such shares; and</p> <p>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:</p> <p>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.</p> <p>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.</p>	Lien
16.	<p>The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:</p> <p>Provided that no sale shall be made—</p> <p>a. unless a sum in respect of which the lien exists is presently payable; or</p> <p>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.</p>	
17.	<p>i. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.</p> <p>ii. The purchaser shall be registered as the holder of the shares comprised in any such transfer.</p> <p>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.</p>	



ARTICLE NO.	INTERPRETATION	HEADING
18.	<ul style="list-style-type: none">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.	
19.	<p>Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint-tenants with benefits of survivorship subject to the following and other provisions contained in these Articles:-</p> <ul style="list-style-type: none">a) The Company shall at its discretion, be entitled to decline to register more than three persons as the joint-holders of any share.b) The joint-holders of any shares shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.c) On the death of any such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.d) Any one of such joint-holders may give effectual receipts of any dividends or other moneys payable in respect of such share.e) Only the person whose name stands first in the Register of Members as one of the joint-holders of any share shall be entitled to delivery of the certificate, if any, relating to such share or to receive documents from the Company and any documents served on or sent to such person shall be deemed served on all the joint-holders.f)<ul style="list-style-type: none">(i) Any one of the two or more joint-holders may vote at General Meeting either personally or by attorney or by proxy in respect of such shares as if they were solely entitled hereto and if more than one such joint-holders be present at any meeting personally or by proxy or by attorney then one of such joint holders so present whose name stand first in the Register in respect of such shares shall alone be entitled to vote in respect thereof but the other or others of the joint-holders shall be entitled to vote in preference to a joint-holder present by attorney or by proxy although the name of such joint-holder present by attorney or by proxy stands first in Register in respect of such shares.(ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this Clause be deemed as Joint-Holders.g) The provisions of these Articles relating to joint-holding of shares shall mutatis mutandis apply to any other securities including Debentures of the company registered in Joint-names.	Joint Holdings
20.	<ul style="list-style-type: none">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:	Calls on shares



ARTICLE NO.	INTERPRETATION	HEADING
	<p>Provided that no call shall exceed one fourth of the nominal value of the shares or be payable at less than one month from the date fixed for the payment of the last preceding call.</p> <p>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.</p> <p>iii. A call may be revoked or postponed at the discretion of the Board.</p>	
21.	A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.	
22.	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.	
23.	<p>i. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.</p> <p>ii. The Board shall be at liberty to waive payment of any such interest wholly or in part.</p>	
24.	<p>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.</p> <p>ii. In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture</p> <p>iii. or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.</p>	
25.	<p>The Board—</p> <p>i. 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</p> <p>ii. 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.</p>	
26.	<p>Any uncalled amount paid in advance shall not in any manner entitle the member so advancing the amount, to any dividend or participation in profit or voting right on such amount remaining to be called, until such amount has been duly called-up.</p> <p>Provided however that any amount paid to the extent called – up, shall be entitled to proportionate dividend and voting right.</p>	
27.	The Board may at its discretion, extend the time fixed for the payment of any call in respect of any one or more members as the Board may deem appropriate in any circumstances.	
28.	The provisions of these Articles relating to call on shares shall mutatis mutandis apply to any other securities including debentures of the company.	



ARTICLE NO.	INTERPRETATION	HEADING
29.	<ul style="list-style-type: none"> i. The shares or other interest of any member in the Company shall be a movable property, transferable in the manner provided by the Articles. ii. Each share in the Company shall be distinguished by its appropriate number. iii. A Certificate under the Common Seal of the Company, specifying any shares held by any member shall be prima facie evidence of the title of the member of such shares. 	Transfer of shares
30.	<ul style="list-style-type: none"> 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. 	
31.	<p>The Board may, subject to the right of appeal conferred by section 58 of Companies Act, 2013 and Section 22A of the Securities Contracts (Regulation) Act, 1956, decline to register, by giving notice of intimation of such refusal to the transferor and transferee within timelines as specified under the Act-</p> <ul style="list-style-type: none"> i. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or ii. any transfer of shares on which the Company has a lien. iii. Provided however that the Company will not decline to register or acknowledge any transfer of shares on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever. iv. The Company shall ensure to have common form of transfers. 	
32.	<p>The Board shall decline to recognise any instrument of transfer unless—</p> <ul style="list-style-type: none"> i. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56; ii. the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and the instrument of transfer is in respect of only one class of shares. <p>Provided that, transfer of shares in whatever lot shall not be refused.</p> <ul style="list-style-type: none"> iii. The Company agrees that when proper documents are lodged for transfer and there are no material defects in the documents except minor difference in signature of the transferor(s), iv. Then the Company will promptly send to the first transferor an intimation of the aforesaid defect in the documents, and inform the transferor that objection, if any, of the transferor supported by valid proof, is not lodged with the Company within fifteen days of receipt of the Company's letter, then the securities will be transferred; v. If the objection from the transferor with supporting documents is not received within the stipulated period, the Company shall transfer the securities provided the Company does not suspect fraud or forgery in the matter. 	
33.	The Company agrees that in respect of transfer of shares where the Company has not effected transfer of shares within 1 month or where the Company has failed	



ARTICLE NO.	INTERPRETATION	HEADING
	to communicate to the transferee any valid objection to the transfer within the stipulated time period of 1 month, the Company shall compensate the aggrieved party for the opportunity losses caused during the period of the delay.	
34.	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.	
35.	The provisions of these Articles relating to transfer of Shares shall mutatis mutandis apply to any other securities including debentures of the company.	
36.	The Company shall keep a book to be called the "Register of Transfers" and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any shares.	Register of Transfers
37.	<p>i. The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Article of these Articles.</p> <p>a. The Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depository Act, 1996.</p> <p>b. Option for Investors: Every holder of or subscriber to securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. Such a person who is the beneficial owner of the Securities can at any time opt out of a Depository, if permitted, by the law, in respect of any security in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificates for the Securities. If a person opts to hold its Security with a Depository, the Company shall intimate such depository the details of allotment of the Security</p> <p>c. Securities in Depository to be in fungible form:-</p> <ul style="list-style-type: none"> • All Securities of the Company held by the Depository shall be dematerialised and be in fungible form. • Nothing contained in Sections 88, 89, 112 & 186 of the Companies Act, 2013 shall apply to a Depository in respect of the Securities of the Company held by it on behalf of the beneficial owners. <p>d. Rights of Depositories & Beneficial Owners:- Notwithstanding anything to the contrary contained in the Act a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of Security of the Company on behalf of the beneficial owner.</p> <p>e. Save as otherwise provided in (d) above, the depository as the registered owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.</p> <p>f. Every person holding Securities of the Company and whose name is</p>	Dematerialisation of Securities



