DRAFT RED HERRING PROSPECTUS
Dated February 15, 2011
Please read Section 60B of the Companies Act, 1956
100% Book Building Issue

Super Religare Laboratories Limited

Our Company was incorporated under the Companies Act, 1956, as amended (the "**Companies Act**") as "Specialty–Ranbaxy Private Limited", a private limited company, pursuant to a certificate of incorporation dated July 7, 1995, issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana ("**RoC**"). On March 30, 1996 the word "Private" was deleted from our name. The name of our Company was subsequently changed to "SRL Ranbaxy Limited" pursuant to a special resolution of our shareholders dated June 3, 2002. The name of our Company was changed to its present name pursuant to a special resolution of the shareholders of our Company dated August 14, 2008 and a fresh certificate of incorporation was granted to our Company by the RoC on August 28, 2008. The corporate identification number of our Company is U74899DL1995PLC070603. For further details in relation to the change in name of our Company, see the section titled "*History and Corporate Structure*" on page 90.

Registered and Corporate Office: Plot No. D-3, A Wing, 2nd Floor, District Centre, Saket, New Delhi 110 017, India
Telephone: (91 11) 4229 5333; **Facsimile:** (91 11) 4229 5395
For details in relation to change in our Registered Office, see the section titled "*History and Corporate Structure*" on page 90.
Contact Person and Compliance Officer: Mr. Ankush Agarwal; **Telephone**: (91 120) 3394011; **Facsimile**: (91 120) 339 4020/ 339 4109;
Email: ipo@srl.in; **Website**: www.srl.in

PROMOTERS OF OUR COMPANY: MR. MALVINDER MOHAN SINGH, MR. SHIVINDER MOHAN SINGH, MALAV HOLDINGS PRIVATE LIMITED, SHIVI HOLDINGS PRIVATE LIMITED, OSCAR INVESTMENTS LIMITED AND MAPLE LEAF BUILDCON PRIVATE LIMITED

PUBLIC ISSUE OF UP TO 28,000,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF SUPER RELIGARE LABORATORIES LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE, AGGREGATING ₹ [●] MILLION (THE "ISSUE"). THE ISSUE SHALL CONSTITUTE 35.00 % OF THE FULLY DILUTED POST-ISSUE PAID UP CAPITAL OF THE COMPANY.
Our Company is considering a private placement of up to 8,000,000 Equity Shares, for cash consideration aggregating up to ₹ 1,600 million, at its discretion prior to filing of the Red Herring Prospectus with the RoC ("Pre-IPO Placement"). If the Pre-IPO Placement is completed, the Issue size offered to the public would be reduced to the extent of such Pre-IPO Placement, subject to a minimum Issue size of 25% of the post Issue paid-up capital being offered to the public.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10
THE PRICE BAND AND THE MINIMUM BID LOT SIZE WILL BE DECIDED BY THE COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS AND WILL BE ADVERTISED AT LEAST TWO WORKING DAYS PRIOR TO THE BID OPENING DATE

In case of any revision in the Price Band, the Bidding Period shall be extended for atleast three additional Working Days after such revision of the Price Band, subject to the Bidding Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bidding Period, if applicable, shall be widely disseminated by notification to the Self Certified Syndicate Banks ("**SCSBs**"), the National Stock Exchange of India Limited (the "**NSE**") and the Bombay Stock Exchange Limited (the "**BSE**"), by issuing a press release and also by indicating the change on the website of the Book Running Lead Managers and at the terminals of the Syndicate Members.

The Issue is being made through the 100% Book Building Process in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**SEBI Regulations**"), wherein up to 50% of the Issue shall be allocated on a proportionate basis to Qualified Institutional Buyers ("**QIBs**"). Our Company may, in consultation with the Book Running Lead Managers, allocate up to 30% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price, on a discretionary basis, out of which at least one-third will be available for allocation to domestic Mutual Funds only. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Such number of Equity Shares representing 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to QIBs including Mutual Funds, subject to valid Bids being received from them at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to QIBs in proportion to their Bids. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non Institutional Bidders and not less than 35% of the Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid Bids being received from them at or above the Issue Price. All Investors, except Anchor Investors, may participate in this Issue through the Application Supported by Blocked Amount ("**ASBA**") process by providing the details of their respective bank accounts in which the corresponding Bid Amounts will be blocked by the SCSBs. Specific attention is invited to the section titled "*Issue Procedure*" on page 355.

RISKS IN RELATION TO FIRST ISSUE

This being the first public issue of the Issuer, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10 and the Floor Price is [●] times of the face value and the Cap Price is [●] times of the face value. The Issue Price (as determined and justified by our Company in consultation with the Book Running Lead Managers, as stated in the section titled "*Basis for the Issue Price*" on page 44) should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved. The Equity Shares 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 Red Herring Prospectus. Specific attention of the investors is invited to section titled "***Risk Factors***" on page xiii.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

IPO GRADING

This Issue has been graded by [●] and has been assigned the "IPO Grade [●]/5" indicating [●] in its letter dated [●], 2011. The IPO grading is assigned on a five point scale from 1 to 5 with "IPO Grade 5/5" indicating strong fundamentals and "IPO Grade 1/5" indicating poor fundamentals. For more information on IPO grading, see the sections titled "*General Information*", "*Other Regulatory and Statutory Disclosures*" and "*Material Contracts and Documents for Inspection*" on pages 14, 335 and 414 respectively.

LISTING ARRANGEMENT

The Equity Shares offered through this Draft Red Herring Prospectus are proposed to be listed on the NSE and the BSE. Our Company has received in-principle approvals from the NSE and the BSE for listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively. For the purposes of this Issue, the [●] shall be the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE ISSUE
NOMURA FINANCIAL ADVISORY & SECURITIES (INDIA) PRIVATE LIMITED Ceejay House, Level 11, Dr. Annie Besant Road, Worli, Mumbai – 400 018, India. **Telephone** : (91 22) 4037 4037 **Facsimile**: (91 22) 4037 4111 **E-mail**: srl.ipo-in@nomura.com **Investors Grievance Email**: investorgrievances-in@nomura.com **Website:** http://www.nomura.com/asia/services/capital_raising/equity.shtml **Contact Person**: Mr. Shreyance Shah **SEBI Registration No:** INM000011419	**KOTAK MAHINDRA CAPITAL COMPANY LIMITED** 1st Floor, Bakhtawar, 229, Nariman Point, Mumbai - 400 021, India **Telephone** : (91 22) 6634 1100 **Facsimile**: (91 22) 2283 7517 **E-mail**: srl.ipo@kotak.com **Investors Grievance Email**: kmccredressal@kotak.com **Website**: www.investmentbank.kotak.com **Contact Person**: Mr. Chandrakant Bhole **SEBI Registration No:** INM000008704	**RELIGARE CAPITAL MARKETS LIMITED*** GYS Infinity, Paranjpe, 'B' Scheme, Subhash Road Vile Parle (East), Mumbai 400 057 **Telephone:** (91 22) 6766 3400 **Fascimile:** (91 22) 6766 3600 **E-mail:** srl.ipo@religare.in **Investor Grievance ID:** grievance.ibd@religare.in **Website:** www.religarecm.com **Contact Person:** Mr. Kunur Bavishi **SEBI Registration No**: INM000011062	**KARVY COMPUTERSHARE PRIVATE LIMITED** Plot no. 17 – 24, Vittal Rao Nagar Madhapur Hyderabad – 500 081, India **Toll Free:** 1-800-3454001 **Telephone:** (91 40) 4465 5000 **Facsimile:** (91 40) 2343 1551 **Email:** super-religare.ipo@karvy.com **Website:** http:\\karisma.karvy.com **Contact Person:** Mr. M Murali Krishna **SEBI Registration No.:** INR000000221

BID/ISSUE PROGRAMME**

BID OPENING DATE: [●]	**BID CLOSING DATE: [●]** **QIB BID CLOSING DATE: [●]**

* *Religare Capital Markets Limited ("**RCM**") is a subsidiary of Religare Enterprises Limited ("**REL**"). As there are common promoters and common directors between REL and our Company, RCM is deemed to be our associate as per the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended ("**Merchant Bankers Regulations**"). RCM has signed the due diligence certificate and accordingly been disclosed as a Book Running Lead Manager. Further, in compliance with the provision to Regulation 21A(1) and explanation to Regulation 21A(1) of the Merchant Bankers Regulations, read with Regulation 110 and Schedule XX of the SEBI Regulations, RCM would be involved only in marketing of the Issue.*

** *Our Company may consider participation by Anchor Investors. Anchor Investor shall Bid on Anchor Investor Bidding Date.*

TABLE OF CONTENTS

SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates, requires or implies, the following terms shall have the following meanings in this Draft Red Herring Prospectus. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments and modifications notified thereto.

Company Related Terms

Term	Description
Articles/ Articles of Association	The articles of association of our Company, as amended.
Auditor	The statutory auditor of our Company, being S.R. Batliboi & Co., Chartered Accountants
Board/ Board of Directors/ our Board	The board of directors of our Company, as duly constituted from time to time, or committees thereof.
Company/ Issuer/ SRL	Super Religare Laboratories Limited, a public limited company incorporated under the Companies Act.
Corporate Office	The corporate office of our Company, presently located at Plot No. D-3, A Wing 2nd Floor, District Centre, Saket, New Delhi – 110 017, India.
Director(s)	The director(s) on our Board.
ESOP	Super Religare Laboratories Limited Employment Stock Option Plan 2009, the employee stock option scheme of our Company for grant of options for up to 1,517,470 Equity Shares to the present and future permanent employees of our Company, including our Directors.
Group Companies	The companies, firms, ventures, etc. promoted by our Promoters, irrespective of whether such entities are covered under Section 370(1)(B) of the Companies Act and as described in the section titled "*Our Group Companies*" on page 138.
Key Management Personnel	The officers vested with executive powers and the officers at the level immediately below the board of directors of the Issuer and other persons whom the Issuer has declared and listed as Key Management Personnel in the section titled "*Our Management*" on page 109.
Memorandum/ Memorandum of Association/ MoA	The memorandum of association of our Company, as amended.
Promoters	The promoters of our Company, being Mr. Malvinder Mohan Singh, Mr. Shivinder Mohan Singh, Malav Holdings Private Limited, Shivi Holdings Private Limited, Oscar Investments Limited and Maple Leaf Buildcon Private Limited.
Promoter Group	The persons and entities constituting our promoter group pursuant to Regulation 2(1)(zb) of the SEBI Regulations, as enlisted in the section titled "*Our Promoters and Promoter Group*" on page 128.
Registered Office	The registered office of our Company, presently located at Plot No. D-3, A Wing 2nd Floor, District Centre, Saket, New Delhi – 110 017, India.
RoC	Registrar of Companies, NCT Delhi & Haryana.
Subsidiaries	The subsidiaries of our Company, as described in the section titled "*History and Corporate Structure –Subsidiaries*" on page 90.
We/ us/ our	Our Company, and where the context requires, our Subsidiaries and joint ventures on a consolidated basis.

Issue Related Terms

Term	Description
AI CAN/Anchor Investor Confirmation of Allocation Note	The note or advice or intimation of allocation of the Equity Shares sent to the Anchor Investors who have been allocated Equity Shares after discovery of the Anchor Investor Allocation Price, including any revisions thereof.
Allot/ Allotment/ Allotted	The allotment of Equity Shares in this Issue.
Allottee	A successful Bidder to whom Allotment is made.
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion, who has Bid for an amount of at least ₹ 100 million.

Term	Description
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated in terms of the Red Herring Prospectus and Prospectus to the Anchor Investors, which will be decided by our Company in consultation with the Book Running Lead Managers prior to the Bid Opening Date.
Anchor Investor Bidding Date	The date one Working Day prior to the Bid Opening Date prior to or after which the Syndicate will not accept any Bids from Anchor Investors.
Anchor Investor Issue Price	The price at which Allotment is made to Anchor Investors in terms of the Red Herring Prospectus, which shall be higher than or equal to the Issue Price, but not higher than the Cap Price.
Anchor Investor Pay-in Date	In case of Anchor Investor Issue Price being higher than Anchor Investor Allocation Price, no later than two days after the Bid Closing Date.
Anchor Investor Portion	The portion of the Issue available for allocation to Anchor Investors on a discretionary basis at the Anchor Investor Allocation Price, in accordance with the SEBI Regulations, being upto 30% of the QIB Portion or upto [●] Equity Shares.
ASBA or Application Supported by Blocked Amount	The application (whether physical or electronic) used to make a Bid authorizing the concerned SCSB to block the Bid Amount in the ASBA Account maintained with such SCSB.
ASBA Account	Account maintained by an ASBA Bidder with a SCSB which will be blocked by such SCSB to the extent of the appropriate Bid Amount in relation to a Bid by such ASBA Bidder.
ASBA Bidder(s)	Prospective investors, other than Anchor Investors in this Issue who intend to Bid through ASBA.
ASBA Form	The form, whether physical or electronic, by which an ASBA Bidder can make a Bid pursuant to the terms of the Red Herring Prospectus and which contains an authorisation to block the Bid Amount in an ASBA Account.
ASBA Revision Form	The forms used by the ASBA Bidders to modify the quantity of Equity Shares or the Bid Amount in any of their ASBA Forms (if submitted in physical form).
Bankers to the Issue/Escrow Collection Bank(s)	The banks which are clearing members and registered with SEBI as bankers to the Issue with whom the Escrow Account will be opened, in this case being [●].
Basis of Allotment	The basis on which the Equity Shares will be Allotted, as described in the section titled "*Issue Procedure - Basis of Allotment*" on page 380.
Bid	An indication by a Bidder to make an offer to subscribe for Equity Shares in terms of the Red Herring Prospectus.
Bidder	A prospective investor in this Issue who makes a Bid, pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form, and unless otherwise stated or implied, includes an ASBA Bidder.
Bidding	The process of making a Bid.
Bid Amount	The highest Bid Price indicated in the Bid cum Application Form and in case of ASBA Bidders, the amount mentioned in the ASBA Form.
Bid cum Application Form	The form in terms of which a Bidder (other than an ASBA Bidder) makes a Bid in terms of the Red Herring Prospectus and which will be considered as an application for Allotment.
Bid Price	The prices indicated against each optional Bid in the Bid cum Application Form.
Bid Closing Date	Except in relation to Anchor Investors, the date after which the Syndicate and the SCSBs will not accept any Bids, and which shall be notified in an English national daily newspaper and a Hindi national daily newspaper (which is also the regional newspaper), each with wide circulation and in case of any revision, the extended Bid Closing Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI Regulations. Further, our Company, in consultation with the Book Running Lead Managers, may decide to close Bidding by QIBs one day prior to the Bid Closing Date.
Bid Opening Date	Except in relation to Anchor Investors, the date on which the Syndicate and the SCSBs shall start accepting Bids, and which shall be the date notified in an English national daily newspaper and a Hindi national daily newspaper (which is also the regional newspaper), each with wide circulation and in case of any revision, the extended Bid Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI Regulations.
Bidding Centre	A centre for acceptance of the Bid cum Application Form.
Bidding Period	The period between the Bid Opening Date and the Bid Closing Date or the QIB

Term	Description
	Bid Closing Date, as the case may be (in either case inclusive of such date and the Bid Opening Date) during which Bidders, other than Anchor Investors, can submit their Bids, inclusive of any revision thereof. Provided however that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors.
Book Building Process	The book building process as described in Part A of Schedule XI of the SEBI Regulations.
Book Running Lead Managers or BRLMs	Book running lead managers to this Issue, being Nomura Financial Advisory & Securities (India) Private Limited, Kotak Mahindra Capital Company Limited and Religare Capital Markets Limited*. ______ * *RCM is a subsidiary of REL. As there are common promoters and common directors between REL and our Company, RCM is deemed to be our associate as per the Merchant Bankers Regulations. RCM has signed the due diligence certificate and accordingly has been disclosed as a Book Running Lead Manager. Further, in compliance with the provision to Regulation 21A(1) and explanation to Regulation 21A (1) of the Merchant Bankers Regulations, read with Regulation 110 and Schedule XX of the SEBI Regulations, RCM would be involved only in marketing of the Issue.*
CAN/ Confirmation of Allotment Note	Except in relation to the Anchor Investors, the note or advice or intimation of Allotment of the Equity Shares, sent to the each successful Bidder who have been or are to be Allotted Equity Shares after discovery of the Issue Price, including any revision thereof.
Cap Price	The higher end of the Price Band, in this case being ₹ [●], and any revisions thereof, above which the Issue Price will not be finalized and above which no Bids will be accepted.
Controlling Branches	Such branches of the SCSBs which co-ordinate Bids under this Issue by the ASBA Bidders with the Registrar to the Issue and the Stock Exchanges and a list of which is available at http://www.sebi.gov.in/pmb.scsb.pdf or at such other website as may be prescribed by SEBI from time to time.
Cut-Off Price	Any price within the Price Band determined by our Company in consultation with the Book Running Lead Managers, at which only the Retail Individual Bidders are entitled to Bid, for Equity Shares of an amount not exceeding ₹ 200,000.
Depository	A depository registered with the SEBI under the Depositories Act, 1996, in this case being NSDL and CDSL.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Depository Participant or DP	A depository participant registered with the SEBI under the Depositories Act.
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms and a list of which is available on http://www.sebi.gov.in/pmd/scsb.pdf or at such other website as may be prescribed by SEBI from time to time.
Designated Date	The date on which the Escrow Collection Banks transfer and the SCSBs issue, or by when have issued, instructions for transfer, of the funds from the Escrow Accounts and the ASBA Accounts, respectively, to the Public Issue Account after the Prospectus is filed with RoC, following which the Board of Directors shall allot equity shares to the Allotees.
Designated Stock Exchange or DSE	[●].
Draft Red Herring Prospectus or DRHP	This Draft Red Herring Prospectus dated February 15, 2011 filed with SEBI, prepared and issued by our Company in accordance with the SEBI Regulations.
Eligible NRI	An NRI from such a jurisdiction outside India where it is not unlawful to make an offer or invitation under this Issue and in relation to whom the Red Herring Prospectus constitutes an invitation to Bid on the basis of the terms thereof.
Equity Shares	The equity shares of our Company of face value of ₹ 10 each.
Escrow Account(s)	Accounts opened with Escrow Collection Bank(s) for this Issue to which cheques or drafts are issued by Bidders (excluding ASBA Bidders) in respect of the Bid Amount.
Escrow Agreement	An agreement to be entered among our Company, the Registrar to the Issue, the Escrow Collection Banks, the Book Running Lead Managers and the Syndicate Members for the collection of Bid Amounts and for remitting refunds, if any, to the Bidders (excluding the ASBA Bidders) on the terms and conditions thereof.
First Bidder	The Bidder whose name appears first in the Bid cum Application Form or Revision Form or the ASBA Form or ASBA Revision Form.
Floor Price	The lower end of the Price Band below which no Bids will be accepted, in this

Term	Description
	case being ₹ [●], and any revisions thereof which shall not be lesser than the face value of our Equity Shares.
IPO Grading Agency	[●], the credit rating agency appointed by our Company for grading this Issue.
Issue	This issue of up to 28,000,000 Equity Shares* for an amount aggregating ₹ [●] million. ——— **If the Pre-IPO Placement is completed, the Issue size offered to the public would be reduced to the extent of such Pre-IPO Placement, subject to a minimum Issue size of 25% of the post Issue paid-up capital being offered to the public.*
Issue Agreement	The agreement entered into on February 15, 2011 between our Company and the Book Running Lead Managers, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Price	The price at which Allotment will be made to successful bidders, which may be equal to or less than the Anchor Investor Issue Price, as determined by our Company in consultation with the Book Running Lead Managers.
Issue Proceeds	Gross proceeds to be raised by our Company through this Issue.
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
Mutual Fund Portion	[●] Equity Shares or 5% of the Net QIB Portion, available for allocation to Mutual Funds out of the Net QIB Portion.
Net Proceeds	Net proceeds of the Issue after deducting the Issue related expenses from the Issue Proceeds.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors.
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India.
Non-Institutional Bidders	All Bidders (including ASBA Bidders and Sub-Accounts which are foreign corporates or foreign individuals) that are not Qualified Institutional Buyers or Retail Individual Bidders and who have Bid for an amount more than ₹ 200,000.
Non-Institutional Portion	The portion of the Issue being not less than 15% of the Issue consisting of [●] Equity Shares, available for allocation to Non-Institutional Bidders.
Pre-IPO Placement	The private placement of up to 8,000,000 Equity Shares by our Company, for cash consideration aggregating upto ₹ 1,600 million, at its discretion prior to filing of the Red Herring Prospectus with the RoC.
Price Band	The price band between the Floor Price and Cap Price, including any revisions thereof.
Pricing Date	The date on which the Issue Price is finalised by our Company, in consultation with the Book Running Lead Managers.
Prospectus	The prospectus of our Company to be filed with the RoC for this Issue after the Pricing Date, in accordance with Sections 56, 60 and 60B of the Companies Act and the SEBI Regulations.
Public Issue Account	The bank account opened with the Bankers to the Issue by our Company under Section 73 of the Companies Act to receive money from the Escrow Account on the Designated Date and where the funds shall be transferred by the SCSBs from the ASBA Accounts.
QIBs/ Qualified Institutional Buyers	Public financial institutions as defined in Section 4A of the Companies Act, FIIs and Sub-Accounts registered with SEBI (other than Sub-Accounts which are foreign corporates or foreign individuals), VCFs, FVCIs, Mutual Funds, multilateral and bilateral financial institutions, scheduled commercial banks, state industrial development corporations, insurance companies registered with the IRDA, provident funds and pension funds with a minimum corpus of ₹ 250 million, the NIF, 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, eligible for Bidding.
QIB Bid Closing Date	In the event our Company in consultation with the Book Running Lead Managers decides to close Bidding by QIBs one day prior to the Bid Closing Date, the date one day prior to the Bid Closing Date; otherwise it shall be the same as the Bid Closing Date.
QIB Portion	The portion of the Issue being upto 50% of the Issue, that is, upto [●] Equity Shares available for allocation to QIBs (including the Anchor Investor Portion).

Term	Description
“Red Herring Prospectus” or “RHP”	The red herring prospectus to be issued by our Company in accordance with Sections 56, 60 and 60B of the Companies Act and the SEBI Regulations, which does not have complete particulars on the Issue Price and size of this Issue.
Refund Account(s)	The account opened by our Company with Banker(s) to the Issue, from which refunds of the whole or part of the Bid Amount (excluding the ASBA Bidders), if any, shall be made out of the subscription monies transferred from the Public Issue Account.
Refunds through electronic transfer of funds	Refunds through ECS, NEFT, direct credit or RTGS, or the ASBA process, as applicable.
Refund Banker(s)	The Banker(s) to the Issue, with whom the Refund Account(s) will be opened, in this case being [●].
Registrar/ Registrar to the Issue	Karvy Computershare Private Limited.
Retail Individual Bidders	Individual Bidders (including HUFs applying through their karta, and Eligible NRIs) who have Bid for an amount less than or equal to ₹ 200,000.
Retail Portion	The portion of the Issue being not less than 35% of the Issue, consisting of [●] Equity Shares, available for allocation to Retail Individual Bidders on a proportionate basis.
Revision Form	The form used by the Bidders other than ASBA Bidders to modify the quantity of Equity Shares or the Bid Price in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable.
Self Certified Syndicate Banks or SCSBs	The banks which are registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and offer services in relation to ASBA, including blocking of an ASBA Account in accordance with the SEBI Regulations and a list of which is available on http://www.sebi.gov.in/pmd/scsb.pdf or at such other website as may be prescribed by SEBI from time to time.
Stock Exchanges	The BSE and the NSE.
Syndicate Agreement	The agreement to be entered by our Company and members of the Syndicate, in relation to the collection of Bids (excluding Bids from the ASBA Bidders).
Syndicate Members	Intermediaries registered with the SEBI who are permitted to carry out activities as an underwriter, in this case being [●].
Syndicate	Collectively, the Book Running Lead Managers and the Syndicate Members.
Transaction Registration Slip/ TRS	The slip or document issued by any of the members of the Syndicate, or the SCSBs, as the case may be, to a Bidder upon demand as proof of registration of the Bid.
Underwriters	The Book Running Lead Managers and the Syndicate Members.
Underwriting Agreement	The agreement to be entered into between the Underwriters, our Company and the Registrar to the Issue on or immediately after the Pricing Date.
Working Days	All days on which banks in Mumbai are open for business except Sunday and any public holiday, provided however during the Bidding Period a working day means all days on which banks in Mumbai are open for business and shall not include a Saturday, Sunday or a public holiday.

Conventional/General Terms, Abbreviations and Reference to Other Business Entities

Abbreviation	Full Form
AED	Arab Emirates Dirham.
AGM	Annual General Meeting.
ANR	ANR Securities Limited.
APLAC	Asia Pacific Laboratory Accreditation Cooperation
ARLICL	AEGON Religare Life Insurance Company Limited.
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India.
Biomedical Waste Rules	The Indian Biomedical Waste (Management and Handling) Rules, 1998.
BRPL	Bindas Realtors Private Limited.
BSE	The Bombay Stock Exchange Limited.
BTAs	Business Transfer Agreements.
CDSL	Central Depository Services (India) Limited.
CENVAT	Central Value Added Tax.

Abbreviation	Full Form
CEO	Chief Executive Officer.
CFO	Chief Financial Officer.
CFR	Code of Federal Rules.
CIN	Corporate Indentity Number.
CLIMS	Centralized Laboratory Information Management System.
Companies Act	Companies Act, 1956, as amended.
Competition Act	Competition Act, 2002
CPA	Consumer Protection Act, 1986.
CPPL	Chetak Pharmaceuticals Private Limited.
CST	Central Sales Tax Act, 1956, as amended.
DDRC	Doctors Diagnostic Research Centre.
DDRC PDSPL	DDRC Piramal Diagnostic Services Private Limited.
Demat	Dematerialised.
DIN	Directors Identification Number.
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India.
DP ID	Depository Participant's Identity.
EBITDA	Earnings before Interest, Depreciation, Tax, Amortisation and extraordinary items.
ECB	External Commercial Borrowings.
ECS	Electronic Clearing System.
EGFR	Epidermal growth factor receptor.
EGM	Extraordinary General Meeting.
EPS	Earning Per Share.
ESIC	Employee's State Insurance Corporation.
FCNR Account	Foreign Currency Non-Resident Account.
FCRL	Fortis Clinical Research Limited.
FDI	Foreign Direct Investment, as laid down in the Consolidated FDI Policy effective from October 1, 2010.
FEMA	Foreign Exchange Management Act, 1999, together with rules and regulations framed thereunder.
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
FHHL	Fortis Healthcare Holdings Limited.
FHL	Fortis Healthcare Limited.
FHsL	Fortis HealthStaff Limited.
FII	Foreign Institutional Investors, as defined under the FII Regulations and registered with SEBI under applicable laws in India.
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995.
FIPB	Foreign Investment Promotion Board of the Government of India.
Fiscal/ Financial Year/FY	Period of twelve months ended March 31 of that particular year, unless otherwise stated.
FMHL	Fortis Malar Hospitals Limited.
FVCI	Foreign venture capital investor as defined in and registered under the FVCI Regulations.
FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended.
GBFL	Green Biofuels Farms Private Limited.
GBPL	Greenview Buildtech Private Limited.
GoI/Government of India/ Central Government	The Government of India.
HISPL	Hospitalia Information Systems Private Limited.
HIV	Human immunodeficiency virus.
HUF	Hindu Undivided Family.
IATA	International Air Transport Association.
ICAI	Institute of Chartered Accountants in India.
ICAO	International Civil Aviation Organization
ICMR	Indian Council of Medical Research.

Abbreviation	Full Form
IFRS	International Financial Reporting Standards.
Indian GAAP	Generally accepted accounting principles in India.
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
IPC	Indian Penal Code, 1860, as amended.
IPO	Initial Public Offer.
IRDA	Insurance Regulatory and Development Authority.
ISO	International Organization for Standardization.
IT Act	Income Tax Act, 1961, as amended.
IT Department	Income Tax Department, GoI.
IT Rules	The Income Tax Rules, 1962, as amended from time to time.
JV Agreement	Joint venture agreement dated April 17, 1995 between Specialty Laboratories Asia Limited and Ranbaxy Laboratories Limited, pursuant to which our Company was incorporated.
JVC	Joint venture company.
LFPL	Luxury Farms Private Limited.
Life Care Services	Life Care Services Private Limited.
Listing Agreement	Listing Agreement to be entered into by our Company with the Stock Exchanges.
Ltd.	Limited.
MACT	Motor Accidents Claim Tribunal.
MBPL	Meadows Buildtech Private Limited.
MCD	Municipal Corporation of Delhi.
MENA	MENA Healthcare Investment Company Limited.
MH	Malsh Healthcare.
MHPL	Malav Holdings Private Limited.
MRI	Magnetic resonance imaging.
N.A.	Not Applicable.
NABH	National Accreditation Board for Hospitals and Healthcare Providers.
NAV	Net Asset Value.
NI Act	Negotiable Instruments Act, 1881, as amended.
No.	Number.
NR(s) or Non Resident(s)	A person resident outside India, as defined under FEMA, including an Eligible NRI and an FII.
NRE Account	Non-Resident External Account.
NRI	A person resident outside India, as defined under FEMA and who is a citizen of India or a person of Indian origin, such term as defined under the Foreign Exchange Management (Deposit) Regulations, 2000.
NRO Account	Non-Resident Ordinary Account.
NSDL	National Securities Depository Limited.
NSE	National Stock Exchange of India Limited.
OCB(s)	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 was eligible to undertake transactions pursuant to the general permission granted to OCBs under FEMA.
OT	Oscar Traders.
p.a.	Per annum.
P.O.	Post Office.
P/E Ratio	Price/Earnings Ratio.
PAN	Permanent Account Number allotted under the IT Act.
PBT	Profit Before Tax.
PCR	Polymerase chain reaction.
PEL	Piramal Enterprises Limited.
PET	Positron emission tomography.
Ph. D.	Doctor of Philosophy.
PHL	Piramal Healthcare Limited.

Abbreviation	Full Form
Piramal Diagnostics/ PDSPL	Piramal Diagnostics Services Private Limited.
Piramal Joint Venture Company	DDRC Piramal Diagnostic Services Private Limited, Piramal Diagnostics' joint venture company with three promoters of DDRC.
PLR	Prime Lending Rate.
Pvt.	Private.
R&D	Research and Development.
RAIL	Religare Arts Initiative Limited.
RBI	Reserve Bank of India.
RBI Act	Reserve Bank of India Act, 1934, as amended from time to time.
RCM	Religare Capital Markets Limited.
RCNPL	R.C. Nursery Private Limited.
Re.	One Indian Rupee.
REL	Religare Enterprises Limited.
RFIL	Religare Finance Limited.
RFL	Religare Finvest Limited.
RHC Holding	RHC Holding Private Limited.
RHICL	Religare Health Insurance Company Limited.
RIBL	Religare Insurance Broking Limited.
RLL	Ranbaxy Laboratories Limited.
RMWML	Religare Macquarie Wealth Management Limited.
RRL	Religare Realty Limited.
Rs./Rupees / INR/ ₹	Indian Rupees.
RSL	Religare Securities Limited.
RTGS	Real Time Gross Settlement.
RTL	Religare Technova Limited, currently Dion Global Solutions Limited.
RVCL	Religare Venture Capital Limited.
RVL	Religare Voyages Limited.
RWL	Religare Wellness Limited.
SAP	Solutions applications and services
SAP/R3	A computer system designed to support complete business management tasks of a corporation, company or institution
SCRA	Securities Contracts (Regulation) Act, 1956, as amended.
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended.
SEBI	The Securities and Exchange Board of India established under the SEBI Act.
SEBI Act	The Securities and Exchange Board of India Act, 1992, as amended.
SEBI Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended.
SHPL	Shivi Holdings Private Limited.
SICA	Sick Industrial Companies (Special Provisions) Act, 1995, as amended from time to time.
SLA	Specialty Laboratories Asia Limited.
SMS	Short message service.
Sq. ft.	Square feet.
Sq. mt.	Square meter.
SRLFL	Super Religare Laboratories FZ-LLC.
SRLIL	Super Religare Laboratories International Limited.
SRLL	Shimal Research Laboratories Limited.
SRPL	Specialty-Ranbaxy Private Limited.
SRRLPL/ SRL Joint Venture Company	Super Religare Reference Laboratories (Nepal) Private Limited.
Sub-Account	Sub-accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995.
Takeover Code	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, as amended.
TAN	Tax deduction account number allotted the IT Act.
TDS	Tax Deduction at Source.
TIN	Taxpayers Identification Number.
TRS	Transaction Registration Slip.

Abbreviation	Full Form
U.S. GAAP	Generally accepted accounting principles in the United States of America.
U.S./ US/ U.S.A/United States	The United States of America, together with its territories and possessions.
UIN	Unique Identification Number issued in terms of SEBI (Central Database of Market Participants) Regulations, 2003, as amended from time to time.
UoI	Union of India.
US$	United States Dollars.
VCFs	Venture Capital Funds as defined and registered with SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996.
VCPL	Vistas Complexes Private Limited.
VRCAL	Vistaar Religare Capital Advisors Limited.
VRPL	Vistas Realtors Private Limited.

Industry/ Project Related Terms, Definitions and Abbreviations

Term	Description
ACTN3	Alpha-actinin-3, also known as alpha-actinin skeletal muscle isoform 3 or F-actin cross-linking protein.
CAP	College of American Pathologists.
CDCP	Centers of Disease Control and Prevention.
CT	Computed tomography.
DNA	Deoxyribonucleic acid.
DXA	Dual-energy X-ray Absorptiometry.
ECG	Electro Cardio Gram.
GCC	Gulf Corporation Council.
ILAC	International Laboratory Accreditation Cooperation.
NABL	National Accreditation Board for Testing and Calibration Laboratories, Department of Science and Technology, India.
NCCLS	National Commission for Clinical Laboratory Standards.
Net Sales Value	The value of the tests conducted at the laboratory with reference to our price list issued from time-to-time, such value being set out in an invoice issued by the franchisee.
NGSP	National Glycohemoglobin Standardization Program.
OPG	Orthopantomography.
X-ray	Diagnostic radiology.

The words and expressions used but not defined herein shall have the same meaning as is assigned to such terms under the Companies Act, the SCRA, the Depositories Act and the rules and regulations made thereunder or such other applicable laws as amended from time to time.

Notwithstanding the foregoing, terms in the sections titled "*Main Provisions of the Articles of Association*", "*Statement of Tax Benefits*" and "*Financial Statements*" on pages 388, 46 and F-1, respectively, have the meanings given to such terms in these respective sections.

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

Certain Conventions

All references in this Draft Red Herring Prospectus to "**India**" are to the Republic of India. All references in this Draft Red Herring Prospectus to the "**US**", "**USA**" or "**United States**" are to the United States of America.

Financial Data

Unless stated otherwise, the financial data in this Draft Red Herring Prospectus is extracted from (i) the restated consolidated financial statements of our Company, subsidiaries and joint ventures (the "**Group**") for the six months ended September 30, 2010 and Fiscal Years 2010 and 2009 and on the restated unconsolidated financial statements of our Company for Fiscal Years 2008, 2007 and 2006, prepared in accordance with the applicable provisions of the Companies Act and the SEBI Regulations and set out in the section titled "*Financial Information*" on page F-1. We had no interests in any subsidiary or entity with which we were required to consolidate our results of operations during those years. Our restated consolidated financial statements and restated unconsolidated financial statements are derived from our audited unconsolidated financial statements and the Group's audited consolidated financial statements prepared in accordance with Indian GAAP and the Companies Act, and have been restated in accordance with the SEBI Regulations. The restated consolidated financial statements of Piramal Diagnostics Services Private Limited ("**Piramal Diagnostics**") for the six months ended September 30, 2010 and Fiscal Years 2010, 2009, 2008 and 2007, have been prepared in accordance with the applicable provisions of the Companies Act and the SEBI Regulations and set out in the section titled "*Financial Information*" on page F-1. The restated consolidated financial statements of Piramal Diagnostics are derived from its audited consolidated financial statements prepared in accordance with Indian GAAP and the Companies Act, and have been restated in accordance with the SEBI Regulations. Our and Piramal Diagnostics' fiscal years commence on April 1 and end on March 31. In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All decimals have been rounded off to two decimal points.

We acquired 100% of the outstanding share capital of Piramal Diagnostics on August 20, 2010. Because we acquired Piramal Diagnostics after the last fiscal year under review, our restated financial statements included in this Draft Red Herring Prospectus do not reflect the financial information of Piramal Diagnostics, except for the period from August 20, 2010 to September 30, 2010. However, for the purposes of preparing our consolidated financial statements for Fiscal Year 2011 and subsequent periods, we intend to consolidate the financial information of Piramal Diagnostics and of its subsidiaries as of the date of its acquisition with the financial information of our Company. Our restated consolidated financial statements for future periods will not be comparable to our consolidated financial statements for past periods because of the significant effect of the acquisition of Piramal Diagnostics.

In addition, this Draft Red Herring Prospectus includes the unaudited pro forma condensed consolidated financial information of the Group reflecting the acquisition of Piramal Diagnostics for the year ended March 31, 2010, as if the acquisition took place on April 1, 2009, and the six months ended September 30, 2010, prepared in accordance with the SEBI Regulations, which are included in this Draft Red Herring Prospectus, and set out in the section titled "*Financial Information*" on page F-1.

We do not provide a reconciliation of our restated consolidated and unconsolidated financial statements to IAS/IFRS and we have not otherwise quantified or identified the impact of the differences between Indian GAAP and IAS/IFRS as applied to our restated consolidated and unconsolidated financial statements. As there are significant differences between Indian GAAP and IAS/IFRS, there may be substantial differences in our results of operations, cash flows and financial position if we were to prepare our financial statements in accordance with IAS/IFRS instead of Indian GAAP and we urge you to consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial statements in this Draft Red Herring Prospectus will provide meaningful information to a prospective investor in countries other than India depends entirely on such potential investor's level of familiarity with Indian accounting practices and SEBI Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

Industry and Market Data

Market and industry data used in this Draft Red Herring Prospectus has generally been obtained or derived from industry publications and sources. These publications typically state that the information contained therein has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Accordingly, no investment decisions should be made based on such information. Although we believe that industry data used in this Draft Red Herring Prospectus is reliable, it has not been verified. The extent to which industry and market data used in this Draft Red Herring Prospectus is meaningful depends on the readers' familiarity with and understanding of the methodologies used in compiling such data. Similarly, we believe that the internal company reports are reliable. However, they have not been verified by any independent sources.

Currency and Units of Presentation

All references to "Rupee" or "Rs." or "₹" are to Indian Rupees, the official currency of the Republic of India. All references to "USD" or "US$" are to United States Dollars, the official currency of the United States of America. In this Draft Red Herring Prospectus, our Company has presented certain numerical information in million units. One million represents 1,000,000.

Exchange Rates

The following table sets forth, for each period indicated, information concerning the number of Rupees for which each of the following currencies could be exchanged. The row titled 'average' in the table below is the average of the daily rate for each day in the period.

Fiscal Year	Period End (₹)	Period Average (₹)
US$		
2007	43.48	45.23
2008	40.12	40.26
2009	50.73	45.82
2010	44.92	47.42
April 1, 2010 to September 30, 2010	44.95	46.10
AED		
2007	11.84	12.32
2008	10.92	10.96
2009	13.81	12.47
2010	12.21	12.91
April 1, 2010 to September 30, 2010	12.24	12.55
NPRs		
2007	0.63	0.63
2008	0.62	0.62
2009	0.62	0.63
2010	0.63	0.63
April 1, 2010 to September 30, 2010	0.62	0.62

Source: Bloomberg

Unless otherwise stated, our Company has, in this Draft Red Herring Prospectus, used a conversion rate of ₹ 45.95 for one U.S. Dollar, ₹ 12.50 for one AED and ₹ 0.62 for one NPR being the conversion rate as on January 31, 2011. (*Source: Bloomberg*)

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "contemplate", "expect", "estimate", "future", "goal", "intend", "may", "objective", "plan", "project", "seek", "shall", "will", "will continue", "will pursue", "will likely result", "will seek to", or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those contemplated by the relevant statement.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to regulatory changes pertaining to the industries in India in which we have our businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposures to market risks, general economic and political conditions in India, which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in our industry. Important factors that could causes actual results to differ materially from our expectations include, but are not limited to the following:

- Our ability to respond to competitive pressures from existing players and new entrants;
- Our ability to establish or to maintain appropriate quality standards;
- Our ability to adapt to technological changes;
- Integration of acquisitions, including Piramal Diagnostics;
- Our ability to successfully implement our strategy, our growth and expansion and technological changes;
- Our exposure to significant liabilities on account of unfavorable judgments/decision in relation to legal proceedings involving our Company and/or our Subsidiaries, Group Companies, Directors and our Promoters;
- Our ability to obtain approvals/consents/renewals required in the ordinary course of our business;
- Changes in laws, regulations and policy that apply to the Indian or global diagnostics industry, including with respect to intellectual property or environmental regulations;
- Contingent liabilities that may materialize;
- General economic and political conditions in India and in the world have an impact on our business activities or investments;
- The monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices;
- Our exposure to market risks;
- The performance of the financial markets in India and globally; and
- Other factors relating to the diagnostics industry in which we operate.

For a further discussion of factors that could cause our actual results to differ from our expectations, see the sections titled "*Risk Factors*" and "*Management's Discussion and Analysis of financial Condition and Results of Operations of our Company*" on pages xiii and 192, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither our Company, our Directors, any member of the Syndicate 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, the Book Running Lead Managers and our Company will ensure that investors in India are informed of material developments until such time as the listing and trading permission is granted by the Stock Exchanges.

SECTION II – RISK FACTORS

An investment in our Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares.

If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations and financial condition could suffer, the trading price of our Equity Shares could decline, and all or part of your investment may be lost. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not, in any manner, indicate a ranking of risk factors or the importance of one risk factor over another.

This Draft Red Herring Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus.

In this section, unless the context otherwise requires, reference to "SRL" refers to Super Religare Laboratories Limited, and reference to the "Company" or to "we", "us" and "our" refers to Super Religare Laboratories Limited and its Subsidiaries and joint ventures on a consolidated basis. Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from (i) the restated consolidated financial statements of our Company (except that for Fiscal Years 2008, 2007 and 2006, the discussion solely relates to our Company on an unconsolidated basis because we had no interests in any subsidiary or entity with which to consolidate our results of operations); and (ii) the restated consolidated financial statements of Piramal Diagnostics.

INTERNAL RISKS

Risks Relating to our Company

1. Currently one criminal case is pending against us under sections 406, 420, 425 and 500 of the Indian Penal Code, 1860.

A criminal case is pending against us before the Additional Chief Judicial Magistrate, Agra. Dr Anil Bansal filed a complaint against us and others under sections 406, 420, 425 and 500 of the Indian Penal Code, 1860, alleging that we returned samples couriered by CMCC, our authorized collecting centre, in January, 2002, without testing the samples or assigning any reason for such failure. Dr Bansal further alleged that he attempted to send other samples via a courier agency; however, we allegedly instructed this courier agency not to collect the samples from the complainant. We filed a petition dated April 17, 2006 before the Allahabad High Court, to quash the order of the Additional Chief Judicial Magistrate dated May 12, 2003. The Allahabad High Court, through its order dated April 20, 2006 directed that the proceedings in the Additional Chief Judicial Magistrate, Agra be stayed. Decisions in such proceedings adverse to our interests may have a material adverse effect on our business, financial conditions, results of operations and cash flows. For further details, refer to the section titled "*Outstanding Litigation and Material Developments*" on page 230.

2. Certain of our Promoters and Group Companies have not fully complied with the applicable provisions of the Takeover Code and the listing agreement of the stock exchanges.Further, one of our Group Companies has filed an application for seeking consent under the applicable SEBI regulations for a delay in compliance with certain provisions of the Takeover Code.

Oscar Investments Limited ("**OIL**"), one of our promoters, and Dion Global Solutions Limited ("**DGSL**") (then known as Fortis Financial Services Limited), one of our Group Companies, have in the past not been compliant with certain periodic disclosure requirements of the listing agreement entered into with the stock exchanges ("**Listing Agreement**"). OIL did not submit timely disclosures in relation to the requirements of clauses 35, 47, 49 and 51 of the Listing Agreement for the period September 2006. However, appropriate information was submitted to the stock exchanges by OIL on October 31, 2006. Furthermore, DGSL has, in the past, not been compliant with the disclosure requirement under Clause 47(d) of the Listing Agreement. However, DGSL has been compliant with such requirement since September, 2006.

In addition, OIL had not submitted timely disclosures required as per Regulations 6(2) and 6(4) of the Takeover Code as on February 20, 1997 and under Regulation 8(3) of the Takeover Code for the years 1998-2002 and 2006. However, the requisite disclosures under Regulations 6(2) and 6(4) of the Takeover Code have been submitted to the BSE through letter(s) dated October 19, 2006. Furthermore, the requisite disclosures under Regulation 8(3) for the years 1998-2002 and 2006 have been submitted to the BSE through a letter dated October 31, 2006.

OIL received a notice dated April 2, 2004 from the BSE in relation to non-compliance with Clause 51 of the Listing Agreement by OIL. Subsequently, pursuant to a notice dated December 23, 2004, the BSE suspended trading in the securities of OIL with effect from December 21, 2004, until the completion by OIL of all the formalities for revocation of the suspension. The BSE revoked the suspension of the trading of the securities of OIL by its order dated November 16, 2006, effective from November 22, 2006.

Furthermore, one of our Group Companies, Fortis Healthcare Holding Limited, has filed an application (together with an affidavit dated February 2, 2011) seeking consent under the applicable SEBI regulations for a delay in compliance with certain provisions of the Takeover Code. For further details, see the section titled "*Outstanding Litigation and Material Developments*" on page 230.

3. We operate in a competitive business environment, both globally and domestically. Existing and new competitors could have a material adverse impact on our net income, profitability and cash flows.

The diagnostics services industry is highly competitive with low barriers to entry. We compete with hospital-based laboratories, physician-office laboratories and independent clinical laboratories such as ours. Pricing of laboratory testing services is often one of the most significant factors used by our customers in selecting a laboratory. As a result of the diagnostics industry receiving substantial investment, larger clinical laboratory providers are able to increase cost efficiencies afforded by large-scale automated testing. This results in greater price competition. We may be unable to increase cost efficiencies sufficiently, if at all, and as a result, our income and cash flows could be negatively impacted by such price competition. Further, we also face increased competition from small-scale and local players that may have an established local presence, as well as international competitors that may establish their operations in India. We will also have to compete with any new entrants in the market, including healthcare providers, pathology and radiology laboratories, as well as facilities that offer preventive care services that are located in the regions in which we operate or will operate in the future. We cannot assure you that we will be able to compete successfully with such entities in the future.

Hospitals generally maintain on-site laboratories to perform testing on their patients (inpatient and outpatient). In addition, many hospitals compete with commercial clinical laboratories for outreach (non-hospital patients) testing. Most hospitals have admitting privileges or other relationships with community physicians and encourage such physicians to send their outreach testing to the hospitals laboratory. In addition, hospitals that have physician practices generally require these physicians to refer tests to the hospitals laboratory. As a result of this affiliation between hospitals and community physicians, we compete against hospital-affiliated laboratories primarily based on pricing, quality and range of service. Our failure to provide a broad test menu or service superior to hospital-affiliated laboratories and other laboratories at a competitive price could have a material adverse effect on our business.

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. An increase in the number of comparable diagnostic laboratory facilities may exert pricing pressures on some or all of our services. In addition, we may face changes in fee schedules, competitive bidding for laboratory services or other actions or pressures reducing payment schedules as a result of increased or additional competition. If we are forced to reduce the price of our services or are unable to attract patients, physicians and other healthcare professionals to our laboratories, our business, results of operations and cash flows may be adversely affected.

In addition, even in situations where one of our laboratories is the dominant provider of healthcare services in a particular locality, patients may still favor other laboratories. If we fail to compete effectively, our business, financial condition, our results of operations and cash flows could be materially and adversely affected.

4. Failure to establish or maintain appropriate quality standards could adversely affect our results of operations and adversely impact our reputation.

The provision of clinical testing services involves certain inherent risks. The services that we provide are intended to provide information to healthcare providers when providing patient care. Therefore, users of our services and products may have a greater sensitivity to errors than the users of services or products that are intended for other purposes. Physicians and hospitals generally rely on our test results for making the correct diagnosis and consequently prescribing any future course of action and any delays or inaccuracies in results provided by us may result in the wrong course of action being undertaken and cause the patient undue stress and potential harm.

Negligence in performing our services can lead to injury or other adverse events. We may be sued under physician liability or other laws for acts or omissions by our physicians, pathologists, radiologists, laboratory personnel and other employees. Any such lawsuits could result in significant costs as well as negative publicity that could reduce demand for our services.

In addition our quality certifications are critical to the marketing success of our services. If our testing components fail to meet these standards or fail to adapt to evolving standards, our goodwill will be harmed, our competitive advantage could be adversely affected, and we could lose customers and market share.

We have received accreditations from inter alia the College of American Pathologists ("**CAP**") and the National Accreditation Board of India ("**NABL-India**"), two of which have expired recently. These accreditations prescribe best practices that we must adopt and implement to maintain such accreditations. Each of CAP and NABL-India, in particular, conduct periodic audits of our laboratories to assess our compliance with their prescribed standards. If one or more of our laboratories fail to comply with the prescribed practices of these organizations, we could lose one or more of our accreditations, which may adversely affect our reputation, our ability to attract customers and results of operation.

5. We depend on third-party manufacturers for our testing equipment and reagents and the discontinuation or recall of existing testing equipment and/or reagents could adversely affect our business, financial condition, results of operations and cash flows.

We source our testing equipment and reagents from third party suppliers under lease agreements and reagent supply agreements. Under both the lease and reagent supply agreements, the supplier generally has the discretion to terminate the agreement with a month's written notice in the event of a breach of any term or condition of such agreement, including but not limited to default in payment of the rent/lease fee. Any such termination and consequent removal of the installed equipment can adversely affect our operations.

In addition, manufacturers may discontinue or recall reagents, test kits, instruments or equipment which could adversely affect our test results and credibility, costs, testing volume and income. Furthermore, the reagent supply agreements are exclusive in nature and we are bound to purchase all our reagents, test kits, consumables and disposables for a certain minimum value of purchase from the suppliers with whom we have contracted or their authorized agents.

6. ***Failure to develop new or improved testing technologies or acquire new diagnostic imaging equipment could adversely affect our business, financial condition, results of operations and cash flows.***

The diagnostics industry is subject to changing technology, as well as the introduction of new products. Our success in maintaining a leadership position in advanced testing technologies will depend, in part, on our ability to develop new and improved testing technologies and products on favorable terms.

In addition, many companies currently manufacture diagnostic imaging equipment. Competition among manufacturers for a greater share of the diagnostic imaging equipment market may result in technological advances in the speed and imaging capacity of new equipment. This may accelerate the obsolescence of our equipment, and we may not have the financial ability to acquire new or improved equipment and may not be able to maintain a competitive equipment base. We may consequently be unable to deliver our diagnostics services in as efficient and effective a manner that our customers may expect.

7. ***Our Company has incurred losses in the recent past and in case we incur losses in the future, it will have an adverse impact on our business prospects.***

We have in the past, and may in the future, experience losses. For example, we incurred losses of ₹ 336.06 million and ₹ 36.48 million in Fiscal Years 2010 and 2009, respectively. Our newly opened or managed laboratories generally have a two year gestation period, incurring losses during the initial years of operation, unless and until there is a significant increase in test volumes. We cannot assure you that we will attain profitability in the future. In the event we incur further losses in the future, it will have an adverse impact on our business prospects. For further details, see the sections titled "*Financial Statements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations of our Company*" on pages F-1 and 192, respectively.

8. ***Technological advancement resulting in testing equipment which may be simpler to use may lead to our customers performing their own tests, which could adversely affect our business, financial condition, results of operations and cash flows.***

Advances in technology may lead to the development of more cost-effective technologies such as point-of-care testing equipment that can be operated by physicians or other healthcare providers in their offices or by patients themselves without requiring the services of free-standing clinical laboratories. Development of such technology and its use by our customers could reduce the demand for our laboratory testing services and negatively affect our income. Further, manufacturers of laboratory equipment and test kits could seek to increase their sales by marketing point-of-care laboratory equipment to physicians and by selling test kits approved for home use to both physicians and patients. Increased testing by physicians in their offices and home use by patients could affect the market for our laboratory testing services and negatively affect our income.

9. ***Our Auditors, for the respective financial years, have qualified their report with respect to certain matters in the financial statements.***

Our Auditors have qualified their report on audited financial statements that did not require adjustments in the restated unconsolidated financial statements presented herein. The qualifications relate primarily to:

1) the instructions for the physical verification of our inventory were not adequately document (from our audit report for Fiscal Year 2010);
2) a slight delay in payments from time-to-time in payments, in a few cases, relating to the payment of statutory dues including provident fund, investor education and protection fund, employees' state insurance, income tax, wealth tax, service tax and customes duty. (from our audit reports for Fiscal Years 2010, 2009, 2008, 2007 and 2006);
3) we borrowed ₹ 469.48 million on a short-term basis to purchase fixed assets with a useful life of five years, and consequently the term over which we were obliged to repay the loan was significantly shorter than the expected revenue generating life of the asset we purchased with those funds (from our audit report for Fiscal Year 2010);
4) cash losses (from our audit report for Fiscal Year 2010);
5) accumulated losses at the end of financial year being more than fifty per cent of its net worth (from our audit report for Fiscal Year 2006); and
6) a term loan was not applied for the purpose for which it was obtained (from audit report for Fiscal Year 2006).