ARTICLE NO.	INTERPRETATION	HEADING
	<p>entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of Securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his Securities which are held by a depository.</p> <p>ii. Notwithstanding anything contained in the Act to the contrary, where Securities of the Company are held in a depository, the records of the beneficial ownership may be served by such depository to the Company by means of electronic mode or by delivery of floppies or discs.</p> <p>iii. Nothing contained in Section 56 of the Companies Act, 2013 shall apply to a transfer of Securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.</p> <p>iv. Notwithstanding anything contained in the Act, where Securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.</p> <p>v. Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.</p> <p>vi. The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of Members in accordance with Section 88 and other applicable provisions of the Companies Act 2013 and the Depositories Act, 1996 with the details of Shares held in physical and dematerialised forms in any media as may be permitted by law including in any form of electronic media.</p> <p>The Register and Index of beneficial owners maintained by a depository under Section 11 of the Depositories Act, 1996, shall be deemed to be the Register and Index of Members for the purpose of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or Country.</p>	
38.	<p>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.</p> <p>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.</p>	Transmission of shares
39.	<p>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—</p> <p>a. to be registered himself as holder of the share; or</p> <p>b. to make such transfer of the share as the deceased or insolvent member could have made.</p> <p>ii. The Board shall, in either case, have the same right to</p>	



ARTICLE NO.	INTERPRETATION	HEADING
	decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.	
40.	<p>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.</p> <p>ii. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.</p> <p>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.</p>	
41.	<p>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:</p> <p>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.</p>	
42.	<p>The provisions of these Articles relating to transmission of shares shall mutatis mutandis apply to any other securities including debentures of the Company.</p> <p>No fee shall be charged for requisition of transfer, transmission, probate, succession certificate and letter of administration, Certificate of Death or marriage, power of attorney or similar other documents.</p>	
43.	If a member fails to pay any call, or instalment 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 instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.	Forfeiture of shares
44.	<p>The notice aforesaid shall—</p> <p>i. 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</p> <p>ii. state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.</p>	
45.	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.	
46.	<p>i. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.</p> <p>ii. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.</p>	
47.	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,	



ARTICLE NO.	INTERPRETATION	HEADING
	<p>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.</p> <p>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.</p>	
48.	<p>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;</p> <p>ii. The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute transfer of the shares in favour of the person to whom the share is sold or disposed off;</p> <p>iii. The transferee shall thereupon be registered as the holder of the share; and</p> <p>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.</p>	
49.	The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share	
50.	Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.	
51.	Upon any sale, re-allotment or other disposal under the provisions of the preceding articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.	
52.	The Board may, subject to the provision of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.	
53.	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.	
54.	The provisions of these articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.	
55.	Neither a judgment in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction there under nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from proceeding to enforce forfeiture of such shares as hereinafter provided.	Initial payment not to preclude forfeiture
56.	The Company may, from time to time, by ordinary resolution increase the share	Alteration of capital



ARTICLE NO.	INTERPRETATION	HEADING
	capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.	
57.	<p>Subject to the provisions of section 61, the Company may, by ordinary resolution,—</p> <ol style="list-style-type: none"> consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; 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. 	
58.	<p>Where shares are converted into stock,—</p> <ol style="list-style-type: none"> 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: <p>Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.</p> <ol style="list-style-type: none"> 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. <p>Such of the articles 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.</p> 	Conversion of Shares into Stock
59.	<p>The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—</p> <ol style="list-style-type: none"> its share capital; any capital redemption reserve account; or <p>Any share premium account.</p>	Reduction of Capital
60.	<p>The Company may issue share warrants subject to, and in accordance with, the provisions of the Act, and accordingly the Board may in its discretion, with respect to any share which is fully paid-up, on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) of the share and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require, issue of a share warrant.</p> <p>The bearer of a share warrant may at any time, deposit the warrant in the office of the Company and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending and voting and exercising the other privileges of a member at any meeting held after the expiry of two days from the time of deposit, as if his name were inserted in the register of members as the holder of</p>	Share Warrants



ARTICLE NO.	INTERPRETATION	HEADING
	<p>the shares including in the deposited warrants.</p> <p>Not more than one person shall be recognized as depositor of the share warrant.</p> <p>The Company shall, on two days written notice, return the deposited share warrants to the depositor.</p> <p>Subject herein otherwise expressly provided, no person shall, as bearer of a share warrant, sign a requisition for calling a member of the Company or attend or vote or exercise any other privilege of a member at a meeting of the Company, or be entitled to receive any notice from the Company.</p> <p>The bearer of share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the register of members as the holders of shares included in the warrant, and he shall be a member of the Company.</p> <p>The Board may from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant of coupon may be issued by way of renewal in case of defacement, loss or destruction.</p>	
61.	<p>i. The Company in general meeting may, upon the recommendation of the Board, resolve—</p> <ol style="list-style-type: none"> 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 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. <p>ii. 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—</p> <ol style="list-style-type: none"> paying up any amounts for the time being unpaid on any shares held by such members respectively; paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up bonus shares, to and amongst such members in the proportions aforesaid; partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b); 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; The Board shall give effect to the resolution passed by the Company in pursuance of this -regulation. 	Capitalisation of profits
62.	<p>i. Whenever such a resolution as aforesaid shall have been passed, the Board shall—</p> <ol style="list-style-type: none"> make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and generally to do all acts and things required to give effect thereto. 	