For further details, see "*Financial Statements - Annexure IV: Notes to the restated unconsolidated summary statements of assets and liabilities, profits and losses and cash flows for the six months ended September 30, 2010 and years ended March 31, 2010, 2009, 2008, 2007 and 2006*" on page F-12.

10. Our efforts to develop and improve commercially viable medical diagnostic tests may not succeed.

Our research and development division intends to commit substantial efforts and other resources to identify new business areas, expanding our existing test menu and developing new tests and assays. There is no assurance that our efforts to develop these tests will be commercially successful.

Even if we successfully innovate and develop new tests or enhancements or new generations of our existing tests, they may be quickly rendered obsolete by newer tests and changing customer preferences or industry standards. Innovations may not be accepted quickly in the marketplace because of, among other things, entrenched patterns of clinical practice, lack of understanding among physicians and health care providers or uncertainty over third party reimbursement. We cannot ascertain when or whether any of our diagnostic tests under development will be launched, whether we will be able to develop, license or otherwise acquire tests, or whether any diagnostic tests will be commercially successful. Failure to launch successful new tests or new indications for existing tests may cause our tests to become obsolete. While the new tests and processes implemented by us seek to address these challenges, in light of the pace of developments in the diagnostics industry, we cannot assure you that these risks will not materialize.

11. The acquisition of Piramal Diagnostics and integrating our operations may be difficult and, if unsuccessfully executed, may have a material adverse impact on our business.

On August 20, 2010, we acquired Piramal Diagnostics. The process of integrating the operations of Piramal Diagnostics with our existing operations will be difficult and will require the dedication of significant management resources. The acquisition involves the integration of a separate company that previously operated independently and has different systems, processes and cultures. The process of combining Piramal Diagnostics with our operations may be disruptive to both of our businesses and may cause an interruption of, or a loss of momentum in, such businesses as a result of the following difficulties, among others:

- loss of key customers or employees;
- inconsistencies in standards, controls, procedures and policies among Piramal Diagnostics and our existing operations make it more difficult to implement and harmonize company-wide financial, accounting, billing, information and other systems;
- failure to maintain the quality of services that we have historically provided;
- diversion of management's attention from our day-to-day business as a result of the need to deal with the foregoing disruptions and difficulties; and
- the added cost***s*** of dealing with such disruptions.

In addition, managing operations at various locations may be a difficult function as the Directors may not be able to devote their time and attention to all the units simultaneously. Failure to manage the integration of business will affect our operations and performance, which may negatively impact our results. Further, we cannot assure you that we will be able to retain key technical and management personnel or that we will realize the anticipated benefits of the acquisition, either at all or in a timely manner. For details of our acquisition of Piramal Diagnostics, refer to the section titled "*History and Corporate Matters - Business acquisitions and divestments – Acquisition of PDSPL*" on page 96.

We also plan to selectively enhance our business from time-to-time through business development activities, such as strategic acquisitions, investments and other contractual arrangements. However, these plans are subject to the availability of appropriate opportunities and competition from other companies seeking similar opportunities. The success of any such effort may be affected by the above-mentioned factors, including our ability to properly assess and value the potential business opportunity, and to integrate it into our business. The success of any joint venture or similar agreements depends not only on our contributions and capabilities, but also on the resources, efforts and skills contributed by our business associates. Further, disputes may arise with business associates, due to conflicting priorities or conflicts of interests.

12. Various challenges currently faced by the healthcare industry may also adversely affect our operations.

We are affected by the challenges currently facing the healthcare industry. We believe that the key ongoing industry-wide challenges are providing quality patient care in a competitive environment and managing costs. Healthcare costs have risen significantly over the past decade. There have been and may continue to be proposals by legislators and regulators to keep these costs down in the countries in which we operate. Certain proposals by the Government of India, if passed, could impose, among other things, limitations on the prices we will be able to charge for our products.

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

- technological and process improvements that increase the cost of providing, or reduce the demand for, healthcare;
- general economic and business conditions, internationally, nationally or regionally;
- demographic changes;
- changes in the distribution process or other factors that increase the cost of supplies;
- the business environment of local communities;
- the number of uninsured and underinsured patients;
- the availability of health insurance;
- seasonal cycles of illness;
- climate and weather conditions; and
- physician recruitment, retention and attrition.

Any failure by us to effectively adapt to such changes could have a material adverse effect on our business, results of operations and cash flows.

13. Our Company, certain of our Subsidiaries, Group Companies, Directors and our Promoter are involved in certain legal and other proceedings.

Our Company, certain of our Subsidiaries, Group Companies, Directors and our Promoter are currently involved in a number of legal proceedings in India. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. If any new developments arise, for example, a change in Indian law or rulings against us by the appellate courts or tribunals, we may face losses and we may have to make provisions in our financial statements, which could increase our expenses and our liabilities. Decisions in such proceedings adverse to our interests may have a material adverse effect on our business, financial condition, results of operations and cash flows.

The table below summarizes our outstanding litigation* as of December 31, 2010:

Category	**Company**		**Promoter and Directors**	
	No. of Proceedings	**Amount (₹ million) **#**	**No. of Proceedings**	**Amount (₹ million) **#**
Criminal Complaints/ Proceedings	1	-	1	0.80
Criminal Notices/Complaints	-	-	4	4.75
Civil Proceedings	6	0.46	3	2.04
Labour Proceedings	2	-	1	-
Labour notices	-	-	2	0.10
Tax Proceedings	2	231.10	2	0.80
Consumer Dispute Proceedings	25	22.07	7	4.00
Miscellaneous Notices	29	9.69	3	0.20
Company law matters	-	-	2	-
TOTAL	**65**	**263.32**	**25**	**12.69**

**There are certain proceedings where our Company, our Directors, our Promoter, or our Promoter Group entities are joint defendants. Such proceedings are represented separately against each entity/individual in the table above.*
***This amount does not include interest and/or costs claimed.*
#*Only the ascertainable amounts claimed have been included.*

For further details of these legal proceedings, refer to the section titled "*Outstanding Litigation and Material Developments*" on page 230.

14. Certain of our Subsidiaries have incurred losses in recent financial years.

The following subsidiaries have incurred losses in recent financial years, as set forth in the table below:

Name of the Subsidiary	**Fiscal 2010**	**Fiscal 2009**	**Fiscal 2008**
Piramal Diagnostics Services Private Limited. (₹ *Millions*)	(17.71)	(59.96)	(28.52)
Super Religare Laboratories International Limited (AED million)	(0.01)	(0.02)	-

We can give you no assurance that our Subsidiaries will not continue to incur losses in future, that their net worth will be positive in the future or that any of the foregoing will not materially affect our business, future financial performance, results of operations and cash flows.

15. There are a large number of investor grievances pending against one of our group companies.

From April 2008, there were 1,120 investor grievances involving claims aggregating to ₹ 208.95 million (approximate) currently pending against Religare Securities Limited, one of our Group Companies. These grievances include allegations of unauthorised trading, sale without information, delay in receiving confirmation, non-deposit of a cheque issued by a client, pay-outs in shares of Nissan Copper Limited and the unauthorized use of passwords. In addition, Religare Securities Limited has received certain investor grievances via e-mail wherein the amount is not ascertainable. For further details, refer to the section titled "*Outstanding Litigation and Material Developments*" on page 230.

16. SEBI has in the past issued orders prohibiting Religare Securities Limited, our Group Company, from trading in certain securities including on behalf of certain promoters, directors, and clients specified by SEBI. In addition, the BSE and the NSE have issued various letters and show cause notices and levied penalties against Religare Securities Limited.

SEBI has in the past issued orders prohibiting Religare Securities Limited ("RSL") from trading in the scrips of certain companies such as IFSL Limited, Mega Corporation Limited, Karuna Cables Limited, Millenium Cybertech Limited, including on behalf of certain promoters, directors and clients specified by SEBI. The BSE, the NSE and the NSCCL have also issued various letters/ show cause notices against RSL. Since April 2004, an aggregate penalty/ fine of approximately ₹ 5.40 million has been imposed upon RSL in these matters and some of these have been challenged by us.

For more information regarding regulatory proceedings involving RSL and Group Companies, refer to the section titled "*Outstanding Litigation and Material Developments*" on page 230.

17. Our business is based on the trust and confidence of our customers; any damage to that trust and confidence may materially and adversely affect our business, financial condition, results of operations and cash flows.

We are dedicated to earning and maintaining the trust and confidence of our customers; and we believe that the good reputation created thereby is essential to our business. We leverage on and benefit from REL's established track record and use the "*Religare*" brand name to attract more customers. Therefore, we depend on Religare and the "*Religare*" brand name. Under the License User Agreement dated September 1, 2010 entered into between us and RHC Holding Private Limited (the "**Licensor**"), we have been granted a non-exclusive license and right to use the trademarks of the Licensor in relation to, or in connection with, our business. As such, any damage to our reputation, or that of the "*Religare*" brand name, could substantially impair our ability to maintain or grow our business. In addition, the "*Religare*" brand is also licensed to other group companies. Any action on the part of any of the Religare group companies that negatively impact the "*Religare*" brand could lead to brand dilution and have a material and adverse affect on our business, financial condition, results of operations and cash flows. Additionally, under the Trade Mark License Agreement dated August 16, 2010 entered into between Piramal Enterprises Limited and Piramal Diagnostics, we are allowed to use the "*Piramal Diagnostics*" brand name only for a year from the date of closing and this may confuse existing customers and lead to a loss of customers once the "*Piramal Diagnostics*" brand name is phased out.

18. Failure to maintain the security of customer-related information could damage our reputation with existing and future customers, cause us to incur substantial additional costs or to become subject to legal proceedings.

Owing to the nature of the diagnostics business, we receive certain personal information about our customers and depend upon the secure transmission of such information over public networks. A compromise in our security systems that results in customers' personal information being obtained by unauthorized persons could adversely affect our reputation with our customers and others, as well as our business, financial condition, results of operations and cash flows. It could also result in legal proceedings against us or the imposition of penalties.

19. Right of buy-back under various business transfer agreements, if exercised, could have a material and adverse effect on our business, financial condition and results of operation.

Piramal Diagnostics has acquired the businesses of certain medical practitioners pursuant to the execution of various business transfer agreements ("**BTAs**"). Additionally, Piramal Diagnostics has engaged such medical practitioners as consultants by executing engagement agreements with them. Under the terms of certain BTAs the medical practitioners ("**Consultants with Buyback Rights**") have a right to buyback their business after a certain initial period for the consideration stated in the BTAs. Further, they may exercise the right to buy back if their services are terminated before the end of their tenure in the event they indulge in activities adversely affecting the interests of Piramal Diagnostics. These buyback rights may be exercised any time over the term prescribed in the BTA from the date of their respective BTAs. In the event that the Consultants with Buyback Rights successfully exercise their buy-back rights this could have a material and adverse effect on the business, financial condition and results of operation of our Company. While we have an indemnity from Piramal Healthcare, Piramal Diagnostics former parent company, for any loss occurring out of the exercise of a buyback right by a consultant (for example, as a result of our acquisition of Pirmal Diagnostics), this indemnity is available only up to August 19, 2012 while the buyback rights are valid beyond this date. In addition, we can give no assurance that we will be able to successfully make a claim under this indemnity.

20. We have made and may in the future make additional capital commitments to subsidiaries, joint ventures and associates, affecting our liquidity and capital resources.

We have made and continue to make significant capital investments, loans, advances and other commitments to support certain of our subsidiaries, joint ventures and associates. For example in October 2008, we increased inter-corporate deposits to finance the acquisition of our Dubai operations, which were sold in January 2011. For further details on the divestment of our Dubai operations, refer to the section titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations of our Company*" on page 192. We may make additional capital expenditures in the future, which may be financed through additional equity or debt, including through the debt of subsidiaries and joint ventures. If the business and operations of these subsidiaries and joint ventures do not perform as expected, we may not derive the anticipated benefits or our investments may be required to be restructured, written down or written off. For further details on our capital expenditure, refer to the section titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations of our Company*" on page 192.

21. There has been a shortfall in the performance vis-a-vis the objects stated in some of the previous issues of Fortis Healthcare Limited.

There has been a shortfall in the performance vis-a-vis the objects stated in the initial public offer of Fortis Healthcare Limited ("**Fortis**"), one of our Group Companies, in April 2007. The objects of the initial public offer were to refinance funds borrowed for the acquisition of Escorts Heart Institute and Research Center Limited, construct and develop a hospital to be located at Shalimar Bagh, New Delhi, and to repay certain short term loans availed by Fortis. There was however a delay in obtaining regulatory approval for the construction and development of the planned hospital to be located at Shalimar Bagh, New Delhi, by Fortis. Consequently, the construction of the hospital scheduled to be completed by Fiscal Year 2009 was only completed during the second quarter of Fiscal Year 2011. For further details, refer to the section titled "*Other Regulatory and Statutory Disclosures*" on page 335.

22. A failure to obtain and retain new customers, a loss of existing customers, alliances or material contracts, or a reduction in tests ordered or specimens submitted by existing customers, could impact our ability to successfully grow our business.

Because our customers seek to reduce their costs, it is important that we acquire new customers and retain our existing customers. In addition, a reduction in tests ordered or specimens submitted by existing customers, without offsetting growth in our customer base or prices, could impact our ability to successfully grow the business and could have a material adverse impact on our results of operations. We compete primarily on the basis of the quality of testing, IT infrastructure, reputation in the medical community, the pricing of services and ability to employ qualified personnel. Our failure to successfully compete on any of these factors could result in the loss of customers and a reduction in our ability to expand our customer base.

In addition, we rely on entering into agreements with hospitals to expand our business through appropriate collaborative agreements. Our ability to continue to obtain benefits from our existing agreements and expand the number of agreements with hospitals, could impact our ability to successfully grow our business.

23. We may be unable to successfully implement our growth strategy to increase our physical presence.

As part of our future growth strategy, we are seeking to increase the penetration of our existing test services in the Indian market and internationally. We intend to do this by expanding our overall customer base, with an emphasis on strategic physical and geographic growth. For further details, refer to the section titled "*Our Business – Strategy – Increase our market penetration*" on page 66. The success of these expansion plans, to the extent they proceed, will depend on various factors, including among others, our ability to receive financing on reasonable terms, obtaining or renewing required regulatory approvals and licenses, demand for our services and general economic conditions. Historically, a significant portion of the financing for our expansion has come from companies owned by or affiliated with our Promoters. There can be no assurance that such financing options, or others, will be available on acceptable terms, or at all. We cannot assure you that we will be able to execute our plans and, to the extent they proceed, that we will be able to complete within our budget or desired timelines or achieve an adequate return on our investment.

24. Our income is dependent on "walk-in" patient income and general health awareness, which could decline due to a variety of factors.

One of our key sources of income is derived from walk-in customers. Accordingly, our growth in this income source is dependent on brand recognition, wider acceptance in the communities in which we operate, and our ability to compete effectively with other hospitals and clinics. Growth in patient income may also be impaired by the absence of a developed health insurance sector, lack of appropriate government programs and the small proportion of people in India with health insurance. In addition, patient income at our Wellness Centers is partly dependent on referrals from its existing clients. Our inability to increase growth in walk-in clients may adversely affect our business, financial condition, results of operations and cash flows.

25. Our international operations are subject to a variety of risks that could adversely affect those operations and thus affect our profitability and operating results.

Our operations in countries outside India are accompanied by certain financial and other risks. We see opportunities to grow our international operations through the management of third-party laboratories, joint venture arrangements and collection centers. We will also seek to expand our operations internationally in order to draw on the outsourcing opportunities. Our international operations are, and will continue to be, subject to a number of risks and potential costs, including:

- changes in foreign regulatory requirements;
- local preferences and service requirements;
- fluctuations in foreign currency exchange rates;
- political and economic instability;
- inability to effectively enforce contractual or legal rights and adverse tax consequences; and
- logistics costs and availability.

In addition, entering new markets poses risks and potential costs such as failure to attract a sufficient number of tests or customers, or to anticipate competitive conditions that are different from those in our existing markets, and significant marketing and promotion costs, among others. We also face risks with our international operations in geographic areas in which we do not possess the same level of familiarity with local health habits and health profiles, customer expectations, local laws and regulations and competitive environment which could affect our business, financial condition and results of operation.

For example, in October 2008 we established operations and a laboratory in Dubai. However, these operations generated losses until January 2011, in part because we did not succeed in obtaining an expected government contract; in January 2011 we sold our Dubai operations to a related party and entered into a services agreement to continue operating the laboratory on their behalf. We cannot assure, however, that such an arrangement will be more successful than our original business plan or that any future international expansion will not experience similar losses.

Further, there is no assurance that future political and economic conditions in countries outside India in which we are operating or will operate in the future will be stable and will not result in their governments adopting different policies with respect to foreign development and the ownership of companies involved in the diagnostics business. Furthermore, any changes in policy may result in changes in laws affecting ownership of assets, taxation, rates of exchange, environmental protection, labor relations, repatriation of income and return of capital, which may affect our ability to generate profits for our shareholders.

26. We may become subject to professional malpractice liability, which could be costly and negatively impact our business.

As we expand our international operations, our physicians may from time to time be subject to malpractice claims. For example, the service agreements we entered into with Fortis Healthcare Limited require us to give an indemnity to the hospital in respect of any losses caused on account of our negligence or relating to services we provided.

Although we do not believe our operations or activities constitute the practice of medicine, nevertheless, claims, suits or complaints relating to services provided by our laboratories may be asserted against us in the future. In addition, we may be subject to professional liability claims, including, without limitation, for improper use or malfunction of our diagnostic imaging equipment or for accidental contamination or injury from exposure to radiation. We may not be able to maintain adequate liability insurance to protect us against those claims at acceptable costs or at all.

Any claim made against us that is not fully covered by insurance could be costly to defend, result in a substantial damage award against us and divert the attention of our management from our operations which could have a material and adverse effect on our financial condition, our results of operations and cash flows. In addition successful claims against us may adversely affect our business and/or reputation.

27. Our success depends, in large part, upon our Directors and senior management team and the loss of key members or a failure to attract skilled personnel or retain such persons may adversely affect our business.

Our sustained growth depends on our ability to attract, train, motivate and retain qualified and experienced laboratory professionals, including physicians, pathologists, radiologists and scientists. Our inability to attract and retain such skilled personnel could result in a decrease in the quality of our services and could have a material adverse effect on our results of operations. Further, our success is significantly dependent on the efforts, expertise and continued performance of our Directors and our senior management team. These Directors provide expertise which enables us to make well-informed decisions in relation to our business and future prospects. However, these

Directors, or other members of senior management and key personnel may leave us and/or join a competitor. One of our Key Management Personnel, Mr. Kiran Vaidya is not a permanent employee of our Company and is on deputation from our Group Company, Religare Enterprises Limited. In addition, Dr Jankharia and Dr Phadke are Key Management Personnel of our Company but are employed by our subsidiary, Piramal Diagnostics. We generally do not maintain key-man life insurance on our employees. The loss of their services or failure to recruit suitable or comparable replacements in a timely manner could have a material adverse effect on our business, financial condition, results of operations and cash flows.

28. Some of our Promoters are involved in other business and are also Directors of our Company which may lead to conflicts of interest which could have a material adverse effect on our business.

Our Promoters, including our non-Executive Chairman, are involved in various other businesses which are independent of our Company and our Subsidiaries. We are not privy to any more information in relation to these independent business interests than the general public and we have not independently carried out any due diligence exercise in relation to these interests. To the extent that there is negative publicity or events regarding any Promoter in their personal capacity, or on any of the independent activities and/or businesses conducted by them, we can give no assurance that such negative publicity or events will not have a material adverse effect on our business, prospects or on the market price of our Equity Shares.

In addition, Mr. Malvinder Mohan Singh and Mr. Shivinder Mohan Singh who are Promoters of our Company also hold positions as Directors of our Company. Apart from this, none of our Promoters, Directors or Key Management Personnel has any interest in our Company except to the extent of remuneration and other benefits provided to them by our Company and to the extent our Equity Shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as directors, members, partners or trustees and to the extent of the benefits arising out of such shareholding, if any, in our Company. For further details in relation to the interests of our Promoters, Directors and Key Management Personnel, see the sections titled "*Our Promoters and Group Companies*" and "*Our Management*" on pages 128 and 109, respectively.

29. We rely extensively on our information technology systems and the telecommunications network in India and globally, and any failure in these could harm our relationship with customers, expose us to lawsuits or administrative sanctions or otherwise adversely affect our provision of service to customers and our internal operations.

As part of our business strategy, we use our information systems and the internet to deliver services to our customers, including laboratory testing results, billing, customer service, logistics and management of medical data. In addition, our radiology laboratories have remote review and reporting capabilities, as they are fully-connected through special image transfer software and are therefore equipped to provide tele-radiology. We depend extensively on the capacity and reliability of the electronic systems supporting our operations. To date we have not experienced widespread disruptions of service to customers, but there can be no assurance that we will not encounter disruptions in the future for a variety of reasons including, but not limited to an increase in use which strains our systems' capacity. If we experience system interruptions, errors or downtime (which could result from a variety of causes, including changes in client use patterns, technological failure, changes to systems, linkages with third-party systems and power failures) or we are unable to acquire necessary technology, our business, prospects, financial condition, results of operations and cash flows could be materially and adversely affected. Our hardware and software is also subject to damage or incapacitation by human error, natural disasters, power loss, sabotage, computer viruses and similar events or the loss of support services from third parties such as internet backbone providers.

30. Failure or delay in the delivery of test specimens to our laboratories could compromise the integrity of test specimens which could adversely affect our business, financial condition, results of operations and cash flows.

We depend on the smooth transportation of specimens from different domestic and global sources to our laboratories, the logistics of which is subject to various uncertainties and risks. A key challenge in the operation of a laboratory network is the maintenance of sample integrity and turnaround time when tests are conducted by laboratories far away from the sample collection point or otherwise difficult to reach from the collection point. The timely pick-up, transportation and delivery of specimens depend on numerous factors beyond our control, including weather conditions. Disruptions of transportation services because of weather related problems, strikes, lock-outs, terrorism, inadequacies in the road infrastructure and port facilities, or other events could impair our ability to receive materials and other inputs and supply products to our customers. In addition, as we rely on third party courier services, we may sometimes experience loss of samples, delays and inefficiencies that are not within our control. Further, samples may be lost, damaged or contaminated due to mishandling while in transit which may compromise the integrity thereof. In the event samples are lost or contaminated, we may incur additional costs because we will have to re-administer these tests. If we are unable to deliver test specimens in a timely manner, their integrity may be compromised, which could adversely affect our reputation and result in a loss of customers and income which could adversely affect our business, financial condition, results of operations and cash flows.

31. Because we have high fixed costs, lower test volumes could adversely affect our business.

The principal components of our expenses, excluding depreciation, consist of compensation paid to technologists, salaries, real estate lease expenses and equipment maintenance costs. Because a majority of these expenses are fixed, a relatively small change in our income could have a disproportionate effect on our operating and financial results. Thus, decreased income as a result of lower test volumes could result in lower margins, which could materially and adversely affect our business.

32. Our business depends on the performance of external agencies. Any non-performance by these agencies may adversely affect our business operations and profitability

Our business depends on the performance of external agencies, such as franchisees and referral arrangements, who are responsible for sourcing the samples for providing diagnostic services. Our referral arrangements and agreements for operation of the hospital laboratories are non-exclusive in nature and such referral arrangements may be outsourced to any of our competitors. Also, we can give no assurance that the performance of such external agencies will meet the required specifications or performance parameters.

Our franchisees are contractually obligated to operate their laboratories in accordance with the standards set forth in our agreements with them. However, franchisees are independent third parties that we do not control, and the franchisees operate and oversee the daily operations of their laboratories. As a result, the ultimate success and quality of any franchise laboratory rests with the franchisee. In addition, the revenue sharing arrangements with our franchises is based on unaudited numbers provided by the franchisee.

If the performance of these external agencies is inadequate with respect to quality of performance, we may be required to replace these external agencies which could adversely affect our reputation as well as our business, financial condition and results of operation.

33. Our Promoters and Promoter Group will continue to retain majority control in our Company after the Issue, which will enable them to influence the outcome of matters submitted to shareholders for approval.

After the completion of this Issue, our Promoters will directly control 48.19% of our outstanding Equity Shares. As a result, our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting, and our other shareholders will be unable to affect the outcome of such voting. Our Promoters may take or block actions with respect to our business, which may conflict with our interests or the interests of our minority shareholders, such as decisions relating to any sale of all or substantially all of our assets, the timing and distribution of dividends and the election or termination of appointment of our officers and Directors, actions which delay, defer or cause a change of our control or a change in our capital structure, merger, consolidation, takeover or other business combination involving us, or which discourage or encourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of us.

We cannot assure you that our Promoters and members of our Promoter Group will act in our interest, or in the interests of minority shareholders, while exercising their rights in such entities.

34. A portion of the Net Proceeds are intended to be utilized towards making payments to one of our Promoters and a Promoter Group entity

We have allotted 7,500,000 non-cumulative redeemable preference shares with a face value of ₹ 10 each ("**NCRPSs**") to one of our Promoters, Oscar Investments Limited ("**OIL**"). Out of the said 7,500,000 NCRPSs, 2,000,000 NCRPSs allotted to OIL were redeemed pursuant to a resolution of our Board dated February 4, 2011. We intend to utilise an amount of ₹ 1,100 million out of the Net Proceeds towards redemption of the balance of 5,500,000 NCRPSs allotted to OIL in Fiscal 2012. Further, we intend to utilise an amount of ₹ 690.70 million from the Net Proceeds to repay the principal amount outstanding of a debt availed by our Company from Religare Finvest Limited, a member of our Promoter Group and Group Companies. For further details in this regard, see the sections titled "*Objects of the Issue*" and "*Financial Indebtedness*" on pages 36 and 216, respectively.

35. Currently we are involved in two tax-related legal proceedings which, if determined against us, could have a material adverse effect on our business, financial condition, results of operations and cash flows and the price of our Equity Shares.

We are involved in two tax-related proceedings which are pending before different authorities in India. One of these proceedings is an appeal filed by us before the Commissioner of Income Tax (Appeals) XII, New Delhi, and the other is a service tax proceeding initiated by the Department of Revenue, Central Board of Excise and Customs against our Company. The total amount claimed by the tax authorities aggregates to approximately ₹ 24.42 million. For further details, refer to the section titled "*Outstanding Litigation and Material Developments*" on page 230.

If any of our current or future cases are not resolved in our favour, we may be required to make substantial payments or we may need to make provisions in our financial statements, which could have a material adverse effect on our business, financial condition, results of operations and cash flows and the price of our Equity Shares.

36. The diagnostics industry in India is not regulated and any change in regulations could have a material adverse effect on our business.

The diagnostics industry in India is not regulated. In the event applicable laws and regulations are proposed, adopted or implemented by any relevant governmental authority in India, we may be required to make changes in our operations, including our pricing and/or billing practices. We may be required to procure permits, licences or other regulatory approvals to operate our business. If we fail to comply with applicable laws and regulations, or if we fail to maintain, renew or obtain necessary permits, licences and approvals, we could suffer civil and criminal penalties, fines and the loss of various licences, certificates and authorizations necessary to operate our business, as well as incur additional liabilities from third party claims. If any of the foregoing were to occur, our reputation could be damaged and important business relationships with third parties could be adversely affected, which could have a material adverse effect on our business.

37. Health, safety and environmental matters, including compliance with environmental laws and remediation of contamination, could result in increased capital requirements and operating costs.

Our business is subject to numerous laws, regulations and contractual commitments relating to health, safety and the environment in the countries in which we operate and our operations generate large amounts of pollutants and waste, some of which are hazardous. These laws, regulations and contractual commitments concern medical waste material handling and disposal, worker health and safety, and the investigation and remediation of contamination or other environmental restoration. The risk of substantial costs and liabilities related to these laws and regulations is an inherent part of our business, and future conditions and contamination may develop, arise or be discovered that create substantial environmental compliance, remediation or restoration liabilities and costs.

The Indian Biomedical Waste (Management and Handling) Rules, 1998 (the "**Biomedical Waste Rules**") are applicable to all persons who generate, collect, store, transport, treat dispose of or handle biomedical waste. This includes hospitals, nursing homes, clinics, dispensaries, veterinary institutions, animal houses, pathological laboratories and blood banks. Improper disposal of biomedical waste can result in injuries to health care personnel and waste handlers, as well as an increased risk of infection to medical, nursing and other hospital staff, an increase in risks associated with hazardous chemicals and drugs and the development of resistant strains of microorganisms, among other things. In addition, the Biomedical Waste Rules prescribe different categories of waste and various treatment and disposal options. For example, human anatomical waste (being human tissue, organs and body parts) may only be disposed of by means of incineration or deep burial, while solid waste (being waste that is contaminated with blood and bloody fluids, including cotton, dressings, soiled plasters and linen) must be disposed of by means of autoclaving or incineration.

In addition, some of our imaging procedures emit radiation, which generate medical and other regulated wastes. For example, patients are injected with a radioactive substance before undergoing a PET scan. Storage, use and disposal of these materials and waste products present the risk of accidental environmental contamination and physical injury.

Although we believe that our operations are substantially in compliance with currently applicable environmental, health and safety regulations, violations of such laws or regulations can lead to fines and penalties. In addition, the risk of substantial costs and liabilities, including for the investigation and remediation of past or present contamination or other environmental restoration, at laboratories or other facilities currently or formerly owned or operated by us or our franchisees, or where wastes have been disposed, are inherent in our operations, and there can be no assurance that substantial costs and liabilities will not be incurred in the future. Other developments, such as increased requirements of environmental, health and safety laws and regulations, increasingly strict enforcement thereof by governmental authorities, and claims for damages to property or injury to persons resulting from the environmental, health or safety impacts of our operations or past contamination, could prevent or restrict some of our operations, require the expenditure of significant funds to bring us into compliance, involve the imposition of clean-up requirements and give rise to civil or criminal liability. In addition, stricter laws and regulations, or a stricter interpretation of existing laws and regulations may impose new liabilities or require additional investment in environmental protection equipment, either of which could adversely affect our business, financial condition, results of operations and cash flows.

We could incur significant costs and the diversion of our management's attention in order to comply with current or future environmental and health and safety laws and regulations. Further, we cannot completely eliminate the risk of accidental contamination or injury from these hazardous materials. Although we believe that we maintain professional liability insurance coverage consistent with industry practice in the event of an accident, we could be held liable for any resulting damages, and any liability could exceed the limits of or fall outside the coverage of our professional liability insurance.

38. ***We have yet to receive consents/renewals of certain statutory approvals required in the ordinary course of our business, and if we are unable to obtain these approvals, our business could be adversely affected.***

We have applied for various grants of permission under, inter alia, the Air (Prevention and Control of Pollution) Act, 1981, Water (Prevention and Control of Pollution) Act, 1974 and the Bio Medical Waste Rules, 1998 from various authorities, the details of which are set forth in the table below:

Approvals sought by our Company

a. Approvals pertaining to laboratories

S. No.	Approval sought	Authority to whom application is addressed	Date of application
Reference Laboratories			
Kolkata (Salt Lake)			
1.	Application for renewal of license under the West Bengal Clinical Establishments (Amendment) Act, 1998 for OPD (DENTAL)	The CMOH, Barasat, North 24, Paraganas	September 28, 2010
Owned Laboratories			
Pitampura, New Delhi			
1.	Application for renewal of authorization for operating a facility for generation and disposal of bio medical waste	Delhi Pollution Control Board	November 22, 2010
Preet Vihar, New Delhi			
1.	Application for renewal of authorization for operating a facility for generation and disposal of bio medical waste	Delhi Pollution Control Board	February 8, 2011
Franchisee laboratories			
M/s. Biomed Diagnostic Center, Silchar			
1.	License to trade	Chairman, Silchar Municipal Board	October 28, 2010
M/s. Padma Diagnostic Centre, Imphal (Manipur)			
1.	Application for registration of the clinic as an imaging center with ultra sound facilities	State Appropriate Authority, PC & PNDT Act, Imphal, Manipur	June 25, 2010
2.	Application for a shop and trade license	Executive Officer, Imphal Municipality, Imphal	October 13, 2010
M/s. Pulse Diagnostic, Guwahati			
1.	Application for renewal of consent to operate under the Water Act, 1974	Pollution Control Board, Assam	March 8, 2010
M/s. Alpha Diagnostic & Wellness Centre, Aizwal (Mizoram)			
2.	Application for renewal of authorization for reception, treatment, transport, storage and disposal of bio medical waste	Mizoram Pollution Control Board, Aizwal	October 27, 2010
3.	Application for consent to establish an industry under the Water Act and the Air Act	Mizoram State Pollution Control Board	October 27, 2010
M/s. Nagpur Laboratories Service, Nagpur			
1.	Application for registration as a commercial establishment	Shops Organization, Nagpur	May 3, 2010

Jimi Health Care Center, Surat			
1.	Application for authorization for collection, disposal, generation, storage and treatment of bio medical waste	Gujarat Pollution Control Board	August 26, 2010
M/s. Navbharat Diagnostics Limited, Siliguri			
1.	Application for renewal of license under the West Bengal Clinical Establishment (Amendment) Act, 1998	Chief Medical Officer of Health, Darjeeling	December 12, 2010
Fortis hospital based laboratories			
Karol Bagh			
1.	Authorisation of generation, collection, reception, storage, transportation under Bio-Medical Waste (Management & Handling Rules) 1998 for its Fortis lab in Karol Bagh	Delhi Pollution Control Committee	August 13, 2010
Vasant Kunj, Rajan Dhall			
1.	Renewal of Nursing Home Registration	CMO-Nursing Home, Directorate of Health Services, Government of NCT of Delhi	February 24, 2010
Other hospital based laboratories			
Jeevan Rekha Hospital, Kashipur			
1.	Authorisation of generation, collection, reception, storage, transportation under Bio-Medical Waste (Management & Handling Rules) 1998 (BMW ID: 60038)	Uttarakhand Environment Protection & Pollution Control Board, Dehradun	January 8, 2011

b. *Approvals pertaining to Insurance*

S. No.	Approval sought	Authority to whom application is addressed	Date of application
1.	Application for corporate agency with Aegon Religare Life Insurance Company Limited for soliciting and procuring life insurance business	Insurance Regulatory and Development Authority	November 23, 2010

Approvals sought by our Subsidiary, Piramal Diagnostics

S. No.	Approval sought	Authority to whom application is addressed	Date of application
Franchisee Laboratories			
Piramal Diagnostics, Secunderabad			
1.	Application for approval for the layout of medical diagnostic installation from radiation safety view point	Atomic Energy Research Board, Mumbai	April 13, 2010

There can be no assurance that the relevant authorities will issue such permits or approvals to us or our franchisees or that it will be issued in time. Further, these permits, licenses and approvals are subject to several conditions and we cannot assure you that we shall be able to continuously meet the conditions and this may lead to cancellation, revocation or suspension of relevant permits/licenses/approvals. Failure on our part to renew, maintain or obtain the required permits, licenses or approvals may result in the interruption of our operations and may have a material impact on our business. For further details, refer to the section titled "*Government and Other Approvals*" on page 305.

39. Our insurance cover may be inadequate to fully protect us from all losses.

We are exposed to liability risks that are inherent to the diagnostics industry. Further, our operations are subject to the risk of loss due to fire as materials used in our laboratories are typically flammable. We are also subject to the risk of other natural calamities or general disruptions affecting our facilities. We maintain insurance coverage of the type and in the amounts that we believe are commensurate with our operations, and other general liability insurances, as well as professional liability insurance. A successful assertion of one or more large claims against us for events for which we are not insured or that exceeds our available insurance coverage or results in changes in our insurance policies, including premium increases or the imposition of a larger deductible or co-insurance requirement, could adversely affect our business, financial condition, results of operations and cash flows.

40. Compliance with, and changes in labor laws and regulations could materially and adversely affect our business, financial condition, results of operations and cash flows.

Our work force as at December 31, 2010, comprises 3,613 full-time employees. For further details, refer to the section titled "*Our Business – Employees*" on page 82.

We are subject to various labor laws and regulations governing our relationships with our employees and contractors, including in relation to minimum wages, equal remuneration, maternity benefits, working hours, overtime, working conditions, hiring and terminating the contracts of employees and contractors, contract labor and work permits.

We cannot assure you that we will be in compliance with current and future health and safety and labor laws and regulations at all times, and any potential liability arising from any failure to comply therewith (such as a change of law which requires us to treat (and extend benefits to) our contractors as full-time employees), could materially and adversely affect our business, financial condition, results of operations and cash flows.

In addition, our employees are not members of any recognized labor union. We can give you no assurance that they will not, in the future, join a labor union. In the event of a labor dispute, protracted negotiations and/or work stoppages may impair our ability to carry on our day-to-day operations which would materially and adversely affect our, business, financial condition, results of operations and cash flows.

41. Some of our laboratory operations are undertaken jointly with third parties, whose interests may differ from ours and such arrangements entail certain risks.

At present some of our laboratory operations are undertaken by way of joint ventures. For further details, refer to the section titled "*History and Corporate Structure – Shareholders Agreements*" on page 103. In addition, we plan to undertake laboratory operations with or through joint ventures with third parties in the future.

We currently hold a 50.00% interest in Super Religare Reference Laboratories (Nepal) Pvt. Ltd., our joint venture partnership company with Life Care Services Private Limited, an industrial and trading house in Nepal. In addition, Piramal Diagnostics currently indirectly holds a 50.00% interest in the pathology business of the Doctors Diagnostic Research Centre. For more details on our joint venture agreements, refer to the section titled " *Our Business - Joint Venture Agreements*".

Our joint venture partners may have business interests or goals that are inconsistent with our business interests or goals. Such investments also have the potential risk of impasses on certain key decisions. Any disputes that may arise between us and our joint venture partners may cause delay in completion, suspension or complete abandonment of the particular laboratory. In addition, we may in certain circumstances be liable for the actions of our joint venture partners. Further, the success of these joint ventures depends, to a certain extent, on the satisfactory performance by the joint venture partners and the fulfillment of their obligations.

In some cases, under the terms of the joint venture agreements, we and our joint venture partners are required to provide additional funding for such entities. We cannot assure you that the capital contributions will be made as provided for in terms of the joint venture agreements, or at all.

While we believe that such restrictions are market standard, they may inhibit our growth potential, limit our flexibility to make decisions relating to the corresponding laboratory, cause delays and may materially and adversely affect our results of operations.

42. Our tests and business processes may infringe on the intellectual property rights of others, which could cause us to engage in costly litigation, pay substantial damages or prohibit us from selling certain of our tests.

Other companies or individuals, including our competitors, may obtain patents or other property rights that would prevent, limit or interfere with our ability to develop, perform or sell our tests or operate our business. As a result, we may be involved in intellectual property litigation and we may be found to infringe on the proprietary rights of others, which could force us to do one or more of the following:

- cease developing, performing or selling products or services that incorporate the challenged intellectual property;
- obtain and pay for licenses from the holder of the infringed intellectual property right;
- redesign or reengineer our tests;
- change our business processes; or
- pay substantial damages, court costs and legal fees, including potentially increased damages for any infringement held to be willful.

Infringement and other intellectual property claims, regardless of their merit, can be expensive and time-consuming to litigate. In addition, any requirement to reengineer our tests or change our business processes could substantially increase our costs, force us to interrupt product sales or delay new test releases. However, infringement claims could arise in the future as patents could be issued on tests or processes that we may be performing, particularly in such emerging areas as gene based testing and other specialty testing.

43. We are subject to interest rate fluctuations.

We expect to partially fund our business and future growth through debt. Our existing bank debt carry interest rates linked to the bank's prime lending rate, fixed at the time of borrowing. Our future borrowings, if and when we seek to incur additional indebtedness or refinance existing debt, may also carry such interest rates, and consequently, the interest cost to us for such loans will be subject to fluctuations in interest rates. Consequently, interest rate fluctuations could have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.

44. Restrictive covenants have been imposed on our Promoters and other equity shareholders of our Company pursuant to certain joint venture, medical services and loan agreements.

Pursuant to the joint venture agreement dated July 6, 2006, entered into between NPIL Laboratories & Diagnostics Private Limited (now known as PDSPL) and DDRC Wellspring Pathlabs Private Laboratories, Mr. Joy Joseph, Ms. Elsy Joseph and Dr. Ajith Joy ("**DDRC Group**") to convert DDRC Wellspring Pathlabs Private Laboratories into a joint venture company ("**JVC**"), our Promoters are not permitted to transfer their shareholding in the joint venture to a third party until the termination of the joint venture. Similarly, pursuant to the joint venture agreement dated April 23, 2009 entered into between our Company and Life Care Services Private Limited (the "**Life Care JV**") to form a joint venture company in the name of Super Religare Reference Laboratories (Nepal) Private Limited ("**SRRLPL**"), neither party can transfer any of its shares to a third party without the prior written consent of the other until August 6, 2013. In addition, neither party nor its affiliates shall transfer its shares to a competitor of SRRLPL without the other party's prior written consent. Furthermore, the promoters of our Company and Life Care Services Private Limited shall not transfer their shareholding in SRRLPL as on April 23, 2009 to any third party for the of Life Care JV.

Pursuant to the sanction letter dated August 20, 2010 by which Kotak Mahindra Bank Limited has granted PDSPL a loan amounting to ₹ 1,500 million, RHC Holding Private Limited and Oscar Investment Limited, and their associates, shall continue to hold at least 51% equity share capital of our Company during the continuance of the loan agreement and our Company shall continue to hold at least 51% equity share capital of PDSPL. Furthermore, if the shareholding of Shivinder Mohan Singh and Malvinder Mohan Singh, two of our Promoters, collectively through their holdings in our Company falls below 51%, certain of our Company's outstanding loans would immediately become due and payable. Moreover, both our Company and PDSPL shall not without the prior permission of the lender in writing effect any change in their capital structure or management.

For further details, see the sections titled "*History and Corporate Structure*" and "*Financial Indebtedness*" on pages 90 and 216, respectively.

45. We have entered into certain related party transactions and there is no assurance that we may not continue to do so in future.

We have entered into transactions with several related parties. The transactions we have entered into and any future transactions with our related parties have involved or could potentially involve conflicts of interest and may impose certain liabilities on our Company. For more information regarding our related party transactions, refer to "*Related Party Transactions*" on page 190.

Furthermore, we generate a significant portion of our business from our related parties, in particular Fortis Healthcare Limited ("**Fortis**"), which is owned by our Promoters. For the six months ended September 30, 2010, income from related parties amounted to ₹ 160.07 million representing 12.48% of our income for that period. In particular, most of the income we generate from our arrangements with hospitals comes from hospitals owned by Fortis. If Fortis should experience financial or other difficulties and be unwilling or unable to continue to use or pay for our services, or if we should fail to manage our relationship with Fortis effectively, the income we generate from Fortis could be adversely affected. Furthermore, if our Promoters should dispose of their interest in Fortis, there can be no assurances that we will be able to continue our relationship with Fortis. If the commercial relationship between us and Fortis is terminated or adversely impacted for any reason, or if Fortis should materially reduce its business with us, our business, results of operations, cash flows financial condition and prospects would be materially adversely affected. Similarly, if we are unable to maintain our relationship with other related parties, either because they are disposed of by our Promoters or for other reasons, our business, results of operations, cash flows financial condition and prospects could be materially adversely affected.

46. Any increase in or realization of our contingent liabilities could adversely affect our financial condition.

As of September 30, 2010, we had contingent liabilities mostly relating to legal or tax disputes. If at any time we are compelled to realize all or a material proportion of these contingent liabilities, it would have a material and adverse affect on our business, financial condition, results of operations and cash flows. For details of our contingent liabilities, see Note 15 to our restated consolidated financial statements.

47. Our Promoters have provided certain corporate guarantees.

In connection with our acquisition of Piramal Diagnostics in August 2010, Malav Holdings Private Limited and Shivi Holdings Private Limited (the "**Guarantors**") have entered into separate deeds of guarantee dated August 20, 2010 ("**Guarantees**") with Piramal Healthcare Limited ("**PHL**") whereby the Guarantors have agreed to unconditionally and irrevocably guarantee our payment obligations in relation to the non-convertible debentures ("**NCDs**") under the PDSPL Agreement equivalent to a maximum amount of ₹ 825 million each, together with a coupon amount calculated at 10% p.a. thereon (the "**Guarantee Amount**") in favour of PHL. The guarantee shall be valid from the date of execution of the guarantee deed until all our payment obligations in relation to the NCDs have been fully discharged. In consideration of the Guarantee Amount, the Guarantors will not be entitled to set-off claim or counter-claim against:

- their liabilities towards us or any amount that might be due from PHL to us; and
- any liabilities/moneys payable on our part to PHL in respect of the NCDs under the Agreement.

However, the Guarantors will be entitled to set-off any undisputed amounts outstanding and due from PHL to us against the amount payable to PHL under the Guarantee. Our indebtedness to the Guarantors is subordinated to our indebtedness or liability to PHL in respect of the NCDs under the PDSPL Agreement. Any default in the payment obligations on the NCDs may result in the guarantee being invoked.

48. Any negative cash flows in the future would adversely affect our ability to operate our business and implement expansion plans.

We have in the past, and may in the future, experience negative cash flows. For example, our net cash used in operating activities, on a consolidated basis, after working capital adjustments, in Fiscal Years 2009 and 2010 was ₹ 283.53 million and ₹ 152.45 million, respectively. Negative cash flows over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our construction and growth plans. As a result, our cash flows, business, financial condition, results of operations and cash flows could be materially and adversely affected. For further details, see the sections titled "*Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations of our Company*" on pages F-1 and 192, respectively.

49. We do not own our Registered Office and Corporate Office from which we operate.

We do not own the premises on which our Registered Office and Corporate Office is situated. The premises are owned by Rapid Buildwell Limited and have been leased to our Company pursuant to a lease agreement dated June 25, 2010 for a period of five years until April 30, 2015 which is renewable for further periods of 36 months and 24 months, respectively. While there is a lock-in period of four years, we cannot assure you that we will own, or have the right to occupy, these premises in the future, or that we will be able to continue with the uninterrupted use of these properties, which may impair our operations and adversely affect our financial condition. For further details, refer to the section titled "*Our Business – Property*" on page 83.

50. Our lenders have significant rights to determine how we conduct our businesses and this could adversely affect our ability to conduct our business and operations.

We have entered into various financing arrangements that grant our lenders certain rights to determine how we operate our relevant businesses. Under these financing arrangements, we have agreed to restrictive covenants that require, among other things that the shareholding of two of our Promoters, collectively through their holdings in our Company, not fall below 51%. In addition, we cannot pledge, mortgage, hypothecate, sell, assign, dispose of or attempt to part with possession or alienate or transfer its assets, nor can we cease to carry on the main course of business we currently carry on, constituting more than 50% of its income and profits. Consent from these lenders is required for certain corporate and business actions, changes in shareholding of the principal shareholders, directors and Promoters of the Company and management decisions. Our financing arrangements also limit our ability to readjust or reschedule debt, create liens or other encumbrances or charges on our property, acquire other businesses, sell or otherwise dispose off assets, make certain payments and investments and merge or consolidate with other entities in certain circumstances.

If we fail to meet the financial covenants required under the financing documents or are otherwise deemed to be in default of any of our obligations under the financing documents, our lenders could declare us in default under the terms of our borrowings, accelerate the maturity of our obligations, enforce the security interest, take possession of our assets or substitute themselves or their nominees under any document in relation to our assets. There can be no assurance that, in the event of any such acceleration, we will have sufficient resources to repay these borrowings. Failure to meet our obligations under the debt financing arrangements could have an adverse effect on our cash flows, business and results of operation.

51. All our laboratories and other business premises are leased and the lease agreements for certain of these premises have not been registered as required under Indian law.

All our laboratories and other business premises are leased. The titles to such leased properties have not been independently verified and therefore our right to enjoy such leased property is always subject to the ownership title of a third party. Further, though most of the lease agreements provide for an option to renew, this option to renew is on mutually agreed terms.

Certain of our lease agreements are not registered with the local or state authorities, and could be terminated without much difficulty by the relevant property owner or manager since a non-registered lease agreement may not be enforceable in court. If any of the property owners or managers do not renew the agreements under which we occupy the premises or will only renew such agreements on terms and conditions that may be unfavorable to us, or if the property owners or managers were to terminate the lease, we may not be able to procure a property similar to the one where we currently operate and may suffer a disruption in our operations or have to pay increased rental rates which could have a material adverse effect on our business, financial condition, results of operations and cash flows. For further details, refer to the section titled "*Our Business – Property*" on page 83.

52. Working capital requirements may have an adverse effect on our results of operations.

Our business requires a significant amount of working capital to finance the purchase of raw materials and reagents. In particular, our franchisees typically purchase test kits from us on credit and they pay us once they have received payment from their customers. In Fiscal Year 2010 (on a consolidated basis), our average debtor days were 49 days. If we are unable to recover amounts from our franchisees, our results of operations could be adversely affected. These factors have resulted, or may result, in increases in the amount of receivables and short-term borrowings. There can be no assurance that we will be successful in arranging adequate working capital for our operations and any failure in doing so may adversely affect our business, financial condition, results of operations and cash flows.

53. Certain of our Group Companies have incurred losses in recent financial years.

The following Group Companies have incurred losses in recent financial years, as set forth in the table below:

₹ *In millions*

Name of the Group Company/Promoter Group entity	Fiscal 2010	Fiscal 2009	Fiscal 2008
Abhineet Pesticides Private Limited	(1.17)	(1.78)	(0.07)
Aegon Religare Life Insurance Company Limited	38.22	40.81	(27.87)
ANR Securities Limited	(1.09)	(0.46)	(0.01)
Chetak Pharmaceuticals Limited	--	0.06	(0.03)
Fern Healthcare Private Ltd.	37.94	(539.86)	(0.72)

Name of the Group Company/Promoter Group entity	Fiscal 2010	Fiscal 2009	Fiscal 2008
Fortis Emergency Services Limited	(25.90)	N.A	N.A
Fortis Healthcare Holdings Limited	3.12	(115.70)	(150.61)
Fortis Healthcare Limited	301.47	(71.50)	26.18
Fortis HealthStaff Limited	(0.34)	(2.08)	(83.08)
Fortis Hospital Management Limited	(59.14)	(1.29)	N.A.
Fortis Malar Hospitals Limited	35.00	(17.57)	0.93
Green Biofuels Private Limited	(1.05)	(0.01)	(0.01)
Greenview Buildtech Private Limited	(0.03)	(0.02)	(0.01)
Hiranandani Healthcare Pvt. Ltd.	(202.92)	(130.57)	(42.11)
Hospitalia Eastern Pvt. Ltd.	(14.17)	(0.89)	(0.12)
Hospitalia Information Systems Private Limited	(0.00)	(0.12)	(0.00)
Luxury Farms Private Limited	(1.19)	2.70	(0.39)
Malav Holdings Private Limited	(4.76)	848.19	(150.33)
Malsh Healthcare	(0.00)	0.44	0.02
Modland Wears Private Ltd.	20.42	(67.47)	(1.20)
Oscar Traders	(0.01)	370.76	NA
R.C. Nursery Private Limited	(1.29)	(0.40)	(0.30)
Religare Arts Initiative Limited	(21.70)	(61.01)	(11.00)
Religare Enterprises Limited	555.16	(159.60)	234.48
Religare Health Insurance Company Limited	5.21	11.24	(3.47)
Religare Infotech Pvt. Ltd.	(1.01)	N.A	N.A
Religare Insurance Broking Limited	(328.48)	(448.01)	(60.21)
Religare Macquarie Wealth Management Limited	(202.17)	(325.67)	(39.76)
Religare Realty Limited	0.07	(15.60)	6.15
Religare Securities Limited	741.49	(189.15)	767.23
Religare Technologies Limited	(16.64)	N.A.	N.A.
Dion Global Solutions Limited	--	(80.84)	(55.37)
Religare United Soccer Limited	(0.01)	(0.06)	N.A.
Religare Venture Capital Limited	(53.64)	(6.86)	(0.18)
Religare Voyages Limited	(8.07)	(26.37)	(3.71)
Religare Wellness Limited	(294.15)	(209.51)	(174.63)
RHC Holding Private Limited	2,196.99	30,313.71	(223.68)
Shivi Holdings Private Limited	(1.85)	(58.76)	(71.01)
Vistaar Religare Capital Advisors Limited	(5.64)	(20.09)	N.A.
Vistas Realtors Private Limited	(0.02)	(0.01)	(0.01)

Further, certain of our Group Companies and our Subsidiary, Piramal Diagnostics, have negative net worths. For further details, refer to the sections titled "*Our Group Companies*" and "*History and Corporate Structure*" on pages 138 and 90, respectively.

54. Certain unsecured loans taken by our Group Companies may be recalled by their respective lenders at any time, which could lead to termination or default under such loans.

Certain unsecured loans taken by some of our Group Companies may be recalled by their respective lenders at any time. Any failure to service our indebtedness, comply with a requirement to obtain a consent or otherwise perform our obligations under our financing agreements could lead to a termination of one or more of our credit facilities, trigger cross default provisions, penalties and acceleration of amounts due under such facilities, which may adversely affect our business, financial condition, results of operations and cash flows.

55. Certain agreements may be inadequately stamped or may not have been registered as a result of which our operations may be impaired.

Certain of our agreements, including, but not limited to, the BTAs and lease agreements of our properties may not be adequately stamped or registered under Indian law. In the event of any such irregularity, we may not be able to enforce our rights under such agreements, businesses or properties in the event of a dispute with a third party unless we pay the applicable duty as well as a penalty of up to ten times the amount of the stamp duty.

56. We have, during the preceding one year from the date of filing of this Draft Red Herring Prospectus, issued Equity Shares at variable prices, which may be lower than the Issue Price.

The Issue Price will be determined by us in consultation with the Book Running Lead Managers on the Pricing Date. We have issued Equity Shares in the last 12 months at prices that may be lower than the Issue Price. Further, our Company is considering the Pre-IPO Placement to certain investors prior to filing of the Red Herring Prospectus with the RoC. The Equity Shares issued to such investors pursuant to the Pre-IPO Placement may be at a price lower than the Issue Price. For further details, refer to the section titled *"Capital Structure"* on page 24.

EXTERNAL RISKS

57. Global economic, political and social conditions may affect our ability to run our business, increase our costs and negatively affect our stock price.

Global economic and political factors that are beyond our control can influence and directly affect our performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, tax rates and policy, unemployment trends, terrorist threats and activities, worldwide military and domestic disturbances and conflicts, and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude. According to an annual report released by the RBI, India's foreign exchange reserves amounted to U.S.$ 297.33 billion as of December 31, 2010. (*Source: Reserve Bank of India Weekly Statistical Supplement on Foreign Reserves, January 2011*) A decline in this reserve could impact the valuation of the local currency and could result in reduced liquidity and higher interest rates which may adversely affect our business, results of operations, cash flows or financial condition and the market price of our Equity Shares.

58. Political instability or changes in the Government of India or in the government of the states where we operate could cause us significant adverse effects.

We are incorporated in India and the majority of our operations, assets and personnel are located in India. Consequently, our performance and the market price and liquidity of our Equity Shares may be affected by changes in exchange rates and controls, interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India. The central government 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 changes in central government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Since 1991, successive central governments have pursued policies of economic liberalization and financial sector reforms. However, there can be no assurance that such policies will be continued. A significant change in the central government's policies, in particular, those relating to the diagnostics testing industry in India, could adversely affect our business, financial condition, cash flows and results of operations and could cause the price of our Equity Shares to decline.

59. Regional hostilities, terrorist attacks, civil disturbances or social unrest and, regional conflicts could adversely affect the financial markets and the trading price of our Equity Shares could decrease.

Certain events that are beyond our control, such as terrorist attacks, natural calamities and other acts of violence or war, may adversely affect worldwide financial and Indian markets and could potentially lead to a severe economic recession, which could adversely affect our business, results of operations, financial condition and cash flows, and more generally, any of these events could lower confidence in India's economy.

India has also experienced social unrest in some parts of the country. If such tensions occur in other parts of the country leading to overall political and economic instability, it could have a materially adverse effect on our business, financial condition, cash flows, results of operations and the trading price of our Equity Shares.

60. The market value of an investor's investment may fluctuate due to the volatility of the Indian securities markets.

Stock exchanges in India have in the past experienced substantial fluctuations in the prices of listed securities. The Sensex, BSE's benchmark index, increased by 81% representing approximately 7,818 points, in 2009. The stock exchanges in India, in line with global developments, have witnessed substantial volatility in 2008 and remained volatile in 2010. In 2010, the percentage increase in Sensex as of December 31, 2010 stood at 17.40%, as compared to a 11% increase for the Dow Jones Industrial Average, a 5.30% increase for the Hang Seng Index, and a 10.10% increase for the Strait Times Index (Singapore). However, as of December 31, 2010, the 90 day volatility of the Sensex as per Bloomberg data stood at a comparable figure of 16.60 relative to 12.30 for Dow Jones Industrial Average, 16.50 for the Hang Seng Index and 10.80 for Strait Times Index (Singapore).

The Indian Stock Exchanges have experienced temporary exchange closures, broker defaults, settlement delays and strikes by brokerage firm employees. In addition, the governing bodies of the Indian stock exchanges have from time to time imposed restrictions on trading in certain securities, limitations on price movements and margin requirements. Furthermore, from time to time, disputes have occurred between listed companies and stock exchanges and other regulatory bodies, which in some cases may have had a negative effect on market sentiment.

61. Significant differences exist between Indian GAAP and other accounting principles, such as U.S. GAAP and IFRS, which may be material to investors' assessments of our financial condition. Furthermore, it is unclear whether or not India will adopt IFRS or a variation thereof, or when such adoption might take place. Any failure on our part to adopt such standards in the preparation of our financial statements as and when they are adopted could have a material adverse effect on the trading price of our Equity Shares.

Our audited financial statements are prepared in accordance with Indian GAAP. We have not attempted to quantify the impact of the International Financial Reporting Standards ("IFRS") or U.S. GAAP on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in significant respects from Indian GAAP. For further details, refer to the section titled "Certain conventions, use of financial information and market data and currency of presentation" on page X. Accordingly, the degree to which the restated financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

Although the Institute of Chartered Accountants of India, the accounting body that regulates the accounting firms in India, has announced a road map for the adoption of a version of IFRS pursuant to which all public companies in India, such as our Company, will be required to prepare their annual and interim financial statements under such standard, it is unclear to what extent that standard will converge with IFRS or when Indian companies will be required to prepare their financial statements on such basis. Because there is significant lack of clarity on the adoption of such standard and there is not yet a significant body of established practice on which to draw in forming judgments regarding its implementation and application, we have not determined with any degree of certainty the impact that such adoption will have on our financial reporting. There can be no assurance that our financial condition, results of operations, cash flows or changes in shareholders' equity will not appear materially worse under the new standard than under Indian GAAP, which could have a material adverse effect on the price of our Equity Shares.

We are not at present in the process of transitioning to the proposed new standard or IFRS. If and when we do so, we may encounter difficulties in implementing and enhancing our management information systems. Moreover, there is increasing competition for the small number of IFRS-experienced accounting personnel available as more Indian companies begin to prepare financial statements under the proposed standards. There can be no assurance that our adoption of the proposed standard will not adversely affect our reported results of operations or financial condition and any failure to successfully adopt such standard by an agreed deadline could have a material adverse effect on the price of our Equity Shares.

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

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

Our Articles of Association, regulations of our Board of Directors and Indian law govern our corporate affairs. Legal principles related to these matters and the validity of corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

64. Any downgrading of India's debt rating by an international rating agency could have a negative impact on the trading price of our Equity Shares.

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

65. Increasing employee compensation in India may erode some of our competitive advantage and may reduce our profit margins.

Employee compensation in India has historically been significantly lower than employee compensation in the United States and Western Europe for comparably skilled professionals, which has been one of our competitive strengths. Employee compensation in India is increasing at a faster rate than in the United States and Western Europe, which could result in increased costs relating to scientists and engineers, managers and other mid-level professionals. We may need to continue to increase the levels of our employee compensation to remain competitive and manage attrition. Compensation increases may have a material adverse effect on our business, results of operation and financial condition.

Risks Associated with our Equity Shares

***66. The price of our Equity Shares may be highly volatile after the Issue*.**

The price of our Equity Shares on the Indian Stock Exchanges may fluctuate after this Issue as a result of several factors, including: volatility in the Indian and global securities market; our operations and performance; performance of our competitors and the perception in the market about investments in the diagnostics industry; adverse media reports on us or the Indian diagnostics industry; changes in the estimates of our performance or recommendations by financial analysts; significant developments in India's economic liberalization and deregulation policies; and significant developments in India's fiscal and environmental regulations. There can be no assurance that the prices at which our Equity Shares are initially traded will correspond to the prices at which our Equity Shares will trade in the market subsequently.

67. Our securities have no prior public market and the price of our Equity Shares may decline after the Issue, and an active trading market for our Equity Shares may not develop.

Prior to this Issue, there has been no public market for our Equity Shares. We will apply for final approval for listing only after closing and allotment. Further, once we are listed on the Stock Exchanges, an active public trading market for our Equity Shares may not develop or, if it develops, may not be maintained. Our Company in consultation with the BRLM(s) will determine the Issue Price. The Issue Price may be higher than the trading price of our Equity Shares following this Issue. As a result, investors may not be able to sell their Equity Shares at or above the Issue Price or at the time that they would like to sell. The market price of our Equity Shares after the Issue may be subject to significant fluctuations in response to factors such as, variations in our results of operations, market conditions specific to the diagnostics laboratory testing industry in India, the economic conditions of India and volatility of the securities markets in India and elsewhere in the world.

68. You will not be able to immediately sell any of the Equity Shares you purchase in the Issue on an Indian Stock Exchange.

Our Equity Shares will be listed on the NSE and the BSE. Pursuant to Indian regulations, certain actions must be completed before our Equity Shares can be listed and trading may commence. Investors' book entry, or "demat", accounts with depository participants in India are expected to be credited within two working days of the date on which the basis of allotment is approved by NSE and BSE. Thereafter, upon receipt of final approval from the NSE and the BSE, trading in our Equity Shares is expected to commence within seven working days of the date on which the basis of allotment is approved by the Designated Stock Exchange. There can be no assurance that final listing and trading approvals will be obtained from the NSE or BSE on time or at all. Further, we cannot assure you that our Equity Shares will be credited to investors' demat accounts, or that trading in our Equity Shares will commence, within the time periods specified above. Any failure or delay in obtaining the approval may restrict your ability to dispose of your Equity Shares as allotted.

69. Conditions in the Indian securities market may affect the price or liquidity of our Equity Shares.

The Indian securities markets are smaller than securities markets in more developed economies. Indian stock exchanges have in the past experienced substantial fluctuations in the prices of listed securities. These exchanges have also experienced problems that have affected the market price and liquidity of the securities of Indian companies, such as temporary exchange closures, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time to time restricted securities from trading, limited price movements and restricted margin requirements. Further, disputes have occurred on occasion between listed companies and the Indian stock exchanges and other regulatory bodies that, in some cases, have had a negative effect on market sentiment. If similar problems occur in the future, the market price and liquidity of our Equity Shares could be adversely affected.

***70. Any future capital raising exercise, the exercise of existing stock options or sales of our Equity Shares by any existing shareholders could significantly affect the trading price of our Equity Shares*.**

To fund future growth plans, we may raise further capital by way of a subsequent issue of equity shares in either the domestic or overseas market. Any such issuance of equity shares would dilute current investors' shareholdings in our Company. Any such future issuance of equity shares or sales of equity shares by any of our significant shareholders may also adversely affect the trading price of our Equity Shares, and could impact our ability to raise capital through an offering of our securities.

In addition our shareholders have also approved "Super Religare Laboratories Limited Employment Stock Option Plan 2009" ("**ESOP 2009**") under which equity shares and/or equity linked instruments (including options) of the Company have been granted which could give result in an issue of up to 1,293,567 equity shares, as of December 31, 2010. For further details of the ESOP 2009, refer to the section titled "*Capital Structure*" on page 24.

Further, the public's perception of any such further issue may also affect the value of our Equity Shares. In addition, a sale by the major shareholders of all or a portion of their shareholding or issuance of stock options under our existing or future employee stock option plans may affect the value of our Equity Shares. There can be no assurance that we will not issue further equity shares or that the major shareholders will not dispose of, pledge or otherwise encumber their Equity Shares.

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

Subsequent to listing, we will be subject to a daily circuit breaker imposed on listed companies by all stock exchanges in India which does not allow transactions beyond certain volatility in the price of our 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 breaker is set by the stock exchanges based on the historical volatility in the price and trading volume of our Equity Shares. The stock exchanges are not required to inform us of the percentage limit of the circuit breaker from time to time, and may change it without its knowledge. This circuit breaker would effectively limit the upward and downward movements in the price of our Equity Shares. As a result of this circuit breaker, there can be no assurance regarding the ability of shareholders to sell our Equity Shares or the price at which shareholders may be able to sell their Equity Shares.

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

Sale of Equity Shares by any holder may give rise to tax liability in India. For further details, refer to the section titled "*Statement of Tax Benefits*" on page 46.

73. *There can be no assurance that we will be able to pay dividends in the future.*

We have no specified dividend policy. The amount of our future dividend payments, if any, will depend upon our future earnings, financial condition, cash flows, lenders approval's, performance of our Subsidiaries and working capital requirements. There can be no assurance that we will be able to pay dividends in the future. Additionally, the terms and conditions of any financing we obtain in the future, may include restrictive covenants which may also affect some of the rights of our shareholders, including the payment of dividends.

Prominent Notes

- Investors may contact any of the Book Running Lead Managers for any complaint pertaining to the Issue.

- The average cost of acquisition of Equity Shares by our Promoters, Oscar Investments Limited, Malav Holdings Private Limited, Shivi Holdings Private Limited and Maple Leaf Buildcon Private Limited is ₹ 34.39, ₹ 34.39, ₹ 34.39 and ₹ 271.50, respectively. Our other two Promoters, Mr. Malvinder Mohan Singh, Mr. Shivinder Mohan Singh do not directly hold any Equity Shares. For details of the shareholding of our Promoters, see the section titled '*Capital Structure - Build up, Contribution and Lock-in of Promoters and Promoter Group*' on page 28.

- Our net worth on a consolidated and unconsolidated basis was ₹ 4,574.63 million and ₹ 4,679.63 million, respectively, as on September 30, 2010. Our net worth on a consolidated and unconsolidated basis was ₹ 160.33 million and ₹ 296.63 million, respectively, as on March 31, 2010. For further details, see the section titled "*Financial Information*" on page F-1.

- This is a public issue of upto 28,000,000 Equity Shares for cash at a price of ₹ [●] per Equity Share including a share premium of ₹ [●] per Equity Share, aggregating upto ₹ [●]. The Issue shall constitute 35% of the fully diluted post-Issue paid up capital of the Company. Our Company is considering a Pre-IPO placement of up to 8,000,000 Equity Shares, for cash consideration aggregating upto ₹ 1,600 million, at its discretion prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the Issue size offered to the public would be reduced to the extent of such Pre-IPO Placement, subject to a minimum Issue size of 25% of the post Issue fully diluted paid-up equity share capital being offered to the public.

- The consolidated and unconsolidated basic book value per Equity Share was ₹ 8.25 and ₹ 15.26, respectively, at March 31, 2010 Further, the consolidated and unconsolidated diluted book value per Equity Share was ₹ 8.25 and ₹ 15.26, respectively, as on March 31, 2010. For further details, see the section titled "*Financial Information*" on page F-1.

- Except as disclosed in the sections titled "*Our Group Companies*" on page 138, none of Group Companies have business interests or other interests in our Company.

- The details in relation to transactions with our related parties during Fiscal 2010 and six months period ended September 30, 2010 (on a unconsolidated basis) and the nature of such transactions are provided in the table below:

(₹ in million)

Nature of transaction / Name of the Related party	For the six months ended September 30, 2010	For the year ended March 31, 2010
Purchases of Reagents & chemicals		
Ranbaxy Laboratories Limited	-	-
Rendering of services:		
Ranbaxy Laboratories Limited	-	16.20
Fortis Healthcare Limited	11.16	10.30
International Hospital Limited	32.15	49.73
Fortis Medical Centre Holdings Limited	-	-

Nature of transaction / Name of the Related party	For the six months ended September 30, 2010	For the year ended March 31, 2010
Escorts Hospital & Research Centre Limited	19.45	39.64
Escorts Heart & Super Specialty Institute Limited	13.32	22.29
Fortis Clinical Research Limited (formerly Oscar Research Limited)	1.16	3.70
Religare Wellness Limited (formerly Fortis Health World Limited)	10.04	9.64
Escort Heart Institute & Research Centre Limited	40.98	16.31
Hiranandani Healthcare Private Limited	4.65	5.33
Escorts Heart & Super Specialty Hospital Limited	3.14	0.49
Aegon Religare Life Insurance Company Limited	0.06	0.05
Lalitha Healthcare Private Limited	4.46	4.54
Lifetime Healthcare Private Limited	-	1.21
Super Religare Reference Laboratories (Nepal) Pvt Ltd.	0.79	-
Super Religare Laboratories International FZ -LLC, UAE	18.70	-
Religare Securities Limited	0.01	0.03
	160.07	**179.46**
Receiving of services:		
Ranbaxy Laboratories Limited	-	-
Fortis Healthcare Limited	0.58	1.26
International Hospital Limited	0.07	0.32
Escorts Hospital & Research Centre Limited	0.01	0.04
Escorts Heart & Super Specialty Hospital Limited	0.64	1.00
Escort Heart Institute & Research Centre Limited	-	13.41
Religare Technova Business Intellect Limited	-	2.68
Religare Technova IT Services Limited	-	15.61
Bar Chem	-	25.65
Medsource Healthcare Private Limited	-	-
Religare Securities Limited	-	2.76
Religare Finvest Limited	4.06	2.46
Religare Technova Global Solution Limited	-	0.04
Religare Travels (India) Limited	6.88	15.71
Lalitha Healthcare Private Limited	-	-
	12.24	**80.94**
Allocation of common expenses from:		
Fortis Healthcare Limited	-	-
	-	**-**
Purchase of fixed assets		
Fortis Healthcare Limited	3.62	-
	3.62	**-**
Reimbursement of expenses to:		
Fortis Healthcare Limited*	8.26	-
International Hospital Limited*	-	0.06
Escorts Hospital & Research Centre Limited*	0.20	0.10
Escorts Heart & Super Specialty Hospital Limited*	-	-
Religare Wellness Limited (formerly Fortis Health World Limited)*	-	-
	8.46	**0.16**
Reimbursement of expenses from:		
Fortis Healthcare Limited*	0.68	1.28
International Hospital Limited*	-	0.07
Religare Wellness Limited (formerly Fortis Health World Limited)*	-	-
Escort Heart Institute & Research Centre Ltd.*	-	-
Hiranandani Healthcare Private Limited*	6.22	6.92
Escorts Heart & Super Specialty Hospital Limited*	-	-
Escorts Hospital & Research Centre Limited*	-	-
Mena Healthcare Investment Company Limited, British Virgin Islands**	-	-
Super Religare Laboratories International FZ -LLC, UAE**	2.19	4.38
Super Religare Laboratories International Limited, Jebel Ali**	0.03	-
Super Religare Reference Laboratories (Nepal) Pvt Ltd.**	1.11	-
Piramal Diagnostic Services Private Limited**	9.93	-
	20.16	**12.65**

[*] *Represents recoveries from/to the companies towards materials used by/ for provision of services, at Cost. These balances also include recoveries to/ from the companies towards cost of manpower employed at locations towards provision of services.*
[**] *Represent expenses incurred on behalf recoverable, at cost.*

Investment in subsidiaries		
Mena Healthcare Investment Company Limited, British Virgin Islands	-	-
Super Religare Laboratories International FZ -LLC, UAE	-	-
Super Religare Laboratories International Limited, Jebel Ali	-	-
Piramal Diagnostic Services Private Limited	3,895.49	-
	3,895.49	**-**
Investment in joint venture		
Super Religare Reference Laboratories (Nepal) Pvt Ltd.	-	10.00
	-	**10.00**
Inter Corporate Deposits taken		
RHC Holding Private Limited	3,210.00	19.83
Religare Finvest Limited	2,632.60	695.52
	5,842.60	**715.35**
Inter Corporate Deposits repaid		
Religare Finvest Limited	(2,869.72)	(340.70)
RHC Holding Private Limited	(3,689.83)	(800.00)
	(6,559.55)	**(1,140.70)**
Inter Corporate Deposits given		
Religare Finvest Limited	-	-
Religare Aviation Limited	(240.00)	(40.60)
Super Religare Laboratories International FZ -LLC, UAE	-	(262.72)
Piramal Diagnostic Services Private Limited	(2,277.13)	-
	(2,517.13)	**(303.32)**
Inter Corporate Deposits received back		
Religare Finvest Limited	-	-
Piramal Diagnostic Services Private Limited	1,500.00	-
Religare Aviation Limited	240.00	223.30
	1,740.00	**223.30**
Interest paid/ payable		
Fortis Hospotel Limited	-	-
Fortis Healthcare Limited	-	-
RHC Holding Private Limited	25.63	64.56
Religare Finvest Limited	19.72	18.79
	45.35	**83.35**
Interest received/ receivable		
Religare Finvest Limited	-	-
Super Religare Laboratories FZ-LLC, UAE	17.06	21.55
Religare Aviation Limited	1.81	5.40
Piramal Diagnostic Services Private Limited	13.30	-
	32.17	**26.95**
Remuneration to key managerial personnel		
Dr. Sanjeev K.Chaudhary	6.59	13.18
Mr. Sanjeev Issar	0.69	1.19
	7.28	**14.37**
Dividend paid		
Oscar Investments Limited	-	0.67
Malav Holding Private Limited	-	0.33
Shivi Holding Private Limited	-	0.33
	-	**1.33**
Balance Written Off		
Ranbaxy Holding Company	-	-
	-	**-**
Balances outstanding at the year/ period end:		
Guarantees obtained for loans from banks		
Ranbaxy Holding Company	-	-
Receivables at the end of year/ period:		
International Hospital Limited	11.04	9.84
Escorts Hospital & Research Centre Limited	10.11	7.89
Escorts Heart & Super Specialty Institute Limited	-	0.04
Ranbaxy Laboratories Limited	-	4.97
Religare Wellness Limited (formerly Fortis Health World	5.07	1.97

Limited)		
Fortis Healthcare Limited	-	1.03
Escort Heart Institute & Research Centre Limited	21.73	-
Hiranandani Healthcare Private Limited	6.92	4.93
Lifetime Healthcare Private Limited	-	0.24
Escorts Heart & Super Specialty Hospital Limited	5.64	3.99
Lalitha Healthcare Private Limited	2.78	1.37
Religare Aviation Limited	-	-
Mena Healthcare Investment Company Limited, British Virgin Islands	1.60	1.61
Religare Securities Limited	-	-
Religare Technova IT Services Limited	-	3.85
Fortis Clinical Research Limited (formerly Oscar Research Limited)	1.15	0.74
Aegon Religare Life Insurance Company Limited	0.02	0.04
Super Religare Laboratories International FZ -LLC, UAE	324.06	287.18
Mena Medical Supplies LLC	-	0.01
Super Religare Laboratories International Limited, Jebel Ali	0.03	-
Super Religare Reference Laboratories (Nepal) Pvt Ltd.	1.90	-
Piramal Diagnostic Services Private Limited	800.35	-
	1,192.40	**329.70**
Payables at the end of year/ period:		
Fortis Healthcare Limited	4.09	-
Ranbaxy Laboratories Limited	-	-
Fortis Clinical Research Limited (formerly Oscar Research Limited)	-	-
Religare Technova Business Intellect Limited	-	0.92
Religare Securities Limited	-	-
Religare Finvest Limited	117.70	354.82
RHC Holding Private Limited	-	479.83
Super Religare Laboratories International FZ -LLC, UAE	-	-
Escort Heart Institute & Research Centre Limited	-	1.17
Bar Chem	-	1.02
Religare Travels (India) Limited	0.03	0.99
Religare Technova Global Solution Limited	-	0.04
Escort Heart & super speciality Institute Limited	0.16	-
	121.98	**838.79**

For further details pertaining to our related party transactions, refer to the notes on related party transactions in the section titled "*Financial Information*" on page F-1.

- Our Company was incorporated under the Companies Act on July 7, 1995 as "Specialty–Ranbaxy Private Limited". Our Company became a deemed public limited company in the year 1996 and the endorsement to this effect was made by the RoC on March 30, 1996 on the original certificate of incorporation dated July 7, 1995. The name of our Company was subsequently changed to "SRL Ranbaxy Limited" pursuant to a special resolution of our shareholders dated June 3, 2002. Subsequently, the name of our Company was changed to its present name pursuant to a special resolution of the shareholders of our Company dated August 14, 2008 and a fresh certificate of incorporation was granted to our Company by the RoC on August 28, 2008. The reason for such name change was sale of the "Ranbaxy" brand by our Promoters. Our Memorandum was amended on August 14, 2008 to reflect the said change in our name.

- There have been no financing arrangements whereby our Promoter Group, the directors of our Promoter companies, Directors and their relatives have financed the purchase by any other person of the Equity Shares other than in the normal course of our business during the period of six months immediately preceding the filing of this Draft Red Herring Prospectus.

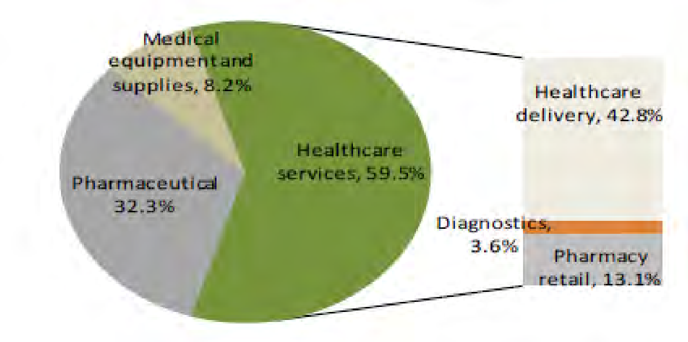
SECTION III – INTRODUCTION

SUMMARY OF INDUSTRY

THE INDIAN HEALTHCARE INDUSTRY

*The following section has been sourced entirely from the report entitled "Indian Diagnostics Services Industry, January 2011" by ICRA Management Consulting Services Limited ("**IMaCS**") (the "**IMaCS Report**").*

The IMaCS Report estimates that the Indian healthcare industry was valued at ₹ 1,645 billion in 2009. At ₹ 59 billion, diagnostic services account for approximately 3.60% of the healthcare market and primarily covers clinical pathology and imaging/radiology services. The diagram below sets out the performance of the healthcare market segments in India in 2009:



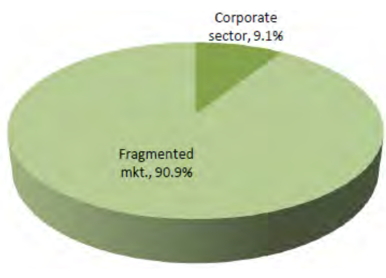
(*Source: The IMaCS Report*)

The IMaCS Report estimates that by 2015 the healthcare sector is expected to grow to ₹ 7,940 billion at a compounded annual growth rate ("**CAGR**") of 30%. While the diagnostic services sector is expected to grow to ₹ 254.40 billion at a CAGR of 28% with the pathology and imaging/radiology segments expected to grow to ₹ 180 billion and ₹ 74 billion, at a CAGR of 28% and 27%, respectively. While these projections take into account growth in derived demand from the expanding insurance market in the hospital care segment, the actual growth could increase significantly if insurance cover directly includes diagnostics services referred by physicians in future.

The Diagnostics Services Industry in India

In recent years, the diagnostics market has become one of the important growth industries, after information technology/information technology enabled service industry and other knowledge-based sectors. The IMaCS Report estimates that 60-70% of treatment decisions are based on test results. The market has grown robustly in past few years on the back of increasing disease prevalence, rising consumer awareness and preference for healthy lifestyle with preventive care.

Diagnostics services can be divided into radiology, pathology and other services. The following diagram illustrates the share of corporate sector in diagnostics services market in India in Fiscal 2010:



(*Source: The IMaCS Report*)

While the top-three corporate diagnostics service providers in India accounted for approximately 7% of the total market in Fiscal 2010, the corporate presence is still small with an estimated 9.10% share. Although the corporate sector presence is marginal, examples from more developed countries indicate that the natural path for the progression of the industry is from an unorganised sector to a more organised sector.

Pathology services

The pathology market is estimated at 2.50% of the overall healthcare market. According to industry estimates, there are over 40,000 pathology laboratories in the country servicing a total of approximately 1-1.25 million patients per day. This includes specialized laboratories, work facilities in hospitals and nursing homes, and small testing centres with basic facilities. The calibre of services provided by these laboratories varies widely. The number of NABL accredited laboratories remains low. The number of tests conducted in the last decade has doubled from 180 million to more than 425 million.

Radiology

The radiology market in India is estimated at 1.10% of the healthcare sector. In 2009, there were approximately 63 imaging equipment available for a million people. The increasing dependence on imaging modalities provide for effective diagnosis and reducing cost in terms of consumables and other operations. The key areas of applications of medical imaging and Picture Archival and Communication Systems (PACS) are in specialties such as endoscopy, cardiology, dermatology, ophthalmology and pathology.

SUMMARY OF BUSINESS

Overview

We are one of the leading diagnostics services companies in India. Following our acquisition of Piramal Diagnostic Services Private Limited ("**Piramal Diagnostics**") in August 2010, we have the largest market share (48%) in the organized sector in India. (*Source: ICRA Management Consulting Services Limited ("**IMaCS**"), Indian Diagnostics Services Market Report, January 2011, (the "**IMaCS Report**")*) We provide diagnostic testing services (routine, specialized and esoteric tests), preventive care testing services and clinical research trial testing services at our laboratories, and during the nine month period ended December 31, 2010 we performed approximately 33,000 diagnostic tests per day.

We served more than 4.20 million customers during the nine month period ended December 31, 2010 through our network of reference laboratories, Centers of Excellence, network laboratories (comprising pathology and radiology laboratories), collection centers and wellness centers. As of December 31, 2010, our diagnostic laboratory network comprised eight reference laboratories, seven Centers of Excellence, 181 network laboratories (comprising 164 pathology laboratories and 17 radiology laboratories), 15 wellness centers and 888 collection centers. As of December 31, 2010, of our 164 pathology laboratories, 53 are owned by us, we operate and manage 31 pathology laboratories based in hospitals (14 of which are based in hospitals run by Fortis Healthcare Limited), 55 are joint venture laboratories and 25 are franchisee laboratories. As of December 31, 2010, of our 17 radiology laboratories, 16 are owned by us and we operate and manage one radiology laboratory based in a hospital. Six of our reference laboratories are based in India, our seventh reference laboratory is based in Kathmandu, Nepal and we have entered into a service agreement for one reference laboratory in the Dubai Healthcare City. For further information, refer to the section titled "*Our Business – Franchises and Joint Venture – Management of third-party laboratories*". In addition, we currently have 23 collection centers, as well as representation and liaison offices, outside India in the United Arab Emirates, Oman, Qatar, Kuwait, Bahrain, Sri Lanka, Bangladesh, Nepal, the Maldives, Tanzania and Zambia.

Through our network of laboratories, we offer a comprehensive range of approximately 3,300 diagnostic tests that cover an extensive range of specialties. Our reports are used for detection, diagnosis, evaluation, monitoring and treatment of diseases and other medical conditions, as well as to monitor and evaluate responses to medication. Through Piramal Diagnostics, we offer a range of pathology services and radiology modalities including computed tomography ("**CT**"), diagnostic radiology ("**X-ray**"), magnetic resonance imaging ("**MRI**"), ultrasound and positron emission tomography ("**PET**"). Our collection centers collect specimens within an area or region for shipment to a pre-designated laboratory for testing and our wellness centers offer *inter alia* preventive care through various health screening packages.

We also provide clinical research services, which are dedicated to offering centralized laboratory services to support the needs of drug development for various phases of clinical trials conducted by Indian as well as international pharmaceutical, biotechnological and research companies. Our services extend to support multi-centric studies at sites within India as well as in our neighboring Asian countries.

Our pathology research and development division is ISO certified and recognized by the GoI's Department of Scientific and Industrial Research. Our research and development division seeks to expand its existing test menu and develop new tests in diagnostics in order to improve sensitivity, specificity, time or costs as compared to available conventional tools.

As of December 31, 2010, we had a full-time medical and scientific staff of 1,596 personnel comprising, among others, pathologists, radiologists and scientists located in India, some of whom are globally recognized leaders. All of our laboratories are manned by qualified scientific staff and supervised by a team of pathologists or radiologists, with specializations in relevant fields of laboratory medicine or radiology.

Our customers include hospitals and other medical facilities, physicians, insurance companies, governmental agencies, corporations, nursing homes, pharmaceutical companies and other independent clinical laboratories and walk-in customers.

In Fiscal Years 2008, 2009 and 2010 and the six months ended September 30, 2010, we generated total income of ₹ 943.92 million, ₹ 1,406.70 million, ₹ 1,699.40 million and ₹ 1,531.47 million, respectively. In Fiscal Years 2008, 2009 and 2010 Piramal Diagnostics generated total income of ₹ 1,072.44 million, ₹ 1,696.11 million and ₹ 2,096.44 million, respectively.

Competitive Strengths

We believe that we possess a number of competitive strengths, which will enable us to successfully execute our business strategies, including the following:

Established and wide diagnostic practice across India

We are one of the leading diagnostics services companies in India. Through Piramal Diagnostics, we are currently the largest radiology practice in India based on total income and number of patients screened (*Source: The IMaCS Report*). We believe that our established and wide pathology and radiology practice across India, together with our experience and expertise in diagnostics services, gives us a competitive edge over our competitors to address a multitude of growing health ailments within India, by being able to accurately and timely diagnose health concerns with the help of specialized technologies and innovative services. In addition, we believe our size and scale allows us to achieve operating, sourcing and administrative efficiencies, including equipment and medical supply sourcing savings and favorable maintenance contracts from equipment manufacturers and other suppliers.

We served approximately 4.2 million customers during the nine-month period ended December 31, 2010 through our network of reference laboratories, Centers of Excellence, network laboratories (comprising pathology and radiology laboratories), collection centers and wellness centers. As of December 31, 2010, our diagnostic laboratory network comprised eight reference laboratories, seven Centers of Excellence, 181 network laboratories (comprising 164 pathology laboratories and 17 radiology laboratories), 15 wellness centers and 888 collection centers.

As of December 31, 2010, we had a full time medical and scientific staff of approximately 1,596 personnel comprising, among others, pathologists, radiologists and scientists located in India, some of whom are globally recognized. All of our laboratories are manned by qualified scientific staff and supervised by a team of pathologists or radiologists, with specializations in relevant fields of laboratory medicine or radiology.

Comprehensive offerings across our network of laboratories

Through our network of laboratories, collection centers and referral arrangements, we offer a comprehensive range of approximately 3,300 diagnostic tests that cover a range of specialties and sub-specialties. Six of our reference laboratories are based in India, our seventh reference laboratory is based in Kathmandu, Nepal and we have entered into a service agreement for one reference laboratory in the Dubai Healthcare City. For further information, refer to " – *Franchises and Joint Venture – Management of third-party laboratories*". In addition, we currently have 23 collection centers, as well as representation and liaison offices, outside India in the United Arab Emirates, Oman, Qatar, Kuwait, Bahrain, Sri Lanka, Bangladesh, Nepal, the Maldives, Tanzania and Zambia.

Our reference laboratories offer a wide range of tests, from routine to specialty diagnostic tests, while our network laboratories offer a wide range of routine as well as selected specialized and esoteric tests. Through Piramal Diagnostics, we offer a comprehensive range of radiology modalities including CT, X-ray, MRI and PET. We offer, in one place, routine tests (hematology and chemistry), specialized tests (histopathology, immunohistochemistry and cytogenetics) and esoteric tests (molecular assays and flow cytometry).

In addition, we offer preventive care through various health screening packages at our wellness centers, as well as offering testing services that help with the early and accurate detection of certain types of health conditions.

Through our network of laboratories, we are therefore able to offer customers one location to serve their needs for multiple procedures. This prevents multiple customer visits or unnecessary travel to more than one facility, thereby offering convenience to our customers and decreasing their costs and time delays.

Quality standards and credentials

As of December 31, 2010, 25 of our laboratories, including six of our reference laboratories, have been accredited by the NABL in accordance with ISO 15189, five of our laboratories have been accredited by CAP, six of our laboratories have received the ISO 9001:2008 certification from the International Certification Services Private Limited, one laboratory has been accredited by the NABH and one laboratory has received the NGSP's Level I Laboratory Certification for Standardization of Glycated Hemoglobin Result Reporting and to participate in the CDCP's Lipid Standardization Program. CAP is one of the leading global organizations of board-certified pathologists. We believe that these accreditations assist in obtaining referrals from physicians and hospitals. They also help in our efforts to increase our business from international clients seeking to outsource testing to India.

Strong research and development team and use of sophisticated technology

Our pathology research and development division is ISO certified and recognized by the Government of India's Department of Scientific and Industrial Research. Our research and development division seeks to identify new business areas, expand its existing test menu and develop new tests and assays in diagnostics, in order to improve sensitivity, specificity, time or costs as compared to available conventional tools. We believe that a key factor to succeed and to sustain and strengthen our business will be our ability to innovate and develop improvements to existing tests and to create and introduce new tests that will meet or create demands which are not presently being satisfied by available tests, thereby expanding the range and scope of our services to our customers in India and internationally.

As of December 31, 2010, our research and development team comprised 18 dedicated research scientists. They have published reports in 60 scientific publications since we commenced operations. We also developed new assays in several fields, including but not limited to the following, genetics and cytogenetics, hematology and coagulation, histopathology, immunoassays, immunology, microbiology and infectious diseases, and serology.

We believe that we use the latest and most accepted techniques and technologies to perform our tests. We also have alternate technologies available for several assays, to suit the requirements of our customers. We go through a rigorous selection process to identify, standardize, and finally implement the appropriate technologies in our laboratories. We undergo a continuous evaluation process, including cross-validation between different models of the same equipment, between different levels of the same brand, and between different platforms of technology in the same laboratories, as well as across laboratories. We ensure harmonization of technologies across all our laboratories for better internal and inter-laboratory quality control and consistency of results across our entire system.

We seek to establish equipment-specific reference ranges in-house while validating any new acquisition. We believe that this is of significant value in the accurate interpretation of abnormal results, since vendor-established reference ranges are often not applicable to the Indian population.

Experienced management team

Our management team consists of experienced professionals with diverse skills in diagnostics and healthcare management, research and development, international business and finance, marketing and human resources. Each member of our management team has more than 15 years of industry experience. We believe that the experience and diversity of our management team gives us the ability to operate successfully in our competitive industry and in the changing market environment, implement our strategies and successfully integrate any acquired businesses, such as Piramal Diagnostics.

Strong support from our Promoters

Our Promoters, Mr Malvinder Mohan Singh and Mr Shivinder Mohan Singh, who directly or indirectly control 85.67% of our Equity Shares, have considerable knowledge and expertise in the healthcare industry. In addition, we benefit from significant financial and strategic support they provide to our business, particularly by contributing capital to our business from time to time, most recently in connection with our acquisition of Piramal Diagnostics. We also benefit from the use of our Promoters brand. We believe that the reputation created by and inherent in the "*Religare*" brand name is essential to our business. We are therefore able to leverage on and benefit from our Promoters established track record and use the "*Religare*" brand name to attract more customers. Furthermore, we believe our association with our Promoters strengthens our position when we expand our business.

Marketing and knowledge management

We have a dedicated marketing team focusing on customer groups and service types. The majority of our representatives focus on marketing clinical laboratory testing and related services to physicians, including physician specialists. We have specialists, who are trained and focused on educating our customers on new and more complex tests, to support our physician sales teams. For example, we periodically conduct continuing medical education forums, accredited by the Medical Council of India, with the support of our SRL Global Knowledge Forum to engage with the medical community on new developments in the diagnostics industry.

In terms of knowledge management, our team focuses on disseminating information to both physician-employees and customers. For example, our website is regularly updated to provide new information on tests and technologies in order for our physician-employees to fulfill their continuing medical education requirements. We also circulate periodic newsletters on currently active diseases, test results and new findings. Further, we conduct consumer awareness programmes, with the aim of spreading awareness and presenting our customers with an opportunity to familiarize themselves with our services and understand the benefits of preventive care.

Strategy

The key elements of our business strategy are as follows:

Increase our market penetration

We intend to expand our business by increasing the penetration of our existing testing services in the Indian market and internationally. We intend to do this by expanding our overall customer base, with an emphasis on strategic physical and geographic growth, and strengthening and expanding our relationships with our current corporate and retail customers.

For example, we intend to focus on increasing the number of tests conducted per specimen received in line with global practices; we intend to increase the number of tests we conduct per specimen from less than three tests at present to more than five tests. We believe that this will be achieved in the foreseeable future as more people in India procure health insurance to reduce costs. In addition, we perform certain specialized and esoteric tests that hospitals generally cannot, presenting a further growth opportunity. We intend to capitalize on this opportunity to grow our existing relationships with hospitals. We also enter into agreements with international organizations to disseminate certain tests developed by them in India. We also participate in outsourcing programmes in India and internationally in order to increase our profile and reach in the sector.

In addition to growth opportunities in India, we see opportunities to grow our international operations through the management of third-party laboratories, joint venture arrangements and collection centers. We will also seek to expand our operations internationally in order to draw on the outsourcing opportunities.

Expand our customer profile

In order to leverage our reputation as one of the leading diagnostics services companies in India, we intend to expand our customer profile of hospitals and walk-ins and also increase our geographical presence.

We intend to increase referrals from hospitals where we do not have in-house laboratories by marketing our ability to perform advanced tests that such hospitals have not historically performed. In addition, we believe that our expansion into various geographic locations where our current network is small or unavailable would present us with opportunities to provide services to large hospitals that would be proximate to our network. Our ability to increase the number of referrals from hospitals depends on our ability to provide high quality services that are more cost-effective than if the hospitals were to perform the services themselves. By increasing our physical presence at locations that are close to hospitals, we would be able to reduce our costs when serving those customers. In addition, we believe that our combination of full-service, specialty and subspecialty testing capabilities, medical and scientific professionals available for consultation, efficient logistics operations and dedicated sales and service professionals enables us to be an attractive service-provider for hospital customers.

We will seek to further encourage walk-ins and referrals by increasing the visibility of our laboratories and by offering e-pathology services.

We intend to open new laboratories and wellness centers, primarily in markets in which we currently operate, by the end of Fiscal Year 2012, as well as collection centers predominantly in South and East India. We believe that new laboratory openings in our current markets will further increase brand recognition, which, in turn, may facilitate expansion into new markets. One of our key growth initiatives will be to leverage our large market presence in our primary markets to drive growth in newer, less-developed markets by the end of Fiscal Year 2012.

Increased focus on specialty and esoteric testing services

Specialized and esoteric testing operations involve certain types of unique testing capabilities and/or customer requirements. These tests require sophisticated equipment and materials, highly skilled personnel and professional attention. They are ordered less frequently than routine tests, and are generally priced higher than routine tests. Through our network of laboratories and collection centers, we currently offer a comprehensive range of approximately 1,400 specialized and esoteric tests.

In addition, in each of our reference laboratories, we have an area reserved especially to cater to epidemics that may arise from time-to-time. For example, we built facilities to cater to H1N1 testing and to provide quarantine facilities after receiving notification from national and state health departments and the Indian Council of Medical Research laboratories.

Increase our focus on radiology

Since the acquisition of Piramal Diagnostics, we have 17 radiology laboratories, all of which are located in India, with capabilities to perform tests such as CT, MRI, ultrasound, PET and X-ray. We are seeking to upgrade our existing laboratories, as well as expanding our radiology laboratories to hospitals. We intend to grow our radiology practice by adding radiology testing facilities to hospitals where these services are not currently offered.

Explore relationship opportunities

In support of our growth strategy, we will continue to explore and selectively evaluate franchising, joint ventures and other alliances, and acquisition opportunities that will enable us to expand our capabilities, further leverage on our strengths, differentiate us from our competition and diversify our revenues. These include increasing our business opportunities with Fortis Healthcare Limited as well as other hospitals. We also intend to focus on major community health organizations and large philanthropic non-governmental organizations which are active in disease control in developing countries. These organizations typically seek diagnostics companies that will provide diagnostics services for a fee. Examples of these relationships in the past include the Clinton Foundation, as well as an agreement with the Municipal Corporation of Delhi for iron deficiency screening. Our credentials, geographic presence and our relationships with the health regulators and authorities hold us in good stead to develop these relationships.

Continue to innovate and develop improvements to existing tests and create new tests

We believe that we are one of few companies in India, in the diagnostics industry, to have a dedicated in-house research and development division that is ISO certified and recognized by the Government of India's Department of Scientific and Industrial Research. Our research and development division seeks to develop new tests and technologies in clinical diagnostics in order to improve sensitivity, specificity, time or costs as compared to available conventional tools.

We believe that a key factor in our ability to succeed and to sustain and strengthen our business will be in our ability to innovate and develop improvements to existing tests and to create and introduce new tests that will meet or create demands which are not presently being satisfied by available tests, thereby expanding the range and scope of our services to our customers in India and internationally. To this end, we have already begun the process of developing tests that are not yet available in India, such as tests aimed at providing more information on the prognosis for acute myeloid leukemia patients. These include tests that aid the early and accurate detection of certain types of health conditions.

THE ISSUE

The following table summarizes the Issue details:

Issue aggregating ₹ [●] million	Up to 28,000,000 Equity Shares[(1)]
Of which:	
QIB Portion[(2) (3)]	Up to [●] Equity Shares*
Of which:	
Anchor Investor Portion	Up to [●] Equity Shares**
Net QIB Portion	Up to [●] Equity Shares*
Of which:	
Mutual Fund Portion	[●] Equity Shares*
Balance of QIB Portion (available for all QIBs including Mutual Funds)	[●] Equity Shares*
Non-Institutional Portion[(3)]	Not less than [●] Equity Shares*
Retail Portion[(3)]	Not less than [●] Equity Shares*
Pre and post-Issue Equity Shares	
Equity Shares outstanding prior to the Issue	51,998,989 Equity Shares
Equity Shares outstanding after the Issue	79,998,989 Equity Shares
Use of proceeds of this Issue	
For details in relation to use of the Issue Proceeds, see the section titled "*Objects of the Issue*" on page 36.	

* *In the event of over-subscription, allocation shall be made on a proportionate basis, subject to valid Bids being received at or above the Issue Price.*

** *Our Company may, in consultation with the Book Running Lead Managers, allocate upto 30% of the QIB Portion to Anchor Investors on a discretionary basis at the Anchor Investor Allocation Price, out of which at least one-third will be available for allocation to domestic Mutual Funds only. For further details, see the section titled "Issue Procedure" on page 355. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion.*

(1) Our Company is considering a Pre-IPO placement of up to 8,000,000 Equity Shares, for cash consideration aggregating upto ₹ 1,600 million, at its discretion prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the Issue size offered to the public would be reduced to the extent of such Pre-IPO Placement, subject to a minimum Issue size of 25% of the post Issue paid-up capital being offered to the public.

(2) Such number of Equity Shares representing 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to QIBs, subject to valid Bids being received from them at or above the Issue Price. In the event that the demand from Mutual Funds is greater than 5% of the Net QIB Portion, allocation shall be made to Mutual Funds proportionately, to the extent of the Mutual Fund Portion. The remaining demand by the Mutual Funds shall, as part of the aggregate demand by QIBs, be available for allocation proportionately out of the remainder of the Net QIB Portion, after excluding the allocation in the Mutual Fund Portion. However, in the event of under-subscription in the Mutual Fund Portion, the balance Equity Shares in the Mutual Fund Portion will be added to the Net QIB Portion and allocated to QIBs on a proportionate basis, subject to valid Bids at or above Issue Price. For further details, see the section titled *"Issue Procedure"* on page 355.

(3) Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any of the categories would be allowed to be met with spill-over from other categories or a combination of categories, at the sole discretion of our Company, in consultation with Book Running Lead Managers and the Designated Stock Exchange.

SUMMARY FINANCIAL INFORMATION

SUMMARY FINANCIAL INFORMATION OF OUR COMPANY

The summary financial information of our Company presented below should be read in conjunction with the respective financial statements and the notes (including accounting polices) thereto included in sections titled "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations of our Company" on pages F-1 and 192, respectively.