ARTICLE NO.	INTERPRETATION	HEADING
	<p>ii. The Board shall have power—</p> <ol style="list-style-type: none"> 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 infractions; and 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; <p>iii. Any agreement made under such authority shall be effective and binding on such members.</p> <p>iv. Capital paid-up in advance of calls shall not confer a right to dividend or to participate in profits.</p>	
63.	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.	Buy-back of shares
64.	All General Meetings other than annual general meeting shall be called extra-ordinary general meetings.	General Meeting
65.	<ol style="list-style-type: none"> The Board may, whenever it thinks fit, call an extraordinary general meeting. The General meeting including Annual general meeting shall be convened by giving notice of clear 21 days in advance as per section 101 of Companies Act 2013. The directors if they think fit may convene a General Meeting including Annual General Meeting of the company by giving a notice thereof being not less than three days if consent is given in writing or by electronic mode by not less than ninety-five per cent. of the members entitled to vote at such meeting. <p>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.</p>	
66.	<ol style="list-style-type: none"> 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. <ol style="list-style-type: none"> Unless the number of members as on date of meeting are not more than one thousand, five members personally present shall be the quorum for a general meeting of the Company. In any other case, the quorum shall be decided as under: <ol style="list-style-type: none"> fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand; thirty members personally present if the number of members 	Proceedings at general meetings



ARTICLE NO.	INTERPRETATION	HEADING
	as on the date of the meeting exceeds five thousand;	
67.	The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.	
68.	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.	
69.	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.	
70.	The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.	
71.	A declaration by the Chairman in pursuance of Section 107 of the Companies Act, 2013 that on a show of hands, a resolution has or has not been carried, either unanimously or by a particular majority, and an entry to that effect in the books containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution.	
72.	<p>i. Before or on the declaration of the result of the voting on any resolution of a show of hands, a poll may be ordered to be taken by the Chairman of the meeting of his own motion and shall be ordered to be taken by him on a demand made in that behalf by any member or members present in person or by proxy and holding shares in the Company which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution or on which an aggregate sum of not less than five Lac rupees has been paid up.</p> <p>ii. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.</p>	Demand for poll
73.	<p>i. A poll demanded on a question of adjournment shall be taken forthwith.</p> <p>ii. A poll demanded on any other question (not being a question relating to the election of a Chairman which is provided for in Section 104 of the Act) shall be taken at such time not being later than 48 (forty eight) hours from the time when the demand was made, as the Chairman may direct.</p>	Time of taking poll
74.	<p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p>	Adjournment of meeting
75.	<p>Subject to any rights or restrictions for the time being attached to any class or classes of shares,—</p> <p>i. on a show of hands, every member present in person shall have one vote; and</p> <p>ii. 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.</p>	Voting rights



ARTICLE NO.	INTERPRETATION	HEADING
76.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	
77.	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.	
78.	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.	
79.	Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the transmission clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote, he shall satisfy the Directors of his right to such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.	
80.	Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.	
81.	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.	
82.	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	
83.	No member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.	
84.	In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the polls is demanded shall be entitled to a casting vote in addition to his own vote or votes to which he may be entitled as a member.	Casting Vote
85.	A body corporate (whether a Company within the meaning of the Act or not) if it is a member or creditor (including a holder of debentures) of the Company may in accordance with the provisions of Section 113 of the Companies Act, 2013 authorise such person by a resolution of its Board of Directors as it thinks fit, to act as its representative at any meeting of the Company or of any class of members of the Company or at any meeting of creditors of the Company.	Representation of Body Corporate
86.	The Company shall comply with provisions of Section 111 of the Companies Act, 2013, relating to circulation of member's resolution.	Circulation of member's resolution
87.	The Company shall comply with provisions of Section 115 of the Act relating to resolution requiring special notice.	Resolution requiring special notice
88.	The provisions of Section 116 of Companies Act, 2013 shall apply to resolutions passed at an adjourned meeting of the Company, or of the holders of any class of shares in the Company and of the Board of Directors of the Company and the resolutions shall be deemed for all purposes as having been passed on the date on	Resolutions passed at adjourned meeting



ARTICLE NO.	INTERPRETATION	HEADING
	which in fact they were passed and shall not be deemed to have been passed on any earlier date.	
89.	The Company shall comply with the provisions of Section 117 and 179 of the Companies Act, 2013 relating to registration of certain resolutions and agreements.	Registration of resolutions and agreements
90.	<p>i. The Company shall cause minutes of all proceedings of general meetings, and of all proceedings of every meeting of its Board of Directors or of every Committee of the Board to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for the purpose with their pages consecutively numbered.</p> <p>ii. Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed :</p> <p style="padding-left: 40px;">A. In the case of minutes of proceedings of the Board or of a Committee thereof by the Chairman of the said meeting or the Chairman of the next succeeding meeting.</p> <p style="padding-left: 40px;">B. In the case of minutes of proceedings of the general meeting by Chairman of the said meeting within the aforesaid period, of thirty days or in the event of the death or inability of that Chairman within that period, by a Director duly authorised by the Board for the purpose.</p> <p style="padding-left: 40px;">C. In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.</p> <p style="padding-left: 40px;">D. The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.</p> <p style="padding-left: 40px;">E. All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.</p> <p style="padding-left: 40px;">F. In the case of a meeting of the Board of Directors or of a Committee of the Board, the minutes shall also contain:</p> <p style="padding-left: 80px;">a. the names of the Directors present at the meetings, and</p> <p style="padding-left: 80px;">b. in the case of each resolution passed at the meeting, the names of the Directors, if any dissenting from or not concurring in the resolution.</p> <p>iii. Nothing contained in Clauses (a) to (d) hereof shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting:</p> <p style="padding-left: 40px;">a. is or could reasonably be regarded, as defamatory of any person</p> <p style="padding-left: 40px;">b. is irrelevant or immaterial to the proceedings; or</p> <p style="padding-left: 40px;">c. in detrimental to the interests of the Company.</p> <p>iv. The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in this clause.</p>	Minutes of proceedings of general meeting and of Board and other meetings
91.	The minutes of meetings kept in accordance with the provisions of Section 118 of the Companies Act, 2013 shall be evidence of the proceedings recorded therein.	Minutes to be considered to be evidence
92.	No document purporting to be a report of the proceedings of any general meeting of the Company shall be circulated or advertised at the expenses of the Company	Publication of reports of