Restated unconsolidated summary statement of Assets and Liabilities

(₹ in million)

Particulars	As at September 30,	As at March 31,				
	2010	2010	2009	2008	2007	2006
Fixed Assets:						
Gross Block	1,025.70	845.31	454.60	330.04	227.69	209.53
Less: Accumulated depreciation/ amortization	312.87	248.39	211.53	170.93	146.59	128.87
Net Block	**712.83**	**596.92**	**243.07**	**159.11**	**81.10**	**80.66**
Capital work in progress including capital advances	269.34	94.86	62.24	25.33	14.17	5.68
Net Fixed Assets	**982.17**	**691.78**	**305.31**	**184.44**	**95.27**	**86.34**
Investment	**4,393.80**	**521.81**	**507.82**	**-**	**-**	**-**
Deferred Tax Assets (Net)	**-**	**-**	**7.53**	**9.23**	**9.45**	**54.34**
Current Assets, Loans and Advances:						
Inventories	148.55	130.38	77.58	43.01	26.61	19.83
Sundry debtors	568.63	260.10	187.44	146.71	132.25	83.86
Cash and bank balances	50.16	59.52	54.25	44.91	75.20	45.17
Loans and advances	1,471.35	571.97	464.88	161.79	156.43	262.68
Other current assets	49.15	31.54	2.92	6.23	25.42	4.43
Total	**2,287.84**	**1,053.51**	**787.07**	**402.65**	**415.91**	**415.97**
Liabilities and Provisions:						
Secured loans	274.78	451.73	337.13	189.33	210.66	227.80
Unsecured loans	2,127.70	1,167.13	811.47	-	-	150.00
Current liabilities and provisions	581.70	351.61	256.79	218.09	209.70	166.50
Total	**2,984.18**	**1,970.47**	**1,405.39**	**407.42**	**420.36**	**544.30**
Net worth	**4,679.63**	**296.63**	**202.34**	**188.90**	**100.27**	**12.35**
Net worth represented by						
Share capital						
- Equity shares	519.99	197.99	177.99	177.99	133.49	133.49
- Preference shares	100.00	300.00	-	-	-	-
Reserves (share premium, general reserves & capital reserve)	4,278.95	24.45	4.45	4.45	-	-
Add : Profit and loss account credit balance	-	-	19.90	6.46	-	-
Less : Profit and loss account debit balance	219.31	225.81	-	-	33.22	121.14
Net worth	**4,679.63**	**296.63**	**202.34**	**188.90**	**100.27**	**12.35**

Restated unconsolidated summary statement of Profit and Loss Account

(₹ in million)

Particulars	For the six month period ended September 30,	For the year ended March 31,				
	2010	2010	2009	2008	2007	2006
Income						
Service Income from:						
Laboratory/ clinical services	1,225.70	1,665.05	1,360.56	921.46	775.90	601.97
Management fees	11.71	19.27	15.10	16.34	13.90	9.41
Less: Service tax	19.19	11.11	18.78	12.48	10.55	-
Service Income (Net)	**1,218.22**	**1,673.21**	**1,356.88**	**925.32**	**779.25**	**611.38**
Other income	64.23	34.45	30.75	18.60	25.66	12.25

Particulars	For the six month period ended September 30,	For the year ended March 31,				
	2010	2010	2009	2008	2007	2006
Total Income	**1,282.45**	**1,707.66**	**1,387.63**	**943.92**	**804.91**	**623.63**
Expenditure						
Materials consumed	441.79	635.11	434.91	289.76	236.54	174.40
Cost of tests outsourced	14.93	29.44	16.96	17.30	22.01	23.87
Personnel expenses	255.11	436.91	348.70	228.34	157.34	127.02
Operating and other expenses	390.47	642.61	427.16	288.23	205.58	188.71
Total Expenditure	**1,102.30**	**1,744.07**	**1,227.73**	**823.63**	**621.47**	**514.00**
Profit/ (loss) before financial expenses, depreciation/ amortisation & taxes	**180.15**	**(36.41)**	**159.90**	**120.29**	**183.44**	**109.63**
Financial expenses	105.44	129.71	84.55	21.09	35.47	22.31
Profit/ (loss) before depreciation/ amortisation & taxes	**74.71**	**(166.12)**	**75.35**	**99.20**	**147.97**	**87.32**
Depreciation/ amortisation	68.21	71.82	41.78	27.24	18.22	15.53
Net profit/(loss) before tax	**6.50**	**(237.94)**	**33.57**	**71.96**	**129.75**	**71.79**
Current tax	-	-	10.21	25.48	11.45	6.38
Less: MAT credit entitlement	-	-	-	-	(18.17)	-
Net current tax	-	-	10.21	25.48	(6.72)	6.38
Deferred tax charge/(credit)	-	7.77	1.70	0.22	44.88	25.62
Fringe benefit tax	-	-	5.90	4.50	3.67	4.19
Total tax expense	**-**	**7.77**	**17.81**	**30.20**	**41.83**	**36.19**
Net Profit/(loss), as restated	**6.50**	**(245.71)**	**15.76**	**41.76**	**87.92**	**35.60**
Balance brought forward from previous years as restated	(225.81)	19.90	6.46	(33.22)	(121.14)	(156.74)
Balance available for appropriations as restated	**(219.31)**	**(225.81)**	**22.22**	**8.54**	**(33.22)**	**(121.14)**
Appropriations:						
Dividend on equity shares	-	-	1.98	1.78	-	-
Tax on dividend on equity shares	-	-	0.34	0.30	-	-
Balance carried forward as restated	**(219.31)**	**(225.81)**	**19.90**	**6.46**	**(33.22)**	**(121.14)**

Restated unconsolidated summary statement of Cash Flows

(₹ in million)

	Particulars	For the six month period ended September 30,	For the year ended March 31,				
		2010	2010	2009	2008	2007	2006
I.	**Cash flows from/ (used in) operating activities**						
	Net Profit/(Loss) before Tax	**6.50**	**(237.94)**	**33.57**	**71.96**	**129.75**	**71.79**
	Adjustments for:						
	Depreciation/ Amortization	68.21	71.82	41.78	27.24	18.22	15.53
	Loss/ (profit) on fixed assets sold/ discarded (net)	(0.06)	5.33	0.22	1.19	1.96	1.32
	Provision for diminution in investment	23.50	-	-	-	-	-
	Foreign exchange fluctuation difference (net)	3.41	19.69	(0.78)	1.30	0.05	0.14
	Provision for doubtful debts and advances	0.20	14.24	0.61	1.76	2.20	3.23
	Bad debts written off	2.57	1.89	0.53	-	1.68	-
	Interest Expense	103.84	124.85	80.46	19.71	34.32	21.46
	Interest Income	(32.36)	(27.30)	(21.26)	(10.80)	(22.70)	(6.11)
	Operating Profit/ (Loss) before Working Capital Changes	**175.81**	**(27.42)**	**135.13**	**112.36**	**165.48**	**107.36**
	Adjustments for :						
	(Increase)/Decrease in Inventories	(18.17)	(52.80)	(34.57)	(16.40)	(6.78)	(4.11)
	(Increase)/Decrease in Sundry Debtors	(311.69)	(85.48)	(41.26)	(16.21)	(52.27)	(39.30)
	(Increase)/Decrease in Loans and Advances	(101.02)	(1.50)	(159.42)	(33.43)	4.05	(5.97)
	Increase/(Decrease) in Current Liabilities and Provisions	138.12	111.15	19.14	13.70	37.12	38.44

	Particulars	For the six month period ended September 30,	For the year ended March 31,				
		2010	2010	2009	2008	2007	2006
	Cash generated from/ (used in) Operating Activities	**(116.95)**	**(56.05)**	**(80.98)**	**60.02**	**147.60**	**96.42**
	Direct Taxes Paid	(23.82)	(48.29)	(55.15)	(31.11)	(10.13)	(7.93)
	Net Cash from/ (used in) Operating Activities	**(140.77)**	**(104.34)**	**(136.13)**	**28.91**	**137.47**	**88.49**
II.	**Cash flows from/ (used in) investing activities**						
	Investments made in subsidiaries and joint ventures	(895.49)	(13.99)	(507.82)	-	-	-
	Interest received / (paid)	3.65	9.78	24.57	29.99	1.71	1.68
	Loans given to body corporates	(2,517.12)	(303.32)	(1,151.70)	(77.50)	(3.50)	(177.50)
	Loans repaid by a body corporates	1,740.99	223.30	1,046.50	98.00	125.00	-
	Deposits (with maturity more than three months)	(0.34)	(1.22)	0.15	12.99	9.38	(22.53)
	Purchase of Fixed Assets	(360.51)	(478.86)	(163.21)	(123.06)	(29.11)	(25.51)
	Proceeds from sale of fixed assets	13.09	4.15	0.34	5.46	-	0.71
	Net Cash from/ (used in) Investing Activities	**(2,015.73)**	**(560.16)**	**(751.17)**	**(54.12)**	**103.48**	**(223.15)**
III.	**Cash flows from/ (used in) financing activities**						
	Repayment of short term borrowings	(6592.02)	(672.34)	-	-	(150.00)	(0.32)
	Proceeds of short term borrowings	5,797.66	1,088.12	907.65	-	-	150.00
	Repayment of long term borrowings	(61.96)	(142.87)	(208.55)	(80.64)	(17.64)	-
	Proceeds of long term borrowings	-	183.50	262.22	52.01	-	-
	Proceeds from issue of equity share capital (including securities premium)	1,050.00	40.00	-	48.95	-	-
	Proceeds from issue of preference share capital (including securities premium)	2,000.00	300.00	-	-	-	-
	Dividend paid (including dividend distribution tax)	-	(2.32)	(2.08)	-	-	-
	Hire purchase loan taken	-	18.62	0.50	10.47	1.36	1.32
	Hire purchase loan repaid	(4.86)	(4.76)	(2.55)	(3.16)	(0.86)	(1.40)
	Finance Lease loan taken	49.93	-	-	-	-	-
	Finance Lease loan repaid	(3.76)	-	-	-	-	-
	Interest paid	(88.48)	(139.19)	(60.40)	(19.71)	(34.40)	(21.38)
	Net cash from/ (used in) financing activities	2,146.51	668.76	896.79	7.92	(201.54)	128.22
IV.	Net increase/ (decrease) in cash and cash equivalents [I+II+III]	(9.99)	4.26	9.49	(17.29)	39.41	(6.44)
V.	**Cash & cash equivalents at the beginning of the year/ period**	**58.51**	**54.25**	**44.76**	**62.05**	**22.64**	**29.08**
VI.	**Cash & cash equivalents at the end of the year/ period [IV+V]**	**48.52**	**58.51**	**54.25**	**44.76**	**62.05**	**22.64**
	Cash and Cash Equivalents include:						
	Cash on hand	5.88	4.18	1.78	1.67	1.10	0.57
	Cheques on hand	0.24	0.37	-	-	-	9.50
	Balances with scheduled banks:						
	-On cash collection accounts	30.87	45.88	32.26	32.31	32.52	8.88
	-On EEFC accounts	0.29	0.14	1.49	2.36	28.23	3.38
	-On current accounts	9.49	4.69	15.91	8.42	0.20	0.31
	-On deposit accounts	3.39	4.26	2.81	0.15	13.15	22.53
		50.16	**59.52**	**54.25**	**44.91**	**75.20**	**45.17**
	Less: - Fixed deposits not considered as cash equivalents	1.56	1.22	-	0.15	13.15	22.53
	Less: Effect of Exchange Differences on Cash & Cash Equivalents held in foreign currency	0.08	(0.21)	-	-	-	-
	Total	**48.52**	**58.51**	**54.25**	**44.76**	**62.05**	**22.64**

Restated consolidated summary statement of Assets and Liabilities

(₹ in million)

Particulars	As at September 30,	As at March 31,	
	2010	2010	2009
Fixed Assets:			
Gross block	3897.78	1,256.59	681.79
Less: Accumulated depreciation/ amortization	1020.97	275.11	220.80
Net Block	**2,876.81**	**981.48**	**460.99**

Capital work in progress including capital advances	309.44	99.72	62.24
Net Fixed Assets	**3,186.25**	**1081.20**	**523.23**
Goodwill	**4,455.71**	**285.64**	**285.64**
Deferred Tax Assets (Net)		**-**	**7.78**
Current Assets, Loans and Advances:			
Inventories	206.77	141.63	85.13
Sundry debtors	748.00	261.11	187.44
Cash and bank balances	155.27	86.14	74.79
Loans and advances	638.49	329.27	480.17
Other current assets	3.14	11.47	2.92
Total	**1,751.67**	**829.62**	**830.45**
Liabilities and Provisions:			
Secured Loans	1,774.78	451.73	337.12
Unsecured Loans	2,202.91	1,278.56	959.02
Current Liabilities and Provisions	750.81	282.52	176.60
Minority Interest	90.50	23.32	24.31
Total	**4,819.00**	**2,036.13**	**1497.05**
Net worth	**4,574.63**	**160.33**	**150.05**
Net worth represented by			
Share capital			
- Equity shares	519.99	197.99	177.99
- Preference shares	133.75	300.00	-
Reserves (share premium, general reserves & capital reserve)	4,344.46	30.74	4.40
Less : Profit and loss account debit balance	423.57	368.40	32.34
Net worth	**4,574.63**	**160.33**	**150.05**

Restated consolidated summary statement of Profit and Loss Account

(Rs. in million)

Particulars	For the six month period ended September 30,	For the year ended March 31,	
	2010	2010	2009
Income			
Service Income from:			
Laboratory/ clinical services	1,506.75	1,665.05	1,378.96
Management fees	11.70	19.27	15.10
Less: Service tax	19.19	11.11	18.78
Service Income (Net)	**1,499.26**	**1,673.21**	**1,375.28**
Trading sales	-	13.29	-
Other income	32.21	12.90	31.42
Total Income	**1,531.47**	**1,699.40**	**1,406.70**
Expenditure			
Material consumed	504.02	645.69	444.11
Cost of tests outsourced	15.89	29.43	16.95
Personnel cost	313.89	456.12	353.86
Operating and other expenses	494.93	675.98	475.93
Total Expenditure	**1,328.73**	**1,807.22**	**1,290.85**
Profit/ (loss) before financial expenses, depreciation/ amortisation & taxes	**202.74**	**(107.82)**	**115.85**
Financial expenses	132.42	132.08	85.41
Profit/ (loss) before depreciation/ amortisation& taxes	**70.32**	**(239.90)**	**30.44**
Depreciation/ amortization	140.15	89.37	51.05
Net Profit/ (Loss) before tax	**(69.83)**	**(329.27)**	**(20.61)**
Current tax	-	-	10.21
Deferred tax charge/(credit)	(12.20)	7.78	1.70
Fringe benefit tax	-	-	5.89
Total tax expense	**(12.20)**	**7.78**	**17.80**
Net Profit/(Loss) before Minority Interest	**(57.63)**	**(337.05)**	**(38.41)**
Share of Minority Interest	(2.46)	(0.99)	(1.93)
Net Profit/(Loss), as restated	**(55.17)**	**(336.06)**	**(36.48)**
Balance brought forward from previous years as restated	(368.40)	(32.34)	6.45
Balance available for appropriations as restated	(423.57)	(368.40)	(30.03)
Appropriations			
Dividend on equity shares	-	-	1.98
Tax on dividend on equity shares	-	-	0.33
Balance carried forward as restated	**(423.57)**	**(368.40)**	**(32.34)**

Restated consolidated summary statement of Cash Flows

(Rs. in million)

	Particulars	For the six month period ended September 30,	For the year ended March 31,	
		2010	2010	2009
I.	**Cash flows from/ (used in) operating activities**			
	Net Profit/(Loss) before taxes	**(69.83)**	**(329.27)**	**(20.61)**
	Adjustments for:	-	-	-
	Depreciation/ Amortization	140.15	89.37	51.05
	Loss on fixed assets sold/ discarded (net)	7.20	5.32	0.22
	Foreign exchange fluctuation difference (net)	3.41	19.69	(0.78)
	Provision for doubtful debts and advances	0.46	14.24	0.61
	Bad debts written off	2.57	1.89	0.53
	Interest Expense	120.73	127.09	81.25
	Interest Income	(0.92)	(5.75)	(21.26)
	Operating Profit/ (Loss) before Working Capital Changes	**203.77**	**(77.42)**	**91.01**
	Adjustments for :			
	(Increase)/Decrease in Inventories	(65.14)	(56.50)	(42.13)
	(Increase)/Decrease in Sundry Debtors	(490.50)	(90.05)	(41.26)
	(Increase)/Decrease in Loans and Advances	(178.08)	(2.66)	(174.71)
	Increase/(Decrease) in Current Liabilities and Provisions	385.66	122.47	(61.29)
	Cash generated from/ (used in) Operating Activities	**(144.29)**	**(104.16)**	**(228.38)**
	Direct Taxes Paid	(132.52)	(48.29)	(55.15)
	Net Cash from/ (used in) Operating Activities	**(276.81)**	**(152.45)**	**(283.53)**
II.	**Cash flows from/ (used in) investing activities**			
	Investment made in subsidiaries	(1089.36)	-	(259.40)
	Interest received/ (paid)	(1.86)	8.32	24.58
	Deposits (with maturity more than three months)	0.90	(0.61)	(13.66)
	Loans given to body corporate(s)	(240.00)	(303.32)	(1,151.70)
	Loans repaid by body corporate(s)	240.00	486.01	1,046.50
	Purchase of Fixed Assets	(2,285.43)	(668.84)	(390.40)
	Proceeds from sale of fixed assets	33.02	5.08	0.33
	Net Cash from/ (used in) Investing Activities	**(3,342.73)**	**(473.36)**	**(743.75)**
III.	**Cash flows from/ (used in) financing activities**			
	Repayment of short term borrowings	(6,778.01)	(708.45)	-
	Proceeds of short term borrowings	5,947.43	1,088.12	1055.19
	Repayment of long term borrowings	-	(142.88)	(208.55)
	Proceeds of long term borrowings	1438.04	183.50	262.22
	Proceeds from issue of equity share capital (including securities premium)	1,153.90	40.00	-
	Proceeds from issue of preference share capital (including securities premium)	2000.00	300.00	-
	Dividend paid (including dividend distribution tax)	-	(2.32)	(2.08)
	Hire purchase loan taken	-	18.62	0.50
	Hire purchase loan repaid	(4.86)	(4.76)	(2.55)
	Proceeds from Lease loan	49.93	-	-
	Repayment of Lease loan	(3.76)	-	-
	Interest paid	(114.49)	(141.42)	(61.19)
	Net cash from/ (used in) financing activities	**3,688.18**	**630.41**	**1,043.54**
IV.	**Net increase/ (decrease) in cash and cash equivalents [I+II+III]**	**68.64**	**4.60**	**16.26**
V.	**Exchange Fluctuation Translation Difference**	1.31	6.34	(0.05)
VI.	**Translation (loss)/ gain on foreign currency bank accounts**	0.08	(0.20)	-
VII.	**Cash & cash equivalents at the beginning of the year/ period**	71.71	60.97	44.76
VIII.	**Cash & cash equivalents at the end of the year/ period [IV+V+VI+VII]**	**141.74**	**71.71**	**60.97**
	Cash and Cash Equivalents include:			
	Cash on hand	16.49	4.19	1.92
	Cheques on hand	0.24	0.37	-
	Balances with scheduled banks:	-	-	-
	-On cash collection accounts	30.87	45.88	32.26
	-On EEFC accounts	0.29	0.14	1.49
	-On current accounts	88.84	18.10	22.49
	-On deposit accounts	18.54	17.46	16.63
		155.27	**86.14**	**74.79**
	Less: - Fixed deposits not considered as cash equivalents	13.53	14.43	13.82
	Total	**141.74**	**71.71**	**60.97**

GENERAL INFORMATION

Our Company was incorporated under the Companies Act as "Specialty–Ranbaxy Private Limited", a private limited company vide certificate of incorporation dated July 7, 1995, issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana ("**RoC**"), pursuant to a joint venture agreement dated April 17, 1995 between Specialty Laboratories Asia Limited and Ranbaxy Laboratories Limited. For further details, see the section titled "*History and Corporate Structure*" on page 90.

Registered and Corporate Office

Our registered and corporate office is situated at Plot No. D-3, A Wing 2nd Floor, District Centre, Saket, New Delhi 110 017. For details relating to changes in our Registered Office, see the section titled "*History and Corporate Structure*" on page 90.

Corporate Identity Number: U74899DL1995PLC070603

Address of the RoC

Registrar of Companies, NCT Delhi & Haryana
4th Floor, IFCI Tower
61, Nehru Place
New Delhi 110 019

Board of Directors

Our Board comprises the following:

Name, Designation and Occupation	Age (years)	DIN	Address
Mr. Malvinder Mohan Singh Non Executive Director *Occupation:* Business Executive	38	00042981	1, Rajesh Pilot Lane New Delhi 110 011 Delhi, India.
Mr. Shivinder Mohan Singh Non Executive Director *Occupation*: Business Executive	35	00042910	1, Rajesh Pilot Lane New Delhi 110 011 Delhi, India.
Mr. Sunil Godhwani Non- Executive Director *Occupation:* Professional	50	00174831	A-2, Inayat Farm, Asola Fatehpur Beri P.O. Mehrauli New Delhi 110 030 Delhi, India.
Mr. Harpal Singh Non-Executive Director *Occupation*: Professional	61	00078224	B-10, Anand Niketan New Delhi 110 021 Delhi, India.
Dr. Sanjeev K. Chaudhry Director and Chief Executive Officer *Occupation*: Professional	51	00015077	Garden Home - 21 Celebrity Homes Palam Vihar Gurgaon 122 017 Haryana, India.
Dr. Amit Varma Non-Executive Director *Occupation*: Professional	44	02241746	49B, Aradhana Enclave, R K. Puram, Sector-13, Ring Road New Delhi – 110066, India.
Mr. Brian Tempest Non-Executive Director Independent Director *Occupation*: Professional	63	00101235	South Park Farm Grayswood Road Haslemere, Surrey GU 27 2DJ, UK.

Dr. P. S. Joshi Non Executive Director Independent Director *Occupation*: Business Executive	63	00109974	Maharaj Sawan Singh Charitable Hospital, Beas- 143201, Punjab
Dr. Sunita Naidoo Non-Executive Director Independent Director *Occupation:* Professional	45	02278137	41, Pemberley Avenue Bedford, MK40 2LE Bedford, United Kingdom.
Dr. Ranjit Roy Chaudhury Non-Executive Director Independent Director *Occupation:* Professional	80	02417722	Y-85, Hauz Khas New Delhi – 110016 India.
Dr. Robert Clayton McGuiness Non-Executive Director Independent Director *Occupation:* Professional	59	03313261	914A, The Aralias, DLF Golf Links, DLF Phase 5, Gurgaon, Haryana 122001, India
Mr. Sandeep Laumas Non-Executive Director Independent Director *Occupation:* Professional	42	03422763	982, New Field Avenue, Stamford CT, USA, 06905

For further details and profile of our Directors, see the section titled "*Our Management*" on page 109.

Company Secretary and Compliance Officer

Our Company Secretary and Compliance Officer is Mr. Ankush Agarwal, whose contact details are as follows:

Mr. Ankush Agarwal
GYS Global, 4th floor,
Plot No. A-3 to A-5, Sector 125,
Noida 201 301, Uttar Pradesh
Telephone: (91 120) 3394011
Facsimile: (91 120) 339 4020/ 339 4109
E-mail: ipo@srl.in
Website: www.srl.in

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 Equity Shares in the respective beneficiary account or refund orders.

All grievances relating to ASBA may be addressed to the Registrar to the Issue, with a copy to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, Bid Amount Blocked, ASBA Account number and the Designated Branch where the ASBA Form was submitted.

For all Issue related queries and for redressal of complaints, Bidders may also write to the Book Running Lead Managers. All complaints, queries or comments received by SEBI shall be forwarded to the Book Running Lead Managers, who shall respond to the same.

Book Running Lead Managers

Nomura Financial Advisory & Securities (India) Private Limited
Ceejay House, Level 11 Dr. Annie Besant Road Worli, Mumbai 400 018, India **Telephone:** (91 22) 4037 4037 **Facsimile:** (91 22) 4037 4111 **Email id:** srl.ipo-in@nomura.com **Website:** http://www.nomura.com/asia/services/capital_raising/equity.shtml

Investor Grievance ID: investorgrievances-in@nomura.com
Contact Person: Mr. Shreyance Shah
SEBI registration number: INM000011419

Kotak Mahindra Capital Company Limited

1st Floor, Bakhtawar
229, Nariman Point, Mumbai 400 021
Maharashtra, India
Telephone: (91 22) 6634 1100
Facsimile: (91 22) 2283 7517
Email: srl.ipo@kotak.com
Website: www.investmentbank.kotak.com
Investor Grievance ID: kmccredressal@kotak.com
Contact Person: Mr. Chandrakant Bhole
SEBI registration number: INM000008704

Religare Capital Markets Limited*

GYS Infinity, Paranjpe, 'B' Scheme, Subhash Road
Vile Parle (East), Mumbai 400 057
Telephone: (91 22) 6766 3400
Fascimile: (91 22) 6766 3600
E-mail: srl.ipo@religare.in
Website: www.religarecm.com
Investor Grievance ID: grievance.ibd@religare.in
Contact Person: Mr. Kunur Bavishi
SEBI Registration number: INM000011062

* *RCM is a subsidiary of REL. As there are common promoters and common directors between REL and our Company, RCM is deemed to be our associate as per the Merchant Bankers Regulations. RCM has signed the due diligence certificate and accordingly has been disclosed as a Book Running Lead Manager. Further, in compliance with the provision to Regulation 21A(1) and explanation to Regulation 21A (1) of the Merchant Bankers Regulations, read with Regulation 110 and Schedule XX of the SEBI Regulations, RCM would be involved only in marketing of the Issue.*

Domestic Legal Counsel to the Company

Luthra & Luthra Law Offices

103, Ashoka Estate
24, Barakhamba Road
New Delhi 110 001, India
Telephone: (91 11) 4121 5100
Facsimile: (91 11) 2372 3909

Domestic Legal Counsel to the Underwriters

AZB & Partners

AZB House
Plot No. A8 – Sector 4
Noida 201301, India
Telephone: (91 120) 4179999
Facsimile: (91 120) 4179900

International Legal Counsel to the Underwriters

Clifford Chance

Clifford Chance, CC Asia Limited
One George Street
19th Floor
Singapore 049145
Telephone: (00 65) 6410 2200
Facsimile: (00 65) 6410 2288

Registrar to the Issue

Karvy Computershare Private Limited
Plot no. 17 – 24, Vittal Rao Nagar Madhapur Hyderabad – 500 081, India **Toll Free:** 1-800-3454001 **Telephone:** (91 40) 4465 5000 **Facsimile:** (91 40) 2343 1551 **Email:** super-religare.ipo@karvy.com **Website:** http:\\karisma.karvy.com **Contact Person:** Mr. M Murali Krishna **SEBI Registration No.:** INR000000221

Escrow Collection Banks/ Bankers to the Issue

[●]

Syndicate Members

[●]

Self Certified Syndicate Banks

The banks which are registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended, and offer services in relation to ASBA, including blocking of an ASBA Account in accordance with the SEBI Regulations and a list of which is available on http://www.sebi.gov.in/pmd/scsb.pdf or at such other website as may be prescribed by SEBI from time to time.

Refund Banker

[●]

Statutory Auditors to our Company

S.R. Batliboi & Co.
Golf View Corporate Tower B Sector 42, Sector Road Gurgaon 122 002, India Telephone: (91 124) 464 4000 Facsimile: (91 124) 464 4050 E-mail: SRBC@in.ey.com

Banker to our Company

HDFC Bank Limited
Emerging Corporate Group M 39, 1st Floor, Outer Circle Connaught Place New Delhi 110 001

Telephone: (91 11) 3026 1900
Facsimile: (91 11) 3026 1884
E-mail: rajeshk.sharma@hdfcbank.com
Contact Person: Mr. Rajesh Sharma
Website: www.hdfcbank.com

Inter se allocation of Responsibilities among the Book Running Lead Managers

S.No.	Activity	Responsibility	Co-ordination*
1	Capital Structuring with relative components and formalities such as type of instruments, etc.	Nomura Financial Advisory & Securities (India) Private Limited ("**Nomura**"), Kotak Mahindra Capital Company Limited ("**Kotak**")	Nomura
2	Due diligence of Company's operations / management / business plans / legal etc. Drafting and design of Red Herring Prospectus including memorandum containing salient features of the Prospectus. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalization of Prospectus and RoC filing.	Nomura, Kotak, Religare Capital Markets Limited ("**RCM**")	Nomura
3	Drafting and approval of all statutory advertisement	Nomura, Kotak	Nomura
4	Drafting and approval of all publicity material other than statutory advertisement as mentioned in 3 above including corporate advertisement, brochure etc.	Nomura, Kotak	Kotak
5	Appointment of other intermediaries viz., Registrar's, Printers, Advertising Agency and Bankers to the Issue	Nomura, Kotak, RCM	Kotak
6	International institutional marketing strategy, preparation of road show presentation, finalize the list and division of investors for one to one meetings, in consultation with the Company, and finalizing the international road show schedule and investor meeting schedules	Nomura, Kotak, RCM	Nomura
7	Domestic institutions / banks / mutual funds marketing strategy, finalize the list and division of investors for one to one meetings, institutional allocation in consultation with the Company, preparation of FAQs, finalizing the list and division of investors for one to one meetings, and finalizing investor meeting schedules	Nomura, Kotak, RCM	Kotak
8	Non-Institutional and Retail marketing of the Issue, which will cover, inter alia, Formulating marketing strategies, preparation of publicity budget, finalize media and PR strategy, finalizing centers for holding conferences for press and brokers, follow-up on distribution of publicity and Issuer material including form, prospectus and deciding on the quantum of the Issue material, co-ordination with Stock Exchanges for book building software, bidding terminals and mock trading.	Nomura, Kotak, RCM	RCM
9	Finalization of pricing, in consultation with the Company	Nomura, Kotak	Nomura
10	The post bidding activities including management of escrow accounts, co-ordination of non-institutional allocation, intimation of allocation and dispatch of refunds to bidders etc. The post-Issue activities for the Issue involving essential follow up steps, which include the finalization of trading and dealing of instruments and demat of delivery of Equity Shares, with the various agencies connected with the work such asthe Registrar to the Issue and Bankers to the Issue and the bank(s) handling refund business. The merchant banker shall be responsible for ensuring that these agencies fulfill their functions and enable it to discharge this responsibility through suitableagreements with the Company.	Nomura, Kotak	Kotak

RCM is a subsidiary of REL. As there are common promoters and common directors between REL and our Company, RCM is deemed to be our associate as per the Merchant Bankers Regulations. RCM has signed the due diligence certificate and accordingly has been disclosed as a Book Running Lead Manager. Further, in compliance with the provision to Regulation 21A(1) and explanation to Regulation 21A (1) of the Merchant Bankers Regulations, read with Regulation 110 and Schedule XX of the SEBI Regulations, RCM would be involved only in marketing of the Issue.

Even if any of these activities are being handled by other intermediaries, the Book Running Lead Managers shall be responsible for ensuring that these intermediaries fulfil their functions and enable them to discharge their responsibility through suitable agreements with our Company.

Credit Rating

As this is an issue of Equity Shares, credit rating is not required.

Trustees

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

IPO Grading Agency

[●]

IPO Grading

This Issue has been graded by [●] and has been assigned the "IPO Grade [●]" indicating [●] through its letter dated [●], which is valid for a period of [●] months. The IPO grading is assigned on a five point scale from 1 to 5 wherein an "IPO Grade 5" indicates strong fundamentals and "IPO Grade 1" indicates poor fundamentals.

A copy of the report provided by [●], furnishing the rationale for its grading will be annexed to the Red Herring Prospectus and will be made available for inspection at our Registered Office from 10.00 a.m. to 4.00 p.m. on Working Days from the date of the Red Herring Prospectus until the Bid Closing Date. For details of summary of rationale for the grading assigned by the IPO Grading Agency, see the section titled "*Other Regulatory and Statutory Disclosures*" on page 335.

Disclaimer of IPO Grading Agency

[●]

Monitoring Agency

[●]

In the event the Issue size exceeds ₹ 5,000 million, we shall appoint a monitoring agency in accordance with the SEBI Regulations.

Expert

Except for the report provided by the IPO Grading Agency (a copy of which report will be annexed to the Red Herring Prospectus), furnishing the rationale for its grading of this Issue, we have not obtained any other expert opinions.

Project Appraisal

None of the objects of this Issue have been appraised.

Book Building Process

"Book building" refers to the process of collection of Bids made by the investors within the Price Band on the basis of the Red Herring Prospectus, the Bid cum Application Forms and the ASBA Forms. The Issue Price shall be determined by our Company, in consultation with the Book Running Lead Managers, after the Bid Closing Date. The principal parties involved in the Book Building Process are:

(1) our Company;
(2) the Book Running Lead Managers;
(3) Syndicate Members who are intermediaries registered with SEBI or registered as brokers with the Stock Exchanges and eligible to act as underwriters;
(4) Registrar to the Issue;
(5) Escrow Collection Banks; and
(6) SCSBs.

This Issue is being made through the 100% Book Building Process. Such number of Equity Shares representing up to 50% of the Issue shall be available for allocation on a proportionate basis to QIB Bidders. 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, subject to valid Bids being received at or above the Issue Price. The remainder shall be available for allocation on a proportionate basis to QIB Bidders, including Mutual Funds, subject to valid Bids being received from them at or above the Issue Price. In the event that the demand from Mutual Funds is greater than 5% of the Net QIB Portion, allocation shall be made to Mutual Funds proportionately, to the extent of the Mutual Fund Portion. The remaining demand by Mutual Funds shall, as part of the aggregate demand by QIBs, be available for allocation proportionately out of the remainder of the Net QIB Portion. However, in the event of under-subscription in the Mutual Fund Portion, the balance Equity Shares in the Mutual Fund Portion will be added to the Net QIB Portion and allocated to QIBs on a proportionate basis, subject to valid Bids at or above Issue Price.

Our Company may, in consultation with the Book Running Lead Managers, allocate up to 30% of the QIB Portion to Anchor Investors on a discretionary basis at the Anchor Investor Price, out of which at least one-third will be available for allocation to domestic Mutual Funds only. For further details, see the section titled "*Issue Procedure*" on page 355. Allocation to Anchor Investors shall be on a discretionary basis subject to minimum number of two Anchor Investors. An Anchor Investor shall make a minimum Bid of such number of Equity Shares that the Bid Amount is at least ₹ 100 million. Further, Anchor Investors shall pay the entire Bid Amount at the time of submission of the Bid cum Application Form to the Book Running Lead Managers and the balance, if any, within two days from the Bid Closing Date. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion.

Further, not less than 15% of the Issue will be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Issue will be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid Bids being received at or above the Issue Price.

In accordance with the SEBI Regulations, QIBs Bidding in the Issue are not allowed to withdraw their Bids after the QIB Bid Closing Date and Anchor investors cannot withdraw after Anchor Investor Bidding Date. Further, allocation to QIBs in the Net QIB Portion will be on a proportionate basis. For further details, see the sections titled "*Terms of the Issue*" and "*Issue Procedure*" on pages 348 and 355 respectively.

Our Company will comply with the SEBI Regulations and any other ancillary directions issued by SEBI for this Issue. In this regard, our Company has appointed the Book Running Lead Managers to manage this Issue and procure subscriptions to this Issue.

The Book Building Process is subject to change. Investors are advised to make their own judgment about an investment through this process prior to submitting a Bid.

Steps to be taken by the Bidders for making a Bid or application in this Issue:

- Check eligibility for making a Bid. For further details, see the section titled "*Issue Procedure*" on page 355. Specific attention of ASBA Bidders is invited to the section titled "*Issue Procedure*" on page 355;
- Ensure that you have an active demat account and the demat account details are correctly mentioned in the Bid cum Application Form or the ASBA Form, as the case may be;
- Ensure that the Bid cum Application Form or ASBA Form is duly completed as per the instructions given in the Red Herring Prospectus and in the respective forms;
- Except for Bids on behalf of the Central or State Government and the officials appointed by the courts, for Bids of all values, ensure that you have mentioned your PAN in the Bid cum Application Form or ASBA Form (see the section titled "*Issue Procedure*" on page 355). However, Bidders residing in the

State of Sikkim are exempted from the mandatory requirement of PAN. The exemption is subject to the Depository Participants' verifying the veracity of the claim of the investors that they are residents of Sikkim, by collecting sufficient documentary evidence in support of their address;

- Ensure the correctness of your Demographic Details (as defined in the section titled "*Issue Procedure – Bidder's PAN, Depository Account and Bank Account Details*" on page 371), given in the Bid cum Application Form or ASBA Form, with the details recorded with your Depository Participant;
- All Bidders, other than Anchor Investors can Bid through the ASBA process. Bids by ASBA Bidders will only have to be submitted to the SCSBs at the Designated Branches. ASBA Bidders should ensure that their specified bank accounts have adequate credit balance at the time of submission to the SCSB to ensure that their ASBA Form is not rejected;
- Bidders can submit their Bids through the ASBA by submitting ASBA Forms, either in physical or electronic mode, to the SCSB with whom the ASBA Account is maintained; and
- Bids by QIBs (including Anchor Investors), except ASBA bidders will only have to be submitted to members of the Syndicate or their affiliates.

Illustration of Book Building Process and the Price Discovery Process

(Investors should note that the following is solely for the purpose of illustration and is not specific to this Issue)

Bidders can bid at any price within the Price Band. For instance, assuming a price band of ₹ 20 to ₹ 24 per share, an issue size of 3,000 equity shares and receipt of five bids from bidders, details of which are shown in the table below. A graphical representation of the consolidated demand and price would be made available at the bidding centres during the bidding period. The illustrative book as shown below indicates the demand for the shares of the issuer company at various prices and is collated from bids from various investors.

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

The price discovery is a function of demand at various prices. The highest price at which the issuer is able to issue the desired number of shares is the price at which the book cuts off, i.e., ₹ 22 in the above example. The issuer, in consultation with Book Running Lead Managers, will finalise the issue price at or below such cut-off, i.e., at or below ₹ 22. All bids at or above this issue price and cut-off bids are valid bids and are considered for allocation in the respective categories.

Withdrawal of this Issue

In accordance with the SEBI Regulations, our Company, in consultation with Book Running Lead Managers, reserves the right not to proceed with this Issue at anytime after the Bid Opening Date but before the Board meeting for Allotment, without assigning any reasons therefor. However, if our Company withdraws the Issue after the Bid Closing Date, we will give the reason thereof within two days of the Bid Closing Date by way of a public notice which shall be published within two days of the Bid Closing Date in the same newspapers where the pre-Issue advertisements were published. Further, the Stock Exchanges shall be informed promptly in this regard and the Book Running Lead Managers through the Registrar to the Issue shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders. In the event of withdrawal of the Issue and subsequently, plans of an IPO by our Company, a draft red herring prospectus will be submitted again for observations of the SEBI.

Notwithstanding the foregoing, this Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and the final RoC approval of the Prospectus.

In terms of the SEBI Regulations, QIBs Bidding in the Net QIB Portion shall not be allowed to withdraw their Bids after the QIB Bid Closing Date and Anchor investors cannot withdraw after Anchor Investor Bidding Date. For details in relation to Anchor Investors bidding in the Anchor Investor Portion, see the section titled "*Issue Procedure*" on page 355.

Bid/Issue Programme*

BID OPENS ON	**[●]**
QIB BID CLOSES DATE	**[●]**
BID CLOSES ON	**[●]**

*****_Our Company may, in consultation with the Book Running Lead Managers, allocate up to 30% of the QIB Portion, i.e. [●] Equity Shares, to Anchor Investors on a discretionary basis, in accordance with the SEBI Regulations. Anchor Investors shall bid on the Anchor Investor Bidding Date._

Except in relation to the Bids received from the Anchor Investors, Bids and any revision in Bids shall be accepted **only between 10.00 a.m. and 5.00 p.m.** (Indian Standard Time) during the Bidding Period as mentioned above at the Bidding Centres mentioned on the Bid cum Application Form or, in case of Bids submitted through ASBA Form, the Designated Branches **except that on the Bid Closing Date, Bids shall be accepted only between [●] a.m. and [●] p.m. (Indian Standard Time)** and uploaded until (i) 4.00 p.m. in case of Bids by QIBs Bidding in the Net QIB Portion and Non-Institutional Bidders; and (ii) until 5.00 p.m. in case of Bids by Retail Individual Bidders which may be extended up to such time as deemed fit by the Stock Exchanges after taking into account the total number of applications received up to the closure of timings and reported by Book Running Lead Managers to the Stock Exchanges within half an hour of such closure. In case our Company, in consultation with the Book Running Lead Managers, decides to close the Bidding for QIBs one day prior to the Bid Closing Date, the timings as stated in (i) hereinabove will apply as on the QIB Closing Date.

Due to limitation of the time available for uploading the Bids on the Bid Closing Date, the Bidders are advised to submit their Bids one day prior to the Bid Closing Date and, in any case, no later than 1.00 p.m. (Indian Standard Time) on the Bid Closing Date. Bidders are cautioned that, in the event a large number of Bids are received on the Bid Closing Date, as is typically experienced in public offerings in India, it may lead to some Bids not being uploaded due to lack of sufficient time to upload. Such Bids that cannot be uploaded will not be considered for allocation under this Issue. Bids will only be accepted on Working Days. Investors please note that as per letter no. List/smd/sm/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE respectively, bids and any revision in Bids shall not be accepted on Saturdays and Holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the SCSBs in the electronic system to be provided by the Stock Exchanges. In accordance with the terms of circular no. CIR/CFD/DIL/8/2010 dated October 12, 2010, ASBA Forms can also be collected by the members of the Syndicate, who shall submit them to the SCSBs.

Applicants may note that in case the DP ID & Client ID, PAN and such other details as required, mentioned in the application form and entered into the electronic bidding system of the Stock Exchanges by the Syndicate Members do not match with such details available in the depository database, the application is liable to be rejected.

The Price Band will be decided by us in consultation with the Book Running Lead Managers and will be announced at least two Working Days prior to the Bid Opening Date. The announcement of the Price Band shall also be made available on the websites of the Book Running Lead Managers and at the terminals of the Syndicate.

Our Company, in consultation with Book Running Lead Managers, reserves the right to revise the Price Band during the Bidding Period in accordance with the SEBI Regulations. In such an event, the Cap Price should not be more than 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in the Price Band shall not exceed 20% on either side, in other words, the Floor Price can move up or down, to the extent of 20% of the Floor Price, as disclosed advertised at least two Working Days before the Bid Opening Date.

In case of revision in the Price Band, the Bidding Period shall be extended for atleast three additional Working Days after such revision, subject to the Bidding Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bidding Period, if applicable, shall be widely disseminated by notification to the SCSBs and the Stock Exchanges, by issuing a press release and also by indicating the change on the websites of the Book Running Lead Managers and at the terminals of the Syndicate.

Underwriting Agreement

After the determination of the Issue Price, but prior to filing of the Prospectus with the RoC, our Company intends to enter into an Underwriting Agreement with the Underwriters and the Registrar to the Issue for the Equity Shares proposed to be offered through this Issue. It is proposed that pursuant to the terms of the Underwriting Agreement, the Underwriters responsible for bringing in the amount devolved in the event the respective Syndicate Members do not fulfil their underwriting obligations. The underwriting shall be to the extent of the Bids uploaded, subject to Regulation 13 of the SEBI Regulations. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein.

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

(This portion has been intentionally left blank and will be completed before filing of the Prospectus with the RoC.)

Details of the Underwriters	**Indicated Number of Equity Shares to be Underwritten**	**Amount Underwritten (₹ million)**
[●]	[●]	[●]
[●]	[●]	[●]
Total	[●]	[●]

The above-mentioned amount is indicative and will be finalised after determination of the Issue Price and finalization of the 'Basis of Allocation'.

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

Allocation among the Underwriters may not necessarily be in the proportion of their underwriting commitments. Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors procured by them. In the event of any default in payment, the respective Underwriters, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure/subscribe for Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement.

CAPITAL STRUCTURE

The equity share capital of our Company, as of the date of this Draft Red Herring Prospectus, before and after the proposed Issue, is set forth below:

(₹ million, except share data)

		Aggregate nominal value	Aggregate value at Issue Price
A)	**AUTHORISED SHARE CAPITAL**(a)		
	85,000,000 Equity Shares	850.00	
	10,000,000 Non-Cumulative Redeemable Preference Shares of Face Value ₹ 10	100.00	
B)	**ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL BEFORE THE ISSUE**		
	51,998,989 Equity Shares	519.99	
	10,000,000 Non-Cumulative Redeemable Preference Shares of Face Value ₹ 10	100.00	
C)	**PRESENT ISSUE IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS** (b)		
	Issue of up to 28,000,000 Equity Shares**	280.00	[●]
	Which comprises:		
	QIB Portion of up to [●] Equity Shares, of which the:		
	Anchor Investor Portion is up to [●] Equity Shares		
	Net QIB Portion of not more than [●] Equity Shares, of which the:	[●]	[●]
	Mutual Fund Portion is [●] Equity Shares*		
	Other QIBs (including Mutual Funds) is [●] Equity Shares*		
	Non-Institutional Portion of not less than [●] Equity Shares*	[●]	[●]
	Retail Portion of not less than [●] Equity Shares*	[●]	[●]
D)	**PAID-UP EQUITY CAPITAL AFTER THE ISSUE**		
	79,998,989 Equity Shares	799.99	[●]
E)	**SECURITIES PREMIUM ACCOUNT**		
	Before the Issue	2,402.45	
	After the Issue	[●]	

**Available for allocation on a proportionate basis, subject to valid Bids being received at or above the Issue Price.*
***Our Company is considering a Pre-IPO placement. If the Pre-IPO placement is completed the Issue size offered to the public would be reduced to the extent of such Pre-IPO placement*

(a) The initial authorised share capital of our Company of ₹ 60 million comprising 6,000,000 Equity Shares was increased to ₹ 150 million divided into 15,000,000 Equity Shares pursuant to a resolution of the shareholders of our Company dated May 17, 1996.

Further, the authorised share capital of our Company was increased to ₹ 200 million divided into 20,000,000 Equity Shares pursuant to a resolution of the shareholders of our Company dated October 22, 1997.

Further, the authorised share capital of our Company was increased to ₹ 300 million divided into 30,000,000 Equity Shares pursuant to a resolution of the shareholders of our Company dated February 23, 2009.

Further, the authorized share capital of our Company was increased to ₹ 500 million divided into 20,000,000 Equity Shares and 3,000,000 non-cumulative convertible preference shares of ₹ 100 each by creation of 2,000,000 non-cumulative convertible preference shares of ₹ 100 each and re-classification of the un-issued ₹ 100 million equity capital of our Company divided into 10,000,000 Equity Shares was re-classified into 1,000,000 non-cumulative convertible preference shares of ₹ 100 each, pursuant to a resolution of shareholders of our Company dated June 13, 2009.

Further, the authorised share capital of our Company was increased to ₹ 650 million divided into 65,000,000 Equity Shares by creation of 15,000,000 Equity Shares and reclassification of the existing 3,000,000 non-cumulative convertible preference shares of ₹ 100 each into 30,000,000 Equity Shares, pursuant to a resolution of the shareholders of our Company dated August 4, 2010.

Further, the authorised share capital of our Company was re-organised by re-classification of the existing un-issued equity capital of ₹ 100 million divided into 10,000,000 Equity Shares to 10,000,000 redeemable preference shares of ₹ 10 each, pursuant to a resolution of the shareholders of our Company dated August 19, 2010.

Further, the authorised share capital of our Company was increased to ₹ 900 million divided into 80,000,000 Equity Shares of ₹10 each and 10,000,000 redeemable preference shares of ₹ 10 each, pursuant to a resolution of the shareholders of our Company dated December 21, 2010.

Further, the authorised share capital of our Company was increased to ₹ 950 million divided into 85,000,000 Equity Shares of ₹10 each and 10,000,000 redeemable preference shares of ₹ 10 each, pursuant to a resolution of the shareholders of our Company dated February 3, 2011.

(b) This Issue has been authorized by resolutions of our Board dated February 7, 2011, and by a special resolution passed by our shareholders pursuant to Section 81(1A) of the Companies Act, at the EGM held on February 7, 2011.

Notes to Capital Structure

1. *Share Capital History*

a) History of equity share capital of our Company

Date of allotment	Number of Equity Shares	Face value (₹)	Issue Price (₹)	Nature of Consideration	Reasons for allotment	Cumulative number of equity shares	Cumulative equity share capital (₹)	Cumulative share premium (₹)
December 12, 1995	200	10.00	10.00	Cash	Subscription to our Memorandum	200	2,000	Nil
March 30, 1996	28,99,804	10.00	10.00	Cash	Further issue	2,900,004	29,000,040	Nil
March 14, 1997	57,99,608	10.00	10.00	Cash	Further issue	8,699,612	86,996,120	Nil
March 27, 2000	43,49,706	10.00	10.00	Cash	Further issue	13,049,318	130,493,180	Nil
March 16, 2002	3,00,000	10.00	10.00	Cash	Preferential allotment	13,349,318	133,493,180	Nil
December 6, 2007	4,449,772	10.00	11.00	Cash	Preferential allotment	17,799,090	177,990,900	4,449,772
June 6, 2009	2,000,000	10.00	20.00	Cash	Preferential allotment	19,799,090	197,990,900	24,449,772
August 4, 2010	6,000,000	10.00	50.00	Cash	Preferential allotment pursuant to conversion of compulsorily convertible preference shares	25,799,090	257,990,900	264,449,772
August 20, 2010	21,000,000	10.00	50.00	Cash	Preferential allotment	46,799,090	467,990,900	1,104,449,772
August 20, 2010	5,199,899	10.00	259.62	Consideration other than cash	Preferential allotment	51,998,989	519,989,890	2,402,450,782

Other than as mentioned in the table above, our Company has not made any issue of Equity Shares during the preceding one year from the date of this Draft Red Herring Prospectus.

b) History of preference share capital of our Company

(i) History of compulsory convertible preference share capital

Date of allotment	Number of preference shares	Face value (₹)	Issue Price (₹)	Nature of Consideration	Reasons for allotment
June 23, 2009	3,000,000	100	100	Cash	Preferential Allotment[(1)]

[(1)] RHC Holding was allotted 3,000,000 non-cumulative compulsorily convertible preference shares of face value of ₹ 100 each. Subsequently, these non-cumulative compulsorily convertible preference shares of face value of ₹ 100 each were converted and 6,000,000 Equity Shares were allotted to RHC Holding on August 4, 2010.

(ii) History of our redeemable preference share capital

Date of allotment	Number of preference shares	Face value (₹)	Issue Price/Redemption Price (₹)	Nature of Consideration	Reasons for allotment
August 20, 2010	10,000,000	10.00	200.00	Cash	Preferential Allotment[(1)]
February 4, 2011	(4,500,000)	10.00	200.00	-	Redemption[(2)]
February 4, 2011	4,500,000	10.00	10.00	Cash	Preferential Allotment[(3)]

[(1)] Oscar Investments Limited was allotted 7,500,000 non-cumulative redeemable preference shares of face value of ₹ 10 each and RHC Holding was allotted 2,500,000 non-cumulative redeemable preference shares of face value of ₹ 10 each.
[(2)]2,500,000 non-cumulative redeemable preference shares of face value of ₹ 10 each allotted to RHC Holding and 2,000,000 non-cumulative redeemable preference shares of face value of ₹ 10 each allotted to Oscar Investments Limited were redeemed.
[(3)]Maple Leaf Buildcon Private Limited was allotted 4,500,000 non-cumulative redeemable preference shares of face value of ₹ 10 each.

c) Equity Shares issued for consideration other than cash

Except as detailed below, no equity shares of the Company have been issued for consideration other than cash.

Date of allotment*	Name of the Allottee	Number of Equity Shares allotted	Offer Price (₹)	Reasons for allotment^
August 20, 2010	Piramal Healthcare Limited, Dr. Avinash Phadke and Dr. Bhavin Jankharia.	5,199,899	-	Preferential allotment[(1)]

^ Pursuant to a 'Share Purchase, Share Allotment and Debenture Subscription Agreement' dated July 13, 2010, our Company acquired the entire equity share capital of Piramal Diagnostic Services Private Limited from Piramal Healthcare Limited, Dr. Bhavin Jankharia and Dr. Avinash Phadke for a total consideration of ₹ 3,722.88 million. The payment for the said consideration was discharged (a) partly by way of cash payment of ₹ 722.88 million, (b) partly by allotment of Equity Shares worth ₹ 1,350 million in favour of Piramal Healthcare Limited, Dr. Avinash Phadke and Dr. Bhavin Jankharia, (c) partly, by way of allotment of 16,500 fully paid-up non-convertible debentures of face value of ₹ 100,000 each in favour of Piramal Healthcare Limited and (d) agreed to enable PDSPL to repay the amount owed by it to PHL, subject to such repayment not exceeding ₹ 2,500 million. For further details in relation to the said 'Share Purchase, Share Allotment and Debenture Subscription Agreement', see the section titled "History and Corporate Structure" on page 90.
[(1)] Piramal Healthcare Limited was allotted 5,069,902 Equity Shares, Dr. Avinash Phadke was allotted 77,998 Equity Shares and Dr. Bhavin Jankharia was allotted 51,999 Equity Shares. Such Equity Shares were subsequently transferred in favour of Maple Leaf Buildcon Private Limited, one of our Promoters, pursuant to the terms of the abovementioned 'Share Purchase, Share Allotment and Debenture Subscription Agreement'.

(d) Equity Shares issued at a price lower than the issue price during the preceding one year

Our Company has allotted Equity Shares during preceding one year from the date of filing this Draft Red Herring Prospectus, which may be lower than the Issue Price. Details of such allotment are as follows:

Date of allotment	Name of the shareholder	No. of Shares	Issue Price (₹)	Reasons for allotment
August 4, 2010	RHC Holding (Promoter Group)	6,000,000	50.00	Preferential allotment pursuant to conversion of compulsorily convertible preference shares of ₹ 100 each
August 20, 2010	Oscar Investment Limited (Promoter)	10,000,000	50.00	Preferential allotment
	Malav Holdings Private Limited	5,000,000		

Date of allotment	Name of the shareholder	No. of Shares	Issue Price (₹)	Reasons for allotment
	(Promoter)			
	Shivi Holdings Private Limited (Promoter)	5,000,000		
	Religare Group Companies Employees Benefit Trust	1,000,000		
August 20, 2010	Piramal Healthcare Limited	5,069,902	259.62	Preferential allotment pursuant to acquisition of Piramal Diagnostic Services Private Limited
	Dr. Avinash Phadke	77,998		
	Dr. Bhavin Jankharia	51,999		

2. Build up, Contribution and Lock-in of Promoters and Promoter Group

a) Details of build up of Promoters' shareholding in our Company:

Set forth below are the details of the build up of our Promoters' shareholding:

Name of the Promoter	Date of allotment/ transfer or when the Equity Shares were made fully paid up*	No. of Equity Shares*	Face value (₹)	Issue/ Acquisition Price per Equity Share (₹)**	% of pre-Issue Capital	% of post-Issue Capital	Consideration	Nature of Transaction
Oscar Investments Limited	April 11, 2007	6,674,659***	10.00	11.00	12.84	8.34	Cash	Transfer from Shimal Research Laboratories Private Limited
	April 11, 2007	(100)	10.00	-	Negligible	Negligible	Other than cash	Transfer in favour of its nominee, Mr. Vinay Kaul
	May 19, 2010	100	10.00	-	Negligible	Negligible	Other than cash	Transfer from its nominee, Mr. Vinay Kaul
	August 20, 2010	10,000,000	10.00	50.00	19.23	12.50	Cash	Preferential allotment
Sub-total		***16,674,659****	**10.00**		**32.07**	**20.84**		
Malav Holdings Private Limited	March 20, 2002	2,218,384	10.00	11.00	4.27	2.77	Cash	Transfer from Ranbaxy Laboratories Limited
	April 11, 2007	1,118,946	10.00	11.00	2.15	1.40	Cash	Transfer from Ranbaxy Holding Company
	August 20, 2010	5,000,000	10.00	50.00	9.62	6.25	Cash	Preferential allotment
Sub-total		***8,337,330***	**10.00**		**16.03**	**10.42**		
Shivi Holdings Private Limited	March 20, 2002	2,218,384	10.00	11.00	4.27	2.77	Cash	Transfer from Ranbaxy Laboratories Limited
	April 11, 2007	1,118,945	10.00	11.00	2.15	1.40	Cash	Transfer from Ranbaxy Holding Company
	August 20, 2010	5,000,000	10.00	50.00	9.62	6.25	Cash	Preferential allotment
Sub-total		***8,337,329***	**10.00**		**16.03**	**10.42**		
Maple Leaf Buildcon Private Limited	February 3, 2011	5,069,902	10.00	271.50	9.75	6.34	Cash	Transfer from Piramal Healthcare Limited
	February 3, 2011	77,998	10.00	271.50	0.15	0.10	Cash	Transfer from Dr. Avinash Phadke
	February 3, 2011	51,999	10.00	271.50	0.10	0.06	Cash	Transfer from Dr. Bhavin Jankharia
Sub-total		***5,199,899***	**10.00**		**10.00**	**6.50**		
Total		***38,549,217***	**10.00**		**74.13**	**48.19**		

* *The Equity Shares were fully paid on the date of their allotment.*
** *The cost of acquisition excludes the stamp duty paid.*
*** *100 Equity Shares each held by each of Mr. Hemant Dhingra, Mr. Sanjeev Singhal and Mr. C.S Jha as nominees of Oscar Investments Limited.*

b) Details of Promoters' Contribution locked-in for three years:

An aggregate of 20% of the post-Issue capital held by our Promoters shall be considered as promoters' contribution ("**Promoters' Contribution**") and locked-in for a period of three years from the date of Allotment.

The lock-in of the Promoters' Contribution would be as per applicable law and procedure and details of the same shall also be provided to the Stock Exchanges before listing of the Equity Shares.

Our Promoters have, pursuant to their undertakings dated February 11, 2011 granted consent to include such number of Equity Shares held by them as may constitute 20% of the post-Issue equity share capital of our Company as Promoters' Contribution and have agreed not to sell or transfer or pledge or otherwise dispose off in any manner, the Promoters' Contribution from the date of filing of this Draft Red Herring Prospectus until the commencement of the lock-in period specified above. However, in the event, any of the abovementioned Equity Shares become ineligible for computation towards Promoters' Contribution prior to the Bid Opening Date, for any reason whatsoever, the Promoters have undertaken to ensure that they shall adhere to the requirements of the SEBI Regulations in relation thereto.

As of the date of this Draft Red Herring Prospectus, details of the Equity Shares eligible for computation towards the Promoters' Contribution, is as follows:

Name of the Promoter	Date of allotment/ transfer or when the Equity Shares were made fully paid up*	No. of Equity Shares	% of Post Issue Holding(1)	Issue/ Acquisition Price per Equity Share (₹)**	Consideration	Nature of Transaction
Oscar Investments Limited	April 11, 2007	6,674,259*	8.21	11.00	Cash	Transfer from Shimal Research Laboratories Private Limited
Sub-total		***6,674,259***	***8.21***			
Malav Holdings Private Limited	March 20, 2002	2,218,384	2.73	11.00	Cash	Transfer from Ranbaxy Laboratories Limited
	April 11, 2007	1,118,946	1.38	11.00	Cash	Transfer from Ranbaxy Holding Company
Sub-total		***3,337,330***	***4.11***			
Shivi Holdings Private Limited	March 20, 2002	2,218,384	2.73	11.00	Cash	Transfer from Ranbaxy Laboratories Limited
	April 11, 2007	1,118,945	1.38	11.00	Cash	Transfer from Ranbaxy Holding Company
Sub-total		***3,337,329***	***4.11***			
Maple Leaf Buildcon Private Limited	February 3, 2011	2,909,594	3.58	271.50	Cash	Transfer from Piramal Healthcare Limited
Sub-total		***2,909,594***	***3.58***			
Total		***16,258,512***	***20.00***			

** 400 Equity Shares were transferred by Oscar Investments Limited on April 11, 2007*

(1) Post Issue share capital has been considered as 81,292,556 Equity Shares assuming all 1,293,567 options issued pursuant to the ESOP, which are outstanding as on December 31, 2010, are excercised

The abovementioned table indicates details of the Equity Shares eligible for computation towards Promoters' Contribution, as of the date of this Draft Red Herring Prospectus.

The Promoters' Contribution has been brought in to the extent of not less than the specified minimum lot and from persons who are classified as defined as 'promoters' of our Company as per the SEBI Regulations.

All Equity Shares which are to be locked-in are eligible for computation of Promoters' Contribution, in accordance with the SEBI Regulations. The Equity Shares proposed to be included as part of the Promoters' Contribution, as of the date of this Draft Red Herring Prospectus:

(a) have not been subject to pledge or any other form of encumbrance;
(b) are not resulting from a bonus issue by utilisation of revaluation reserves or unrealized profits of our Company or from bonus issue against equity shares which are ineligible for Promoters' Contribution;
(c) have not been acquired for consideration other than cash and revaluation of assets or capitalisation of

intangible assets is involved in such transaction;

(d) have not been acquired by the Promoters during the period of one year immediately preceding the date of filing of this Draft Red Herring Prospectus at a price lower than the Issue Price; or

(e) do not consist of equity shares for which specific written consent has not been obtained from our promoters for inclusion of their subscription in the minimum promoter's contribution subject to lock-in.

However, in the event, any of the abovementioned Equity Shares become ineligible for computation towards Promoters' Contribution prior to the Bid Opening Date, for any reason whatsoever, the Promoters have undertaken to ensure that they shall adhere to the requirements of the SEBI Regulations in relation thereto.

The Promoters' Contribution can be pledged only with a scheduled commercial bank or public financial institution as collateral security for loans granted by such banks or financial institutions, in the event the pledge of the Equity Shares is one of the terms of the sanction of the loan and the loan has been granted by such banks or financial institutions for the purpose of financing one or more of the objects of this Issue. For further details regarding the objects, see the section titled "*Objects of the Issue*" on page 36.

The Equity Shares held by our Promoters may be transferred to and among the Promoter Group or to new promoters or persons in control of our Company, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Code, as applicable.

c) Details of shareholding of Promoter Group in our Company

Set forth below are the details of the build up of the members of our Promoter Group's shareholding:

Name of the Promoter Group	Date of allotment/ transfer or when the Equity Shares were made fully paid up*	No. of Equity Shares*	Face value (₹)	Issue/ Acquisition Price per Equity Share (₹)**	% of pre-Issue Capital	% of post-Issue Capital	Consideration	Nature of Transaction
RHC Holding	August 4, 2010	6,000,000	10.00	50.00	11.54	7.50	Cash	Preferential allotment pursuant to conversion of compulsorily convertible preference shares
Sub-total		***6,000,000***			11.54	***7.50***		
Total		***6,000,000***			11.54	***7.50***		

* *The Equity Shares were fully paid on the date of their allotment.*

** *The cost of acquisition excludes the stamp duty paid.*

Except as otherwise stated hereinabove, none of the members of our Promoter Group or directors of our Promoters hold or have held any Equity Shares.

3. Details of share capital locked in for one year

In addition to the lock-in of the Promoters' Contribution, the entire pre-Issue equity share capital of our Company (including those Equity Shares held by our Promoters and the Equity Shares allotted pursuant to the Pre-IPO Placement, if any), shall be locked in for a period of one year from the date of Allotment. The Equity Shares subject to lock-in will be transferable subject to compliance with the SEBI Regulations, as amended from time to time.

4. Lock-in of equity shares allotted to Anchor Investors

Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment of the Equity Shares.

5. Our shareholding pattern

The table below represents the shareholding pattern of our Company before the proposed Issue and as adjusted for this Issue:

Shareholders	Pre-Issue prior to the Pre-IPO Placement		Pre-Issue including Pre IPO Placement		Post-Issue	
	No. of Equity Shares	% holding	No. of Equity Shares	% holding	No. of Equity Shares	% holding
Promoter and Promoter Group (A)						
Oscar Investments Limited	16,674,659#	32.07	16,674,659	[●]	16,674,659	20.84
Malav Holdings Private Limited	8,337,330	16.03	8,337,330	[●]	8,337,330	10.42
Shivi Holdings Private Limited	8,337,329	16.03	8,337,329	[●]	8,337,329	10.42
RHC Holdings Private Limited	6,000,000	11.54	6,000,000	[●]	6,000,000	7.50
Maple Leaf Buildcon Private Limited	5,199,899	10.00	5,199,899	[●]	5,199,899	6.50
Total Shareholding of Promoter and Promoter Group (A)	**44,549,217**	**85.67**	**44,549,217**	**[●]**	**44,549,217**	**55.69**
Public shareholding (B)(1)						
Logos Holding Company Private Limited	4,449,772	8.56	4,449,772	[●]	4,449,772*	5.56
Prime Trust	2,000,000	3.85	2,000,000	[●]	2,000,000*	2.50
Religare Group Companies Employees Benefit Trust	1,000,000	1.92	1,000,000	[●]	1,000,000*	1.25
Sub-Total (B)(1)	7,449,772	14.33	7,449,772	[●]	7,449,772*	9.31
Public (Pursuant to Pre-IPO)(B)(2)	-	-	**[●]**	**[●]**	**[●]**	**[●]**
Public (Pursuant to the Net Issue) (B)(3)	-	-	-	-	**[●]**	**[●]**
Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)	-	-	-	-	**35,449,772**	**44.31**
GRAND TOTAL (A)+(B)	**51,998,989**	**100.00**	**[●]**	**[●]**	**79,998,989**	**100.00**

* *This does not include any Equity Shares that such shareholders (excluding Promoter and Promoter Group) may Bid for and be Allotted.*
#*Includes shares held directly and through its three nominees.*

6. None of our Directors or Key Management Personnel hold Equity Shares.

7. None of the directors of our Promoter companies hold Equity Shares.

8. Employee stock option scheme

The details of our ESOP are as provided below:

ESOP scheme	Outstanding Options	Remarks
ESOP 2009	1,517,470	The special resolution passed by the shareholders of our Company on August 17, 2009 approved the grant of options under the ESOP 2009. 1,517,470 options were granted on August 22, 2009. During Fiscal 2010, 218,003 options were cancelled/lapsed due to disassociation of employees. Further, during the period between April 1, 2010 and June 30, 2010, 2,900 options were cancelled due to disassociation of employees. During the period between July 1, 2010 and September 30, 2010, 3,000 options were cancelled due to disassociation of employees.

Particulars	Details			
	Fiscal 2010	Period between April 1, 2010 to June 30, 2010	Period between July 1, 2010 to September 30, 2010	Period between October 1, 2010 to December 31, 2010
No. of Options as at beginning of Fiscal/ period	NIL	1,299,467	1,296,567	1,293,567
Options granted	1,517,470	NIL	NIL	NIL
Pricing Formula	$C = S e^{-\delta t} N(d1) – X e^{-rt} N(d2)$ Where: 1. Strike Price (X) 2. Underlying stock value on the valuations dates (S) 3. Risk Free Rate (r) 4. Expected Dividend Yield (δ) 5. Expected life of option (from valuation date) (t) 6. Expected Volatility (σ) 7. d1 = $\underline{1n (S/X) + (r – \delta + \sigma 2/2) t}$ and d2 = d1- σ √t			

Particulars	Details			
	σ √t			
Exercise price of options	₹ 40	N.A.	N.A.	N.A.
Total options vested (includes options exercised)	NIL	NIL	426,877	Nil
Options exercised	NIL			
Total number of Equity Shares arising as a result of full exercise of options already granted	NIL			
Options forfeited/ lapsed/ cancelled**	2,18,003	2,900	3,000	Nil
Variations in terms of options	NIL			
Money realised by exercise of options (in ₹)	NIL			
Options outstanding (in force)	1,299,467	1,296,567	1,293,567	1,293,567
Person wise details of options granted to				
i) Directors and key managerial employees*	**Name of Employee**	**No. of options**		
		Granted	**Exercised**	**Outstanding**
	Dr. Sanjeev K. Chaudhry	145,708	NIL	145,708
	Dr. B R Das	69,617		69,617
	Mr. Radhakrishna Pillai	52,534		52,534
	Mr. Vinay Batra	50,296		50,296
	Mr. Neeraj Goel	49,036		49,036
	Mr. Saurabh Chadha	45,462		45,462
	Dr. Maria Borges	29,808		29,808
	Dr. Leena Chatterjee	27,397		27,397
ii) Any other employee* who received a grant in any one year of options amounting to 5% or more of the options granted during the year	NIL			
iii) Identified employees* who are granted options, during any one year equal to exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant	NIL			
Fully diluted EPS# pursuant to issue of shares on exercise of options in accordance with the relevant accounting standard	₹ (12.36)			
Vesting schedule	33% on the first anniversary of the date of grant 33% on the second anniversary of the date of grant 34% on the third anniversary of the date of grant			

Particulars	Details
Difference, if any, between employee compensation cost calculated using the intrinsic value of stock options and employee compensation cost calculated on the basis of fair value of stock options	For the year ended March 31, 2010 such difference was ₹ 5.39 million (previous year ₹ NIL).
Impact on the profits of our Company and on the EPS# arising due to difference in the accounting treatment and for calculation of the employee compensation cost (i.e. difference of the fair value of stock options over the intrinsic value of the stock options)	For the year ended March 31, 2010, the profit of the company will be reduced by ₹ 5.39 million. (For the previous year ₹ NIL) and basic & diluted EPS will be lower by ₹ 0.28.
Weighted average exercise price and weighted average fair value of options whose exercise price either equals or exceeds or is less than market price of the stock	Weighted average exercise price ₹ 40 and weighted average fair value of options ₹ 20.54.
Method and significant assumptions used to estimate the fair value of options granted during the year:	
Method used	"Black- Scholes Merton Option Valuation"
Risk free interest rate	6.87%
Expected Life	5.5 years
Expected Volatility	44.60%
Expected Dividends	0.00%
Price of underlying shares in market at the time of Option grant	N.A.

** Employees represent our permanent employees of the Company as on date of this Draft Red Herring Prospectus*
*** Cancelled on account of disassociation of employees.*
 # Our Company has followed the intrinsic value method for calculating employee compensation as per the ESOP Guidelines. The intrinsic value per Equity Share was ₹40 whereas the exercise price is ₹ 40 per Equity Share. Since at the date of the grant of the stock options, the intrinsic value of the Equity Share was equal to the exercise price of the Equity Share there is no impact on the profitability and EPS of our Company.

9. Top 10 shareholders

As on the date of this Draft Red Herring Prospectus, our Company has 11 shareholders (including three individuals holding Equity Shares on behalf of Oscar Investments Limited). The list of the principal shareholders of our Company and the number of Equity Shares held by them is provided below:

(a) Our top shareholders and the number of Equity Shares held by them, as on the date of this Draft Red Herring Prospectus, are as follows:

S. No.	Shareholder	No. of Equity Shares	Pre Issue %**
1.	Oscar Investments Limited*	16,674,659	32.07
2.	Malav Holdings Private Limited	8,337,330	16.03
3.	Shivi Holdings Private Limited	8,337,329	16.03
4.	RHC Holdings Private Limited	6,000,000	11.54
5.	Maple Leaf Buildcon Private Limited	5,199,899	10.00
6.	Logos Holding Company Private Limited	4,449,772	8.56
7.	Prime Trust	2,000,000	3.85

S. No.	Shareholder	No. of Equity Shares	Pre Issue %**
8	Religare Group Companies Employees Benefit Trust	1,000,000	1.92
	Total	**51,998,989**	100.00

* *Including 300 Equity shares held by three nominees*
** *Subject to alteration pursuant to Pre-IPO Placement, if any*

(b) Our top shareholders and the number of Equity Shares held by them 10 days prior to filing of this Draft Red Herring Prospectus were as follows:

S. No.	Shareholder	No. of Equity Shares	Pre Issue %**
1.	Oscar Investments Limited*	16,674,659	32.07
2.	Malav Holdings Private Limited	8,337,330	16.03
3.	Shivi Holdings Private Limited	8,337,329	16.03
4.	RHC Holdings Private Limited	6,000,000	11.54
5.	Maple Leaf Buildcon Private Limited	5,199,899	10.00
6.	Logos Holding Company Private Limited	4,449,772	8.56
7.	Prime Trust	2,000,000	3.85
8.	Religare Group Companies Employees Benefit Trust	1,000,000	1.92
	Total	**51,998,989**	**100.00**

* *Including 300 Equity Shares held by three nominees*
** *Subject to alteration pursuant to Pre-IPO Placement, if any*

(c) Our top shareholders and the number of Equity Shares held by them two years prior to filing of this Draft Red Herring Prospectus were as follows:

S. No.	Shareholder	No. of Equity Shares Held	Holding%
1.	Oscar Investments Limited	6,674,659*	37.50
2.	Malav Holdings Private Limited	3,337,330	18.75
3.	Shivi Holdings Private Limited	3,337,329	18.75
4.	Mr. Gurpreet Singh Dhillon	2,224,886	12.50
5.	Mr. Gurkirat Singh Dhillon	2,224,886	12.50
	Total	17,799,090	100.00

* *Including 400 Equity Shares held by four nominees*

10. Our Company, our Directors and the Book Running Lead Managers have not entered into any buy-back and/or standby and/or any other similar arrangements for the purchase of Equity Shares being offered through this Issue.

11. Except as disclosed under the section titled "*Capital Structure – Notes to Capital Structure*" on page 25, our Company has not issued any Equity Shares at a price less than the Issue Price in the last one year preceding the date of filing of this Draft Red Herring Prospectus.

12. None of the Book Running Lead Managers or their associates, except for RCM, held any Equity Shares as on the date of filing of this Draft Red Herring Prospectus.

13. Except for allotment of Equity Shares, if any, pursuant to the ESOP, there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from submission of this Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed.

14. Our Company has not issued Equity Shares out of its revaluation reserves.

15. There are no outstanding warrants, options or rights to convert debentures, loans or other instruments into the Equity Shares.

16. Except for ESOP 2009, as described in this section, our Company does not have any scheme of employee stock option or employee stock purchase.

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

18. Our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.

19. Our Company does not have any intention, proposal, negotiations or consideration to alter its capital structure by way of split/ consolidation of the denomination of the Equity Shares, or issue of Equity Shares on a preferential basis or issue of bonus or rights or further public issue of shares or any other securities, within a period of six months from the Bid Opening Date, except allotment of Equity Shares under ESOP 2009 that may vest and be exercised in the next six months or if our Company enters into acquisitions or joint ventures or, if the business needs otherwise arise, subject to necessary approvals, consider raising additional capital to fund such activity or use the Equity Shares as currency for acquisition or participation in such joint ventures.

20. There are certain restrictive covenants in the facility agreements entered into by our Company with certain lenders. For details, see the section titled "*Financial Indebtedness*" on page 216.

21. Except as stated in the section titled "*Capital Structure – Notes to Capital Structure – History of equity share capital of our Company*" on page 25, none of our Directors, their immediate relatives, Promoters, the respective directors of our Promoters and/or the members of our Promoter Group have purchased or sold any securities of our Company, during a period of six months preceding the date of filing this Draft Red Herring Prospectus with SEBI.

22. Except as disclosed in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus, our Company will not, without the prior written consent of the Book Running Lead Managers, during the period commencing from the date of agreement dated February 15, 2011 between our Company and the Book Running Lead Managers, and ending 180 (one hundred and eighty) calendar days following the Bid Opening Date: (i) alter, increase or decrease, its capital structure in any manner including, but not limited to, by way of split or consolidation of the denomination of Equity Shares or further issue of equity shares or any securities convertible into or exchangeable, directly or indirectly, for the Equity Shares, or (ii) make any announcement or declaration or take any actions for the corporate approval of such or enter into any agreements for such as set forth in (i) above.

23. Except as stated in the section titled "*Capital Structure – Notes to Capital Structure – History of equity share capital of our Company*" on page 25, during the period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus, no financing arrangements existed whereby our Promoters, the directors of our Promoter companies, our Promoter Group, our Directors and their relatives may have financed the purchase of Equity Shares by any other person, other than in the normal course of the business of such financing entity.

24. A Bidder cannot make a Bid for more than the number of Equity Shares offered through the Net Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of Bidder. For further details, see the section titled "*Issue Procedure*" on page 355.

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

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

27. Our Promoters and members of our Promoter Group shall not participate in this Issue.

28. Pursuant to Rule 19(2)(b) of the SCRR, at least 25% of our post-Issue Equity Share capital shall be issued and Allotted to the public in terms of the Red Herring Prospectus.

29. In the case of over-subscription in all categories up to 50% of the Net Issue to the public shall be available for allotment on a proportionate basis to QIBs, of which 5% shall be available for allotment on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion would be available for allotment on a proportionate basis to all QIB Bidders, including Mutual Funds; not less than 15% of the Net Issue to the public shall be available for allotment on a proportionate basis to Non-

Institutional Bidders and not less than 35% of the Net Issue to the public shall be available for allotment on a proportionate basis to Retail Individual Bidders, subject to valid Bids being received at or above the Issue Price.

30. There has been no financing arrangement whereby the Directors and their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of business of the financing entity during the six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

30. Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, would be met with the spill over from any other categories, at the sole discretion of the Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange. If the aggregate demand by Mutual Funds is less than 5% of the Net QIB Portion, the balance share available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion.

31. Our Company has not raised any bridge loan against the proceeds of the Issue.

32. No payment, direct or indirect in the nature of discount, commission, and allowance or otherwise shall be made either by us or our Promoters to the persons who receive Allotments.

33. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

34. Our Company shall ensure that transactions in the Equity Shares by our Promoters between the date of filing of the Red Herring Prospectus with RoC and the Offer Closing Date shall be intimated to the Stock Exchanges within 24 hours of such transaction.

OBJECTS OF THE ISSUE

Our Requirement of Funds

We acquired 100% of the paid-up share capital of PDSPL on August 20, 2010. As consideration for this acquisition, our Company (i) issued shares equivalent to 10% of our share capital (including the issuance of such shares) to the former owners of PDSPL aggregating to ₹ 1,350.00 million, (ii) issued non-convertible debentures in an aggregate principal amount of ₹ 1,650.00 million to PDSPL's former direct parent company, PHL, (iii) agreed to enable PDSPL to repay the amount owed by it to PHL, subject to such repayment not exceeding ₹ 2,500.00 million and (iv) paid the former owners of PDSPL ₹ 722.88 million in cash. For further details of this acquisition, see the sections titled "*History and Corporate Structure – Shareholders Agreements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations of our Company*" on pages 103 and 192, respectively. We met a portion of our funding requirements for the aforementioned acquisition by issuing non-cumulative redeemable preference shares in favour of certain Promoter companies and one of our Promoter Group companies, aggregating ₹ 2,000 million. For further details in this regard, see the section titled "*Capital Structure – History of Preference Share Capital of our Company*" on page 25.

We intend to utilise a portion of the proceeds of the Issue towards repaying/ retiring liabilities created in our Company as well as in PDSPL, in relation to the abovementioned acquisition of outstanding share capital of PDSPL. These objects of the Issue are:

(a) Providing loan to our Subsidiary, PDSPL for repayment of its existing debt;
(b) Redemption of non-convertible debentures; and
(c) Redemption of non-cumulative redeemable preference shares issued by our Company.

(Collectively, the "**Objects directly/indirectly related to PDSPL Acquisition**")

Further, certain other objects for which funds are being raised by our Company through this Issue are:

(d) Repayment of debt taken for the purpose of capital expenditure;
(e) General corporate purposes.

(Collectively, the "**Other Objects**", together with the "**Objects directly/indirectly related to PDSPL Acquisition**", the "**Objects**").

In addition, our Company expects to receive the benefits of listing the Equity Shares on the Stock Exchanges.

In the event we complete the Pre-IPO Placement, we intend to utilise the funds raised from the Pre-IPO placement towards certain of the Objects and the requirement of funds for the Objects from the Net Proceeds shall be reduced to that extent.

The main objects clause of our Memorandum enables our Company to undertake the existing activities of our Company and the activities for which funds are being raised through this Issue. The activities which have been carried out until now by our Company are valid in terms of the objects clause of our Memorandum.

Issue Proceeds and Net Proceeds

The details of the proceeds of this Issue are summarized below:

(₹ *million*)

Particular	Estimated Amount
Gross proceeds to be raised through this Issue ("**Issue Proceeds**")*	[●]
Issue related expenses*	[●]
Net proceeds of the Issue after deducting the Issue related expenses from the Issue Proceeds ("**Net Proceeds**")*	[●]

* *Will be incorporated after finalization of the Issue Price*

Our Company intends to utilize the Net Proceeds for financing the Objects.

Requirement of Funds, Utilization of Net Proceeds and Deployment of Funds

On the basis of our current business plans, details of our requirement of funds, the expenditure incurred towards the Objects and the proposed schedule of deployment of the Net Proceeds are set forth in the table below:

(₹ *million*)

S. No	Particulars	Total Estimated Fund Requirement	Amount deployed till February 9, 2011	Balance Amount Payable	Amount which will be paid from the Net Proceeds	Proposed Schedule for deployment of the Net Proceeds in Fiscal 2012#
Objects directly/indirectly related to PDSPL Acquisition						
1.	Providing loan to our Subsidiary, PDSPL for repayment of its existing debt	1,500	Nil	1,500	1,500	1,500
2.	Redemption of non-convertible debentures	1,650	Nil*	1,650*	1,650*	1,650*
3.	Redemption of non-cumulative redeemable preference shares issued by our Company	1,100	Nil	1,100	1,100	1,100
Other Objects						
4.	Repayment of debt, taken for the purpose of capital expenditure#	690.70**	Nil**	690.70**	690.70**	690.70**
5.	General corporate purposes	[●]	[●]	[●]	[●]	[●]
	Total* **	[●]	[●]	[●]	[●]	[●]

* *Based on the applicable repayment schedules*
** *Excluding the interest accrued*
*** *Will be incorporated upon finalization of Issue Price.*
\# *Pending receipt of funds through the Issue, we may be required to repay this amount as and when they fall due for repayment. In case of any such repayment, such funds from the Objects will be utilised for General Corporate Purpose.*

Our management will have the discretion to revise its business plan from time to time in response to the competitive and dynamic nature of the industry. Our funding requirements and deployment of the Net Proceeds are based on current conditions and are subject to change in light of the changes in external circumstances or our financial condition, business or strategy. This may also include rescheduling the proposed utilization of Net Proceeds and increasing or decreasing expenditure for a particular Object vis-à-vis the utilization of Net Proceeds.

However, any changes in Objects, post-listing of the Equity Shares shall be subject to compliance with the Companies Act and such regulatory and other approvals and disclosures, as may be applicable.

Shortfall of Net Proceeds

In case of any shortfall of Net Proceeds for the Objects, we intend to meet the same through a range of options including utilizing our internal accruals or seeking additional debt from existing and/or other lenders.

The entire requirements of the Objects are intended to be funded from the Net Proceeds. Accordingly, our Company confirms that there is no requirement for it to make firm arrangements of finance through verifiable means towards 75% of the stated means of finance, excluding the amount to be raised through the Issue.

Means of Finance

The total fund requirement for the Objects as estimated by our Company is ₹ [●] million. No funds have been deployed by us towards the Objects as of February 9, 2011.

We propose to meet all the requirement of funds for the Objects entirely from the Net Proceeds. Other than such amounts as may be required to pay any applicable interest payments, in relation to the Objects pertaining to providing loan to our Subsidiary, PDSPL for repayment of existing debt, redemption of NCDs and repayment of inter-corporate deposits, which we intend to finance out of the internal accruals, no amount is required to be raised through means other than this Issue for financing the Objects.

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 Net Proceeds are currently based on 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.

Bridge Financing Facilities

Our Company has not raised any bridge loan against the proceeds of this Issue.

Details of the activities to be financed from the Net Proceeds

Mentioned below are the details of our Objects:

A. Objects directly/indirectly related to PDSPL Acquisition

1. Providing loan to our Subsidiary, PDSPL for repayment of existing debt;

Our Company has entered into a memorandum of understanding dated February 2, 2011 with PDSPL pursuant to which our Company has agreed to provide an unsecured loan of ₹ 1,500 million to PDSPL from the proceeds of this Issue. Certain significant terms and conditions of the said memorandum of understanding are as provided hereinbelow:

a) The said unsecured loan shall be disbursed by our Company, within a period of 30 days from the date of listing of the Equity Shares on the Stock Exchanges;
b) PDSPL shall utilize this unsecured loan for repayment of its existing loan pursuant to an agreement dated August 26, 2010 executed with the Kotak Mahindra Bank Limited having its office at 36-38A, Nariman Bhavan, 227, Nariman Point, Mumbai 400021;
c) PDSPL shall pay to our Company an interest on the outstanding loan amount at a rate of 11.25% payable at maturity or re-payment whichever is earlier; and
d) The loan shall be repaid by PDSPL within a period of two years from the date of the memorandum of understanding.

PDSPL, our Subsidiary, has entered into certain secured debt facility agreements with Kotak Mahindra Bank Limited for the purposes of ultimately paying off unsecured loans from its erstwhile promoters. A brief description of the debt facilities availed by PDSPL from Kotak Mahindra Bank Limited, is provided below:

Name of the lender	Loan Documentation	Facility	Interest/ Commission Rate % (p.a.)	Amount outstanding on February 9, 2011	Security/ Margin	Repayment schedule
Kotak Mahindra Bank Limited	Sanction letter dated August 20, 2010; sanction letter dated August 26, 2010; sanction letter dated October 21, 2010; loan agreement dated August 26, 2010; undertaking by our company in favour of the lender dated August 26, 2010;	Term loan of ₹ 1,500.00 million	9.50% p.a. (2.25% plus Bank's Base Rate) floating over the tenure of the facility.	1,500.00	**Security:** (a) First charge on current assets of PDSPL in favour of the lender; (b) First exclusive charge on all existing and future moveable fixed assets of PDSPL;	The loan can be availed up to December 31, 2010 and has to be repaid within a maximum 72 months by way of 16 quarterly instalments; Moratorium period of 24

Name of the lender	Loan Documentation	Facility	Interest/ Commission Rate % (p.a.)	Amount outstanding on February 9, 2011	Security/ Margin	Repayment schedule
	undertaking by Oscar Investments Limited in favour of the lender dated August 26, 2010; undertaking by RHC Holding in favour of the lender dated August 26, 2010; undertaking by PDSPL in favour of the lender dated August 26, 2010; corporate guarantee dated August 26, 2010 executed by our Company in favour of the lender; corporate guarantee dated August 26, 2010 executed by RHC Holding in favour of the lender; deed of hypothecation dated August 26, 2010; and letter for appropriation and set-off dated August 26, 2010.				(c) Third charge (sharing between facilities provided by the bank) over the assets held by HDFC Bank and second charge over assets of our Company held by First Leasing Company Limited and GE Capital Services Limited; (d) Blank undated cheque drawn by our Company in favour of the lender for a sum of ₹ 1,600.00 million. (e) Corporate guarantee in favour of the lender executed by our Company for an amount not exceeding aggregate amount of credit facilities along with interest; (f) Corporate Guarantee in favour of the lender executed by RHC Holding for an amount not exceeding aggregate amount of credit facilities along with interest. **Margin:** 25% on stocks and book debts for short term loans	months from the date of first disbursement

Under the terms and conditions of the above mentioned debt, prepayment of such debt shall not attract any prepayment premium if the prepayment is effected from the proceeds of the initial public offer, private placement or any further form of equity dilution of PDSPL or our Company. For details of restrictive and other material covenants in relation to the debt facility, see the section titled "*Financial Indebtedness*" on page 216.

As on February 9, 2011 the principal amount outstanding under the debt facility aggregated ₹ 1,500 million, as certified by Dharam Raj & Co., Chartered Accountants, through their certificate dated February 9, 2011.

As confirmed by Dharam Raj & Co., Chartered Accountants through their certificate dated February 9, 2011, as on February 9, 2011, PDSPL had utilised the debt availed by it from the banks mentioned above for the purposes for which they were sanctioned and in accordance with the respective loan agreement.

Our Company intends to utilise an amount of ₹ 1,500 million out of the Net proceeds to provide the abovementioned loan to PDSPL for repayment of its existing debt.

The nature of benefit expected to accrue to our Company from this loan is earning of interest.

For details of our Subsidiary, PDSPL, see the section titled "*History and Corporate Structure –Subsidiaries*" on page 98.

2. Redemption of non-convertible debentures

Our Company has issued 16,500 fully paid up non-convertible debentures ("**NCDs**") of face value of ₹ 100,000 each and carrying a coupon of 10% each to PHL pursuant to a share purchase, share allotment and debenture subscription agreement dated July 13, 2010 (as amended by an amendment agreement dated August 20, 2010). Pursuant to the said agreement, our Company acquired 100% of the total issued, subscribed and paid-up equity share capital of PDSPL. For details of the said agreement see the section titled "*History and Corporate Structure – Shareholders Agreements*" on page 103.

The nature of benefit expected to accrue from the redemption of the non convertible debentures is retirement of existing debt, saving of interest costs and compliance with the Share Purchase, Share Allotment and Debenture Subscription Agreement dated July 13, 2010 (as amended by an amendment agreement dated August 20, 2010).

For the financial information of PDSPL, see the section titled "*Financial Information*" on page F-1.

As on February 9, 2011 the principal amount outstanding under the NCDs aggregated ₹ 1,650 million, as certified by Dharam Raj & Co., Chartered Accountants, through their certificate dated February 9, 2011. Brief details of the NCDs proposed to be redeemed out of the Net Proceeds is provided in the table below:

Name of the NCD holder	Loan Documentation	Facility	Interest/ Commission Rate % (p.a.)	Redemption schedule
Piramal Healthcare Limited	Share purchase, share allotment and debenture subscription agreement dated July 13, 2010 as amended by an amendment agreement dated August 20, 2010	16,500 fully paid up non-convertible debentures ("**NCDs**") of face value of ₹ 0.10 million each and carrying a coupon of 10% p.a..	Interest shall be charged at the rate of 10% per annum of the principal amount of the NCD from the August 20, 2010.	NCDs shall be redeemed upon the earlier of: (A) later of: (i) a day within 30 days from the date on which the actual listing of the shares of our Company occurs following receipt of the final listing and trading approval from the stock exchange or (ii) September 19, 2011; or (B) August 19, 2013.

Our Company intends to utilize the Net Proceeds up to ₹ 1,650 million towards redemption of the aforesaid NCDs in compliance with the terms of the Share Purchase, Share Allotment and Debenture Subscription Agreement dated July 13, 2010 (as amended by an amendment agreement dated August 20, 2010). The facility mentioned above does not contain any prepayment penalty. Redemption of the abovementioned NCDs shall reduce the debt to equity ratio of our Company and will enhance our debt leveraging capacity to fund our future projects.

Until our Company receives the Net Proceeds of this Issue, it will utilize its internal resources for scheduled redemptions, if any, which will be reimbursed from the Net Proceeds of this Issue.

For further details in relation to the terms and conditions under the NCDs, see "*Financial Indebtedness*" on page 216. For details of risks in relation to such an arrangement, see "*Risk Factors*" on page xiii.

3. Redemption of non-cumulative redeemable preference shares issued by our Company

Our Company had allotted 7,500,000 non-cumulative redeemable preference shares ("**NCRPSs**") of face value of ₹ 10 each to OIL, at an issue price of ₹ 200 per NCRPS, pursuant to a resolution of our shareholders dated August 20, 2010. Out of the said 7,500,000 NCRPSs, 2,000,000 NCRPSs allotted to OIL were redeemed pursuant to a resolution of our Board dated February 4, 2011. Hence, 5,500,000 NCRPSs allotted to OIL are currently outstanding. For further details in relation to such NCRPSs and their terms of issuance, see the section titled *"Capital Structure – History of Preference Share Capital of our Company"* on page 25.

Our Company intends to utilise an amount of ₹ 1,100 million out of the Net proceeds towards redemption of such 5,500,000 NCRPSs allotted to OIL in Fiscal 2012. As of February 9, 2011, no funds have been deployed by us towards redemption of such NCRPSs and the amount outstanding towards the said NCRPSs is ₹1,100 million, as certified by Dharam Raj & Co., Chartered Accountants, through their certificatedated February 9, 2011.

B. Other Objects

4. Repayment of debt, taken for the purpose of capital expenditure

Our Company has entered into certain arrangements with Religare Finvest Limited to avail an unsecured debt facility amounting to ₹ 1,250 million.

As on February 9, 2011 the principal amount outstanding under the said debt aggregated ₹ 690.70 million (excluding any interest accrued therein), as certified by Dharam Raj & Co., Chartered Accountants, through their certificate dated February 9, 2011. Our Company intends to utilise an amount of ₹ 690.70 million out of the Net Proceeds towards repayment of a portion of such facilities in Fiscal 2012.

Brief detail of the abovementioned unsecured debt proposed to be repaid/ pre-paid out of the Net Proceeds is provided in the table below:

(₹ *million*)

Name of lender	Loan Documentation	Facility	Amount outstanding as on February 9, 2011, excluding interests accrued	Interest Rate % (p.a.)	Repayment schedule
Religare Finvest Limited	Memorandum of Understanding between Religare Finvest Limited and our Company dated July 6, 2010; Addendum to the memorandum of understanding dated July 8, 2010	1,250.00	690.70	11.00	Interest payable at quarterly rest or such other intervals as mutually agreed with the loan amount being repayable within one year.

Until our Company receives the Net Proceeds of this Issue, it will utilize its internal resources for scheduled repayments, if any.

As of February 9, 2011, no funds have been deployed by us towards redemption of such debt and the amount outstanding towards the principle component of the abovementioned debt is ₹ 690.70 million as certified by Dharam Raj & Co., Chartered Accountants, through their certificate dated February 9, 2011. The interests accrued on the said debts shall be repaid by our Company from our internal resources. Repayment of the abovementioned debt facility shall reduce the debt to equity ratio of our Company and will enhance our debt leveraging capacity to fund our future projects.

5. General Corporate Purposes

The Net Proceeds will be first utilized towards the Objects. The balance is proposed to be utilized for general corporate purposes, including but not limited to strategic initiatives, brand building exercises and strengthening of our marketing capabilities, subject to compliance with the necessary provisions of the Companies Act. Our management, in accordance with the policies of the Board, will have flexibility in utilizing any surplus amounts.

Issue related expenses

The expenses for this Issue forming part of Issue Proceeds include lead management fees, underwriting commission, brokerage and selling commission, registrar's fees, advertisement and marketing expenses, printing and distribution expenses, IPO Grading expenses, legal fees, SEBI filing fees, bidding software expenses, depository charges and listing fees to the Stock Exchanges. The details of the estimated Issue related expenses are as follows:

Activity*	Amount (₹ million)	% of the Issue Expenses	% of total Issue Size
Lead management fees	[●]	[●]	[●]
Underwriting commission, brokerage and selling commission	[●]	[●]	[●]
Registrar to the Issue's fees	[●]	[●]	[●]
Advertisement and marketing expenses	[●]	[●]	[●]
Printing and distribution expenses	[●]	[●]	[●]
IPO Grading expenses	[●]	[●]	[●]
Others (SEBI filing fees, bidding software expenses, depository charges, listing fees, etc.)	[●]	[●]	[●]
Total	**[●]**	**[●]**	**[●]**

**Will be incorporated at the time of filing of the Prospectus.*

Interim use of funds

The management of our Company, in accordance with the policies established by our Board from time to time, will have flexibility in deploying the Net Proceeds, pending utilization for the purposes described above. Our Company intends to invest the funds in high quality interest bearing liquid instruments including money market Mutual Funds, deposits with banks for the necessary duration or for reducing overdrafts. Such investments would be in accordance with investment policies approved by our Board from time to time. Our Company confirms that, pending utilization of the Net Proceeds, it shall not use the funds for any investments in the equity markets.

Monitoring Utilization of Funds

Monitoring Agency

[●].

In the event the Issue size exceeds ₹ 5,000 million, we shall appoint a monitoring agency in accordance with the SEBI Regulations.

Audit Committee and requirements under Listing Agreement

As required under the listing agreements with the Stock Exchanges, the Audit Committee appointed by our Board will review the utilization of the Net Proceeds. Our Company will disclose the details of the utilization of the Gross Proceeds, including interim use, under a separate head in our quarterly financial statements for Fiscal 2012, specifying the purpose for which such proceeds have been utilized along with details, for all such Net Proceeds that have not been utilized or otherwise disclosed as per the disclosure requirements of our listing agreements with the Stock Exchanges. We will indicate investments, if any, of unutilized Net Proceeds in our balance sheet.

Pursuant to Clause 49 of the listing agreement entered into with the Stock Exchanges, our Company shall on a quarterly basis, disclose to the Audit Committee the uses and applications of the Gross Proceeds as part of our quarterly declaration of results. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee. Such disclosure shall be made only until such time that the Net Proceeds have been utilized in full. The statement shall be certified by the statutory auditors of our Company. Furthermore, in accordance with Clause

43A of the listing agreement entered into with the Stock Exchanges, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement including material deviations if any, in the utilization of the Net Proceeds from the Objects. Further, this information shall be furnished to the Stock Exchanges along with the interim or annual financial results and be published in the newspapers simultaneously, after placing the same before the Audit Committee.

Other confirmations

Other than as stated above, no part of the Net Proceeds will be paid by our Company as consideration to our Promoters, our Directors, members of our Promoter Group, Group Companies or Key Managerial Personnel. Further, no funds have been brought in as Promoters' Contribution as on the date of this Draft Red Herring Prospectus.

BASIS FOR THE ISSUE PRICE

The Issue Price will be determined by our Company in consultation with the Book Running Lead Managers on the basis of the assessment of market demand for the offered Equity Shares by the Book Building Process. The face value of the Equity Shares of our Company is ₹ 10 each and the Issue Price is [●] times of the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Specific attention of the investors is drawn to the sections titled "*Risk Factors*" and "*Financial Information*" on pages xiii and F-1, respectively, to have a more informed view about the investment proposition.

Qualitative Factors

We believe that we have the following principal competitive strengths:

- Established and wide diagnostic practice across India
- Comprehensive offerings across our network of laboratories
- Quality standards and credentials
- Strong research and development team and use of sophisticated technology
- Experienced management and medical team
- Our promoter strength
- Marketing and knowledge management

For more details on qualitative factors, see the section titled "*Our Business*" on page 63.

Quantitative Factors

Information presented in this section is derived from our standalone and consolidated restated financial statements. Some of the quantitative factors which may form the basis for computing the Issue Price are as follows:

1. Earnings Per Share

Year ended	EPS based on Restated Financial Statements (₹)		Weight
	Basic	Diluted	
March 31, 2010	(17.29)	(17.29)	3
March 31, 2009	(2.05)	(2.05)	2
March 31, 2008	2.83	2.83	1
Weighted Average	(8.86)	(8.86)	

2. Price/Earning (P/E) ratio in relation to the Price Band

S. No.	Particulars		
		P/E at the lower end of the Price Band (no. of times)	P/E at the higher end of the Price Band (no. of times)
a)	**P/E based on the Basic EPS**		
	P/E based on the Basic EPS for the year ended March 31, 2010 of (17.29)	[●]	[●]
	P/E based on weighted average Basic EPS of (8.86)	[●]	[●]
b)	**P/E based on the Diluted EPS**		
	P/E based on the Diluted EPS for the year ended March 31, 2010 of (17.29)	[●]	[●]
	P/E based on weighted average Diluted EPS of (8.86)	[●]	[●]
c)	**Industry P/E**		

	N/A as the Company does not have any publicly listed Industry peer in the same market space in India

3. *Return on Net Worth ("RoNW")*

(₹ in million)

Year ended	Return on Net Worth (%)	Weight	Net Profit	Net Worth
March 31, 2010	(209.60%)	3	(336.06)	160.33
March 31, 2009	(24.31%)	2	(36.48)	150.05
March 31, 2008	22.11%	1	41.76	188.90
Weighted Average	(109.22%)			

Note: The figures in square brackets represent negative RoNW.

4. *Minimum Return on Total Net Worth after the Issue needed to maintain Pre-Issue EPS for the year ended March 31, 2010*

a. At the lower end of the Price Band: [●]
b. At the higher end of the Price Band: [●]

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

	NAV (₹)
NAV as at March 31, 2010	8.10
Net Asset Value per Equity Share after the Issue*	[●]
Issue Price *	[●]

* *Issue Price will be determined on conclusion of Book Building Process.*
Note: Net asset value per Equity Share has been computed by dividing the net worth at the end of the year by the restated weighted average number of outstanding Equity Shares

6. *Comparison with Industry Peers*

Not applicable as our Company does not have any publicly listed company in the same market space in India.

On the basis of the above qualitative and quantitative parameters, we and the Book Running Lead Managers are of the opinion that the Issue Price of ₹ [●] per Equity Share is justified.

STATEMENT OF TAX BENEFITS

Auditor's Report

The Board of Directors
Super Religare Laboratories Limited
D-3, A-Wing,
District Centre, Saket,
New Delhi 110017
India

Dear Sirs,

Statement of Possible Tax Benefits available to the Company and its shareholders

We hereby report that the enclosed statement states the possible tax benefits available to the Company and to the shareholders of the Company under the Income Tax Act, 1961 and Wealth Tax Act, 1957, 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 statute. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company 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 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.

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

i) the Company or its share holders will continue to obtain these benefits in future; or
ii) the conditions prescribed for availing the benefits have been / would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the management of the Company which are based on their understanding of the business activities and operations of the Company and our interpretation of the current tax laws in force in India.

For S.R. Batliboi & Co
Firm registration no. 301003E
Chartered Accountants

Per Pankaj Chadha
Partner
Membership No. 91813

Place: Gurgaon
Date: February 10, 2011

STATEMENT OF TAX BENEFITS

The tax benefits listed below are the possible benefits available under the current tax laws in India. Several of these benefits are dependent on the Company or its Shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company or its Shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on business imperatives it faces in the future, it may not choose to fulfill.

The following tax benefits shall be available to the Company and the prospective shareholders under Direct Tax.

1. SPECIAL TAX BENEFITS

A. Special Tax Benefits Relevant for the Company

There are no special tax benefits available to the Company.

B. Special Tax Benefits Available to the Shareholders of the Company

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

2. GENERAL TAX BENEFITS

Under the Income Tax Act, 1961 ("the Act")

The following tax benefits shall, inter alia, be available to the company and the prospective shareholders under the Act.

A. General Benefits Available to the Company

1. For financial year 2010-11, the corporate tax rate is 30% plus surcharge and education cess thereon. Minimum Alternate Tax ('MAT') rate is 18% plus surcharge and education cess thereon. In the case of a domestic company, surcharge @ 7.50% is applicable only where the taxable income of the company exceeds INR 10 million. Further, cess is levied @ 3% on the total amount of tax and surcharge.

2. Subject to compliance of certain conditions laid down in Section 32 of the Act, the Company will be entitled to a deduction for depreciation: -

   a) In respect of tangible assets.

   b) In respect of intangible assets being in the nature of knowhow, patents, copyrights, trademarks, licenses, franchises or any other business or commercial rights of similar nature acquired after 31st day of March, 1998 at the rates prescribed under Income Tax Rules, 1962.

   c) Unabsorbed depreciation if any, for an Assessment Year can be carried forward & set off against any sources of income in the same year or any subsequent Assessment Years as per section 32(2) of the Act.

3. Under the provisions of section 35(1)(i) of the Act read with clause (iv) of this subsection, the Company shall be eligible for 100% deduction of any expenditure (except capital expenditure for acquisition of land) laid out or expended on scientific research related to the business of the company.

4. Under the provisions of section 35(1)(ii) of the Act, the Company shall be eligible for a weighted deduction of 175% of any sum paid to certain research association or to a university, college or other institution to be used for scientific research, subject to fulfillment of the prescribed conditions.

5. Under the provisions of section 35(1)(iia) of the Act, the Company shall be eligible for a weighted deduction of 125% of any sum paid to an approved company to be used by it for scientific purpose, subject to fulfilment of the prescribed conditions.

6. Under the provisions of section 35(1)(iii) of the Act, the Company shall be eligible for a weighted deduction of 125% of any sum paid to any research association which has as its object the undertaking of research in social science or statistical research or to a university, college or other institution to be used by it for research in social science or statistical research, subject to fulfilment of the prescribed conditions.

7. Under Section 35D of the Act, the Company is eligible for deduction in respect of specified preliminary expenditure (such as expenses in connection with public issue of shares or debentures like underwriting commission, brokerage etc) incurred by the Company in connection with extension of its undertaking or in connection with setting up a new unit for an amount equal to $1/5^{th}$ of such expenses over 5 successive Assessment Years, subject to the conditions and limits specified in the section.

8. Under section 80G of the Act, the Company is entitled to deduction either for whole of the sum paid as donation to specified funds or institutions or fifty percent of sums paid, subject to limits and conditions as provided in the section 80G(5).

9. MAT is a minimum tax which a company needs to pay when income-tax payable on the total income as computed under this Act is less than 18% of its book profit. Credit is allowable for the difference between MAT paid and the tax computed as per the normal provisions of the Act. MAT credit can be utilized to the extent of difference between any tax payable under the normal provisions and MAT payable for the relevant year.

   The MAT credit in respect of MAT paid prior to AY 2006-07 shall be available for set-off upto 5 years succeeding the year in which the MAT credit initially arose. However, MAT credit in respect of MAT paid for AY 2006-07 or thereafter shall be available for set-off upto 10 years succeeding the year in which the MAT credit initially arose.

10. In accordance with Section 115 O of the Act, any amount declared, distributed or paid by the company by way of dividends (whether interim or otherwise) on or after 1 April 2003, whether out of current or accumulated profits shall be charged to income tax at the rate of 15% (plus applicable surcharge and education cess), in addition to the income tax chargeable in respect of the total income of a domestic company for any assessment year.

    Further section 115 O of the Act provides that, in order to compute the Dividend Distribution Tax (DDT) payable by a domestic holding Company, the amount of dividend paid by it would be reduced by the dividend received by it from its subsidiary company during the financial year, if:

    - The subsidiary company has paid DDT @ 15% (plus applicable surcharge and education cess) on such dividend : and

    - The Domestic Company is itself not a subsidiary of any company. For this purpose, a domestic company would be considered as a subsidiary if any company holds more than half of its nominal equity capital.

11. Under section 10(34) of the Act, any income by way of dividends referred to in section 115-O of the Act (i.e. dividends declared, distributed or paid on or after April 1, 2003 by domestic companies) received by the company from a domestic company shall be exempt from tax in the hands of the company.

12. Under Section 10(38) of the Act, long term capital gain arising to the shareholder from transfer of a long term capital asset being an equity share in the company or a unit of equity oriented fund (i.e. capital asset held for a period of more than twelve months) entered into in a recognized stock exchange in India and being such a transaction, which is chargeable to Securities Transaction Tax, shall be exempt from tax. However, from AY 2007-08 onwards, long term capital gains of a company shall be taken into account in computing its book profit and income tax payable under section 115JB of the Act.

13. As per section 48 of the Act, income chargeable under the head capital gains shall be computed by deducting from the full value of consideration, the expenses incurred in connection with the transfer of the capital asset along with the cost of acquisition and cost of improvement of the capital asset. Further,

in case of long term capital gain arising from transfer of a long term capital asset, the shareholder shall be eligible to avail the benefit of cost inflation indexation.

14. Under Section 111A of the Act, capital gains arising to the company from transfer of short term capital assets, being an equity share in a company which is subject to Securities Transaction Tax will be taxable under the Act @ 15% (plus applicable surcharge for corporate assessees and education cess).

15. Under Section 112 of the Act and other relevant provisions of the Act, long term capital gains [not covered under section 10 (38) of the Act] arising on transfer of a long term capital asset, being listed securities, or specified units, and zero coupon bond, if held for a period exceeding 12 months, shall be taxed at a rate of 20% (plus applicable surcharge and educational cess) after indexation as provided in the second proviso to section 48 or at 10% (plus applicable surcharge and education cess) without indexation), at the option of the Shareholder Company. The capital gains may however also be liable to MAT in the hands of the Shareholder Company, in accordance with the MAT provisions mentioned above.

16. Under the provisions of section 54EC of the Act and subject to the conditions and to the extent specified therein, long term capital gains [not covered under the section 10(38) of the Act] arising on the transfer of long term capital assets by the Company will be exempt from capital gains tax if the capital gain are invested within a period of 6 months from the date of transfer in the bonds redeemable after 3 years and issued by-

- National Highway Authority of India constituted under section 3 of National Highways Authority of India Act, 1988 on or after the 1st day of April 2007.

- Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, 1956 on or after the 1st day of April, 2007.

If only part of the capital gain is so reinvested, the exemption shall be proportionately reduced. The amount so exempted shall be chargeable to tax subsequently, if the specified assets are transferred or converted within three year from the date of their acquisition.

However as per 1st Proviso to section 54EC(I), the investments made in the long terms specified asset on or after April 1, 2007 by any assesses during the financial year should not exceed 50 lakhs rupees.

17. Under section 72(1) of the Act, if the net result of the computation is a loss, such loss can be set off against any other income and the balance loss, if any, can be carried forward for 8 consecutive years and set off against business income. However, as per section 80 of the Act, no loss shall be carried forward and set off under section 72(1) of the Act, if the return of Income is not filed within due date.

B. General Benefits available to Resident Shareholders

1. Under section 10(34) of the Act, income earned by way of dividend from domestic company referred to in section 115-O of the Act is exempt from income-tax in the hands of the shareholders.

   Section 94(7) of the Act provides that the losses arising on account of Sale/transfer of shares purchased up to three months prior to the record date and sold within three months after such date will be disallowed to the extent of dividend on such shares are claimed as tax exempt by the shareholder

2. Computation of Capital Gains **-** Capital assets may be categorized into Short Term Capital Assets and Long Term Capital Assets based on the period of holding All capital assets (except shares held in a company or any other listed securities or units of UTI or specified Mutual Fund units) are considered to be long term capital assets if they are held for a period in excess of 36 months. Shares held in a company, any other listed securities, units of UTI and specified Mutual Fund units are considered as long term capital assets is these are held for a period exceeding 12 months. Consequently capital gains arising on sale of shares held in a company or any other listed securities, or units of UTI or specified Mutual Fund units held for more than 12 months are considered as "long term capital gains".

   Section 48 of the Act, which prescribes the mode of computation of capital gains, provides for deduction of cost of acquisition / improvement and expenses incurred in connection with the transfer of capital asset, from the sale consideration to arrive at the amount of capital gains. However, in respect of long term capital gains, it offers a benefit by permitting a substitution of cost of acquisition / improvement with the indexed cost of acquisition / improvement, which adjust the cost of acquisition / improvement by a cost inflation index as prescribed from time to time.

3. Under the provisions of section 10(38) of the Act, long term capital gain arising to the shareholder from transfer of a long term capital asset being an equity share in the company or unit of an equity oriented Mutual fund (i.e capital asset held for the period of twelve months or more) entered into on a recognized stock exchange in India after
October 1, 2004 on which securities transaction tax has been paid, is exempt from tax.

   However, from Financial Year 2006-2007, income by way of long-term capital gain of a company shall be taken into account in computing the book profit and income-tax payable under section 115JB of the Act.

4. Under section 111A of the Act, capital gains arising to a shareholder from transfer of short term capital assets, being an equity share in the company or unit of an equity oriented Mutual fund, entered into on a recognized stock exchange in India on which securities transaction tax has been paid will be subject to tax at the rate of 15% (plus applicable surcharge and education cess)

5. Under Section 112 of the Act and other relevant provisions of the Act, long term capital gains [not covered under section 10 (38) of the Act] arising on transfer of a long term capital asset, being listed securities, or specified units, and zero coupon bond, if held for a period exceeding 12 months, shall be taxed at a rate of 20% (plus applicable surcharge and education cess) after indexation as provided in the second proviso to section 48 or at 10% (plus applicable surcharge and education cess) (without indexation), at the option of the shareholder. The capital gains may however also be liable to MAT in the hands of the shareholders (only where shareholder is a company) in accordance with the MAT provisions mentioned above.