ARTICLE NO.	INTERPRETATION	HEADING
	unless it includes the matters required by Section 118 of the Act to be contained in the Minutes of the proceedings of such meeting.	proceeding of general meetings
93.	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.	Proxy
94.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	
95.	<p>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:</p> <p>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.</p>	
96.	<p>The first directors of the Company shall be:</p> <ol style="list-style-type: none"> 1. Mr. Shankar Raghunathrao Rakh 2. Mr. Sanjay Shankarrao Rakh 	Board of Directors
97.	The Directors need not hold any "Qualification Share(s)".	
98.	<p>Appointment of Senior Executive as a Whole Time Director Subject to the provisions of the Act and within the overall limit prescribed under these Articles for the number of Directors on the Board, the Board may appoint any persons as a Whole Time Director of the Company for such a period and upon such terms and conditions as the Board may decide. The Senior Executive so appointed shall be governed by the following provisions:</p> <p>He shall be liable to retire by rotation as provided in the Act but shall be eligible for re-appointment. His re-appointment as a Director shall not constitute a break in his appointment as Whole Time Director. He shall be reckoned as Director for the purpose of determining and fixing the number of Directors to retire by rotation. He shall cease to be a Director of the Company on the happening of any event specified in Section 164 of the Act. Subject to what is stated herein above, he shall carry out and perform all such duties and responsibilities as may, from time to time, be conferred upon or entrusted to him by Managing Director(s) and / or the Board, shall exercise such powers and authorities subject to such restrictions and conditions and / or stipulations as the Managing Director(s) and /or the Board may, from time to time determine.</p> <p>Nothing contained in this Article shall be deemed to restrict or prevent the right of the Board to revoke, withdraw, alter, vary or modify all or any such powers, authorities, duties and responsibilities conferred upon or vested in or entrusted to such whole time directors.</p> <ol style="list-style-type: none"> i. The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day. ii. 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— <ol style="list-style-type: none"> a. in attending and returning from meetings of the Board of 	



ARTICLE NO.	INTERPRETATION	HEADING
	Directors or any committee thereof or general meetings of the company; or b. in connection with the business of the company	
99.	The Board may pay all expenses incurred in getting up and registering the company.	
100.	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.	
101.	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.	
102.	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.	
103.	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.	
104.	Not less than two-thirds of the total number of Directors of the Company, excluding the Independent directors if any appointed by the Board, shall be persons whose period of office is liable to determination by retirement of Directors by rotation and save as otherwise expressly provided in the Act and these Articles be appointed by the Company in General Meeting.	Retirement and Rotation of Directors
105.	The remaining Directors shall be appointed in accordance with the provisions of the Act.	
106.	At the Annual General Meeting in each year one-third of the Directors for the time being as are liable to retire by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office.	
107.	Subject to the provisions of the Act and these Articles the Directors to retire by rotation under the foregoing Article at every Annual General Meeting shall be those who have been longest in the office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. Subject to the provision of the Act, a retiring Director shall retain office until the dissolution of the meeting at which his reappointment is decided or successor is appointed.	
108.	Subject to the provisions of the Act and these Articles, the retiring Director shall be eligible for reappointment.	
109.	Subject to the provision of the Act and these Articles, the Company, at the Annual General Meeting at which a Director retires in the manner aforesaid may fill up the vacated office by electing the retiring Director or some other person thereto.	
110.	Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any of the Finance Corporation or Credit Corporation or to any other Finance Company or Body out of any loans granted by them to the Company or Body (hereinafter in this Article referred to	Nominee Director



ARTICLE NO.	INTERPRETATION	HEADING
	as “the Corporation”) continue to hold debentures or shares in the Company as a result of underwriting or by direct subscription or private placement, or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors wholetime or non-wholetime (which Director or Directors is/are hereinafter referred to as “Nominee Director/s”) on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their places.	
111.	The terms and conditions of appointment of a Nominee Director/s shall be governed by the agreement that may be entered into or agreed with mutual consent with such Corporation. At the option of the Corporation such Nominee Director/s shall not be required to hold any share qualification in the Company. Also at the option of the Corporation such Nominee Director/s shall not be liable to retirement by rotation of Directors.	
112.	The Nominee Directors so appointed shall hold the said office only so long as any money only so long as any moneys remain owing by the Company to the Corporation or so long as the Corporation holds Shares or Debentures in the Company as a result of direct subscription or private placement or the liability of the Company arising out of any Guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately, if the moneys owing by the Company to the Corporation is paid off or on the Corporation ceasing to hold debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of any Guarantee furnished by the Corporation.	
113.	<p>The Nominee Directors appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and/or the Meetings of the Committee of which the Nominee Director/s is/are members as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees, commission monies or remuneration in any form is payable to the Directors of the Company, the fees, commission, monies and remuneration in relation to such Nominee Directors shall accrue to the Corporation and same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or by such Nominee Directors in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Directors.</p> <p>Provided that if any such Nominee Directors is an Officer of the Financial Institution, the sitting fees in relation to such Nominee Directors shall also accrue to the Financial Institution as the case may be and the same shall accordingly be paid by the Company directly to the Corporation.</p>	
114.	Provided also that in the event of the Nominee Directors being appointed as Wholetime Directors such Nominee Directors shall exercise such powers and duties as may be approved by the Lenders. Such Nominee Director/s shall be entitled to receive such remuneration, fees, commission and moneys as may be approved by the Lenders.	
115.	The Company may (subject to the provisions of Act and other applicable provisions and these Articles) remove any Director before the expiry of his period of office after giving him a reasonable opportunity of being heard.	Removal of Directors