6. Short-terms capital loss on sale of shares can be set off against any capital gain income, long term or short term, in the same assessment year. However, long term capital loss can be set off only against long term capital gain arising to the company. Further, it should be noted that capital loss can be set off only against capital gain income and not against any other head of income. Balance short-term capital loss/ long term capital loss, if any, can be carried forward up to eight assessments years. In the subsequent year also, short term capital loss can be set off against any capital gain, however, the long term capital loss can be set off only against long term capital gain.

7. In terms of Section 88E of the Act, the Securities Transaction Tax paid by the shareholder in respect of the taxable securities transactions entered into in the course of the business would be eligible for rebate from the amount of income-tax (as computed in prescribed manner) on the income chargeable under the head ‘Profits and Gains under Business or Profession’ arising from taxable securities transactions. No deduction under this section shall be allowed in, or after, AY 2009-2010. However, in such a case, the said securities transaction tax would be allowed as deduction in computing the profits & gains from business or profession under the provisions of section 36(1)(xv) of the Act.

8. Under the provisions of section 54EC of the Act and subject to the conditions and to the extent specified therein, long term capital gains [not covered under the section 10(38) of the Act] arising on the transfer of long term capital assets by the Company will be exempt from capital gains tax if the capital gain are invested within a period of 6 months from the date of transfer in the bonds redeemable after 3 years and issued by-

   - National Highway Authority of India constituted under section 3 of National Highways Authority of India Act, 1988 on or after the 1st day of April 2007.

   - Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, 1956 on or after the 1st day of April, 2007.

   If only part of the capital gain is so reinvested, the exemption shall be proportionately reduced. The amount so exempted shall be chargeable to tax subsequently, if the specified assets are transferred or converted within three year from the date of their acquisition. However as per 1st Proviso to section

54EC(I), the investments made in the long terms specified asset on or after April 1, 2007 by any assesses during the financial year should not exceed 50 Lakhs rupees.

9. Under Section 54F of the Act, where in the case of an individual or Hindu Undivided Family (‘HUF’) capital gain arise from transfer of long term assets [other than a residential house and those exempt under section 10(38) of the Act] then such capital gain, subject to the conditions and to the extent specified therein, will be exempt if the net sales consideration from such transfer is utilized for purchase of a residential house property within a period of one year before or two year after the date on which the transfer took place or for construction of a residential house property within a period of three years after the date of transfer. If only a part of the net consideration is so reinvested, the exemption shall be proportionately reduced

C. General Benefits available Mutual Funds

Under section 10 (23D) of the Act, all Mutual Funds set up by Public Sector Banks or Public Financial Institutions or Mutual Funds registered under the Securities and Exchange Board of India or authorized by the Reserve Bank of India, subject to the conditions specified therein are eligible for exemption from income-tax on all their income, including income from investment in the equity shares of a company.

D. General Benefits available to Venture Capital Companies / Funds

Under section 10 (23FB) of the Act, all venture capital companies / funds registered with Securities and Exchange Board of India, subject to the conditions specified, are eligible for exemption from income-tax on all their income, including income from sale of shares of the company.

E. General Benefits Available to Non Resident Indians/Members other than FIIs and Foreign Venture Capital Investors

1. By virtue of Section 10(34) of the Act, income earned by way of divided income from a domestic company referred to in section 115-O of the Act, is exempt from tax in the hands of the recipients.

2. Under Section 10(38) of Act, long term capital gain arising to the shareholder from transfer of a long term capital asset being an equity share in the company or unit of an equity oriented mutual fund (i.e. capital assets held for the period of twelve months or more) entered into a recognized stock exchange in India after October 1, 2004 on which securities transaction tax has been paid, is exempt. However, from Financial Year 2006-2007, income by way of long-term capital gain, in case of non resident member being a company, shall be taken into account in computing the book profit and income-tax payable under section 115JB of the Act.

3. Under the first proviso to section 48 of the Act, in case of a non resident, in computing the capital gains arising from transfer of shares of the company acquired in convertible foreign exchange (as per exchange control regulations), protection is provided from fluctuations in the value of rupee in terms of foreign currency in which the original investment was made. Cost indexation benefits will not be available in such a case.

4. In terms of Section 88E of the Act, the Securities Transaction Tax paid by the shareholder in respect of the taxable securities transactions entered into in the course of the business would be eligible for rebate from the amount of income-tax (as computed in prescribed manner) on the income chargeable under the head ‘Profits and Gains under Business or Profession’ arising from taxable securities transactions. No deduction under this section shall be allowed in, or after, AY 2009-2010.
However, in such a case, the said securities transaction tax would be allowed as deduction in computing the profits & gains from business or profession under the provisions of section 36(1)(xv) of the Act.

5. Under the provisions of section 111A of the Act, capital gains arising to a shareholder from transfer of short terms capital assets, being an equity share in the company or unit of an equity oriented Mutual fund, entered into in a recognized stock exchange in India on which securities transaction tax has been paid will be subject to tax at the rate of 15% (plus applicable surcharge and education cess)

6. Under the provisions of Section 112 of the Act and other relevant provisions of the Act, long term capital gains [not covered under Section 10(38) of the Act] arising on transfer of shares in the Company, if shares are held for a period exceeding 12 months, shall be taxed at @ 20% (plus surcharge and education cess on income-tax). The capital gains may however also be liable to MAT in the hands of the Shareholder (only where shareholder is a company) in accordance with the MAT provisions mentioned above, except where the shareholder is a foreign company and is also not required to maintain financial statements and books of accounts in India in accordance with Companies Act, 1956.

7. Under the provisions of section 115 E of the Act, capital gains arising to the non resident Indian on transfer of shares held for a period exceeding 12 months shall [in cases not covered under section 10(38) of the Act] be concessionally taxed at a flat rate of 10% (plus applicable surcharge and educational cess) without indexation benefit but with protection against foreign exchange fluctuation under the first proviso to section 48 of the Act, subject to satisfaction of certain conditions.

8. Under the provisions of section 115F of the Act, long term capital gains [not covered under section 10 (38) of the Act] arising to a non-resident Indian from the shares of the company subscribed to in convertible Foreign Exchange shall be exempt from income tax if the net consideration is reinvested in specified assets within six months of the date of transfer. If only part of the net consideration is so reinvested, the exemption shall be proportionately reduced. The amount so exempted shall be chargeable to tax subsequently, if the specified assets are transferred or converted into money within three years from the date of their acquisition.

9. Under the provisions of section 115G of the Act, it shall not be necessary for a non-resident Indian to furnish his return of income if his only source of income is investment income or long term capital gains or both arising out of specified assets acquired, purchased or subscribed in convertible foreign exchange and tax deductible at source has been deducted there from.

10. Under the provisions of section 115H of the Act, a non-resident Indian (i.e. an individual being a citizen of India or person of India Origin) has an option to be governed by the provision of Chapter XII A of the Act viz. "Special Provisions Relating to certain Income of Non-Resident", even after the assessee becomes a resident, if he furnishes to the Assessing Officer a declaration alongwith the return of income under section 139 of the Act.

11. Under the provision of section 115I 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 under section 139 of the Act declaring therein that the provisions of the Chapter shall not apply to him for that assessment year and if he does so the provisions of this Chapter shall not apply to him, instead the other provisions of the Act shall apply.

12. Under the provisions of section 54EC of the Act and subject to the conditions and the extent specified therein, long term capital gains [not covered under the section 10(38) of the Act] arising on the transfer of long term capital assets by the shareholder will be exempt from capital gains tax if the capital gain are invested within a period of 6 months from the date of transfer in the bonds redeemable after 3 years and issued by-

- National Highway Authority of India constituted under section 3 of National Highways Authority of India Act, 1988 on or after the 1st day of April 2007.

- Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, 1956 on or after the 1st day of April, 2007.

If only part of the capital gain is so reinvested, the exemption shall be proportionately reduced. The amount so exempted shall be chargeable to tax subsequently, if the specified assets are transferred or converted within three year from the date of their acquisition. However as per 1st Proviso to section 54EC(I), the investments made in the long Terms Specified Asset on or after April 1, 2007 by any assesses during the financial year should not exceed 50 Lakhs rupees.

13. Under Section 54F of the Act, where in the case of an individual or Hindu Undivided Family ('HUF') capital gain arise from transfer of long term assets [other than a residential house and those exempt under section 10(38) of the Act] then such capital gain, subject to the conditions and to the extent

specified therein, will be exempt if the net sales consideration from such transfer is utilized for purchase of a residential house property within a period of one year before or two year after the date on which the transfer took place or for construction of a residential house property within a period of three years after the date of transfer. If only a part of the net consideration is so reinvested, the exemption shall be proportionately reduced.

14. As per the provisions of Section 90(2) of the Act, the provisions of the DTAA between India and the country in which the shareholder is a resident would prevails over the provisions of Act, to the extent they are more beneficial to the non-resident.

F. General Benefits Available to Foreign Institutional Investors (FIIs)

1. By virtue of section 10(34) of the Act, income earned by way of dividend income from a domestic company referred to in section 115-O of the Act, is exempt from tax in the hands of the institutional investor.

2. Under Section 10(38) of the Act, long term capital gain arising to the shareholder form transfer of a long term capital asset being an equity share in the company or unit of an equity oriented mutual fund (i.e. capital asset held for the period of twelve months or more) entered into in a recognized stock exchange in India after October 1, 2004 on which securities transaction tax has been paid, is exempt. However, from Financial Year 2006-2007, the income by way of long- term capital gain of a company shall be taken into account in computing the book profit and income-tax payable under section 115JB of the Act.

3. In terms of Section 88E of the Act, the Securities Transaction Tax paid by the shareholder in respect of the taxable securities transactions entered into in the course of the business would be eligible for rebate from the amount of income-tax (as computed in prescribed manner) on the income chargeable under the head ‘Profits and Gains under Business or Profession’ arising from taxable securities transactions. No deduction under this section shall be allowed in, or after, AY 2009-2010.

   However, in such a case, the said securities transaction tax would be allowed as deduction in computing the profits & gains from business or profession under the provisions of section 36(1)(xv) of the Act.

4. The income realized by FIIs on sale of shares in the company by way of short term capital gains referred to in Section 111A of the Act would be taxed at the rate of 15% (plus applicable surcharge and education cess), on which securities transaction tax has been paid.

5. Under Section 115AD of the Act, capital gain arising on transfer of short term capital assets, being an equity share in a company which is not subject to Securities Transaction Tax will be taxable under the Act at the rate of 30% (plus applicable surcharge, if any and education cess). The tax rate on capital gain arising on transfer of short term capital assets will be decreased to 15% (plus applicable surcharge, if any and education cess), in case the equity shares in the company are subject to Securities Transaction Tax.

   Further, as per Section 115AD of the Act, capital gain arising on transfer of long term capital assets, being shares in a company [exempt under section 10(38)], are taxed at the rate of 10% (plus applicable surcharge, if any and education cess). Such capital gains would be computed without giving effect to the first and second proviso to Section 48 of the Act. In other words, the benefit of indexation, direct or indirect, as mentioned under the two provisos would not be allowed while computing the capital gains.

6. As per the provisions of Section 90(2) of the Act, the provisions of the DTAA between India and the country in which the shareholder is a resident would prevails over the provisions of Act, to the extent they are more beneficial to the non-resident.

3. Applicability of Wealth Tax Act, 1957

Wealth Tax is applicable if the net wealth (as defined) of a company or an individual or HUF exceeds ₹ 30 Lakhs as on the valuation date (i.e. March 31 of the relevant financial year). Wealth Tax shall be charged in respect of the net wealth of every company or an individual or HUF at the rate of 1% of the amount by which net wealth exceeds ₹ 30 lakhs.

Shares of the company held by the shareholders will not treated as an asset within the meaning of Section 2(ea) of the Wealth Tax Act, 1957 and hence Wealth Tax will not be applicable.

Notes for consideration

1. In respect of non-residents, taxability of capital gains mentioned above shall be further subject to any benefits available under the DTAA, if any between India and the country in which the non-resident is a resident or any other qualifying criteria.

2. The above Statement of Possible Direct Tax Benefits sets out the possible tax benefits available to the Company and its shareholders under the current tax laws presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws.

3. Above tax benefits do not include the provisions of The Direct Taxes Code, 2010 (“DTC”). The Finance Minister has clarified that it expects to implement the DTC by 1 April 2012.

SECTION IV – ABOUT THE COMPANY

INDUSTRY OVERVIEW

*The information in this section is derived from various publicly available sources, government publications and other industry sources, including a report that has been prepared by ICRA Management Consulting Services Limited ("**IMaCS**"). This information has not been independently verified by us, the Book Running Lead Managers, or their respective legal, financial or other advisors, and no representation is made as to the accuracy of this information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and accordingly, investment decisions should not be based on such information.*

THE INDIAN ECONOMY

India is the world's most populous democracy (approximately 1.17 billion) (*Source: Indian Diagnostics Services Industry, January 2011 by ICRA Management Consulting Services Limited*) and the fifth largest economy in the world with a GDP (by purchasing power parity) of US$ 3.68 trillion. (*Source: CIA World Factbook, accessed on January 10, 2011*)

According to the Reserve Bank of India, India's real GDP increased by 6.70% and 7.40% in Fiscal Years 2009 and 2010, respectively. (*Source: Reserve Bank of India Annual Report, 2009-2010*). The table below sets out a comparison between the GDP of the advanced economies, the developing economies and the world:

	Real GDP (in %)	
	Calendar Year 2008	**Calendar Year 2009**
Advanced Economies	0.20	(3.20)
Emerging and Developing Economies	6.00	2.50
World	3.00	(0.60)

Note:

(1) *Advanced Economies: United States, Germany, France, Italy, Spain, Japan, United Kingdom, Canada.*

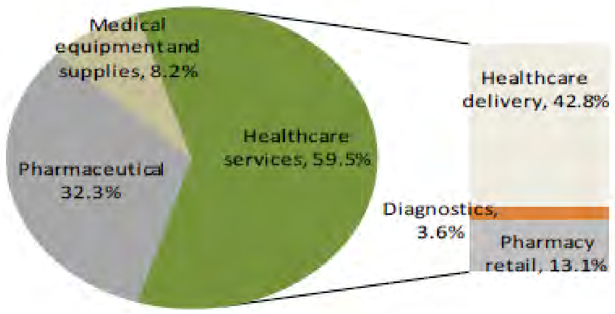
(2) *Emerging and Developing Economies: Central and Eastern Europe, Russia, China, India, Middle East and North Africa, Sub-Saharan Africa, Brazil, Mexico.*

(Source: International Monetary Fund, World Economic Outlook, October 2010)

THE INDIAN HEALTHCARE INDUSTRY

*The following section has been sourced entirely from the report entitled "Indian Diagnostics Services Industry, January 2011" by ICRA Management Consulting Services Limited ("**IMaCS**") (the "**IMaCS Report**").*

The IMaCS Report estimates that the Indian healthcare industry was valued at ₹ 1,645 billion in 2009. At ₹ 59 billion, diagnostic services account for approximately 3.6% of the healthcare market and primarily covers clinical pathology and imaging/radiology services. The diagram below sets out the performance of the healthcare market segments in India in 2009:



(*Source: The IMaCS Report*)

The IMaCS Report estimates that by 2015 the healthcare sector is expected to grow to ₹ 7,940 billion at a compounded annual growth rate ("**CAGR**") of 30%. While the diagnostic services sector is expected to grow to ₹ 254.40 billion at a CAGR of 28% with the pathology and imaging/radiology segments expected to grow to ₹ 180 billion and ₹ 74 billion, at a CAGR of 28% and 27%, respectively. While these projections take into account growth in derived demand from the expanding insurance market in the hospital care segment, the actual growth could increase significantly if insurance cover directly includes diagnostics services referred by physicians in future.

Demand for healthcare is largely non-cyclical. The IMaCS Report notes that India's private spending on medical and healthcare has increased at a faster rate than the total private spending. While growth in the share of medical and healthcare services in total private final consumption expenditure ("**PFCE**") at constant prices has been flat in recent years, on a long-term basis, India's expenditure on medical care and health care services has grown in excess of 10% per annum. The share of PFCE on health care has exhibited a long-term upward trend, from 2-3% during the 1960s to 3-4.50% during the 1970s, 3.80-4.70% during the 1990s and 4.40-5.00% post-2003. In 2008 and 2009, at current prices, the PFCE on healthcare was approximately ₹ 1.40 billion and ₹ 1.20 billion, respectively, at constant prices. In 2008-2009, the share of medical and healthcare services was approximately 4.40% of the total PFCE. The following table sets forth the medical and healthcare private expenditure trends in India for the periods indicated:

(*in ₹ million*)

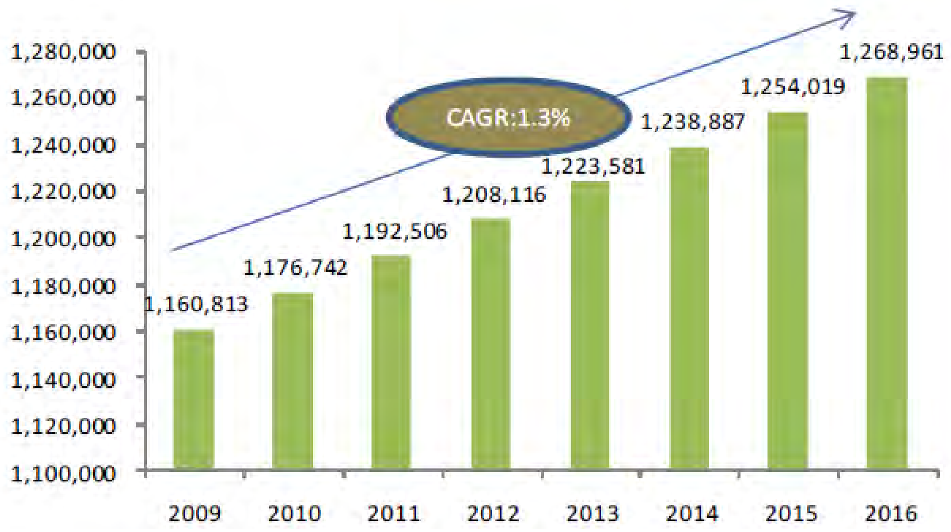
	2004-2005	2005-2006	2006-2007	2007-2008	2008-2009	3-Year CAGR (%)
At current prices	955.60	1,052.44	1,159.00	1,276.48	1,405.84	10.10
As a percentage of total PFCE	5.00	4.90	4.70	4.50	4.40	-
At constant prices (2004-2005)	955.60	1,011.01	1,056.57	1,082.78	1,170.67	5.00
As a percentage of total PFCE	5.00	4.80	4.70	4.40	4.40	-

(*Source: Ministry of Statistics and Programme Implementation*)

According to the IMaCS Report, the key reasons for expansion of the overall healthcare market as well as diagnostics services include the following:

- *Growing population and changing demographic profile*: The IMaCS Report estimates that from 2009 to 2016 India's population is expected to grow by 1.30-1.40% per annum and the average annual GDP growth is expected to be 7-8%. The following graph sets forth population growth projections for the periods indicated:

(*in thousands*)



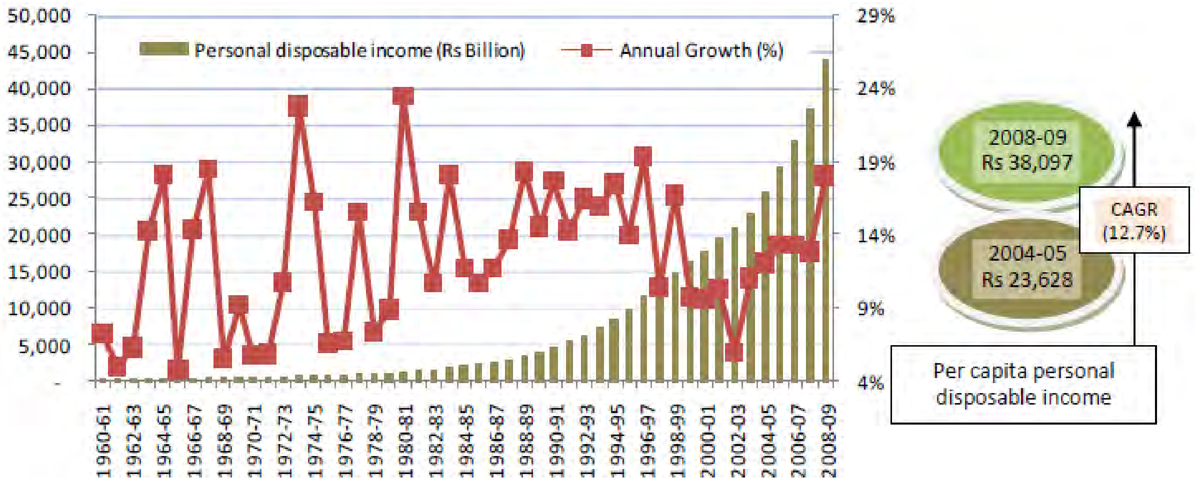
(*Source: The IMaCS Report, Registrar General of India*)

Further, the National Commission on Population estimates that approximately 8.90% of the total population will be older than 60 years by 2016 as compared to 8.30% in 2011. People of this age group spend around three to four times more on healthcare than people in younger age groups.

- *Socio-economic profile*: India has a growing middle-class, with significant potential for shift from lower-middle to middle-middle class. According to the IMaCS Report, the middle class continues to grow with approximately 62% of households falling in this category in Fiscal 2010.

  The purchasing power of the Indian middle-class is increasing. As shown in the graphs below, India's personal disposable income grew from ₹ 25,731 billion in Fiscal 2005 to ₹ 43,964 billion in Fiscal 2009, while India's PFCE grew from ₹ 956 billion in Fiscal 2005 to ₹ 1,406 billion in Fiscal 2009.

  The following graph illustrates the growth of personal disposable income in India for the periods indicated:



(*Source: The IMaCS Report, Ministry of Statistics and Programme Implementation*)

The following graph illustrates the growth of personal disposable income growth and PFCE in India for the periods indicated:

(*in ₹ billion*)

(*Source: Ministry of Statistics and Programme Implementation*)

The following table illustrates the annual income of households in India per segment in 2005 compared to projections for 2015:

		2005			2015		
Household type	**Annual Income**	**Rural**	**Urban**	**Total**	**Rural**	**Urban**	**Total**
Rich	Over 1,000,000	0.30%	1.30%	0.60%	0.70%	2.50%	1.40%
Middle-class	₹ 90,000 – 1,000,000	38.70%	78.00%	50.60%	57.90%	88.20%	68.30%
Poor	Less than ₹ 90,000	61.00%	20.70%	48.90%	41.30%	9.20%	30.30%
Total	-	69.80%	30.20%	100.00%	65.80%	34.20%	100.00%

(*Source: The IMaCS Report, McKinsey Global Institute Report, 2007*)

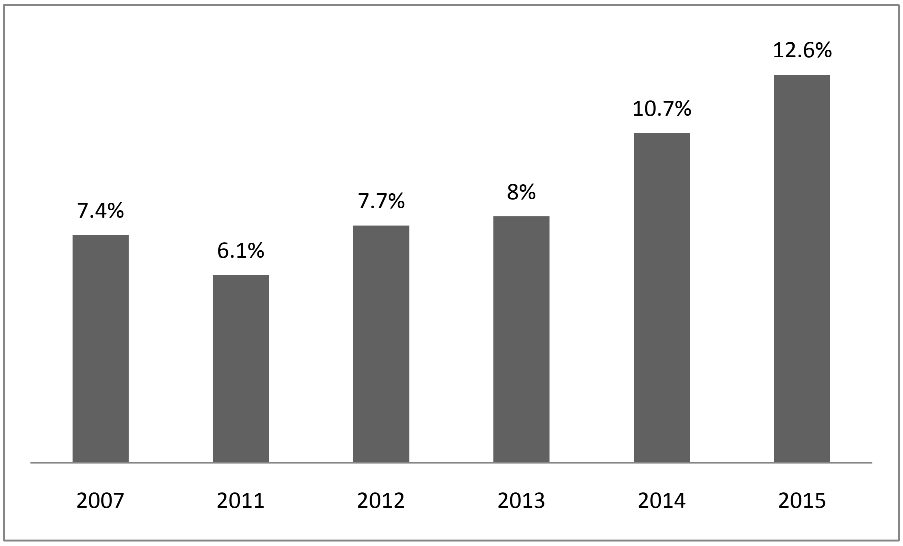
Additionally, urbanisation and spread of economic prosperity in the small and large urban areas, employment guarantee programmes for rural population, good telecommunication infrastructure and improved other infrastructure such as roads and electricity.

- *Increasing demand for quality healthcare*: The IMaCS Report notes that there is strong demand for quality healthcare services in India as disposable incomes increase. Moreover, increasingly erratic and sedentary urban lifestyle of the growing middle and upper-middle class in India has resulted in growing need for healthcare. As a result, there has been an increased number of better equipped hospitals and diagnostic centre across the India in terms of technology and medical diagnostics imaging and testing equipment that are at par with international standards.

  According to the IMaCS Report, per capita healthcare spending in India in 2009 and 2010 was ₹ 2,400 and ₹ 2,900, respectively. The IMaCS Report further estimates that per capita health care spending in India will be approximately ₹ 9,334 by 2015.

- *Growing health insurance market*: The IMaCS Report estimates that between 2002 and 2008, the health insurance market grew from ₹ 7.60 billion to ₹ 51.30 billion, at a CAGR of 37.40%.

  The graph below sets out the projected private insurance and other private spending in India as a percentage of the total healthcare spending for the periods indicated:

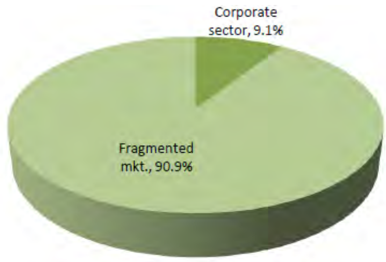


(*Source: The IMaCS Report*)

The Diagnostics Services Industry in India

In recent years, the diagnostics market has become one of the important growth industries, after information technology/information technology enabled service industry and other knowledge-based sectors. The IMaCS Report estimates that 60-70% of treatment decisions are based on test results. The market has grown robustly in past few years on the back of increasing disease prevalence, rising consumer awareness and preference for healthy lifestyle with preventive care.

Diagnostics services can be divided into radiology, pathology and other services. The following diagram illustrates the share of corporate sector in diagnostics services market in India in Fiscal 2010:



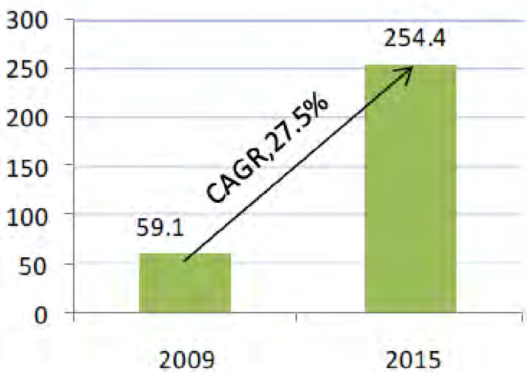
(*Source: The IMaCS Report*)

While the top-three corporate diagnostics service providers in India accounted for approximately 7% of the total market in Fiscal 2010, the corporate presence is still small with an estimated 9.10% share. Although the corporate sector presence is marginal, examples from more developed countries indicate that the natural path for the progression of the industry from an unorganised sector to a more organised sector.

The outsourcing market by way of clinical trials and tele-diagnosis is another segment with growth potential due to cost benefits and locational advantage in terms of time zones. There is a strong growth trend in biochemical and molecular diagnostic test segments.

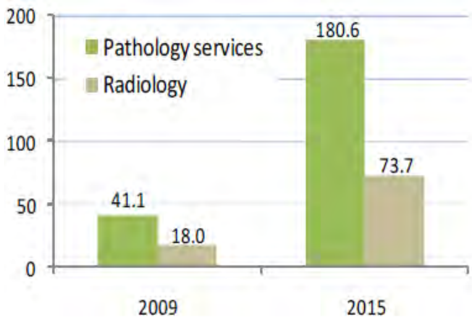
The following graph depicts the projected growth of the diagnostics industry from 2009 to 2015 according to the IMaCS Report:

(₹ *billion*)



The following graph depicts the projected growth of pathology and radiology services from 2009 to 2015 according to the IMaCS Report:

(₹ *billion*)



______-
(*Source: The IMaCS Report*)

Pathology services

The pathology market is estimated at 2.50% of the overall healthcare market. According to industry estimates, there are over 40,000 pathology laboratories in the country servicing a total of approximately 1-1.25 million patients per day. This includes specialized laboratories, work facilities in hospitals and nursing homes, and small testing centres with basic facilities. The calibre of services provided by these laboratories varies widely. The number of NABL accredited laboratories remains low. The number of tests conducted in the last decade has doubled from 180 million to more than 425 million.

The key corporate players in the diagnostics services market include Super Religare Laboratories, Dr. Lal Pathlabs, Metropolis and Quest Diagnostics. Recently, international players have also started entering the diagnostics industry. Quest Diagnostics is one such player. The industry is highly competitive and price-driven with significant dependence on physician referrals and bulk business from hospitals. The organised market (with corporate players) is estimated to account for approximately 9-10% of the total market; the unorganised sector has an overriding presence in the current scenario of little regulation, non-mandatory accreditation requirement and almost certain impunity from misdiagnosis.

Radiology

Diagnostic imaging plays a vital role in almost every clinical discipline. Proliferation of lifestyle diseases such as diabetes and hypertension due to poor diet and lack of exercise has resulted in the increasing reliance on medical imaging both for diagnostics as well as for therapeutics. The industry has progressed because of technological advancement in various types of imaging devices and professionally trained personnel in the area of radiology as well as other imaging. The popularity of imaging stems from the benefit of non-invasive testing and almost immediate diagnosis.

The radiology market in India is estimated at 1.10% of the healthcare sector. In 2009, there were approximately 63 imaging equipment available for a million people. The increasing dependence on imaging modalities provide for effective diagnosis and reducing cost in terms of consumables and other operations. The key areas of applications of medical imaging and Picture Archival and Communication Systems (PACS) are in specialties such as endoscopy, cardiology, dermatology, ophthalmology and pathology.

COMPETITIVE ENVIRONMENT AND KEY PLAYERS

For further information, refer to "*Our Business - Competition*".

REGULATORY ENVIRONMENT AND ACCREDITATIONS

Presently, regulation in the diagnostics market is focused on the standardisation of test methodology and outcome assessments, as well as the training and education of personnel employed in the sector. Some concerns in the present system include a high possibility of different test results on the same sample, the absence of quality standards, usage of poorly calibrated equipment, liberal licensing requirements for establishing pathology laboratories, without much emphasis on trained or qualified professionals and infrastructure requirements and a high probability of misdiagnosis.

However in order to address these concerns, certain states and the union government have introduced regulatory and quality control mechanisms. The NABL has become responsible for auditing and accrediting diagnostics laboratories and the entry of corporations in the largely unorganised diagnostics services sector has influenced the quality of services provided. Alternative suggestions to improve quality also include diagnostics laboratory ratings to introduce a greater level of voluntary accreditations and the standardisation and establishment of councils to implement quality standards. As a result, the IMaCS Report notes that the emphasis on quality is expected to increase.

Key regulatory agencies and education providers

NABL offers accreditation to testing, calibration, and clinical laboratories and its activities include surveillance and re-assessment visits, proficiency testing programmes, and the withdrawal, suspension, or reduction in scope of accreditation. In an effort to draw on established quality assurance programs and ensure validity of laboratory test results across national borders, NABL has adopted the International Criteria for laboratory accreditation set by the International Organization of Standardization (ISO). It has also entered into a mutual recognition arrangement with Asia Pacific Laboratory Accreditation Cooperation (APLAC) and is a signatory to the International Laboratory Accreditation Cooperation (ILAC) arrangement.

Accreditation offers incentives of increased customer confidence, better control of laboratory operations, and greater access for their services. However, due to cost and potentially other burdens, relatively few laboratories have stepped forward for accreditation, and those that have are predominantly private laboratories that can afford the expense. NABL conducts awareness programs and panel discussions in order to promote wider participation in clinical laboratory accreditation.

Although India lacks a comprehensive, mandatory laboratory accreditation framework, the government has a scheme for mandatory registration of all laboratories that provide prenatal diagnostic services. This scheme was developed in response to the recognized problem of sex selective abortion in India. In 1994, the Government passed legislation prohibiting the use of prenatal diagnostic techniques to determine foetal sex, with the aim of preventing sex selective abortion. As a result, all genetic counselling centres, genetic laboratories and genetic clinics offering prenatal diagnosis must be registered under the Pre-Natal Diagnostic Techniques (Regulation and Prevention of Misuse) Act, 1994. Registration requires that these organizations comply with a range of quality assurance requirements that cover qualifications of employees, equipment, facilities, testing procedures and maintenance and preservation of records. Informed consent must be obtained and patients must be told of any complications surrounding prenatal diagnostic procedures. In addition, laboratories are not to accept any sample for testing or analysis unless it has been referred to them by a genetic clinic. Non-compliance can result in revocation of registration and consequently prohibition from offering services, and in criminal penalties including imprisonment for persons who contravene the Act. The Act and related regulations also provide for inspection of genetic services.

Education and training of all health professionals involved in providing genetic services is an important element of quality assurance. In India, this is overseen by several bodies. The Medical Council of India (MCI), a national body established under the Indian Medical Council Act 1956, under the Ministry of Health and Family Welfare, is responsible for maintenance of uniform standards of medical education at the undergraduate and postgraduate levels, which it carries out by inspections and visitations. Permission to start new medical colleges or programs must be granted by MCI, which also maintains the All India Medical Register of persons holding recognized medical qualifications and prescribes standards of professional conduct, etiquette and a code of ethics for medical practitioners. States also have their own medical councils that act complementarily to MCI with State Medical Registers.

At the level of laboratory medical training, the Institute of Pathology (IOP), one of the permanent institutes under the umbrella of the Indian Council of Medical Research (ICMR) conducts, among other services, training of pathologists and laboratory technicians, including a post-graduate degree (DNB) in pathology, a PhD programme, and teaching aids for medical students. However, training in pathology leading to a post-graduate MD degree is provided at medical colleges offering post graduate training programs. The Indian Association of Pathologists and Microbiologists (IAPM) is a professional organization that acts as an expert technical body overseeing matters of education, training, professional practice, and quality control and makes recommendations to the appropriate authorities for implementation. The Indian College of Pathologists (ICP) was founded by IAPM in order to promote academic activities, design training courses, conduct examinations, award qualifications and publish textbooks. ICP offers post doctoral certificate courses in fields including laboratory medicine and cyto-pathology.

KEY TRENDS

The key market trends for diagnostics services include corporatisation, emphasis on quality and technology, expansion within India and internationally, consolidations and acquisition plans, promotion of wellness and preventive care, branding and tapping outsourcing markets.

India is following the international market trend of corporatisation of diagnostics services. From a highly fragmented market over two decades ago, there are currently 800 private laboratories in the US of which the top ten laboratories have 85% pathology market share. With the advent of large pathology laboratory chains, the Indian diagnostics landscape is under similar change towards corporatisation and consolidation. Increasing competition is a significant entry barrier for small pathology laboratories, while quality of service and cost of accreditations are other barriers. The corporate sector is increasing its presence across the country through green field expansion, franchising and acquisitions. Large pathology laboratories have outperformed the industry growth estimates. Use of technology and efficient logistics provides significant benefits related to economies of scale. Sample collection services and trained personnel have helped the corporate sector.

Wellness testing is a new concept and is aimed at individuals who are not aware they are suffering from a particular disease. Among the organized players, there has been an increasing trend towards targeting healthy individuals who have sedentary lifestyles and are more prone to lifestyle diseases such as cardiovascular and diabetes ailments. Bulk business from employer schemes is a key driver of this market. Organised players have developed specific panels such as a full body screening panel, diabetes panel, cardiovascular panel and thyroid panel to tap into this segment.

Brand building through mainstream advertising is another key trend among key diagnostics services players. According to the IMaCS Reprt, Dr. Lal Pathlabs and Apollo Clinics are some of the most visible companies in this regard.

Outsourcing laboratory management provides the diagnostic industry with bulk business. Under the concept of hospital laboratory management diagnostics laboratories offer patients diagnostic care without active involvement from hospitals.

New entrants in the corporate segment include Quest Diagnostics and Hindlabs. According to the IMaCS Report, they are attracted to India by the potential for clinical research related services as well as prospects for growth with market consolidation.

Most diagnostics services companies began with laboratories and collection centres in key cities and are now expanding to small towns and cities. This is expected as major hospitals have also started expanding in these localities. According to the IMaCS Report, there are over 100 towns with a population that would support healthcare institution and diagnostics centres. These towns have significant opportunities, both, on the demand and supply sides.

Expansion in the international markets is another trend. According to the IMaCS Report, there is a potential in overseas markets such as the Middle East, Sri Lanka, South Africa, Thailand, the US and the UK.

OUR BUSINESS

Overview

We are one of the leading diagnostics services companies in India. Following our acquisition of Piramal Diagnostic in August 2010, we have the largest market share (48%) in the organized sector in India. (*Source: the IMaCS Report*) We provide diagnostic testing services (routine, specialized and esoteric tests), preventive care testing services and clinical research trial testing services at our laboratories, and during the nine month period ended December 31, 2010 we performed approximately 33,000 diagnostic tests per day.

We served approximately 4.20 million customers during the nine month period ended December 31, 2010 through our network of reference laboratories, Centers of Excellence, network laboratories (comprising pathology and radiology laboratories), collection centers and wellness centers. As of December 31, 2010, our diagnostic laboratory network comprised eight reference laboratories, seven Centers of Excellence, 181 network laboratories (comprising 164 pathology laboratories and 17 radiology laboratories), 15 wellness centers and 888 collection centers. As of December 31, 2010, of our 164 pathology laboratories, 53 are owned by us, we operate and manage 31 pathology laboratories based in hospitals (14 of which are based in hospitals run by Fortis Healthcare Limited), 55 are joint venture laboratories and 25 are franchisee laboratories. As of December 31, 2010, of our 17 radiology laboratories 16 are owned by us and we operate and manage one radiology laboratory based in a hospital. Six of our reference laboratories are based in India, our seventh reference laboratory is based in Kathmandu, Nepal and we have entered into a service agreement for one reference laboratory in the Dubai Healthcare City. For further information, refer to the section titled " – *Franchises and Joint Venture – Management of third-party laboratories*". In addition, we currently have 23 collection centers, as well as representation and liaison offices, outside India in the United Arab Emirates, Oman, Qatar, Kuwait, Bahrain, Sri Lanka, Bangladesh, Nepal, the Maldives, Tanzania and Zambia.

Through our network of laboratories, we offer a comprehensive range of approximately 3,300 diagnostic tests that cover an extensive range of specialties. Our reports are used for detection, diagnosis, evaluation, monitoring and treatment of diseases and other medical conditions, as well as to monitor and evaluate responses to medication. Through Piramal Diagnostics, we offer a range of pathology services and radiology modalities including computed tomography ("**CT**"), diagnostic radiology ("**X-ray**"), magnetic resonance imaging ("**MRI**"), ultrasound and positron emission tomography ("**PET**"). Our collection centers collect specimens within an area or region for shipment to a pre-designated laboratory for testing and our wellness centers offer *inter alia* preventive care through various health screening packages.

We also provide clinical research services, which are dedicated to offering centralized laboratory services to support the needs of drug development for various phases of clinical trials conducted by Indian as well as international pharmaceutical, biotechnological and research companies. Our services extend to support multi-centric studies at sites within India as well as in our neighboring Asian countries.

Our pathology research and development division is ISO certified and recognized by the Government of India's Department of Scientific and Industrial Research. Our research and development division seeks to expand its existing test menu and develop new tests in diagnostics in order to improve sensitivity, specificity, time or costs as compared to available conventional tools.

As of December 31, 2010, we had a full-time medical and scientific staff of 1,596 personnel comprising, among others, pathologists, radiologists and scientists located in India, some of whom are globally recognized leaders. All of our laboratories are manned by qualified scientific staff and supervised by a team of pathologists or radiologists, with specializations in relevant fields of laboratory medicine or radiology.

Our customers include hospitals and other medical facilities, physicians, insurance companies, governmental agencies, corporations, nursing homes, pharmaceutical companies and other independent clinical laboratories and walk-in customers.

In Fiscal Years 2008, 2009 and 2010 and the six months ended September 30, 2010, we generated total income of ₹ 943.92 million, ₹ 1,406.70 million, ₹ 1,699.40 million and ₹ 1,531.47 million, respectively. In Fiscal Years 2008, 2009 and 2010 Piramal Diagnostics generated total income of ₹ 1,072.44 million, ₹ 1,696.11 million and ₹ 2,096.44 million, respectively.

Competitive Strengths

We believe that we possess a number of competitive strengths, which will enable us to successfully execute our business strategies, including the following:

Established and wide diagnostic practice across India

We are one of the leading diagnostics services companies in India. Through Piramal Diagnostics, we are currently the largest radiology practice in India based on total income and number of patients screened (*Source: The IMaCS Report*). We believe that our established and wide pathology and radiology practice across India, together with our experience and expertise in diagnostics services, gives us a competitive edge over our competitors to address a multitude of growing health ailments within India, by being able to accurately and timely diagnose health concerns with the help of specialized technologies and innovative services. In addition, we believe our size and scale allows us to achieve operating, sourcing and administrative efficiencies, including equipment and medical supply sourcing savings and favorable maintenance contracts from equipment manufacturers and other suppliers.

We served approximately 4.20 million customers during the nine month period ended December 31, 2010 through our network of reference laboratories, Centers of Excellence, network laboratories (comprising pathology and radiology laboratories), collection centers and wellness centers. As of December 31, 2010, our diagnostic laboratory network comprised eight reference laboratories, seven Centers of Excellence, 181 network laboratories (comprising 164 pathology laboratories and 17 radiology laboratories), 15 wellness centers and 888 collection centers.

As of December 31, 2010, we had a full-time medical and scientific staff of approximately 1,596 personnel comprising, among others, pathologists, radiologists and scientists located in India, some of whom are globally recognized. All of our laboratories are manned by qualified scientific staff and supervised by a team of pathologists or radiologists, with specializations in relevant fields of laboratory medicine or radiology.

Comprehensive offerings across our network of laboratories

Through our network of laboratories, collection centers and referral arrangements, we offer a comprehensive range of more than 3,300 diagnostic tests that cover a range of specialties and sub-specialties. Six of our reference laboratories are based in India, our seventh reference laboratory is based in Kathmandu, Nepal and we have entered into a service agreement for one reference laboratory in the Dubai Healthcare City. For further information, refer to the section titled " – *Franchises and Joint Venture – Management of third-party laboratories*". In addition, we currently have 23 collection centers, as well as representation and liaison offices, outside India in the United Arab Emirates, Oman, Qatar, Kuwait, Bahrain, Sri Lanka, Bangladesh, Nepal, the Maldives, Tanzania and Zambia.

Our reference laboratories offer the widest range of tests, from routine to specialty diagnostic tests, while our network laboratories offer a wide range of routine as well as selected specialized and esoteric tests. Through Piramal Diagnostics, we offer a comprehensive range of radiology modalities including CT, X-ray, MRI and PET. We offer, in one place, routine tests (hematology and chemistry), specialized tests (histopathology, immunohistochemistry and cytogenetics) and esoteric tests (molecular assays and flow cytometry).

In addition, we offer preventive care through various health screening packages at our wellness centers, as well as offering testing services that help with the early and accurate detection of certain types of health conditions.

Through our network of laboratories, we are therefore able to offer customers one location to serve their needs for multiple procedures. This prevents multiple customer visits or unnecessary travel to more than one facility, thereby offering convenience to our customers and decreasing their costs and time delays.

Quality standards and credentials

As of December 31, 2010, 25 of our laboratories, including six of our reference laboratories, have been accredited by the NABL in accordance with ISO 15189, five of our laboratories have been accredited by CAP, six of our laboratories have received the ISO 9001:2008 certification from the International Certification Services Private Limited, one laboratory has been accredited by the NABH and one laboratory has received the NGSP's Level I Laboratory Certification for Standardization of Glycated Hemoglobin Result Reporting and to participate in the CDCP's Lipid Standardization Program. CAP is one of the leading global organizations of board-certified pathologists. We believe that these accreditations assist in obtaining referrals from physicians and hospitals. They also help in our efforts to increase our business from international clients seeking to outsource testing to India.

Strong research and development team and use of sophisticated technology

Our pathology research and development division is ISO certified and recognized by the Government of India's Department of Scientific and Industrial Research. Our research and development division seeks to identify new business areas, expand its existing test menu and develop new tests and assays in diagnostics, in order to improve sensitivity, specificity, time or costs as compared to available conventional tools. We believe that a key factor to succeed and to sustain and strengthen our business will be our ability to innovate and develop improvements to existing tests and to create and introduce new tests that will meet or create demands which are not presently being satisfied by available tests, thereby expanding the range and scope of our services to our customers in India and internationally.

As of December 31, 2010, our research and development team comprised 18 dedicated research scientists. They have published reports in 60 scientific publications since we commenced operations. We also developed new assays in several fields, including but not limited to the following, genetics and cytogenetics, hematology and coagulation, histopathology, immunoassays, immunology, microbiology and infectious diseases, and serology.

We believe that we use the latest and most accepted techniques and technologies to perform our tests. We also have alternate technologies available for several assays, to suit the requirements of our customers. We go through a rigorous selection process to identify, standardize, and finally implement the appropriate technologies in our laboratories. We undergo a continuous evaluation process, including cross-validation between different models of the same equipment, between different levels of the same brand, and between different platforms of technology in the same laboratories, as well as across laboratories. We ensure harmonization of technologies across all our laboratories for better internal and inter-laboratory quality control and consistency of results across our entire system.

We seek to establish equipment-specific reference ranges in-house while validating any new acquisition. We believe that this is of significant value in the accurate interpretation of abnormal results, since vendor-established reference ranges are often not applicable to the Indian population.

Experienced management team

Our management team consists of experienced professionals with diverse skills in diagnostics and healthcare management, research and development, international business and finance, marketing and human resources. Each member of our management team has more than 15 years of industry experience. We believe that the experience and diversity of our management team gives us the ability to operate successfully in our competitive industry and in the changing market environment, implement our strategies and successfully integrate any acquired businesses, such as Piramal Diagnostics.

Strong support from our Promoters

Our individual Promoters, Mr Malvinder Mohan Singh and Mr Shivinder Mohan Singh, who directly or indirectly control 85.67% of our Equity Shares, have considerable knowledge and expertise in the healthcare industry. In addition, we benefit from significant financial and strategic support they provide to our business, particularly by contributing capital to our business from time to time, most recently in connection with our acquisition of Piramal Diagnostics. We also benefit from the use of our Promoters brand. We believe that the reputation created by and inherent in the "*Religare*" brand name is essential to our business. We are therefore able to leverage on and benefit from our Promoters established track record and use the "*Religare*" brand name to attract more customers. Furthermore, we believe our association with our Promoters strengthens our position when we expand our business.

Marketing and knowledge management

We have a dedicated marketing team focusing on customer groups and service types. The majority of our representatives focus on marketing clinical laboratory testing and related services to physicians, including physician specialists. We have specialists, who are trained and focused on educating our customers on new and more complex tests, to support our physician sales teams. For example, we periodically conduct continuing medical education forums, accredited by the Medical Council of India, with the support of our SRL Global Knowledge Forum to engage with the medical community on new developments in the diagnostics industry.

In terms of knowledge management, our team focuses on disseminating information to both physician-employees and customers. For example, our website is regularly updated to provide new information on tests and technologies in order for our physician-employees to fulfill their continuing medical education requirements. We also circulate periodic newsletters on currently active diseases, test results and new findings. Further, we conduct consumer awareness programmes, with the aim of spreading awareness and presenting our customers with an opportunity to familiarize themselves with our services and understand the benefits of preventive care.

Strategy

The key elements of our business strategy are as follows:

Increase our market penetration

We intend to expand our business by increasing the penetration of our existing testing services in the Indian market and internationally. We intend to do this by expanding our overall customer base, with an emphasis on strategic physical and geographic growth, and strengthening and expanding our relationships with our current corporate and retail customers.

For example, we intend to focus on increasing the number of tests conducted per specimen received in line with global practices; we intend to increase the number of tests we conduct per specimen from less than three tests at present to more than five tests. We believe that this will be achieved in the foreseeable future as more people in India procure health insurance to reduce costs. In addition, we perform certain specialized and esoteric tests that hospitals generally cannot, presenting a further growth opportunity. We intend to capitalize on this opportunity to grow our existing relationships with hospitals. We also enter into agreements with international organizations to disseminate certain tests developed by them in India. We also participate in outsourcing programmes in India and internationally in order to increase our profile and reach in the sector.

In addition to growth opportunities in India, we see opportunities to grow our international operations through the management of third-party laboratories, joint venture arrangements and collection centers. We will also seek to expand our operations internationally in order to draw on the outsourcing opportunities.

Expand our customer profile

In order to leverage our reputation as one of the leading diagnostics services companies in India, we intend to expand our customer profile of hospitals and walk-ins and also increase our geographical presence.

We intend to increase referrals from hospitals where we do not have in-house laboratories by marketing our ability to perform advanced tests that such hospitals have not historically performed. In addition, we believe that our expansion into various geographic locations where our current network is small or unavailable would present us with opportunities to provide services to large hospitals that would be proximate to our network. Our ability to increase the number of referrals from hospitals depends on our ability to provide high quality services that are more cost-effective than if the hospitals were to perform the services themselves. By increasing our physical presence at locations that are close to hospitals, we would be able to reduce our costs when serving those customers. In addition, we believe that our combination of full-service, specialty and subspecialty testing capabilities, medical and scientific professionals available for consultation, efficient logistics operations and dedicated sales and service professionals enables us to be an attractive service-provider for hospital customers.

We will seek to further encourage walk-ins and referrals by increasing the visibility of our laboratories and by offering e-pathology services.

We intend to open new laboratories and wellness centers, primarily in markets in which we currently operate, by the end of Fiscal Year 2012, as well as collection centers predominantly in South and East India. We believe that new laboratory openings in our current markets will further increase brand recognition, which, in turn, may facilitate expansion into new markets. One of our key growth initiatives will be to leverage our large market presence in our primary markets to drive growth in newer, less-developed markets by the end of Fiscal Year 2012.

Increased focus on specialty and esoteric testing services

Specialized and esoteric testing operations involve certain types of unique testing capabilities and/or customer requirements. These tests require sophisticated equipment and materials, highly skilled personnel and professional attention. They are ordered less frequently than routine tests, and are generally priced higher than routine tests. Through our network of laboratories and collection centers, we currently offer a comprehensive range of approximately 1,400 specialized and esoteric tests.

In addition, in each of our reference laboratories, we have an area reserved especially to cater to epidemics that may arise from time-to-time. For example, we built facilities to cater to H1N1 testing and to provide quarantine facilities after receiving notification from national and state health departments and the Indian Council of Medical Research laboratories.

Increase our focus on radiology

Since the acquisition of Piramal Diagnostics, we have 17 radiology laboratories, all of which are located in India, with capabilities to perform tests such as CT, MRI, ultrasound, PET and X-ray. We are seeking to upgrade our existing laboratories, as well as expanding our radiology laboratories to hospitals. We intend to grow our radiology practice by adding radiology testing facilities to hospitals where these services are not currently offered.

Explore relationship opportunities

In support of our growth strategy, we will continue to explore and selectively evaluate franchising, joint ventures and other alliances, and acquisition opportunities that will enable us to expand our capabilities, further leverage on our strengths, differentiate us from our competition and diversify our revenues. These include increasing our business opportunities with Fortis Healthcare Limited as well as other hospitals. We also intend to focus on major community health organizations and large philanthropic non-governmental organizations which are active in disease control in developing countries. These organizations typically seek diagnostics companies that will provide diagnostics services for a fee. Examples of these relationships in the past include the Clinton Foundation, as well as an agreement with the Municipal Corporation of Delhi for iron deficiency screening. Our credentials, geographic presence and our relationships with the health regulators and authorities hold us in good stead to develop these relationships.

Continue to innovate and develop improvements to existing tests and create new tests

We believe that we are one of few companies in India, in the diagnostics industry, to have a dedicated in-house research and development division that is ISO certified and recognized by the Government of India's Department of Scientific and Industrial Research. Our research and development division seeks to develop new tests and technologies in clinical diagnostics in order to improve sensitivity, specificity, time or costs as compared to available conventional tools.

We believe that a key factor in our ability to succeed and to sustain and strengthen our business will be in our ability to innovate and develop improvements to existing tests and to create and introduce new tests that will meet or create demands which are not presently being satisfied by available tests, thereby expanding the range and scope of our services to our customers in India and internationally. To this end, we have already begun the process of developing tests that are not yet available in India, such as tests aimed at providing more information on the prognosis for acute myeloid leukemia patients. These include tests that aid the early and accurate detection of certain types of health conditions.