ARTICLE NO.	INTERPRETATION	HEADING
116.	Special notice as provided in the Act shall be given of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the meeting at which he is removed.	
117.	On receipt of the notice of a resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a member of the Company) shall be entitled to be heard on the resolution at the meeting.	
118.	<p>Where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representations in writing to the Company and requests its notification to members of the Company, the Company shall, if the time permits it to do so-,</p> <ul style="list-style-type: none"> (a) in any notice of the resolution given to members of the Company state the fact of the representations having been made, and (b) send a copy of the representations to every member of the Company to whom the notice of the meeting is sent (whether before or after the receipt of representation by the Company) and if a copy of the representation is not sent as aforesaid due to insufficient time or for the company's default, the director may without prejudice to his right to be heard orally require that the representation shall be read out at the meeting: <p>Provided that copy of the representation need not be sent out and the representation need not be read out at the meeting if, on the application either of the company or of any other person who claims to be aggrieved, the Tribunal is satisfied that the rights conferred by this sub-section are being abused to secure needless publicity for defamatory matter; and the Tribunal may order the company's costs on the application to be paid in whole or in part by the director notwithstanding that he is not a party to it.</p>	
119.	A vacancy created by the removal of a director under this article, if he had been appointed by the company in general meeting or by the Board, be filled by the appointment of another director in his place at the meeting at which he is removed, provided special notice of the intended appointment has been given as prescribed in the Act.	
120.	A director so appointed shall hold office till the date up to which his predecessor would have held office if he had not been removed.	
121.	<p>If the vacancy is not filled under clause (5) above , it may be filled as a casual vacancy in accordance with the provisions of this Act:</p> <p>Provided that the director who was removed from office shall not be reappointed as a director by the Board of Directors.</p>	
122.	<p>Nothing in this section shall be taken-</p> <ul style="list-style-type: none"> a) as depriving a person removed under this section of any compensation or damages payable to him in respect of the termination of his appointment as director as per the terms of contract or terms of his appointment as director, or of any other appointment terminating with that as director; or b) as derogating from any power to remove a director under other provisions of this Act. 	
123.	Subject to provisions of the Act, the Directors including Managing or whole time Directors shall be entitled to and shall be paid such remuneration as may be fixed by the Board of Directors from time to time in recognition of the services	Remuneration and sitting fees to Directors including



ARTICLE NO.	INTERPRETATION	HEADING
	<p>rendered by them for the company.</p> <p>In addition to the remuneration payable to the Directors as above, they may be paid all travelling, hotel and other expenses incurred by them.</p> <ol style="list-style-type: none"> In attending and returning from meetings of the Board of Directors and committee thereof, all General Meetings of the company and any of their adjourned sittings, or In connection with the business of the Company. 	Managing and whole time Directors
124.	<p>Each Director shall be entitled to be paid out of the funds of the Company by way of sitting fees for his services not exceeding the sum of Rs. 1,00,000/- (Rupees One Lac) as may be fixed by Directors from time to time for every meeting of the Board of Directors and/ or committee thereof attended by him in addition to any remuneration paid to them. If any Director being willing is appointed to an executive office either whole time or part time or be called upon to perform extra services or to make any special exertions for the purpose of the Company then subject to Section 196, 197 & 198, read with Schedule V of the Act, the Board may remunerate such Directors either by a fixed sum or by a percentage of profit or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled to.</p>	
125.	<ol style="list-style-type: none"> Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at meetings of the Board. <ol style="list-style-type: none"> The power to make calls on shareholders in respect of money unpaid on their shares; The Power to authorize buy-back of securities under Section 68 of the Act. Power to issue securities, including debenture, whether in or outside India The power to borrow moneys The power to invest the funds of the Company, Power to Grant loans or give guarantee or provide security in respect of loans Power to approve financial statements and the Board's Report Power to diversify the business of the Company Power to approve amalgamation, merger or reconstruction Power to take over a Company or acquire a controlling or substantial stake in another Company Powers to make political contributions; Powers to appoint or remove key managerial personnel (KMP); Powers to take note of appointment(s) or removal(s) of one level below the Key Management Personnel; Powers to appoint internal auditors and secretarial auditor; Powers to take note of the disclosure of director's interest and shareholding; Powers to buy, sell investments held by the Company (other than trade investments), constituting five percent or more of the paid up share capital and free reserves of the investee Company; Powers to invite or accept or renew public deposits and related matters; 	<p>Powers and duties of Directors:</p> <p>Certain powers to be exercised by the Board only at meeting.</p>



ARTICLE NO.	INTERPRETATION	HEADING
	<p>r. Powers to review or change the terms and conditions of public deposit;</p> <p>s. Powers to approve quarterly, half yearly and annual financial statements or financial results as the case may be.</p> <p>Provided that the Board may by resolution passed at the meeting, delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company or in the case of a branch office of the Company, a principal officer of the branch office, the powers specified in sub-clauses (d), (e) and (f) to the extent specified in clauses (ii), (iii) and (iv) respectively on such condition as the Board may prescribe.</p> <p>ii. Every resolution delegating the power referred to in sub-clause (d) of clause (i) shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the delegate.</p> <p>iii. Every resolution delegating the power referred to in sub-clause (e) of clause (i) shall specify the total amount up to which the funds of the Company may be invested and the nature of the investments which may be made by the delegate.</p> <p>iv. Every resolution delegating the power referred to in sub-clause (f) of clause (i) shall specify the total amount up to which loans may be made by the delegates, the purposes for which the loans may be made and the maximum amount up to which loans may be made for each such purpose in individual cases.</p> <p>v. Nothing in this Article shall be deemed to affect the right of the Company in general meeting to impose restrictions and conditions on the exercise by the Board of any of the powers referred to in this Article.</p>	
126.	<p>i. The Board of Directors of the Company shall not except with the consent of the Company in general meeting :</p> <p>a) sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking of the whole or substantially the whole of any such undertaking;</p> <p>b) remit, or give time for the repayment of any debt, due by a Director;</p> <p>c) invest, otherwise than in trust securities, the amount of compensation received by it as a result of any merger or amalgamation;</p> <p>d) borrow moneys, where the money to be borrowed, together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose; or</p> <p>e) contribute to <i>bona fide</i> charitable and other funds, aggregate of which in any financial year, exceed five percent of its average net profits during the three financial years, immediately proceedings.</p>	Restriction on powers of Board