Our network

The table below sets out the geographical spread of our facilities as of December 31, 2010:

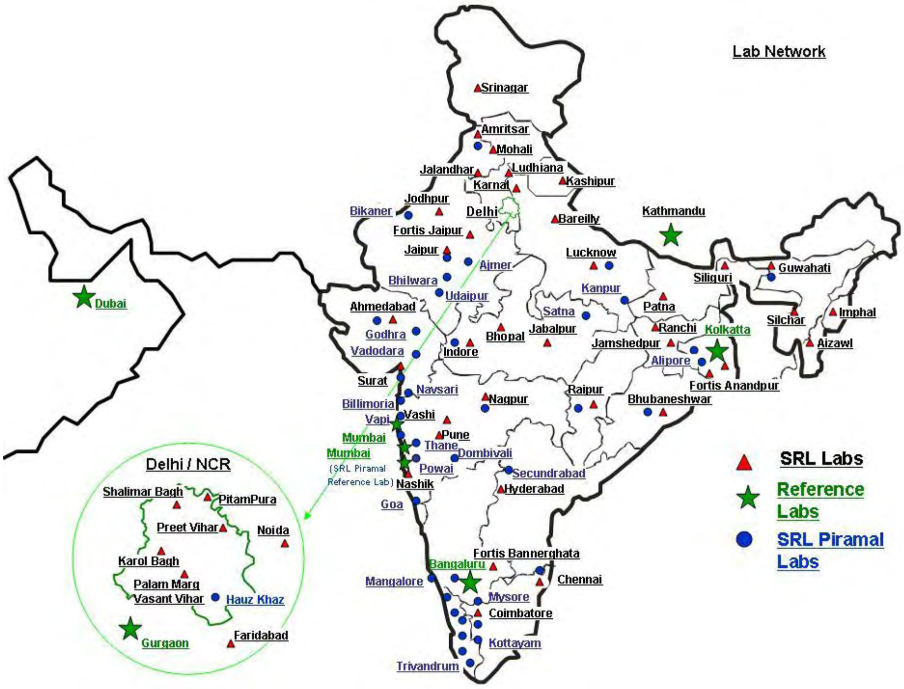
	North India	South India	East India	West India	International	Total
Centers of Excellence	1	-	-	6	-	7
Reference laboratories[(1)]	1	1	1	3	2	8
Network laboratories[(1)]						
Pathology Laboratories						
Owned by us — Outside hospitals	6	7	5	35	-	53
Managed by us — Inside hospitals	13	7	3	8	-	31
Through franchisee — Outside hospitals	7	-	9	6	-	22
Through franchisee — Inside hospitals	1	-	1	1	-	3
Through joint venture companies — Outside hospitals	-	47	-	-	-	47
Through joint venture companies — Inside hospitals	-	8	-	-	-	8
Total pathology laboratories	**27**	**69**	**18**	**50**	**-**	**164**
Radiology laboratories						
Owned by us — Outside hospitals	1	3	-	12	-	16
Managed by us — Inside hospitals	-	-	-	1	-	1
Total radiology laboratories	**1**	**3**	**-**	**13**	**-**	**17**
Total network laboratories	**28**	**72**	**18**	**63**	**-**	**181**
TOTAL						**189**
Wellness centers[(2)]	**4**	**5**	**1**	**5**	**-**	**15**
Collection centers[(1)]						
Owned by us	2	3	-	1	-	6
Through franchisee	337	104	218	193	23	875
Through joint venture companies…	-	7	-	-	-	7
Total collection centers	**339**	**114**	**218**	**194**	**23**	**888**

Notes:

(1) *Comprises SRL's and Piramal Diagnostics' facilities.*

(2) *12 wellness centers are in existing laboratories.*

The map below sets out the geographical spread of our facilities as of December 31, 2010:



We provide diagnostic testing services at the following facilities:

Centers of Excellence for each sub-specialty of diagnosis. We currently have seven Centers of Excellence, focused on clinical pathology, hematopathology, histopathology, microbiology, cytogenetics, radio diagnosis, molecular pathology microbiology, cytogenics and clinical chemistry. They are equipped with high quality equipment and manned by experienced and skilled physicians and medical technologists, including histopathologists, clinical pathologists and radiologists.

Reference laboratories. Each of our reference laboratories is a multi-disciplined laboratory, where routine as well as specialized and esoteric tests can be performed, thereby providing our customers with a wide range of laboratory investigations for various types of diseases. Six of our reference laboratories are based in India, our seventh reference laboratory is based in Kathmandu, Nepal and we have entered into a service agreement for one reference laboratory in the Dubai Healthcare City. For further information, refer to the section titled " – *Franchises and Joint Venture – Management of third-party laboratories*".

Network laboratories. Our network laboratories are equipped to perform routine tests and a selected number of specialized tests and has the ability to perform such tests quickly and report results to our customers. Our network laboratories have varying degrees of sophistication depending on the locations. As of December 31, 2010, we have 181 network laboratories comprising 164 pathology laboratories and 17 radiology laboratories based in the major cities in India.

Pathology laboratories. As of December 31, 2010, we have 164 pathology laboratories, of which 53 are owned by us, we operate and manage 31 pathology laboratories based in hospitals (14 of which are based in hospitals run by Fortis Healthcare Limited) on a revenue-sharing or management fee basis, 55 are joint venture laboratories and 25 are franchisee laboratories.

Radiology laboratories. As of December 31, 2010, we have 17 radiology laboratories (of which 16 are owned by us and we operate and manage one radiology laboratory based in a hospital), all of which are located in India, with capabilities to perform tests such as CT, MRI, ultrasound, PET and X-ray. In addition, our radiology laboratories have remote review and reporting capabilities, as they are fully-connected through special image transfer software and are therefore equipped to provide tele-radiology.

Collection centers. A collection center is a central facility that collects specimens within an area or a region for shipment by independent courier services, to a pre-designated laboratory for testing. Our collection centers are also frequently used as a base for sales and distribution staff. As of December 31, 2010, we have 865 collection centers spread across nearly 400 towns in India and an international network of 23 collection centers outside

India in the United Arab Emirates, Oman, Qatar, Kuwait, Bahrain, Sri Lanka, Bangladesh, Nepal, the Maldives, Tanzania and Zambia.

E-pathology. We offer e-pathology services, where customers based in India can order and pay for tests online, arrange for specimens to be collected from a designated location, and the diagnostic test is performed at one of our laboratories.

Other facilities. We offer preventive care by offering various health screening packages at our wellness centers. Our health screening packages include pre-employment and post-employment screening packages, dental service packages and annual health screening packages. As of December 31, 2010 we have 15 wellness centers, 12 of which are located within our laboratories, and three are standalone wellness centers.

International operations

Through our network of reference laboratories within and outside India, network laboratories, collection centers and representation offices and liaison offices, we are able to provide routine and specialized testing services to customers outside India, including leading hospital chains in the United Arab Emirates, Oman, Qatar, Kuwait, Bahrain, Sri Lanka, Bangladesh, Nepal, the Maldives, Tanzania and Zambia.

Logistics and specimen tracking

Specimen collection is performed in accordance with our Specimen Collection Standard Operating Procedure, which conforms to the National Commission for Clinical Laboratory Standards ("**NCCLS**") United States guidelines for specimen collection. Test specimens collected within India or outside of India are transported to our laboratories in compliance with the International Air Transport Association ("**IATA**") and International Civil Aviation Organization ("**ICAO**") shipping guidelines. We use third party and in-house courier service providers that provide online tracking facilities. We have a dedicated logistics team that monitors, online, daily shipments from all locations, whether in India or internationally, recording the status of the shipment from the time of collection of the specimen, until it arrives at our laboratories and is tested and reported, on a real-time basis.

We have arrangements with courier service companies including inter alia Blue Dart Express Limited and Blazeflash Couriers Limited, for the transportation of specimens from our 865 collection centers throughout India. We also have arrangements with international courier companies inter alia Federal Express Couriers and World Courier for our international shipments.

We believe that we have a strong logistics support and network that ensures our customers of timely pick-up, transport and delivery of specimens within India or outside India, to the pre-designated laboratory for testing. We provide customized solutions for clinical trials depending upon our customer's needs and requirements, and also the geographic location of the customer.

We seek to reduce defects, enhance quality and further increase the efficiency of our logistics operations. As a result, we have been able to increase the efficiency of our logistics routes such that the samples within city limits are transported to the local laboratories in a timely manner. The samples collected that require specialized testing are transported to the reference laboratories and reach the reference laboratory via available airline, road and rail networks. Samples from Tier II and III cities and remote locations reach the laboratories via courier services. Specimen shipments are transported under the required temperature-controlled conditions.

A key challenge in the operation of a laboratory network is the maintenance of sample integrity and turnaround time when tests are conducted by laboratories located in a geographic area logistically far removed from the sample collection point. We have standard operating procedures in place that enable us to identify and remedy pre-analytical defects in specimens that we receive.

Test procedure and reporting

Specimens delivered to our laboratories must be accompanied by a test request form, which is completed by our customers and indicates the test to be performed and provides the necessary medical and billing information. A dedicated team checks each specimen and related test request form for completeness and then enters the specimen into our information system, where a unique identification number and/or bar code is assigned to each specimen, which helps to ensure that the results are attributed to the correct patient. Once this information is entered into our information system, we perform the tests and, depending on the nature of the test that we perform, we either enter the results manually, or through an electronic data interchange interface, directly from the test equipment into our information system. Most of our automated testing equipment is connected to our information systems, reducing the need for the results to be entered in manually (for a description of our information systems, please see " — *Management Information and Control Systems*"). All test reports are available for review online by our customers, as well as by us, thereby enabling our staff to review the results even if they are not physically in the laboratory. In addition, our radiology laboratories have remote review and reporting capabilities, as they are fully-connected through special image transfer software and are therefore equipped to provide tele-radiology. We complete most routine testing within two to three hours, while the completion time for specialized and esoteric testing varies according to the complexity of the test, typically ranging from a few hours to two weeks.

Our dispatch team reviews and sorts the test reports and arranges for dispatch through couriers. Test reports are either delivered electronically, hand delivered to customers located within the same city as the laboratory that performed the tests, or are couriered to customers. Our reporting team monitors the shipment status of the report until it is delivered to our customers. Test reports delivered electronically are typically dispatched immediately once the report is ready. Delivery time for test results delivered by hand or courier varies.

In addition, to facilitate additional tests, we may store certain specimens for a specified length of time, in accordance with our standard operating procedures. Specimens are disposed of through a waste management system in accordance with our arrangement with agencies as authorized by the relevant local municipal corporation and in accordance with applicable environment and human health and safety laws. For further details, see the section titled "*Regulations and Policies*" on page 84.

Our pathology testing services

In addition to walk-in customers, our diagnostic laboratory network has received diagnostic test prescriptions from more than 50,000 physicians, and has provided specialized and esoteric diagnostic laboratory test services to approximately 1,550 hospitals, nursing homes and diagnostic laboratories.

Through our network of laboratories, collection centers and referral arrangements, we offer a comprehensive range of approximately 3,300 diagnostic tests that cover an extensive range of specialties. Our reports are used for detection, diagnosis, evaluation, monitoring and treatment of diseases and other medical conditions, as well as to monitor and evaluate responses to medication. Our customers include hospitals and other medical facilities, physicians, insurance companies, governmental agencies, corporations, nursing homes, pharmaceutical companies and other independent clinical laboratories, and walk-in customers. We currently operate and manage 31 pathology laboratories based in hospitals (14 of which are based in hospitals run by Fortis Healthcare Limited) on a revenue sharing or management fee basis.

Routine testing

Physicians use our routine tests in general patient care to establish or support a diagnosis, to monitor a patient's treatment or to search for an otherwise undiagnosed condition. They measure various health parameters such as the functions of the heart, kidneys, liver, thyroid and other organs and systems. Through our network of laboratories and collection centers, we currently offer a comprehensive range of routine tests. The most frequently requested of these routine tests include blood chemistry analyses, urinalyses, blood cell counts, thyroid tests and human immunodeficiency virus ("**HIV**") tests. These routine procedures are most often used by physicians in their outpatient office practices, hospital-based laboratories that we manage, or our customers that subscribe to our health screening packages, as further described in the section titled "— *Preventive Care*".

We perform this core group of routine tests in all of our pathology laboratories. Routine testing constitutes the majority of the tests performed by our pathology laboratories. We generally perform and report most routine procedures utilizing a variety of sophisticated and computerized laboratory testing instruments.

Preventive Care

We believe that preventive care has increased in popularity with our customers with the increase in healthcare costs, as well as an increasing awareness of the benefits of preventive care. The increase in prevalence of communicable diseases as well as of non-communicable diseases brought about by occupation or lifestyle, has played a key role in the demand for preventive care. We commenced our Wellness Program in 2007, providing preventive health management services to corporations and individuals, including echocardiography, electrocardiography, stress tests, pulmonary function test, audiometry and body composition tests, in order to enable them to take an active role in improving their employees' or their health. Our Wellness Program targets individuals who may not be aware that they are suffering from a particular disease. We offer a broad spectrum of health screening packages to our customers, depending on, among other things, age group and gender. Health screening packages that we offer include pre-employment and post-employment screening packages, dental service packages and annual health screening packages, and are conducted at our wellness centers. As of December 31, 2010, we have 15 wellness centers, 12 of which are located within our laboratories, and three are standalone wellness centers, providing wellness services to more than 1,000 corporations and government agencies in India.

Specialized and esoteric testing

Specialized and esoteric testing operations involve certain types of unique testing capabilities and/or customer requirements. These tests require sophisticated equipment and materials, highly skilled personnel and professional attention. They are ordered less frequently than routine tests, and are generally priced higher than routine tests. Through our network of laboratories and collection centers, we currently offer a comprehensive range of specialized and esoteric tests.

We typically provide specialized and esoteric testing services to hospitals, commercial laboratories and physician office laboratories.

We generally serve two market segments, firstly, markets that are not typically served by the standard clinical testing laboratory (like our network laboratories), and secondly, markets that are served by the standard clinical testing laboratory, but also require the possibility of adding related services (such as clinical trials or occupational drug testing from the same supplier).

The following sets out the key fields in which we offer specialized and esoteric testing and related services:

- molecular pathology, such as molecular bacteriology, virology, genetics, hematopathology and oncology (the study of bacteria, viruses, genetics, blood and cancer markers, respectively, at the molecular level);
- pharmacogenomics (the study of the influence of genetic variation on responses to drugs in patients); and
- predictive genomics (the study of changes or "mutations" in deoxyribonucleic acid ("**DNA**") that determine desirable or undesirable traits, including an increased risk in certain diseases).

These tests are conducted at our reference laboratories and/or Centers of Excellence, as well as certain of our network laboratories.

Infectious Disease

Diagnostic testing in relation to many infectious diseases requires the use of advanced technology and equipment. The esoteric tests that we offer complement routine tests, thereby allowing complete patient care and management for various infectious diseases including HIV, tuberculosis, pneumonia and hepatitis. We also provide extensive testing services and mass screening services for various diseases pursuant to various public health programs and national health initiatives organized by the Government of India.

Oncology Testing

We offer a series of testing technologies that aid in diagnosing and monitoring certain cancers and predicting the outcome of certain treatments. We offer, in one place, routine tests (hematology and chemistry), specialized tests (histopathology, immunohistochemistry and cytogenetics) and esoteric tests (molecular assays and flow cytometry) in oncology for diagnosis, prognosis and monitoring of leukemia as well as solid tumors. In cancers such as colon and lung cancer, assays such as K-ras, BRAF and EGFR mutation analysis are associated with appropriate therapy choices for a given patient.

Clinical research trials testing

We have provided clinical research trial testing services since 2000, and have completed more than 500 studies across more than 35 therapeutic areas, and the majority of the studies we have performed were of the Phase III and Phase IV type conducted for international clients. We regularly perform clinical diagnostic testing services for Indian as well as international pharmaceutical and diagnostics companies and contract research organizations (service organizations that provides support to the pharmaceutical and biotechnology industries in the form of outsourced pharmaceutical research services (for both drugs and medical devices)) to support their international regulatory submissions.

Clinical trials involving new drugs are commonly classified into four phases. Each phase of the drug approval process is treated as a separate clinical trial. The drug-development process will normally proceed through all four phases over many years. If the drug successfully passes through Phases I, II, and III, it will usually be approved by the national regulatory authority for use in the general population. Phase IV are 'post-approval' studies. As such, clinical trials testing often involves periodic testing of customers participating in the trial over a period of several years. Our reference laboratories at Goregaon, Mumbai, Gurgaon and New Delhi also have safety laboratories including comprehensive disaster and recovery management services for data and samples. We conduct Phases I through IV of clinical research trials on new drugs or diagnostic assays and vaccines.

In addition to accreditations by NABL and CAP, our clinical research services have received reciprocal accreditation from Asia Pacific Laboratory Accreditation Cooperation ("**APLAC**") and International Laboratory Accreditation Cooperation ("**ILAC**"). We received the NGSP Level I Laboratory Certification in 2009 and 2010 for Standardization of Glycated Hemoglobin Result Reporting and to participate in the CDCP's Lipid Standardization Program in 2009.

Radiology services

Through Piramal Diagnostics, we are currently the largest radiology practice in India based on total income and number of patients screened (*Source: The IMaCS Report*). Our radiology laboratories provide physicians with imaging capabilities to facilitate the diagnosis and treatment of diseases and disorders and may reduce unnecessary invasive procedures, often reducing the cost and amount of care for patients. Diagnostic imaging involves the use of non-invasive procedures to generate representations of internal anatomy and function that can be recorded on film or digitized for display on a video monitor. The principal diagnostic imaging modalities we use at our radiology laboratories are:

Bone Densitometry

Bone densitometry uses an advanced technology called Dual-energy X-ray Absorptiometry ("**DXA**") to safely, accurately and painlessly measure bone density and the mineral content of bone. As of December 31, 2010, we had 11 DXA machines in operation.

CT

CT provides higher resolution images than conventional X-rays, but generally not as well-defined as those produced by MRI. CT uses a computer to direct the movement of an X-ray tube to produce multiple cross-sectional images of a particular organ or area of the body. CT is used to detect tumors and other conditions affecting bones and internal organs. It is also used to detect the occurrence of strokes, hemorrhages and infections. As of December 31, 2010, we had 16 CT systems in operation.

X-ray and Orthopantomography

X-ray systems use roentgen rays to penetrate the body and record images of organs and structures on film. Digital X-ray systems add computer image processing capability to traditional X-ray images, which provides faster transmission of images with a higher resolution and the capability to store images more cost-effectively. As of December 31, 2010, we had 62 X-ray systems in operation, 34 of which are digital X-ray systems.

Orthopantomography ("**OPG**") is a special method, using X-rays, for obtaining radiographs of the teeth and jaws, both upper and lower. An OPG machine is specially constructed so that it rotates around the jaw bones. As of December 31, 2010, we had 18 OPG machines in operation.

MRI

MRI has become widely-accepted as the standard diagnostic tool for a wide and fast-growing variety of clinical applications for soft tissue anatomy, such as those found in the brain, spinal cord and interior ligaments of body joints such as the knee. MRI uses a strong magnetic field in conjunction with low energy electromagnetic waves that are processed by a computer to produce high-resolution, three-dimensional, cross-sectional images of body tissue, including the brain, spine, abdomen, heart and extremities. MRI systems can have either open or closed designs, routinely have magnetic field strength of 1.5 Tesla to 3.0 Tesla. As of December 31, 2010, we had 12 1.5 Tesla MRI systems and one 3.0 Tesla MRI system in operation.

Mammography

Mammography is a specialized form of radiology using low dosage X-rays to visualize breast tissue and is the primary screening tool for breast cancer. Mammography procedures and related services assist in the diagnosis of and treatment planning for breast cancer. As of December 31, 2010, we had 12 mammography systems in operation, 11 of which are digital mammography systems.

Ultrasound and Color Doppler

Ultrasound imaging uses sound waves and their echoes to visualize and locate internal organs. It is particularly useful in viewing soft tissues that do not X-ray well. Ultrasound is used in pregnancy to avoid X-ray exposure as well as in gynecological, urologic, vascular, cardiac and breast applications.

Color Doppler is a special ultrasound technique, which allows the evaluation of blood vessels. Ultrasound waves that reflect from the red blood corpuscles in the arteries and veins are evaluated for velocity and amplitude, and color maps of the vessels can be generated. Color Doppler is very useful in evaluating the carotid arteries in the neck, the heart (echocardiography), the arteries and veins in the abdomen and the arteries and veins in the upper and lower limbs. An ultrasound machine equipped with Color Doppler facilities is required to perform this test. All of our ultrasound systems have Color Doppler facilities. As of December 31, 2010, we had 60 ultrasound systems with Color Doppler facilities in operation.

PET

PET is a state-of-the-art nuclear medicine technique for evaluating biochemical and physiological processes in the body. In the early stages of most diseases, such functional processes are altered first. PET detects these changes, often before anatomical or structural changes are evident on MRI or CT scan. PET is a functional imaging modality, as compared to CT scan, which is a structural imaging modality.

We employ a combined PET/CT system that blends the PET and CT imaging modalities into one scanner. By doing a CT scan at the same time, it is possible to superimpose the PET and CT scan findings in a single image, thus giving us functional and structural imaging. As of December 31, 2010, we had one combination PET/CT systems in operation.

Clinical research services

We also provide clinical research services which are dedicated to offering centralised laboratory services to support the needs of drug development for various phases of clinical trials conducted by Indian as well as international pharmaceutical, biotechnological and research companies. Our services extend to support multi-centric studies at sites within India as well as our neighbouring Asian countries.

Our information management system, known as the Centralized Laboratory Information Management System ("**CLIMS**"), uses sophisticated algorithms to cleanse and configure the data so that analysis can be comprehensive and meaningful. The data is maintained on multiple levels of analysis enabling review of data from the global level to the granular transactional detail. The system includes a base set of queries that provide basic functionality and allows online real-time ad hoc query capability enabling the user to customize analysis to the best needs of the organization using the system. For a description of CLIMS, see the section titled "—*Management Information and Control Systems*".

Franchises and joint ventures

We operate our diagnostic testing services through laboratories that we own, as well as through franchises and joint venture companies in India and internationally.

Franchises

Pursuant to the terms of our franchise agreements, our franchisee is required to set up a network laboratory in accordance with our specifications, which would include requirements in relation to size of the laboratory, equipment used, infrastructure and personnel staffed in the laboratory. The franchisee has to run the laboratory in accordance with our standard operating procedures, including our procedures relating to logistics and specimen tracking, test procedure and test reporting (as described in the section titled "— *Our Network*"). We provide technical and marketing support to our franchisee in respect of setting up and operating the laboratory in accordance with our standard operating procedures, procuring equipment, instruments and laboratory supplies and other consumables at reasonable rates, identifying and training personnel (including pathologists, information technology professionals and finance personnel) to operate and manage the laboratory. Upon termination of the franchise agreement, we have a right of first refusal to take over/purchase the entire business of the licensee. The licensee or its partners are not permitted to operate similar business for three years after such termination.

We currently have the following two revenue models with our franchisees:

- *Revenue-sharing model*: The franchisee issues an invoice to us setting out the value of the tests conducted at the laboratory with reference to our price list issued from time-to-time (the "**Net Sales Value**"). We pay the franchisee a pre-agreed percentage of the Net Sales Value and retain the balance. The franchisee bears all direct and indirect costs of operating the laboratory, other than the personnel cost.
- *Management fee model*: The franchisee is entitled to all profits and losses of the franchise, and pays an agreed management fee to us. The management fee ranges from 10% to 16% of the franchisee's revenue. The franchisee bears all direct and indirect costs of operating the laboratory, including personnel cost.

As of December 31, 2010, we had 25 franchise laboratories.

Joint ventures

We currently hold a 50.00% interest in Super Religare Reference Laboratories (Nepal) Private Limited (the "**SRL Joint Venture Company**"), our joint venture partnership company with Life Care Services Private Limited ("**Life Care Services**"), an industrial and trading house in Nepal. Pursuant to the terms of the joint venture agreement into in April 2009, the SRL Joint Venture Company was formed to carry on the business of operating diagnostic laboratories and diagnostic centers in Nepal. For more details on our joint venture agreements, see the section titled " - *Joint Venture Agreements*".

Piramal Diagnostics currently indirectly holds a 50.00% interest in the pathology business of the Doctors Diagnostic Research Centre ("**DDRC**"), through DDRC Piramal Diagnostic Services Private Limited (the "**Piramal Joint Venture Company**"), its joint venture company with three promoters of DDRC. DDRC currently has 55 laboratories and seven collection centers in Kerala, and its business is run by the Piramal Joint Venture Company. For more details on Piramal Diagnostics' joint venture agreements, see the section titled " - *Joint Venture Agreements*".

Management of hospital-based laboratories

We currently manage (but do not own) 43 hospital-based laboratories (of which eight are joint venture laboratories and three are franchisee laboratories). Pursuant to the terms of our arrangement with the relevant hospitals, the hospital provides rent-free space and the required infrastructure and utilities for the hospital-based laboratories. We are responsible for the cost relating to personnel, reagents and consumables, as well as the maintenance of the laboratory to keep pace with technology. We ensure that the hospital-based laboratories are in accordance with NABL's standards.

Management of third party laboratories

We have entered into a service agreement dated January 6, 2011 with Fortis Global Healthcare Holdings Pte Limited to set up, operate and manage a diagnostics services laboratory in the Dubai Healthcare City. The term of the service agreement is an initial five year period and will be automatically renewed for five years upon the expiration of the initial five year period.

Customers

We provide testing services to a broad range of health care providers. The primary customer groups serviced by us include independent physicians and physician groups, hospitals, other institutions and individuals. For the six months ended September 30, 2010, we estimate that walk-ins and collection centers contributed 11.45% and 88.55%, respectively, to our revenue, while walk-ins and collection centers contributed 97.45% and 2.55%, respectively, to Piramal Diagnostics' revenue for the same period.

Independent physicians and physician groups

Physicians requiring tests to be performed for their patients are one of our primary sources of testing services. Fees for clinical laboratory testing services we provide to physicians are billed either to the physician or to the patient. Billings are typically on a fee-for-service basis. If we bill the physician, the bills are typically based on a fee schedule that we have contractually agreed with the physician. Otherwise, we bill the patient on the basis of the laboratory's customer fee schedule.

Hospitals

We provide hospitals with services ranging from routine and specialized and esoteric testing to contract management services. We currently manage 43 hospital-based laboratories in hospitals in India, which perform immediately-needed testing of patients receiving care. However, our off-site laboratories also provide services to hospitals, in respect of less time-sensitive procedures, less common procedures and highly specialized procedures. We execute medical service agreements with the hospitals to provide medical services for testing samples from the in-patient and out-patient departments of the hospitals. In consideration for providing the medical services, we get 40-60% of the gross revenue on a monthly basis calculated on the amount of gross revenue earned for that particular month. Under the terms of the agreement, all medico-legal liabilities are our sole and exclusive responsibility. In addition, during the term of the agreement and two to three years after its termination both parties are bound not to solicit and employ (directly/ indirectly) the services of any physicians/medical personnel of the other party.

Other institutions and individuals

We serve other institutions, including insurance companies, government agencies, large employers, other independent clinical laboratories, as well as individuals who are either physician referrals, walk-ins, or who participate in our preventive care programs. Institutional customers and government agencies typically pay on a negotiated fee-for-service basis. Individuals who walk-in to our collection centers or laboratories for tests typically pay on a fee-for-service basis based on the laboratory's customer fee schedule, while individuals that enroll for our health screening packages pay the package fee.

Suppliers

We typically rent equipment, instruments and supplies from various vendors. Our key suppliers are the manufacturers of automated analyzers, reagents and diagnostic kits. We believe that we have a good working relationship with all of our key suppliers. However, our reagent supply agreements are exclusive in nature and we are bound to purchase all our reagents, test kits, consumables and disposables for a certain minimum value exclusively from the vendors supplying such equipment or their authorized agents and are required to obtain prior approval from such vendors before making any alternative arrangement. None of our suppliers has contributed more than 30.00% to our total operating expenses for Fiscal Years 2008, 2009 and 2010 and the six months ended September 30, 2010.

We primarily lease our equipment through cash or various financing arrangements with equipment vendors and third party equipment finance companies involving the use of finance leases with purchase options at minimal prices at the end of the lease term. As of September 30, 2010, our finance lease obligations, excluding interest, were ₹ 46.17 million. If we open or acquire additional laboratories, we may have to incur material capital lease obligations.

Timely and effective maintenance is essential for achieving high utilization rates of our equipment. Most of our equipment suppliers provide a 12-month warranty for any defects, malfunctions and any repairs required with respect to the equipment. We have annual maintenance contracts or comprehensive maintenance contracts for most of our analyzers, with the respective manufacturers or their authorized dealers, under which they are responsible for the maintenance and repair of the analyzers for a fee. Pursuant to the terms of the annual maintenance contracts, the manufacturer or dealer, as the case may be, is responsible for the maintenance and repair of the analyzer. A comprehensive maintenance contract, in addition, obliges the manufacturer or dealer, as the case may be, to replace spare parts at its own cost. Finally, ancillary and supporting laboratory equipment, instruments, laboratory supplies and other consumables are maintained by our in-house team of engineers.

Customer service

We seek to deliver the highest level of service to our customers and have introduced a number of tools and capabilities designed to further improve the physician and patient experience, including utilizing short message service ("**SMS**") text communication to provide information to our customers regarding test requisitioning and reporting, web-based reporting of test results and a centralized customer service call center. In addition, as tests increasingly become more complex, we believe that providing sound medical and scientific consultation regarding our test and test results will help spur the integration of new tests into clinical practice, and help physicians best utilize these tests to improve patient outcomes and enhance customer satisfaction. To this end, our in-house experts, including medical directors, scientific directors, genetic counselors and board certified geneticists are available for consultation with our customers regarding tests that we perform.

Our laboratories have an elaborate process for reporting critical call-outs for certain life threatening conditions where there is a need to provide results as soon as they are available, to the referring physician. Among other things, the referring physician will receive a pre-alert automatically through SMS if any test value or result is critically high or low based on certain defined rules and parameters. The physician can then take corrective action before the complete report is available.

Website

We have two websites - the first website is used to communicate with our customers as an interactive one-stop portal (launched in March 2000), while our second website is a business-to-business and business-to-consumer website (launched in February 2005). Our websites contain tools and capabilities, including customer-focused tools, such as a service center locator and patient-focused information about testing and testing services. Our customers can also use our websites to understand our capabilities and services, review their test reports, and correspond with our physicians for guidance in relation to the services that we provide. We also offer e-pathology services where our customers can order and pay for tests online, arrange for specimens to be collected from a designated location, and test results are delivered electronically through electronic mail, or through our corporate website, which is a VeriSign certified secured website.

Quality assurance

We have established a comprehensive quality assurance program for our laboratories and other facilities designed to improve the processes for collection, handling, storage and transportation of patient specimens, as well as assure accurate and timely test results. Our quality assurance efforts focus on positive patient identification of specimens, report accuracy, proficiency testing, reference range relevance and process audits for all of our laboratories and collection centers. We also focus on licensing, credentials, training and competency of professional and technical staff. Our quality assurance team is headed by a Chief Quality Officer, who is assisted by Regional Quality Managers who support the quality, accreditation and training needs of our staff. The Chief Quality Officer also serves as the custodian of our laboratory manuals and standard operating procedures. In addition to the elective and compulsory external inspections and proficiency testing programs required by the Government of India and other applicable regulatory agencies, we have systems and procedures in place to emphasize and monitor quality through inter-laboratory comparisons, including in our proficiency laboratory located within our reference laboratory in Mumbai, thereby ensuring that our entire network of laboratories has a uniform reporting standard.

We regularly perform quality control testing by running quality control specimens with known values at the same time patient specimens are tested. Quality control specimen test results are monitored and entered into our computerized quality control database to identify trends, biases or any imprecision in our analytical processes.

This allows for real-time monitoring for any statistically and clinically significant analytical differences, and enables our medical technologists to take immediate and appropriate corrective action prior to release of a patient's results.

Most of our laboratories participate in numerous externally-administered quality surveillance programs, including the NABL-prescribed and CAP-prescribed programs. NABL is an autonomous body under the Department of Science and Technology, Government of India, established to create a scheme for third party assessment of the quality and technical competence of testing and calibration laboratories in India. The Government of India has authorized NABL as the sole accreditation body for testing and calibration laboratories. CAP is an independent non-governmental organization of board-certified pathologists in the United States which offers an accreditation program to which laboratories voluntarily subscribe. Both programs involve on-site inspections of the laboratory and participation in their respective proficiency testing programs for all categories in which the laboratory is accredited. As of December 31, 2010, five of our laboratories are accredited by CAP. Both standards recognize the technical competence of medical laboratories, thereby providing a ready means for customers to find reliable testing and calibration services. In addition, as of December 31, 2010, 25 of our laboratories, including six of our reference laboratories, have been accredited by the NABL in accordance with ISO 15189, six of our laboratories have received the ISO 9001:2008 certification, one laboratory has been accredited by the NABH and one laboratory has been accredited by the NGSP Level I Laboratory Certification for the Standardization of Glycated Hemoglobin Result Reporting and to participate in the CDCP's Lipid Standardization Program.

Quality control also encompasses other facets of our services, including turnaround time, customer service, patient satisfaction and billing. Using quality assessment techniques, our laboratories employ a variety of programs to monitor critical aspects of service to our customers.

The use of logistics and specimen tracking technology allows the timely transportation, monitoring, validation and storage of specimens. We aim to improve our ability to timely collect, transport and track specimens from customers and between our various laboratories and centers. See the section titled "— *Our Network — Logistics and Specimen Tracking*" for a description of the systems that we use to transport and track specimens. In addition, we monitor, control and rate vendor products and performance.

Research and development

Our pathology research and development division is ISO certified and recognized by the Government of India's Department of Scientific and Industrial Research. Our research and development division seeks to expand on its existing test menu and develop new tests and assays in diagnostics, in order to improve sensitivity, specificity, time or costs as compared to available conventional tools.

We have inter-disciplinary research collaborations with many world renowned private research and development institutions as well as academic organizations, including the Genova Diagnostics and Institute of Genomics & Integrated Biology, India.

Development of new tests

Our research and development division seeks to enhance and expand diagnostic and prognostic indications for various infectious diseases, cancer and genetic disorders. Our research and development division has capabilities in three key areas, namely new assay development, identification and implementation of new technologies and the dissemination of knowledge. For example, we have advanced our expertise in molecular pathology, and we utilize advanced and new technology such as the polymerase chain reaction ("**PCR**"), real-time PCR, DNA sequencing, assay technology as well as other molecular technologies, which are often able to provide earlier, more reliable and detailed information about cancer, genetic diseases and other viral and bacterial diseases. We believe that our in-house capabilities represent potentially significant cost-effective solutions to our customers in patient management, either by increasing the detection of early stage (treatable) diseases or by more effectively managing chronic disease conditions.

Our research and development team has published reports in 60 scientific publications authored by our scientific team since we commenced operations. We also developed new assays in several fields, including but not limited to the following:

- genetics and cytogenetics (the study of chromosomes, genes and their protein products and effects);

- hematology (the study of blood and bone marrow cells) and coagulation (the process of blood clotting);
- histopathology (the study of tissue in order to study the manifestations of disease);
- immunoassays (the performance of biochemical tests that measure the presence or concentration of a substance in solutions that frequently contain a complex mixture of substances);
- immunology (the study of the immune system, including antibodies, cytokines, immune system cells and their effect, receptor systems and autoimmune diseases);
- microbiology and infectious diseases (the study of microscopic forms of life, including parasites, bacteria, viruses, fungi and other infectious agents); and
- serology (a science dealing with body fluids and their analysis, including antibodies, proteins and other characteristics).

As science continues to advance, we expect new testing technologies to emerge. We intend to continue to invest in advanced testing capabilities so that we can remain on the cutting-edge of diagnostic laboratory testing. We have added, and expect to continue to add, new testing technologies and capabilities through a combination of internal development initiatives, technology licensing and partnership transactions and selected business acquisitions.

Marketing and promotional activities

We organize our sales force to focus on customer groups and service types. The majority of representatives focus on marketing clinical laboratory testing, anatomic pathology and related services to physicians, including physician specialists. We have specialists, who are trained and focused on educating our customers on new and more complex tests, to support our physician sales teams. We also have a hospital sales organization that focuses on meeting the unique clinical testing needs of hospitals. A smaller portion of our sales force focuses on selling drugs-of-abuse testing and preventive care testing to employers. We also have a sales force that focuses on selling our clinical trials services to drug developers. We have an active customer management process to evaluate the growth potential and profitability of all accounts.

Some of our marketing initiatives include:

- *Publicity at local laboratory launches*: In order to increase awareness of the opening of a laboratory in the city in which it is located, we organize publicity campaigns surrounding the launch of the laboratory, including advertisements in local newspapers, over the radio and on billboards.
- *Health camps*: At our health camps, participants are treated to our Wellness packages at a promotional price. We promote and publicize our health camps through advertisements in, among others, local newspapers and train stations, as well as through flyers and leaflets. The aim of the health camp is to spread awareness and present an opportunity to its customers to familiarize themselves with our services and understand the benefits of preventive care.
- *Publicity relating to new tests and innovation*: We take advantage of the opportunity to further raise our profile in the community during the launch of any of our new tests through press coverage and other forms of mass media. These include tests introduced for smokers on Anti-Tobacco Day, the sports gene test (ACTN3), H1N1 influenza test, tests that do not require fasting and food intolerance test.

Management information and control systems

Currently we do not use the same billing, laboratory or other core information systems as Piramal Diagnostics. We intend to standardize some of our systems and implement standard laboratory information and billing systems. We expect that implementation will take approximately 18 months to complete, and will result in significantly more centralized systems, improved operating efficiency, more timely and comprehensive information for management and enhanced control over our operational environment.

We have a dedicated and experienced information technology team that develops and implements our proprietary applications for improving our work processes and enhancing the speed and quality of our services.

Since 2005, we have implemented CLIMS in all of our laboratories. We developed CLIMS pursuant to the standard operating procedures laid down in our "Information System Acquisition, Development and Maintenance" policy. Through CLIMS, we have adopted a standardized system approach to delivering core business services including laboratory, data and billing platforms. A centralized operating system provides operational efficiencies, enabling us to provide consistent, structured and standardized laboratory results and superior patient care at a national and global level. In 2010, we implemented SAP/R3, an enterprise software application, which is integrated with CLIMS. Patient test requests are registered in CLIMS and test order details are transferred to SAP through a software for billing and other process.

CLIMS completely automates our laboratory operations from sample registrations to report delivery. For a description of how we utilize CLIMS in our test procedure and reporting, see the section titled "— *Our Network — Test Procedure and Reporting*".

In respect of the hospital-based laboratories that we manage, CLIMS is fully integrated with the relevant hospital's information system, thereby allowing for data flow between the two systems, and enabling our receipt of orders from the hospitals that we provide our services to, and sending results back to them.

Awards and recognition

We have won a broad spectrum of awards and recognition for our management information and control systems. Recent awards received include the following:

- FICCI Healthcare Excellence Award for Operational Excellence in Healthcare Delivery — 2010.
- Frost & Sullivan Award for Diagnostic Services Company of the Year, India Market — 2009.
- Winner of Microsoft Security Strategist Award 2008 in Health Sciences Category.
- Awarded as Finalist in NASSCOM CNBC-TV18 IT User Award 2008.
- Frost & Sullivan Awards, 2007 – Partner of Choice for Central Laboratory Services under Clinical Research and Data Management.
- CIOL Enterprise Award for the use of information technology in an innovative manner to address a business problem and benefit from it – 2007.
- Innovator CIO Award, CIOL Enterprise Connect Awards 2007.
- The Innovative 100 – 2007, CIO 100 – 2007.
- Winner, Intelligent Enterprise Award 2005 in the healthcare segment by the Indian Express group, Technology Senate 2005, Bangkok – 2005.
- Winner, Best IT implementation awards 2004, PCQuest – 2004.
- CIOL Enterprise Connect Award 2006 for creating value for the business by connecting strategic external stakeholders – 2004.

In 2008, we were named as one of India's most innovative companies in 2008 by Business Today and the Monitor Group. In addition, on July 11, 2006 our Company was granted recognition by the University of Mumbai for master's and doctoral degrees in biochemistry, microbiology, molecular biology and biotechnology under the Section 84 of the Maharashtra Universities Act, 1994. Presently three students are pursuing master degrees in biotechnology and one student is pursuing a doctoral degree in biotechnology through our research and development division in Mumbai. In January 2011, one student received his PhD from the University of Mumbai.

Competition

Pathology sector

The clinical diagnostics laboratory industry consists primarily of three types of providers: hospital-based laboratories, physician-office laboratories and independent clinical laboratories such as ours. The clinical laboratory business is intensely competitive. There are currently five major independent clinical laboratories in India: our Company, Dr. Lal Pathlabs, Metropolis, Thyrocare and Quest Diagnostics. In addition, we compete with many smaller independent clinical and anatomical laboratories as well as laboratories owned by hospitals and physicians. We believe that, in selecting a laboratory, our potential customers often take into account the following factors:

- accuracy, timeliness and consistency in reporting test results;
- reputation of the laboratory in the medical community or field of specialty;
- qualifications of its staff;
- service capability, quality and convenience offered by the laboratory;
- number and type of tests performed by the provider;

- ability to develop new and useful tests;
- connectivity solutions offered; and
- pricing of the laboratory's services.

We believe that we compete favorably with our principal competitors in each of these areas. We also believe that our offering of a comprehensive test menu in the industry in India provides us with a competitive advantage that enables us to compete on more than price alone.

We believe that large diagnostic companies like us are better able to increase their share of the overall clinical testing market due to their large service networks and lower cost structures. These advantages should enable us to more effectively serve large customers and members of large healthcare plans. However, a significant portion of clinical testing is likely to continue to be performed by hospitals. As a result, we compete against hospital-affiliated laboratories primarily on the basis of pricing, service capability and quality.

The diagnostic testing industry is faced with changing technology and new product introductions. Advances in technology may lead to the development of more cost-effective tests that can be performed outside of a diagnostic laboratory such as point-of-care tests that can be performed by physicians in their offices, complex tests that can be performed by hospitals in their own laboratories and home testing that can be carried out without requiring the services of diagnostic laboratories. Developments of such technology and its use by our customers would reduce the demand for our laboratory testing services and negatively impact our net revenues. See, however, the section titled "*Risk Factors – Risks relating to our Company - We operate in a competitive business environment, both globally and domestically. Existing and new competitors could have a material adverse impact on our net revenues and profitability* ".

We compete in the clinical trials business by leveraging our strengths as India and South East Asia's leading diagnostic testing company, including the depth and breadth of our testing menu, our scientific expertise, our ability to support complex clinical trials and our laboratory management and information technology solutions.

Radiology sector

The market for diagnostic imaging services is highly competitive. We compete principally on the basis of our reputation, our ability to provide a broad selection of tests at each of our facilities, the quality of our diagnostic imaging services and technologists and the ability to establish and maintain relationships with healthcare providers and referring physicians. We compete locally with groups of radiologists, established hospitals, clinics and other independent organizations that own and operate imaging equipment. Our competitors include Metropolis, Dr Lal Pathlabs, Quest Diagnostics, Medinova and Thyrocare. Some of our competitors may now or in the future have access to greater financial resources than we do and may have access to newer, more advanced equipment. In addition, some physician practices have established their own diagnostic imaging facilities within their group practices to compete with us. We experience additional competition as a result of those activities.

Intellectual property

The brand and trademarks "Super Religare Laboratories"/"SRL"/"Religare" which includes the associated logo, as appearing on the cover page, is licensed to us by RHC Holdings Private Limited for an annual fee of ₹ 100,000. RHC Holdings Private Limited is one of our Promoter Group companies. For a description of RHC Holdings Private Limited, see the section titled "*Our Promoter and Promoter Group*" on page 128.

Environmental, health and safety

We are subject to Indian laws and regulations relating to the protection of the environment and human health and safety and laws and regulations relating to the handling, transportation and disposal of medical specimens, infectious and hazardous waste and radioactive materials. All our laboratories are subject to applicable laws and regulations relating to biohazard disposal of all laboratory specimens. For further details, see the section titled "*Regulations and Policies*" on page 84.

Corporate and social responsibility

We place emphasis on social and community service. We have undertaken various non-profit initiatives which include:

- *Mass screening*: We offer mass screening testing during epidemics or for population-based studies. In December 2005, we undertook a mass screening project for Hepatitis B for school students in Chennai, India. We were certified by the National Institute for Communicable Disease to test for H1N1 influenza;
- *Walkathon "Pledge for Autism*: In November 2007, we conducted an awareness campaign to educate people on the needs of special children; and
- *Hemoglobin Testing*: In January 2008, we conducted hemoglobin testing for 35,000 Municipal Corporation of Delhi ("**MCD**") school children to measure the severity of anemia, if any.

Employees

As of December 31, 2010, we had a full-time medical and scientific staff of 1,596 personnel comprising pathologists, radiologists and scientists located in India. All of our laboratories are manned by qualified scientific staff and supervised by a team of pathologists or radiologists, with specializations in relevant fields of laboratory medicine or radiology.

The following table shows, for the periods indicated, the number of our full-time employees by division:

	As of March 31			As of December 31	
	2008	**2009**	**2010**	**2009**	**2010**
Medical and Scientific Staff	396	507	670	644	1,596
Laboratory Support	308	420	507	517	1,037
Clinical Research Services	32	37	37	42	36
Sales and Marketing	246	316	358	356	425
Administration	208	242	266	280	519
Total	**1,190**	**1,522**	**1,838**	**1,839**	**3,613**

We are union-free and our employees are not covered by any collective bargaining agreements. We have not experienced any material strikes, work stoppages, labor disputes or actions by or with our employees, and we consider our relationship with our employees to be sound.

2009 Employees' Stock Option Plans

Our shareholders approved the Super Religare Laboratories Limited Employment Stock Option Plan 2009 ("**ESOP**") on August 17, 2009. 1,517,470 options were granted on August 22, 2009. During Fiscal Year 2010, 218,003 options were cancelled/lapsed due to disassociation of employees. Further, during the period between April 1, 2010 and June 30, 2010, 2,900 options were cancelled due to disassociation of employees. During the period between July 1, 2010 and September 30, 2010, 3,000 options were cancelled due to disassociation of employees.

Options granted under the ESOP have an exercise period commencing on August 22, 2009 and expiring on August 22, 2019. As of December 31, 2010, 33% of the ESOP has been vested and 1,293,567 options are outstanding at the end of the period, none of which have been exercised under the ESOP. Currently, employees of Piramal Diagnostics are not eligible to participate in the ESOP. For further details, see the section titled "*Capital Structure – Notes to Capital Structure*" on page 25.

Training

We provide training for our employees both as a commitment to their career development and to ensure high levels of service quality for our customers. We have established a comprehensive training and career development system to cover all aspects of employee training, from basic training for new personnel, continuous training through online learning and distance education, to technical and managerial development courses.

Insurance

All of our laboratories are insured against fire and certain special perils, including earthquake and terrorism damage, equipment and machinery damage, money-transit, fidelity guarantee and statutory employee liability insurance, business interruption at our facilities resulting from various perils, all risks relating to information systems equipment (including losses caused by electrical breakdowns), burglary causing loss of inventory and workers' compensation. Piramal Diagnostics has insurance relating to group personal accidents and marine insurance. We believe that our insurance coverage is consistent with industry practice in India. There are no significant or unusual excess or deductible amounts required under such policies.

As part of our policy on insurance and risk management, each of our laboratories and collection centers is required to have insurance policies in place that meet legal and regulatory requirements in each country or region in which they are located. We believe that our insurance coverage is adequate for our operations. See, however, the section titled "*Risk Factors — Risks Relating to our Company - Our insurance cover may be inadequate to fully protect us from all losses*" on page xxix.

Property

Our Registered Office and Corporate Office is located at Plot No. D-3, A Wing, 2nd Floor, District Centre, Saket, New Delhi 110017, which has been leased for a period of five years until April 30, 2015.

We do not own any real property of significant value. We lease space for our laboratories, collection centers, customer service centers, offices and accommodation for our employees. Typically, the lease tenure ranges from three years to nine years, and normally has a three-five year lock-in period. There are more than 50 sites which are on a lease rental basis and do not belong to us.

REGULATIONS AND POLICIES

We are a diagnostics company in India. Our Company provides diagnostic testing services (routine, specialized and esoteric tests), preventive care testing services and clinical research trial testing services at our laboratories. We are governed by a number of central and state legislations that regulate our business. Additionally, our functioning requires, at various stages, the sanction of the concerned authorities under the relevant legislations and local bye-laws.

The following discussion summarizes certain significant laws and regulations that govern our business.

Pre-Natal Diagnostic Techniques (Regulation and Prevention of Misuse) Act, 1994, as amended, ("PDT Act")

The PDT Act prohibits sex selection, before or after conception, and regulates the use of pre-natal diagnostic techniques for the purposes of detecting genetic abnormalities or metabolic disorders or chromosomal abnormalities or certain congenital malformations or sex-linked disorders and for the prevention of their misuse for sex determination leading to female foeticide. The PDT Act makes it mandatory for all genetic counseling centers, clinics and laboratories to register themselves under the Act failing which penal action could be taken against them. The PDT Act prohibits any person, organization, genetic counseling centre, laboratory or clinic from issuing, publishing or distributing any advertisement regarding availability of facilities of pre-natal determination of sex and from employing any person who does not possess the prescribed qualifications under the PDT Act. The appropriate authority appointed under the PDT Act is to lay down a code of conduct to be observed by persons working in any genetic counseling centre, laboratory or clinic and enforce standards prescribed in the PDT Act as well as grant, suspend or cancel registration.

The Pre-Natal Diagnostic Techniques (Regulation and Prevention of Misuse) Rules, 1996, as amended, ("PDT Rules")

The PDT Rules prescribe minimum qualifications of employees, equipment and places for a genetic counseling centre, laboratory and clinic. These Rules prescribe the format in which an application for registration should be made by such centre, laboratory or clinic to the appropriate authority under the PDT Act and also lays down the procedure to be followed in case of any pre-natal diagnostic test being conducted.

The Atomic Energy Act, 1962 ("AE Act")

In order to ensure safe disposal of radioactive waste and to secure public safety, including that of persons handling radioactive substances, the AE Act empowers the Central Government to regulate the disposal of minerals, concentrates and other materials which contain uranium in excess of the prescribed proportion. The AE Act states that the Central Government may prohibit the acquisition, production, possession, use, disposal, export or import of any prescribed equipment or substance, excepting under a license granted by it to that effect The AE Act further empowers the Central Government to require any person to make periodical returns or other such statements as regards any prescribed substance that can be a source of atomic energy that is in his possession or under his control. The Central Government also has the power to make rules as regards any premises in which radioactive substances are used or in which any radiation generating plant, equipment or appliance is used, in order to prevent injury being caused to the health of persons employed at such premises; to safely dispose off any resultant radioactive waste products; to prescribe qualifications of the persons eligible for employment at such premises; etc.

Radiation Protection Rules, 1971 ("RP Rules")

The RP Rules stipulate that every person intending to use any radioactive material for any purpose, in any location, in any quantity, has to do so in compliance with the AE Act. The RP Rules mandate that every person handling radio-active material has to apply for a license which may be subsequently modified, revoked or withdrawn at the discretion of the competent authority. The power of competent authority extends to notifying appropriate radiation surveillance procedures, requisitioning medical records of workers and ensuring rehabilitation of affected workers. Every employer needs to appoint a 'Radiological Safety Officer' who must ensure the safety of workers, safe movement of radioactive material and report loss or leakage of any radioactive material. Violations of either the rules or the terms of license attract penal liability.

Radiation Surveillance Procedures for Medical Applications, 1989 ("RSPM Rules")

The objective of the Rules is to ensure that all procedures and installations involving radiation installations, radiation equipments and radioactive material are conducted in a manner that provide adequate protection against the hazards of radiation. Under the Rules, any person desirous of handling any radioactive material or radiation equipment must approach the competent authority for prior permission either in the form of a license or an authorization. The Rules also provide safety guidelines as regards certain key aspects like design safety of equipments, planning of radiation installments, commissioning of radiation equipments, isolation and disposal of radioactive effluents or damaged sources and working conditions in a medical installation as may be formulated by the competent authority. The employer is to be directly responsible for the effective implementation of the surveillance procedures.

Code No. AERB/SC/MED-2 (Rev-1) dated October 5, 2001 ("Code")

The Code is intended to govern radiation safety in design, installation and operation of X-Ray generating equipment for medical diagnostic purposes. The Code stipulates that all medical X-ray machines are required to be operated in accordance with the requirements outlined therein and that it is the responsibility of the owner/user of medical X-ray installation equipment to ensure compliance with the statutory provisions. The Code mandates that only those medical X-ray machines which are of the type approved by Atomic Energy Regulatory Board ("**AERB**") are to be installed for use. It further provides among other things, that the owners of medical X-ray installations in India be registered with AERB, and further to carry out quality assurance performance test of the X-ray unit and to employ qualified staff. Non-compliance with the regulatory requirements set forth in the Code could result in closure of the defaulting X-ray installations.

Atomic Energy (Safe Disposal of Radioactive Wastes) Rules, 1987 ("AE Rules")

The AE Rules are aimed at ensuring safe disposal of radioactive wastes. A person can dispose radioactive wastes only after obtaining prior permission from the competent authority as per the procedure laid down in the AE Rules. The competent authority has the power to cancel or withdraw authorization. The AE Rules lay down specific duties for the authorized person and various safety measures to be complied while discharging radioactive waste and procedure to be followed in case of accidental release.

Atomic Energy (Radiation Protection) Rules, 2004 ("AERP Rules")

Under the AERP Rules, the employer must seek a license from the competent authority which shall be granted only on compliance with certain procedures. The AERP Rules lay down various compliance measures as regards maintenance of equipment, health surveillance of workers, etc. The Rules also prescribe certain general safety guidelines, directives for emergency preparedness and accidents. The competent authority has been vested with wide powers for conducting inspections of premises, radiation installations and conveyances. Any person found violating the Rules is punishable under the AE Act.