ARTICLE NO.	INTERPRETATION	HEADING
	<p>ii. Nothing contained in sub-clause (a) above shall affect:</p> <p>a) the title of a buyer or other person who buys or takes a lease of any such undertaking as is referred to in that sub-clause in good faith and after exercising due care and caution, or</p> <p>b) the selling or leasing of any property of the Company where the ordinary business of the Company consists of, or comprises such selling or leasing.</p> <p>iii. Any resolution passed by the Company permitting any transaction such as is referred to in sub-clause (i) (a) above, may attach such conditions to the permission as may be specified in the resolution, including conditions regarding the use, disposal or investment of the sale proceeds which may result from the transaction. Provided that this clause shall not be deemed to authorise the Company to effect any reduction in its capital except in accordance with the provisions contained in that behalf in the Act.</p> <p>iv. No debt incurred by the Company in excess of the limit imposed by sub-clause (d) of clause (i) above, shall be valid or effectual, unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that clause had been exceeded.</p>	
127.	Due regard and compliance shall be observed in regard to matters dealt with by or in the Explanation contained in Section 180 of the Companies Act, 2013 and in regard to the limitations on the power of the Company contained in Section 182 of the Companies Act, 2013.	
128.	Subject to the provisions of the Act, the management of the business of the Company shall be vested in the Directors and the Directors may exercise all such powers and do all such acts and things as the Company is by the Memorandum of Association or otherwise authorised to exercise and do and not hereby or by the statue or otherwise directed or required to be exercised or done by the Company in General Meeting, but subject nevertheless to the provisions of the Act and other Act and of the Memorandum of Association and these Articles and to any regulations, not being inconsistent with the Memorandum of Association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.	General powers of the Company vested in Directors
129.	<p>Without prejudice to the general powers conferred by Article above and the other powers conferred by these presents and so as not in any way to limit any or all of those powers and subject to the provisions of the Act and these Articles, it is hereby expressly declared that the Directors shall have the following powers:</p> <p>i. to pay and charge to the capital account of the Company and interest lawfully payable thereon under the provisions of Sections 76 corresponding to Section 40 of the Companies Act, 2013;</p> <p>ii. to purchase or otherwise acquire any lands, buildings, machinery, premises, hereditaments, property effects, assets, rights, credits, royalties, bounties and goodwill of any person, firm or Company carrying on the business which this Company is authorised to carry on, at or for such price or consideration and generally on such terms and conditions as they may think fit; and in any such purchase or</p>	Specific powers given to Directors



ARTICLE NO.	INTERPRETATION	HEADING
	<p>acquisition to accept such title as the Board may believe or may be advised to be reasonable satisfactory;</p> <p>iii. to purchase, or take on lease for any term or terms of years, or otherwise acquire any mills or factories or any land or lands, with or without buildings and outhouses thereon, situate in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit; and in any such purchase, lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory;</p> <p>iv. to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures, debenture stock or other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures, debenture stock or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged;</p> <p>v. To erect, construct, enlarge, improve, alter, maintain, pull down rebuilt or reconstruct any buildings, factories, offices, workshops or other structures, necessary or convenient for the purposes of the Company and to acquire lands for the purposes of the Company;</p> <p>vi. To let, mortgage, charge, sell or otherwise dispose of subject to the provisions of Section 180 of the Companies Act, 2013 any property of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as they think fit and to accept payment or satisfaction for the same in cash or otherwise, as they may think fit;</p> <p>vii. To insure and keep insured against loss or damage by fire or otherwise, for such period and to such extent as they may think proper, all or any part of the building, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power;</p> <p>viii. Subject to Section 179 of the Companies Act, 2013 to open accounts with any bank or bankers or with any Company, firm, or individual and to pay money into and draw money from any account from time to time as the Directors may think fit;</p> <p>ix. To secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the properties of the Company and its unpaid capital for the time being or in such other manner as they may think fit;</p> <p>x. To attach to any shares to be issued as the consideration for any</p>	



ARTICLE NO.	INTERPRETATION	HEADING
	<p>contract with or property acquired by the Company, or in payment for services rendered to the Company, such conditions, subject to the provisions of the Act, as to the transfer thereof as they may think fit;</p> <p>xi. To accept from any member on such terms and conditions as shall be agreed, a surrender of his shares or stock or any part thereof subject to the provisions of the Act;</p> <p>xii. To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trusts and to provide for the remuneration of such trustee or trustees;</p> <p>xiii. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its Officers or otherwise concerning the affairs of the Company and also subject to the provisions of Section 180 of the Companies Act, 2013 to compound and allow time for payment or satisfaction of any debts due, or of any claims or demands by or against the Company;</p> <p>xiv. Subject to the provisions of Sections 180 of the Companies Act, 2013 to invest and deal with any of the moneys of the Company, not immediately required for the purpose thereof, upon such Shares, securities or investments (not being Shares in this Company) and in such manner as they may think fit, and from time to time to vary or realize such investments.</p> <p>xv. Subject to such sanction as may be necessary under the Act or these Articles, to give any Director, Officer, or other person employed by the Company, an interest in any particular business or transaction either by way of commission on the gross expenditure thereon or otherwise or a share in the general profits of the Company, and such interest, commission or share of profits shall be treated as part of the working expenses of the Company.</p> <p>xvi. To provide for the welfare of employees or ex-employees of the Company and their wives, widows, families, dependants or connections of such persons by building or contributing to the building of houses, dwelling, or chawls or by grants of money, pensions, allowances, gratuities, bonus or payments by creating and from time to time subscribing or contributing to provident and other funds, institutions, or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances and other assistance as the Directors shall think fit;</p> <p>xvii. To establish and maintain or procure the establishment and maintenance of any contributory or non contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments, to any</p>	



ARTICLE NO.	INTERPRETATION	HEADING
	<p>persons who are or were at any time in the employment or services of the Company, or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company, or who are or were at anytime Directors or officers of the Company or of any such other Company as aforesaid, and the wives, widows, families and dependants of any such persons and, also to establish and subsidize and subscribe to any institution, association, clubs or funds collected to be for the benefit of or to advance the interests and well being of the Company or of any such other Company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid;</p> <p>xviii. To decide and allocate the expenditure on capital and revenue account either for the year or period or spread over the years.</p> <p>xix. To appoint and at their discretion to remove or suspend such Managers, Secretaries, Officers, Clerks, Agents and servants for permanent, temporary or special service as they may from time to time think fit, and to determine their powers and duties, and fix their salaries or emoluments and require security in such instances and to such amounts as they may think fit, and from time to time to provide for the management and transactions of the affairs of the Company in any special locality in India in such manner as they may think fit. The provisions contained in the clause following shall be without prejudice to the general powers conferred by this clause.</p> <p>xx. At any time and from time to time by power of attorney to appoint any person or persons to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as the Directors may from time to time think fit and any such appointment (if the Directors may think fit) be made in favour of any Company or the members, directors, nominees or managers of any Company or firm or otherwise in favour of any fluctuating body or person whether nominated, directly or indirectly by the Directors and such power of attorney may contain any such powers for the protection or convenience of persons dealing with such Attorneys as the Directors may think fit; and may contain powers enabling any such delegates or Attorneys as aforesaid to sub-delegate all or any of the powers, authorities, and discretion for the time being vested in them.</p> <p>xxi. To enter into all such negotiations, contracts and rescind and/or vary all such contracts and to execute and do all such acts, deeds, and things in the name of on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company;</p>	
130.	<p>a) Subject to the provisions of the Act and of these Articles the Board shall have power to appoint from time to time one or more Directors as Managing Director or Managing Directors and/or Whole-time Directors</p>	MANAGING DIRECTORS



ARTICLE NO.	INTERPRETATION	HEADING
	<p>of the Company for a fixed term not exceeding five years at a time and upon such terms and conditions as the Board thinks fit, and the Board may by resolution vest in such Managing Director(s)/Whole-time Director(s), such of the power hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods, and upon such condition and subject to such restriction as it may determine, the remuneration of such Directors may be by way of monthly remuneration and/or fee for each meeting and/or participation in profits, or by any or all of those modes, or of any other mode not expressly prohibited by the Act.</p> <p>b) Subject to the approval of shareholders in their meeting, the managing director of the Company may be appointed and continue to hold the office of the chairman and managing director or Chief Executive officer of the Company at the same time.</p> <p>c) Subject to the provisions of Sections 197 & 198 of the Act, the appointment and payment of remuneration to the above Director shall be subject to approval of the members in general meeting and of the Central Government.</p>	Power to appoint Managing or Whole-time Directors
131.	<p>a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.</p> <p>b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.</p>	Proceedings of the Board
132.	The quorum for meetings of Board/Committees shall be as provided in the Act or under the rules.	
133.	<p>a) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.</p> <p>b) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.</p>	
134.	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.	
135.	The participation of directors in a meeting of the Board/ Committees may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.	
136.	<p>a) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.</p> <p>b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.</p>	
137.	<p>a) 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.</p> <p>b) 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.</p>	Delegation of Powers of Board to Committee
138.	<p>a) A committee may elect a Chairperson of its meetings.</p> <p>b) If no such Chairperson is elected, or if at any meeting the Chairperson is</p>	



ARTICLE NO.	INTERPRETATION	HEADING
	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.	
139.	a) A committee may meet and adjourn as it thinks fit. b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.	
140.	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.	
141.	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	
142.	Subject to the provisions of the Act,— a) 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; b) A director may be appointed as chief executive officer, manager, Company secretary or chief financial officer.	Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer
143.	A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officers, 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.	
144.	a) The Board shall provide for the safe custody of the seal. b) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board 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.	The Seal
145.	The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.	Dividends and Reserve
146.	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.	
147.	a) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other	



ARTICLE NO.	INTERPRETATION	HEADING
	<p>than shares of the Company) as the Board may, from time to time, thinks fit.</p> <p>b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p>	
148.	<p>a) 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.</p> <p>b) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.</p> <p>c) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.</p>	
149.	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.	
150.	<p>a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.</p> <p>b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p>	
151.	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.	
152.	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.	
153.	<p>No dividend shall bear interest against the Company.</p> <p>Provided however that no amount outstanding as unclaimed dividends shall be forfeited unless the claim becomes barred by law and that such forfeiture, when effected, will be annulled in appropriate cases;</p>	
154.	<p>Where a dividend has been declared by a company but has not been paid or claimed within thirty days from the date of the declaration, the company shall, within seven days from the date of expiry of the thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account as per provisions of section 124 and any other pertinent provisions in rules made thereof.</p> <p>The company shall transfer any money transferred to the unpaid dividend account of a company that remains unpaid or unclaimed for a period of seven years from the date of such transfer, to the Fund known as Investor Education and Protection Fund established under section 125 of the Act.</p>	
155.	The Board may retain dividends payable upon shares in respect of which any	



ARTICLE NO.	INTERPRETATION	HEADING
	person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.	
156.	Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.	
157.	<p>a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members not being directors.</p> <p>b) No member (not being a director) shall have 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.</p>	Accounts
158.	<p>Minutes Books of General Meetings</p> <p>a) The books containing the minutes of the proceedings of any general meeting of the Company shall;</p> <p>i. be kept at the registered office of the Company, and</p> <p>ii. be open, during the business hours to the inspection of any member without charge subject such reasonable restrictions as the Company may, in general meeting impose so however that not less than two hours in each day are allowed for inspection.</p> <p>Provided however that any person willing to inspect the minutes books of General Meetings shall intimate to the Company his willingness atleast 15 days in advance.</p> <p>b) Any member shall be entitled to be furnished, within seven days after he has made a request in that behalf of the Company, with a copy of any minutes referred to in Clause (a) above, on payment of Rs. 10/- (Ten Rupees only) for each page or part thereof.</p>	Inspection of Statutory Documents of the Company
159.	<p>a) The Company shall keep at its registered office a Register of charges and enter therein all charges and floating charges specifically affecting any property or assets of the Company or any of its undertakings giving in each case the details as prescribed under the provisions of the Act.</p> <p>b) The register of charges and instrument of charges, as per clause (i) above, shall be open for inspection during business hours—</p> <p>a. by any member or creditor without any payment of fees; or</p> <p>b. by any other person on payment of such fees as may be prescribed,</p> <p>Provided however, that any person willing to inspect the register of charges shall intimate to the Company at least 15 days in advance, expressing his willingness to inspect the register of charges, on the desired date.</p>	Register of charges
160.	<p>a) The first Auditor of the Company shall be appointed by the Board of Directors within 30 days from the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.</p> <p>b) Appointment of Auditors shall be governed by provisions of Companies Act</p>	Audit



ARTICLE NO.	INTERPRETATION	HEADING
	<p>2013 and rules made there under.</p> <p>c) The remuneration of the Auditor shall be fixed by the Company in the Annual General Meeting or in such manner as the Company in the Annual General Meeting may determine. In case of an Auditor appointed by the Board his remuneration shall be fixed by the Board.</p> <p>d) The Board of Director may fill any casual vacancy in the office of the auditor and where any such vacancy continues, the remaining auditor, if any may act, but where such vacancy is caused by the resignation of the auditors and vacancy shall be filled up by the Company in General Meeting.</p>	
161.	<p>Subject to the provisions of Chapter XX of the Act and rules made there under—</p> <p>i. If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.</p> <p>ii. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.</p> <p>iii. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or others securities whereon there is any liability.</p>	Winding up
162.	<p>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</p> <p>Subject to the provisions of Chapter XX of the Act and rules made there under—</p>	Indemnity
163.	<p>a) Every Director, Manager, Secretary, Trustee, Member or Debenture holder, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in or about the business of the company shall, if so required by the Board before entering upon their duties sign a declaration pledging themselves to observe a strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters which may come to their knowledge in the discharge of their duties except when required to do so by the Board or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents.</p> <p>b) No member shall be entitled to visit or inspect any works of the Company, without the permission of the Directors or to require discovery of or any information respecting any details of the Company's trading or business or any matter which is or may be in the nature of a trade secret, mystery of trade, secret or patented process or any other matter, which may relate to the conduct of the business of the Company and which in the opinion of the directors, it would be inexpedient in the interests of the Company to disclose.</p>	Secrecy



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 Prospectus) which are or may be deemed material have been entered or to be entered into by the Company. These contracts, copies of which have been attached to the copy of the Prospectus, delivered to the Registrar of Companies Maharashtra Mumbai or registration and also the documents for inspection referred to hereunder, may be inspected at the Registered office of the Company from 11.00 a.m. to 5.00 p.m. on working days from the date of the Draft Prospectus until the Issue Closing Date.

Material Contracts

1. Memorandum of Understanding dated September 20, 2016 between our Company and Hem Securities Limited as Lead Manager (LM) to the Issue.
2. Memorandum of Understanding dated September 14, 2016 executed between our Company and the Registrar to the Issue (Bigshare Services Private Limited)
3. Market Making Agreement dated [●] between our Company, the LM and Market Maker.
4. Banker to the Issue Agreement dated [●] among our Company, the LM, Banker to the Issue and the Registrar to the Issue.
5. Underwriting Agreement dated [●] between our Company, the LM and Underwriter.
6. Tripartite Agreement dated [●] among CDSL, the Company and the Registrar to the Issue.
7. Tripartite Agreement dated [●] among NDSL, the Company and the Registrar to the Issue.

Material Documents

1. Certificate of Incorporation dated March 26, 2004 issued by the Registrar of Companies, Maharashtra Mumbai. Fresh Certificate of Incorporation dated June 03, 2016 issued by the Registrar of Companies, Maharashtra Mumbai consequent upon name change of the Company. Fresh Certificate of Incorporation dated June 17, 2016 issued by the Registrar of Companies, Maharashtra Mumbai consequent upon Conversion of the Company to Public Company.
2. Certified copies of the Memorandum and Articles of Association of the Company as amended.
3. Copy of the Board Resolution dated July 19, 2016 authorizing the Issue and other related matters.
4. Copy of the Shareholder's Resolutions dated September 14, 2016 authorizing the Issue and other related matters.
5. Copies of Audited Financial Statements of our Company for the years ended March 31, 2016, 2015, 2014, 2013 & 2012.
6. Peer Review Auditors Report dated September 28, 2016 on Restated Financial Statements of our Company for years ended March 31, 2016, 2015, 2014, 2013 & 2012.
7. Copy of the Statement of Tax Benefits dated September 06, 2016 from the Statutory Auditor M/s GSA & Co. Chartered Accountant .
8. Consents of the Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Market Maker, Underwriter, Banker to the Issue, Statutory Auditor of the Company, Peer Review Auditor, Promoters of our Company, Directors of our Company, Company Secretary and Compliance Officer, Chief Financial Officer, Bankers to our Company, as referred to, in their respective capacities.
9. Copy of Certificate from the Peer Review Auditors of our Company, M/S. S.S. Rathi & Company dated September 28, 2016 regarding the Eligibility of the Issue.
10. Board Resolution dated September 30, 2016 for approval of Draft Prospectus and dated [●] for approval of Prospectus.
11. Due Diligence Certificate from Lead Manager dated September 30, 2016 filed with NSE and dated [●] filed with SEBI.
12. Approval from NSE vide letter dated [●] to use the name of NSE in this Prospectus for listing of Equity Shares on the SME Platform of the NSE.

Any of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

**DECLARATION**

We, the persons mentioned herein below, as Directors or otherwise, as mentioned, certify that all relevant provisions of the Companies Act, 2013, the Companies Act, 1956, to the extent applicable, the guidelines issued by the Government of India and the regulations and guidelines issued by Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with while issuing the Draft Prospectus. No statement made in the Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Companies Act, 1956, to the extent applicable and the Securities and Exchange Board of India Act, 1992, each as amended from time to time or the rules made there under or regulations and guidelines issued, as the case may be. We further certify that all the statements made in the Draft Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF THE COMPANY:

Dr. Shankarrao Rakh <i>Chairman and Non- Executive Director</i> DIN: 02564592	
Dr. Sanjay Shankarrao Rakh <i>Managing Director</i> DIN: 02564128	Dr. Anuradha Rakh <i>Whole Time Director</i> DIN: 02564143
Mr. Avinash Kute <i>Whole Time Director</i> DIN: 02497304	Dr. Madhukar Sanap <i>Whole Time Director</i> DIN: 02564154

SIGNED BY -

Mr. Nilesh R. Biyani <i>Chief Financial Officer</i>	Mr. Piyush Anilkumar Wani <i>Company Secretary and Compliance Officer</i>
---	---

Place: Jalna**Date:** September 30, 2016