ENVIRONMENTAL LAWS AND REGULATIONS

Three major statutes, which seek to regulate and protect the environment against pollution related activities in India, are the Water (Prevention and Control of Pollution) Act, 1974 ("**Water Act"**), the Air (Prevention and Control of Pollution) Act, 1981 ("**Air Act"**) and the Environment Protection Act, 1986 ("**Environment Act"**). Apart from these, the Bio-Medical Waste (Management and Handling) Rules, 1998 ("**BMW Rules**") are also applicable to our Company in the conduct of its business,

Water Act

The Water Act was enacted with an aim to prevent and control water pollution and to maintain or restore water quality. It constituted a Central Pollution Control Board ("**CPCB**") and the State Pollution Control Board ("**SPCB**") to implement the provisions. Under the provisions of the Water Act, no person shall establish or take any steps to establish any industry, operation or process, or any treatment and disposal system, which is likely to discharge sewage or trade effluent into a stream or well or sewer or on land without obtaining consent of the SPCB. The consent to operate is granted for a specific period after which the conditions stipulated at the time of granting consent are reviewed by the SPCB. Even before the expiry of the consent period, the SPCB is authorized to carry out periodic checks to verify if the prescribed standards prescribed complied with by the concerned person. In the event of non-compliance, the SPCB may mandate closure of the industry or withdraw its water supply to the industry or apply for an injunction order to be passed against the polluters.

Air Act

The Air Act was enacted to prevent, control and abate air pollution. All provisions of the Air Act do not automatically apply to all parts of India, and the SPCB must notify an area as an ‘air pollution control area’ for the restrictions under the Air Act to come into play. The Air Act stipulates that no person shall, without the prior consent of the SPCB, establish or operate any industrial plant which emits air pollutants, in an air pollution control area. The board is required to grant consent within four months of receipt of the application. The consent may contain conditions relating to specifications of pollution control equipment to be installed.

Environment Act

The Environment Act has been formulated by the Central Government for the protection and improvement of the environment in India and for matters connected there with. The Environment Act is an umbrella legislation designated to provide a framework for the Central Government to co-ordinate activities of various state and central authorities established under previous environmental laws.

The Environment Act specifies that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environment pollutants in excess of such standards as may be prescribed. This Act empowers the Central Government to make rules for various purposes including prescribing the standards of quality of air, water or soil for various areas and purposes; prescribing the maximum allowable limits of concentration of various environmental pollutants for different areas; the procedures and safeguards for the prevention of accidents which may cause environmental pollution and for providing for remedial measures for such accidents.

BMW Rules

Pursuant to its rule making power under the Environment Act, the Central Government has framed the BMW Rules which apply to all persons who generate, transport, treat, dispose or handle bio-medical waste in any form including hospitals, clinics and pathological laboratories. The BMW Rules regulate the mode of treatment and disposal of bio-medical waste which is defined as any waste which is generated during the diagnosis, treatment or immunization of human beings or animals or in research activities pertaining thereto or in the production or testing of biologicals. The BMW Rules make it the responsibility of every occupier of an institution to whom the Rules are applicable to take steps to ensure that such waste is handled without any adverse effect to human health and environment and to 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 relevant records in accordance with rules and guidelines issued.

REGULATIONS REGARDING FOREIGN INVESTMENT

Foreign investment in Indian securities is governed by the provisions of the FEMA read with the applicable FEMA Regulations. The DIPP has issued ‘Circular 2 of 2010’ (the “**FDI Circular**”) which consolidates the policy framework on foreign direct investment (“**FDI**”), with effect from October 1, 2010. The FDI Circular consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DIPP as on September 30, 2010.

Foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the approval route, depending upon the sector in which foreign investment is sought to be made.

Under the automatic route, the foreign investor or the Indian company does not require any approval from the RBI or Government of India for investments. However, if the foreign investor has any previous joint venture/tie-up or a technology transfer/trademark agreement in the “same field” in India as on January 12, 2005, prior approval from the FIPB is required even if that activity falls under the automatic route, except as otherwise provided.

The foregoing description applies only to an issuance of shares by, and not to a transfer of shares of, Indian companies. Every Indian company issuing shares or convertible debentures in accordance with the RBI regulations is required to submit a report to the RBI within 30 days of receipt of the consideration and another report within 30 days from the date of issue of the shares to the non-resident purchaser.

Further, operating-cum-investing companies and investing companies need to notify the Secretariat of Industrial Assistance, DIPP and FIPB of their downstream investments (if such investments are in the form of issuance of equity shares, compulsorily convertible preference shares and/or compulsorily convertible debentures) within 30 days of such investments even if such equity shares, compulsorily convertible preference shares and/or compulsorily convertible debentures have not been allotted.

Under the approval route, prior approval of the Government of India through FIPB is required. FDI for the items or activities that cannot be brought in under the automatic route may be brought in through the approval route.

Where FDI is allowed on an automatic basis without the approval of the FIPB, the RBI would continue to be the primary agency for the purposes of monitoring and regulating foreign investment. In cases where FIPB approval is obtained, no approval of the RBI is required except with respect to fixing the issuance price, although a declaration in the prescribed form, detailing the foreign investment, must be filed with the RBI once the foreign investment is made in the Indian company.

Investment by FIIs

FIIs including institutions such as pension funds, mutual funds, investment trusts, insurance and reinsurance companies, international or multilateral organizations or their agencies, foreign governmental agencies, sovereign wealth funds, foreign central banks, asset management companies, investment managers or advisors, banks, trustees, endowment funds, university funds, foundation or charitable trusts or societies and institutional portfolio managers can invest in all the securities traded on the primary and secondary markets in India. FIIs are required to obtain an initial registration from the SEBI and a general permission from the RBI to engage in transactions regulated under the FEMA. FIIs must also comply with the provisions of the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time ("**FII Regulations**"). The initial registration and the RBI's general permission together enable the registered FII to buy (subject to the ownership restrictions discussed below) and sell freely, securities issued by Indian companies, to realize capital gains or investments made through the initial amount invested in India, to subscribe or renounce rights issues for shares, to appoint a domestic custodian for custody of investments held and to repatriate the capital, capital gains, dividends, income received by way of interest and any compensation received towards sale or renunciation of rights issues of shares.

FIIs are permitted to purchase shares of an Indian company through public/private placement under:

i. Regulation 5 (1) of the FEMA Regulations, subject to terms and conditions specified under Schedule 1 of the FEMA Regulations ("**FDI Route**").
ii. Regulation 5 (2) of the FEMA Regulations subject to terms and conditions specified under Schedule 2 of the FEMA Regulations ("**PIS Route**").

In case of investments under FDI Route, investments are made either directly to the company account, or through a foreign currency denominated account maintained by the FII with an authorised dealer, wherein Form FC-GPR is required to be filed by the company. Form FC-GPR is a filing requirement essentially for investments made by non-residents under the 'automatic route' or 'approval route' falling under Schedule 1 of the FEMA Regulations.

In case of investments under the PIS Route, investments are made through special non-resident rupee account, wherein Form LEC (FII) is required to be filed by the designated bank of the FII concerned. Form LEC (FII) is essentially a filing requirement for FII investment (both in the primary as well as the secondary market) made through the PIS Route.

Foreign investment under the FDI Route is restricted/ prohibited in sectors provided in part A and part B of Annexure A to Schedule 1 of the FEMA Regulations.

Ownership Restrictions of FIIs

The issue of securities to a single FII under the PIS Route should not exceed 10% of the issued and paid-up capital of the company. In respect of an FII investing in securities on behalf of its sub-accounts, the investment on behalf of each sub-account shall not exceed 10% of the total issued and paid-up capital. The aggregate FII holding in a company cannot exceed 24% of its total paid-up capital.

The said 24% limit can be increased up to 100% by passing a resolution by the board of directors followed by passing a special resolution to that effect by the shareholders of the company. As on the date of filing of this Draft Red Herring Prospectus, no such resolutions have been passed either by our Board or the shareholders of our Company.

Subject to compliance with all applicable Indian laws, rules, regulations guidelines and approvals in terms of Regulation 15A(1) of the FII Regulations, an FII may issue, deal or hold, offshore derivative instruments such as "Participatory Notes", equity-linked notes or any other similar instruments against underlying securities listed or proposed to be listed on any stock exchange in India only in favour of those entities which are regulated by any relevant regulatory authorities in the countries of their incorporation or establishment subject to compliance of "know your client" requirements. An FII or their Sub-Account shall also ensure that no further downstream issue or transfer of any instrument referred to hereinabove is made to any person other than a regulated entity. FIIs and their Sub-Accounts are not allowed to issue offshore derivative instruments with underlying as derivatives

LABOUR REGULATIONS

Shops and Establishments Regulations

Our Company is governed by the shops and establishments laws as applicable in the various states where it has branches. These laws regulate the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures and wages for overtime work, powers of the inspector, offences and penalties.

Provident Fund Contributions

Our Company is governed by the provisions of the Employees' Provident Funds Act, 1952 and is accordingly required to make periodic contributions to the Employees' Provident Fund Scheme and the Employees' Pension Scheme as applicable. Our Company is also required to make contributions under the Employees' State Insurance Act, 1948.

Miscellaneous

Our Company is also required to comply with the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965, the Payment of Wages Act, 1936, Contract Labour (Regulation and Abolition) Act, 1970 and the Payment of Gratuity Act, 1972.

INTELLECTUAL PROPERTY REGULATIONS

Trade Marks Act, 1999 ("Trademark Act")

In India, trademarks enjoy protection under both statutory and common law. The Trademark Act governs the statutory protection of trademarks in India. It permits the registration of trademarks for goods and services. Certification trademarks and collective marks are also registrable under the Trademark Act. An application for trademark registration may be made by any person claiming to be the proprietor of a trademark and can be made on the basis of either current use or intention to use a trademark in the future. The registration of certain types of trademarks is absolutely prohibited, including trademarks that are not distinctive and which indicate the kind or quality of the goods.

Patents Act, 1970 ("Patents Act")

The objective of Patents Act is to encourage scientific research, new technology and industrial progress. The criteria for an invention to be patentable are:

- The invention must be novel,
- It must have an inventive step, and
- It must be capable of industrial application

To be patentable, an invention should fall within the scope of patentable subject matter as defined by the Patents Act. The invention must relate to a machine, article or substance produced by the manufacturer, or the process of manufacture of an article. A patent may also be obtained for an improvement of an article or of a process of manufacture. The Patent Act also provides for some products and processes, which are not to be patentable in India including inventions relating to atomic energy.

HISTORY AND CORPORATE STRUCTURE

Brief History of our Company

Our Company was incorporated under the Companies Act as a private limited company on July 7, 1995 as "Specialty–Ranbaxy Private Limited", a 50:50 joint venture between Specialty Laboratories Asia Limited and Ranbaxy Laboratories Limited, pursuant to a joint venture agreement dated April 17, 1995 ("**JV Agreement**"). Our Company became a deemed public limited company in the year 1996 and the endorsement to this effect was made by the RoC on March 30, 1996 on the original certificate of incorporation dated July 7, 1995. The name of our Company was subsequently changed to "SRL Ranbaxy Limited" pursuant to a special resolution of our shareholders dated June 3, 2002. The reason for such name change was the termination of the joint venture with Specialty Laboratories Asia Limited on January 18, 2002, consequent to which our Company had to drop the trade name "Specialty" from its name, in accordance with the JV Agreement. For details of the said JV Agreement, see the section titled "*History and Corporate Structure – Shareholders Agreements*" on page 103. The fresh certificate of incorporation consequent to the change of name was granted to our Company on December 30, 2002, by the RoC. Subsequently, the name of our Company was changed to its present name pursuant to a special resolution of the shareholders of our Company dated August 14, 2008 and a fresh certificate of incorporation was granted to our Company by the RoC on August 28, 2008. The reason for such name change was sale of the "Ranbaxy" brand by our Promoters.

On August 20, 2010, our Company acquired 100% of the paid up capital of PDSPL pursuant to, *inter alia*, the terms of a share purchase, share allotment and debenture subscription agreement dated July 13, 2010 as amended by an amendment agreement dated August 20, 2010 entered into among our Company, promoters of PDSPL and PDSPL. For details of the said agreement, see the section titled "*History and Corporate Structure – Shareholders Agreements*" on page 103.

Our Company was incorporated in order to undertake the business of establishing, maintaining and managing clinical reference laboratories to provide testing, diagnostic and prognostic monitoring services.

The registration number of our Company is 55-70603 and the corporate identification number of our Company is U74899DL1995PLC070603.

Changes in the Registered Office

At the time of incorporation, the registered office of our Company was situated at 25, Nehru Place, New Delhi 110 019, India. Subsequently, our registered office has been shifted four times, the significant details of which are provided below:

From	To	Date of resolution of Board/ Shareholders
25, Nehru Place, New Delhi – 110 019, India	B-9, Maharani Bagh, New Delhi – 110 065, India	May 8, 2002*
B-9, Maharani Bagh, New Delhi – 110 065, India	Piccadily House, 275-276, 4th Floor, Captain Gaur Marg, Srinivas Puri, New Delhi – 110 065, India	February 14, 2006*
Piccadily House, 275-276, 4th Floor, Captain Gaur Marg, Srinivas Puri, New Delhi – 110 065, India	3rd Floor, 6 Devika Tower, Nehru Place, New Delhi – 110 019, India	February 2, 2009*
3rd Floor, 6 Devika Tower, Nehru Place, New Delhi – 110 019, India	Plot No. D-3, A Wing 2nd Floor, District Centre, Saket, New Delhi – 110 017	January 1, 2010*

* *Effective date of change*

The reason for the above-mentioned changes in the registered office of our Company was administrative convenience.

Shareholders

The total number of members of our Company as on the date of filing this Draft Red Herring Prospectus is 11.

Major Events and Milestones

Year	Events
1996	• Began operations • Set up our first 'Clinical Reference Laboratory' in Mumbai
1997	Started setting up network laboratories
1999	Obtained our first NABL accreditation for our laboratory in Mumbai [(1)]
2001	Established our first researched and development centre in Mumbai
2002	Received our first CAP accreditation for our laboratory in Mumbai[(1)]
2003	Started international business by way of appointing agents in London.
2005	Entrusted with high-end testing by UK hospitals on a regular basis
2007	Set up second Clinical Reference Laboratory at Gurgaon
2008	• Set up third Clinical Reference Laboratory at Salt Lake, Kolkata • CAP and NABL accreditation for Gurgaon Clinical Reference Laboratory[(1)]
2009	• Set up Reference Lab system in Middle East and Nepal • Entered into a Joint Venture Agreement with Life Care Services Private Limited of Nepal [(2)]
2010	• Entered into a Share Purchase, Share Allotment and Debenture Subscription Agreement with Piramal Healthcare Limited, Dr. Bhavin Jankharia, Dr. Avinash Phadke and Piramal Diagnostic Services Private Limited, pursuant to which we acquired 100% stake in Piramal Diagnostic Services Private Limited[(2)]

[(1)] For further details, see the section titled "*Government and Other Approvals*" on page 305.
[(2)] For further details, see the section titled "*History and Corporate Structure – Shareholders Agreements*" on page 103.

Awards and Accreditations

1. Awards

Year	Awards
2010	Operational Excellence in Healthcare Delivery, FICCI Healthcare Excellence Awards 2010
2009	Diagnostic Services Company of the year-India Market, Frost & Sullivan Award 2009
2008	Microsoft Security Strategist Award 2008 in Health Sciences Category,
2008	Finalist, Nasscom CNBC-TV18 IT User Award 2008
2007	Partner of Choice for Clinical Research – Central Laboratory Services, Frost & Sullivan's Partner of Choice Award 2007
2007	CIOL Enterprise Award for the use of information technology in an innovative manner to address a business problem and benefit from it
2007	Innovator CIO Award, CIOL Enterprise Connect Awards 2007
2007	The Innovative 100 – 2007, CIO 100
2005	Winner, Intelligent Enterprise Award 2005 in the healthcare segment by the Indian Express group, Technology Senate 2005, Bangkok
2004	Winner, Best IT implementation awards 2004, PCQuest
2004	CIOL Enterprise Connect Award 2006 for creating value for the business by connecting strategic external stakeholders

2. Accreditations

Our Company

Certifying Authority	Certification Details	Certificate Number	Facility	Validity
CAP	Certificate of Accreditation that the laboratory has met all applicable standards for accreditation	LAP Number: 7111601; AU-ID: 1349009	Super Religare Laboratories Limited, Mumbai, India	Reinspection should occur prior to April 29, 2012
CAP	Certificate of Accreditation that the laboratory has met all applicable standards for accreditation	LAP Number: 7200050 AU-ID: 1493357	Super Religare Laboratories Limited SRL Limited, Gurgaon, India	Reinspection should occur prior to April 30, 2012

Certifying Authority	Certification Details	Certificate Number	Facility	Validity
CAP	Certificate of Accreditation that the laboratory has met all applicable standards for accreditation	LAP Number: 7228471 AU-ID: 1558333	Super Religare Labs International FZ-LLC, Dubai, UAE	Reinspection should occur prior to April 17, 2012
NABL	Certificate of Accreditation in accordance with the standard ISO 15189:2007	M-0081	Super Religare Laboratories, Fortis Hospital for its facilities at Vasant Kunj, New Delhi	November 13, 2009 to November 12, 2011
NABL	Certificate of Accreditation in accordance with the standard ISO 15189:2007	M-0206	Super Religare Laboratories Limited for its facilities at Pune	November 4, 2009 to November 3, 2011
NABL	Certificate of Accreditation in accordance with the standard ISO 15189:2007	M-0241	Super Religare Laboratories Limited for its facilities at Preet Vihar, New Delhi	June 2, 2010 to June 1, 2012
NABL	Certificate of Accreditation in accordance with the standard ISO 15189:2007	M-0038	Super Religare Laboratories Limited for its facilities at Fortis Hospital, Mohali	July 8, 2010 to July 7, 2012
NABL	Certificate of Accreditation in accordance with the standard ISO 15189:2007 for Medical Laboratories particular requirements for quality and competence	M-0086	Super Religare Laboratories Limited for its facilities at Kolkata	June 1, 2009 to May 31, 2011
NABL	Certificate of Accreditation in accordance with the standard ISO 15189:2007	M-0244	Super Religare Laboratories Limited for its facilities at Indore in the field of medical testing	July 8, 2010 to July 7, 2012
NABL	Certificate of Accreditation in accordance with the standard ISO 15189:2007	M-0223	Super Religare Laboratories Limited for its facilities at Chennai	February 1, 2010 to January 31, 2012
NABL	Certificate of Accreditation in accordance with the standard ISO 15189:2007	M-0010	Super Religare Laboratories Limited for its facilities at Bangalore	May 12, 2010 to May 11, 2012
NABL	Certificate of Accreditation in accordance with the standard ISO 15189:2007	M-0252	Super Religare Laboratories Limited for its facilities at Ahmedabad	September 9, 2010 to September 8, 2012
NABL	Certificate of Accreditation in accordance with the standard ISO 15189:2007	M-0249	Super Religare Laboratories Limited, Fortis Escorts Hospital for its facilities at Jaipur	May 5, 2010 to May 4, 2012
NABL	Certificate of Accreditation in accordance with the standard ISO 15189:2007	M-0137	Super Religare Laboratories Limited for its facilities at Gurgaon	September 15, 2010 to September 14, 2012

Certifying Authority	Certification Details	Certificate Number	Facility	Validity
NABL	Certificate of Accreditation in accordance with the standard ISO 15189:2007	M-0263	Super Religare Laboratories Limited, FEHRC for its facilities at Faridabad	September 9, 2010 to September 8, 2012
NABL	Certificate of Accreditation in accordance with the standard ISO 15189:2007	M-0255	Super Religare Laboratories Limited for its facilities at Hyderabad	September 9, 2010 to September 8, 2012
NABL	Certificate of Accreditation in accordance with the standard ISO 15189:2007	M-0025	Super Religare Laboratories Limited for its facilities at Mumbai	September 7, 2010 to September 6, 2012
TUV NORD	Certification for Management System as per DIN EN ISO 9001:2008 for New Assay Development, New Technology Evaluation, Validations, Contract Research (Clinical and Biotechnological) and R&D Services in the field of Genomics and Proteomics	Registration number 44 100 104247-E3 Audit Report number:2.5-4563/2010	Super Religare Laboratories Limited, Goregaon, Mumbai	Valid from July 13, 2010 to July 12, 2013
National Glycosylated Haemoglobin Standardisation Program	Level 1 Laboratory Certification Biorad Varient III	-	Super Religare Laboratories Limited, Mumbai	Valid from December 1, 2010 to December 1, 2011
National Glycosylated Haemoglobin Standardisation Program	Level 1 Laboratory Certification (Biorad D-10)	-	Super Religare Laboratories Limited, Mumbai	Valid from May 1, 2010 to May 1, 2011
National Glycosylated Haemoglobin Standardisation Program	Level 1 Laboratory Certification (TOSOH G7)	-	Super Religare Laboratories Limited, Mumbai	Valid from April 1, 2010 to April 1, 2011
Department of Scientific & Industrial Research (“**DSIR**”), Government of India	Recognition for in-house research and development unit	TU/IV-RD/2646/2009	Super Religare Laboratories Limited, New Delhi	Valid from June 16, 2009 to March 31, 2012
Maharashtra Medical Council	Accreditation for SRL Global Knowledge Forum for conducting continuing medical education programmes for medical professionals	No. MMC/ CME/Accre/91/2010	SRL Global Knowledge Forum	Valid from September 1, 2010 to August 31, 2015
University of Mumbai	Recognized as a center for post graduate research	No.Aff./Recog.I/3375 of 2006	Specialty-Ranbaxy Limited, Mumbai	For a period of five years from the date of grant of the recognition
Centers for Disease Control and Prevention-National Heart,	Certification for meeting precision and accuracy criteria using the Roche/BM/Hitachi 912	-	Super Religare Laboratories Limited, Mumbai	Not applicable

Certifying Authority	Certification Details	Certificate Number	Facility	Validity
lung and Blood Institute (Lipid Standardization Program)	for the measurement of Total Cholesterol, Triglyceride, HDL-Cholesterol			

PDSPL

Certifying Authority	Certification Details	Certificate Number	Facility	Validity
CAP	Certification that the laboratory has met all applicable Standards for Accreditation	LAP Number: 7196128 AU-ID: 1466568	Piramal Diagnostic Services Private Limited Laboratory, Mumbai, India	September 11, 2011
CAP	Certification that the laboratory has met all applicable Standards for Accreditation	LAP Number: 7211991 AU-ID: 1516968	Piramal Diagnostics - Dr. Hema Purandarey, Centre for Genetic Health Care Mumbai, MH, India	January 16, 2012
NABL	Certificate of Accreditation in accordance with the Standard ISO 15189:2007	M-0035	Drs. Tribedi & Roy Diagnostic Laboratory for its facilities at Kolkata	March 3, 2012
NABL	Certificate of Accreditation in accordance with the Standard ISO 15189:2007	M-0043	Piramal Diagnostics Services Private Limited for its facilities at G.K. Marg, Mumbai	March 18, 2012
NABL	Certificate of Accreditation in accordance with the Standard ISO 15189:2007	M-0180	Piramal Diagnostic Services Private Limited for its facilities at Bangalore	May 25, 2011
NABL	Certificate of Accreditation in accordance with the Standard ISO 15189:2007	M-0034	Piramal Diagnostics – Dr. Avinash Phadke (Piramal Diagnostics Services Private Limited), Mumbai	January 14, 2012
NABL	Certificate of Accreditation in accordance with the Standard ISO 15189:2007	M-0171	DDRC-Wellspring Pathlab Diagnostic for its facilities at Ernakulam	March 29, 2011
NABL	Certificate of Accreditation in accordance with the Standard ISO 15189:2007	M-0208	DDRC-Wellspring Pathlabs Diagnostics for its facilities at Trivandrum	November 4, 2011
NABL	Certificate of Accreditation in accordance with the Standard ISO 15189:2007	M-0217	DDRC-Wellspring Pathlab Diagnostics for its facilities at Kottayam	November 4, 2011
NABL	Certificate of Accreditation in accordance with the Standard ISO 15189:2007	M-0216	DDRC-Wellspring Pathlab Diagnostics for its facilities at Calicut	December 13, 2011
International Certification Services Private Limited, Joint	Certificate of compliance with the requirements of the International Standard ISO 9001:2008	RQ91/3677	Piramal Diagnostics – Dr. Avinash Phadke Pathology Laboratory (Piramal	June 16, 2012

Certifying Authority	Certification Details	Certificate Number	Facility	Validity
Accreditation System of Australia and New Zealand	for testing, diagnostic and consultation services in the field of haematology, clinical pathology, histopathology, bio chemistry, micro biology with food and water analysis, immunology, semen analysis and testing for infertility		Diagnostic Services Private Limited) (Shivaji Park, Mahim, Andheri(W), Mumbai, Maharashtra)	
Certification Board, QSI (India) Certification Services	Certificate of compliance with the requirements of the International Standard ISO 9001:2008 for provision of Clinical X-ray and Testing Laboratory for clinical biochemistry, clinical pathology, immunology, microbiology, ecg, colour doppler and radiography	R01100105	Piramal Diagnostic Services Private Limited, Jaipur-(Rajasthan)	January 17, 2013
International Certification Services Private Limited, Joint Accreditation System of Australia and New Zealand	Certificate of compliance with the requirements of the International Standard ISO 9001:2008 for provision of medical pathology, diagnostic services such as haematology, biochemistry, clinical pathology and serology	RQ91/4411	Bhaktivedanta Hospital Piramal Diagnostics & Dr. Phadke's Lab (Mira Road(E), Thane, Maharashtra	November 19, 2012
International Certification Services Private Limited, Joint Accreditation System of Australia and New Zealand	Certificate of compliance with the requirements of the International Standard ISO 9001:2008 for provision of pathology, diagnostic services such as haematology, biochemistry, clinical pathology and serology	RQ91/4589	Piramal Diagnostic Andheri Path Lab, Andheri (E), Mumbai	December 7, 2012
Quality Management System – ISO 9001:2008, BSI	Certificate of Registration with the requirements of ISO 9001:2008 for provision of Diagnostic Services for Pathological investigations	FS 79484	Piramal Diagnostic Andheri Path Lab, Andheri (E), Mumbai	December 7, 2012

Time and Cost Overrun

In respect of projects undertaken by our Company since its incorporation, there were time and cost overruns in relation to some of our projects, details of which are set forth in the following table:

Name of Project	Time Overrun (in months)	Cost Overrun	Reasons for delay
Dubai Operations	9 months	Nil	The reasons for delay in project start up is as follows:- 1. This project is a combination of acquired and greenfield business and altogether a new territory. The laboratory in Dubai was

Name of Project	Time Overrun (in months)	Cost Overrun	Reasons for delay
			comprehensively upgraded to the next level to cater not only to Middle East market but also to African, Central Asia and developed countries like UK and USA. 2. There is a gestation time for ordering of new equipments and subsequent delivery and validation. 3. The lab received the CAP accreditation in June, 2010, which is a key requirement to run lab operations successfully in Middle East and North Africa region. This process takes a minimum of 6 to 9 months. 4. The hiring of staff in Dubai takes time as most of the new recruiters are expatriates.

For details in relation to efforts made by our Company in relation to the time overruns, see the section titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations of our Company*" on page 192.

Defaults or rescheduling of borrowing

We have not defaulted or rescheduled our borrowing other than as mutually agreed between the Company and our lenders. Furthermore, none of our loans have been converted into equity in the past.

Business Acquisitions and divestments

Acquisition of PDSPL

On August 20, 2010, our Company acquired 100% of the paid up capital of PDSPL pursuant to the terms of a share purchase, share allotment and debenture subscription agreement dated July 13, 2010 as amended by an amendment agreement dated August 20, 2010 entered into among our Company, promoters of PDSPL and PDSPL and a shareholders agreement dated July 13, 2010 entered into among our Company, Malav Holdings Private Limited, Shivi Holdings Private Limited, Oscar Investments Limited, Logos Holding Company Private Limited, Prime Trust, RHC Holding Private Limited, PHL, Dr. Bhavin Govindji Jankharia and Dr. Avinash Achyut Phadke. For details of the said agreement, see the section titled "*History and Corporate Structure – Shareholders Agreements*" on page 103. Pursuant to this transaction PDSPL became our wholly owned subsidiary with effect from August 20, 2010.

Divestment of shareholding in Super Religare Laboratories International FZ LLC

Our Company has entered into an agreement dated January 6, 2011 with Fortis Global Healthcare Holdings Pte Limited (Singapore) (the "**Fortis Singapore**") and Super Religare Laboratories International FZ LLC (Dubai) ("**SRL Dubai**") pursuant to which our Company has transferred 300 shares of AED 1,000 each held by it in SRL Dubai in favour of Fortis Singapore. Prior to the said agreement, our Company had held the entire share capital of SRL Dubai. Fortis Singapore was required to pay a consideration of USD 1.40 million to our Company, in lieu of the transferred shares. The debts of SRL Dubai as of the effective date of the said agreement, was required to be repaid by Fortis Singapore.

S.R. Batliboi & Co., Chartered Accountants, our Statutory Auditors have reported on the divestment of our shareholding in SRL Dubai and the consideration received, pursuant to their report dated February 15, 2011.

However, pursuant to an agreement dated January 6, 2011 ("**Management Agreement**") entered between SRL Dubai, our Company and Fortis Singapore, our Company has been appointed as a manager of SRL Dubai, according to which our Company shall provide management services to SRL Dubai using its expertise and knowledge in operating and managing diagnostics services business. The Management Agreement shall be effective for a period of five years from its effective date. In consideration of the services provided by our Company to SRL Dubai, our Company shall be paid by Fortis Singapore, a consideration of the higher of (a) 10% of the revenues/ income derived from the operations of SRL Dubai, and (b) 25% of the earnings before interest, taxes, depreciation and amortization (“EBIDTA”) for the relevant year.

*Divestment of shareholding in Mena Healthcare Investment Company Limited (“**MENA**”)*

Our Company has entered into an agreement dated January 6, 2011 with Fortis Singapore and MENA (incorporated under the laws of British Virgin Islands) pursuant to which our Company has transferred 10,042,966 shares of USD 0.0025 each held by it in MENA in favour of Fortis Singapore. Prior to the said agreement, the said 10,042,966 shares represented 82.54% of the share capital of MENA. Fortis Singapore was required to pay a consideration of USD 10.80 million to our Company, in lieu of the transferred shares.

S.R. Batliboi & Co., Chartered Accountants, our Statutory Auditors have reported on the divestment of our shareholding in MENA and the consideration received, pursuant to their report dated February 15, 2011.

Main Objects

The main objects of our Company as contained in our Memorandum are as follows:

1. To establish, maintain and manage clinical reference laboratories to provide testing, diagnostic and prognostic monitoring services.

2. To establish, provide, maintain and conduct the business of research laboratories and workshops for clinical, diagnostic and prognostic tests.

3. To provide medical and/or surgical methods of treatments for diseases.

4. To manufacture, buy, sell, import, export, hire, let on lease, maintain, repair, service or otherwise deal in any or all kinds of diagnostic aids, machinery, apparatus, equipments, spare parts, instruments or accessories, required for clinical reference laboratories, testing, diagnostic and prognostic monitoring services.

5. To carry on and undertake the business of acting in any capacity as corporate agents for activities such as but not limited to financial services, insurance companies, pension companies and to carry out all incidental & allied activities related thereto to prospective investors, depositors, insurance client, customer, client for any type of financial and saving instruments including fixed deposits, postal savings, bonds, debentures, units and other securities, mutual funds, equity and preference shares and other type of securities of companies, life and non-life insurance products, and other products of similar type and description.

Amendments to our Memorandum

Since incorporation, the following changes have been made to the Memorandum:

Date of Shareholders’ Approval	Amendment
May 17, 1996	The authorized share capital of our Company of ₹ 60,000,000 comprising 6,000,000 Equity Shares was increased to ₹ 150,000,000 divided into 15,000,000 Equity Shares.
October 22, 1997	The authorized share capital of our Company of ₹ 150,000,000 divided into 15,000,000 Equity Shares was further increased to ₹ 200,000,000 divided into 20,000,000 Equity Shares.
June 3, 2002	Change in name of our Company from ‘Specialty- Ranbaxy Limited’ to ‘SRL Ranbaxy Limited’.
August 14, 2008	Change in name of our Company from ‘SRL Ranbaxy Limited’ to ‘Super Religare Laboratories Limited’.
February 23, 2009	The authorized share capital of our Company of ₹ 200,000,000 divided into 20,000,000 Equity Shares was further increased to ₹ 300,000,000 divided into 30,000,000 Equity Shares.
June 13, 2009	The authorized share capital of our Company of ₹ 300,000,000 divided into 30,000,000 Equity Shares was further increased to ₹ 500,000,000 divided into 50,000,000 Equity Shares and reclassified into 3,000,000 Non Cumulative Convertible Preference Shares of ₹ 100 each and 20,000,000 Equity Shares.
August 4, 2010	The authorized share capital of our Company of ₹ 500,000,000 divided into 20,000,000 Equity Shares and 3,000,000 Non Cumulative Convertible Preference Shares of ₹ 100 each was further

Date of Shareholders' Approval	Amendment
	increased to ₹ 650,000,000 divided into 65,000,000 Equity Shares. The 3,000,000 Non Cumulative Convertible Preference Shares of ₹ 100 each were re-classified into 30,000,000 Equity Shares.
August 19, 2010	The authorized share capital of our Company of ₹ 650,000,000 divided into 65,000,000 Equity Shares was reorganized by reclassification of the existing unissued Equity Share capital of ₹ 100,000,000 divided into 10,000,000 Equity Shares into 10,000,000 Redeemable Preference Shares of ₹ 10 each. The present authorized share capital of the Company is ₹ 650,000,000 divided into 55,000,000 Equity Shares and 10,000,000 Redeemable Preference Shares.
August 19, 2010	A new clause No. 5 (as mentioned below) was inserted under the Objects Clause: *"5. to carry on and undertake the business of acting in any capacity as corporate agents for activities such as but not limited to financial services, insurance companies, pension companies and to carry out all incidental and allied activities related thereto to prospective investors, depositors, insurance client, customer, client for any type of financial and saving instruments including fixed deposits, postal savings, bonds, debentures, units and other securities of companies, life and non-life insurance products, and other products of similar type and description*"
December 12, 2010	The authorised share capital of our Company was ₹ 650 million divided into 55,000,000 Equity Shares of ₹10 each and 10,000,000 redeemable preference shares of ₹ 10 each, which was increased to ₹ 900 million divided into 80,000,000 Equity Shares of ₹ 10 each and 10,000,000 redeemable preference shares of ₹ 10 each.
February 3, 2011	The authorised share capital of our Company was ₹ 900 million divided into 80,000,000 Equity Shares of ₹ 10 each and 10,000,000 redeemable preference shares of ₹ 10 each, which was increased to ₹ 950 million divided into 85,000,000 Equity Shares of ₹ 10 each and 10,000,000 redeemable preference shares of ₹ 10 each.

Holding Company

We do not have a holding company.

Subsidiaries

The following are the Subsidiaries of our Company.

1. Piramal Diagnostic Services Private Limited; and
2. Super Religare Laboratories International Limited.

Joint Ventures

We are a joint venture partner in the following entities:

1. Super Religare Reference Laboratories (Nepal) Private Limited; and
2. DDRC Piramal Diagnostic Services Private Limited

Subsidiaries

The significant details of our Subsidiaries are as provided below:

1) Piramal Diagnostic Services Private Limited ("PDSPL")

PDSPL was incorporated on May 20, 1999 as Drs. Tribedi & Roy Diagnostic Laboratories Private Limited under the Companies Act. Its CIN is U85195MH1999PTC119959. Subsequently, it became a deemed public limited company under Section 43A (1) of the Companies Act and the word private was deleted from its name with effect from August 7, 1999. On September 12, 2001 the word 'Private' was added under Section 43A (2A) of the Companies Act and it became private limited company. Subsequently, on December 16, 2003 its name was changed to NPIL Laboratories and Diagnostics Private Limited. Further, its name was changed to its present name with effect from May 15, 2008.

The registered office of PDSPL is situated at Plot No. D-3, A-Wing, 2nd Floor, District Centre, Saket, New Delhi – 110 017, India.

PDSPL is presently engaged in the business of conducting diagnostics and pathological tests through a chain of laboratories.

Shareholding Pattern

The equity shares of PDSPL are not listed on any stock exchange. The shareholding pattern of PDSPL as on January 31, 2011 is as follows:

S. No.	Name of Shareholder	Number of Equity Shares of ₹ 10 each	% of Issued Capital
1.	Our Company	39,58,180	99.99
2.	Mr. Hemant Dhingra*	15	Negligible
3.	Mr. Shachindra Nath *	1	Negligible
4.	Mr. Anil Saxena *	1	Negligible
5.	Mr. Sunil Kumar Garg *	1	Negligible
6.	Dr. Amit Varma *	1	Negligible
7.	Mr. Atul Gupta*	1	Negligible
	Total	**39,58,200**	**100.00**

**Nominee of our Company*

Change in Capital Structure

On August 20, 2010, our Company acquired 100% of the paid up capital of PDSPL pursuant to the terms of a share purchase, share allotment and debenture subscription agreement dated July 13, 2010 as amended by an amendment agreement dated August 20, 2010 entered into among our Company, promoters of PDSPL and PDSPL and a shareholders agreement dated July 13, 2010 entered into among our Company, Malav Holdings Private Limited, Shivi Holdings Private Limited, Oscar Investments Limited, Logos Holding Company Private Limited, Prime Trust, RHC Holding Private Limited, PHL, Dr. Bhavin Govindji Jankharia and Dr. Avinash Achyut Phadke. For details of the said agreement, see the section titled "*History and Corporate Structure – Shareholders Agreements*" on page 103. Pursuant to this transaction PDSPL became our wholly owned subsidiary with effect from August 20, 2010.

Board of Directors

The board of directors of PDSPL comprises the following persons:

1. Dr. Sanjeev K. Chaudhry;
2. Dr. P.S. Joshi;
3. Mr. Kiran Vaidya;
4. Dr. Amit Varma;
5. Dr. Avinash Achyut Phadke;
6. Dr. Bhavin Govindji Jankharia;
7. Dr. Anita Maria Borges; and
8. Dr. Subhendu Roy

Financial performance

The financial performance for the Fiscals 2010, 2009 and 2008 (as derived from the restated audited consolidated financial results) are as follows:

(₹ in million, unless otherwise stated)

	Fiscal 2010	Fiscal 2009	Fiscal 2008
Total Income	2,096.44	1,696.11	1,072.44
Profit/(Loss) after tax	(17.71)	(59.96)	(28.52)
Equity capital (paid up)	39.58	39.58	39.58
Reserves and Surplus (excluding revaluation reserves) *	(116.65)	(98.94)	(38.99)

Earnings/(Loss) per share (basic) (₹)	(4.47)	(15.15)	(9.41)
Earnings/(Loss) per share (diluted) (₹)	(4.47)	(15.15)	(9.41)
Book Value per share (₹) #	(19.47)	(15.00)	0.15

* *Net of miscellaneous expenditure not written off*
# *The face value of the share is ₹ 10 each.*

2) Super Religare Laboratories International Limited ("SRLIL")

SRLIL was incorporated on January 18, 2009, under the Jebel Ali Free Zone Authority Offshore Company Regulations 2003 in Jebel Ali Free Zone, Dubai. Its Registration No. is 120126. The registered office of SRLIL is situated at Horizons & Co, Law Firm, P.O. Box 6516, Dubai, U.A.E. SRLIL is presently engaged in the business of general trading and trading in laboratories equipments.

Shareholding Pattern

The equity shares of SRLIL are not listed on any stock exchange. The shareholding pattern of SRLIL as on January 31, 2011 is as follows:

S. No.	Name of Shareholder	Number of Shares of AED 1 each	% of Issued Capital
1.	Our Company	1,000	100.00
	Total	**1,000**	**100.00**

There has been no change in the capital structure of SRLIL during the last six months.

Board of Directors

The board of directors of the company currently comprises of:

1. Dr. Sanjeev K. Chaudhry; and
2. Mr. Shachindra Nath

Financial performance

As SRLIL has been incorporated in Fiscal 2009, the financial results for fiscals 2008 are not available. The financial performance for the Fiscals 2010 and 2009 (as derived from the audited financial results) are as follows:

(AED##, in million, unless otherwise stated)

	Fiscal 2010	Fiscal 2009
Total Income	0.00	0.00
Profit/(Loss) after tax	(0.01)	(0.02)
Equity capital (paid up)	0.00###	0.00###
Reserves and Surplus (excluding revaluation reserves) *	(0.03)	(0.02)
Earnings/(Loss) per share (basic) (AED)	(11.50)	(24.05)
Earnings/(Loss) per share (diluted) (AED)	(11.50)	(24.05)
Book Value per share (AED) #	(34.55)	(23.05)

* *Net of miscellaneous expenditure not written off*
# *The face value of the share is AED 1 each.*
For details regarding the exchange rates and currency of presentation in this Draft Red Herring Prospectus, see the section titled "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation" on page x.
The equity capital (paid up) for Fiscals 2010 and 2009 were AED 1,000.

Process of liquidation of SRLIL

Pursuant to a resolution dated January 18, 2011, our Company at the shareholder's meeting, in its capacity as a shareholder of SRLIL, resolved to wind up SRLIL and to hand over the original memorandum of association and the original incorporation certificate of SRLIL to the registration authority in JAFZA. Further, our Company has submitted a letter dated January 18, 2011 to the Jebel Ali Free Zone Authority, Dubai, UAE, requested it to cancel, with immediate effect, the incorporation certificate issued in the name of SRLIL. The said letter has also refered to the 'Auditors' Report and Statement of Affairs on Liquidation as on January 18, 2011' issued by

Horwath Mak, the auditors of SRLIL. Pursuant to a communication received from the concerned authority, certain procedural formalities are required to be completed for the liquidation process to be completed.

Joint Ventures

1. Super Religare Reference Laboratories (Nepal) Private Limited ("SRRLPL")

SRRLPL was incorporated on August 7, 2009 under the provisions of Companies Act, 2006 in Nepal. Its registration no. is 64795/066/067. The registered office of SRRLPL is situated at Maharajgunj, Ward No. 3, (Opp. US Embassy), P. O. Box 275, Kathmandu, Nepal. SRRLPL is engaged in the business of establishing and administering of pathology labs and conducting routine and specialized tests.

Shareholding Pattern

The equity shares of SRRLPL are not listed on any stock exchange. The shareholding pattern of SRRLPL as on January 31, 2011 is as follows:

S. No.	Name of Shareholder	Number of ordinary shares of Nepalese ₹ 100 each	% of Equity Capital
1.	Our Company	160,000	50.00
2.	Life Care Services Private Limited	160,000	50.00
	Total	**320,000**	**100.00**

There has been no change in the capital structure of SRRLPL since incorporation.

Board of Directors

The board of directors of SRRLPL comprises the following persons:

1. Dr. Sanjeev K. Chaudhry;
2. Mr. Saurabh Chadha;
3. Mr. Ravi Bhakat Shresth; and
4. Mr. Kishore Bhakat Shresth.

Financial performance

The financial performance for the Fiscal 2010 (as derived from the audited financial results) are as follows are as follows:

(NPRs## in million, unless otherwise stated)

	Fiscal 2010*
Total Income	0.00
Profit/(Loss) after tax	0.00
Equity capital (paid up)	32.00
Reserves and Surplus (excluding revaluation reserves) **	0.0 0
Earnings/(Loss) per share (basic) (*NPRs*)	-
Earnings/(Loss) per share (diluted) (*NPRs*)	-
Book Value per share (*NPRs*) #	100.00

* *Fiscal year end as of 16th July 2010. The company was incorporated in August 2009, hence, prior period financials are not applicable.*
** *Net of miscellaneous expenditure not written off*
# *The face value of the share is NPRs 100 each.*
For details regarding the exchange rates and currency of presentation in this Draft Red Herring Prospectus, see the section titled "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation" on page x.

2. DDRC Piramal Diagnostic Services Private Limited ("DDRC PDSPL")

DDRC PDSPL was incorporated on April 28, 2006 as DDRC Wellspring Pathlabs Private Limited under the provisions of Companies Act, 1956. Its CIN is U85190MH2006PTC161480. The company has succeeded the business of pathology, health checkups, ECG and X-ray from the partnership firm named M/s. Doctors Diagnostic and Research Centre pursuant to a memorandum of succession dated June 15, 2006.

Subsequently, pursuant to a joint venture agreement dated July 6, 2006 among DDRC PDSPL, its shareholders and NPIL Laboratories & Diagnostics Private Limited (NPIL) (now known as PDSPL), DDRC PDSPL became a joint venture company with equal shareholding from July 1, 2006. In view of 'Corporate Branding Process' adopted by 'Piramal Group', the name of DDRC Wellspring Pathlabs Private Limited was changed to its present name i.e. DDRC Piramal Diagnostic Services Private Limited from January 29, 2009.

Further, pursuant to the share purchase, share allotment and debenture subscription agreement dated July 13, 2010, our Company has acquired the entire shareholding of PDSPL, which held 50% of the share capital in DDRC PDSPL. Therefore, since PDSPL has become our Subsidiary, DDRC PDSPL has become our joint venture with equal shareholding.

The registered office of DDRC PDSPL is situated at E 23 -26, 5th Floor, Commerce Centre, Tardeo Road, Tardeo, Mumbai, Maharashtra, India, 400034. DDRC PDSPL is engaged in the business of establishing, acquiring, running, owning, managing, administering diagnostic centres, clinical pathological testing laboratories and medical centres in India and aboard.

Shareholding Pattern

The equity shares of DDRC PDSPL are not listed on any stock exchange. The shareholding pattern of DDRC PDSPL as on January 31, 2011 is as follows:

Equity Shares

S. No.	Name of Shareholder	Number of Equity Shares of ₹ 10 each	% of Issued Capital
1.	PDSPL	250,000	50.00
2.	Joy Joseph K.	137,500	27.50
3.	Elsy Joseph K.	62,500	12.50
4.	Dr. Ajith Joseph K.	50,000	10.00
	Total	**500,000**	**100.00**

Preference Shares

S. No.	Name of Shareholder	Number of Preference Shares of ₹ 10 each	% of Issued Capital
1.	Joy Joseph K.	4,950,000	44.00
2.	Elsy Joseph K.	2,250,000	20.00
3.	PDSPL	2,250,000	20.00
4.	Dr. Ajith Joseph K.	1,800,000	16.00
	Total	**11,250,000**	**100.00**

Board of Directors

The board of directors of DDRC PDSPL comprises the following persons:

1. Dr. Sanjeev K. Chaudhry;
2. Mr. Kiran Vaidya;
3. Mr. Joy Joseph K; and
4. Ms. Elsy Joseph K.

Financial performance

The financial performance for the Fiscals 2010, 2009 and 2008 (as derived from the audited financial results) are as follows:

(₹ in million, unless otherwise stated)

	Fiscal 2010	Fiscal 2009	Fiscal 2008
Total Income	244.37	192.60	146.76
Profit/(Loss) after tax	17.76	(2.57)	(1.32)
Equity capital (paid up) **	5.00	5.00	5.00

Reserves and Surplus (excluding revaluation reserves) *	78.70	60.94	63.51
Earnings/(Loss) per share (basic) (₹)	35.53	(5.14)	(2.64)
Earnings/(Loss) per share (diluted) (₹)	167.41	131.88	137.03
Book Value per share (₹) **	244.37	192.60	146.76

* *Net of miscellaneous expenditure not written off*
** *Excludes redeemable preference shares issued and subscribed in DDRC PDSPL.*

For further details regarding our joint ventures, see the sections titled "*History and Corporate Structure – Shareholders Agreements*" below on page 103 and "*Our Promoter and Promoter Group*" on page 128.

Other Confirmations

None of our Subsidiaries have completed any public or rights issue in the three years preceding this Draft Red Herring Prospectus.

None of our Subsidiaries have become sick companies under the SICA, or are currently under winding up and have negative net worth (except for PDSPL which has a negative net worth and SRLIL whose liquidation proceedings are currently on-going).

Litigation

For information on details relating to the litigation in relation to our Subsidiaries, see the section titled "*Outstanding Litigation and Material Developments*" on page 230.

Shareholders Agreements

1. Joint Venture Agreement with Life Care Services Private Limited

We have entered into a joint venture agreement dated April 23, 2009 with Life Care Services Private Limited (the "**Life Care JV**") to form a joint venture company in the name of Super Religare Reference Laboratories (Nepal) Private Limited ("**SRRLPL**") for the purposes of carrying on the business of operating pathology labs and diagnostic centres in Nepal. Pursuant to the Life Care JV, SRRLPL has been incorporated as a private limited company on August 7, 2009 under the provisions of the Companies Act, 2006, Nepal.

The key terms of the Life Care JV are as follows:

Term: The Life Care JV is valid from April 23, 2009 till termination.

Share capital and subscription: The authorized, issued and paid up share capital of SRRLPL is NPRs 32 million to be subscribed by the parties in the following proportion:

Joint Venture Partners	No. of shares	% of Issued Share Capital
Super Religare Laboratories Limited	160,000	50
Life Care Services Private Limited	160,000	50
Total	**320,000**	**100**

Board of Directors: The board of directors of SRRLPL shall comprise of a maximum of four directors, of which two directors will be nominated by Super Religare Laboratories Limited and Life Care Services Private Limited each. The managing director will be appointed alternatively by each party triennially, provided they maintain 50% shareholding in SRRLPL. If the shareholding of either party falls below 50%, the party having the highest shareholding will have the right to appoint the managing director. Further, the rights of the parties to appoint the directors will vary pro rata to their shareholding.

Non compete: The shareholders cannot own, invest, control, acquire, operate, manage, participate or engage in any business in Nepal or facilitate any act which is likely to directly or indirectly compete with the business of SRRLPL in Nepal during the term of this Life Care JV Agreement. SRRLPL will also enter into employment contracts with non compete clauses with the directors, including the managing director, of SRRLPL.

Issue of further shares: In the event of further issue of shares, if one party does not subscribe to its share of pro rata allotment, the other party shall have the exclusive right to subscribe to such shares.

Intellectual Property: Life Care Services Private Limited and our Company shall or shall cause its affiliates to grant a license to use its trademark for the operations of the Life Care JV. However, the Company has not executed any such agreement for the use of intellectual property.

Reduction in ownership percentage: In the event of a party's shareholding falling below 15%, SRRLPL may cease to use the name of the party in its name and the party may also require that SRRLPL delete name of such party from the name of SRRLPL.

Deadlock Buy-Sell Event: In the event of the board of directors or the shareholders not being able to arrive at a decision by mutual consent, one party shall notify the other party to either purchase all the shares of the other party or sell all its shares to the other party at a price identified by the first party.

Restriction on transfer of shares: Neither party shall transfer any of its shares to a third party without the prior written consent of the other party till August 6, 2013. In addition, no party or its affiliates shall transfer its shares to a competitor of SRRLPL without the other party's prior written consent. Moreover, the promoters of Super Religare Laboratories Limited and Life Care Services Private Limited shall not transfer their shareholding in SRRLPL as on April 23, 2009 to any third party for the term of this Life Care JV.

Right of First Refusal: After April 6, 2013 in case of sale of its shares by either party, the other party shall have a right of first refusal so long as such party has a shareholding of 50% or more. In case the other party does not exercise its right of first refusal or the sale and purchase of the shares is not completed within the prescribed time, the shares can be sold to a third party which should not be a competitor of SRRLPL in Nepal.

Consequence of Default: This Life Care JV can be terminated on default by either party and in the event of a default, the non-defaulting party may require the defaulter to sell all its shares to it at the price specified in the Life Care JV or it may require that the defaulting party purchase all its shares in SRRLPL at the price specified in the Life Care JV.

Confidentiality: Both the parties and the JVC are under an obligation to not disclose, communicate, share etc. any confidential information unless required by law or to enforce its rights under the Life Care JV.

2. Joint Venture Agreement between NPIL Laboratories & Diagnostics Private Limited (now known as PDSPL), DDRC Wellspring Pathlabs Private Limited, Mr. Joy Joseph K, Ms. Elsy Joseph K and Dr. Ajith Joy

NPIL Laboratories & Diagnostics Private Limited ("**NLDL**") has entered into a joint venture agreement dated July 6, 2006 (the "**NPIL JV**") with DDRC Wellspring Pathlabs Private Limited, Mr. Joy Joseph K., Ms. Elsy Joseph K and Dr. Ajith Joy ("**DDRC Group**") to convert DDRC Wellspring Pathlabs Private Limited into a joint venture company ("**JVC**") for the purpose of jointly carrying on and operating the business of pathology, health checkups, ECG and X-ray.

The key terms of the NPIL JV are as follows:

Share capital and subscription: The authorized share capital is ₹ 80 million and the issued and paid up share capital is ₹11.75 million. The equity shareholding of DDRC Group and NLDL will be equal (50:50) for which the JVC will issue shares to NLDL post which the equity shareholding in the JVC will be as follows:

Joint Venture Partners	% of Issued Equity Share Capital
NLDL	50.00
Joy Joseph K	27.50
Elsy Joseph K	12.50
Ajith Joy	10.00
Total	**100.00**

Restriction on pledge, transfer of shares etc.: The DDRC Group will hold not less than 50% of the total equity share capital till June 14, 2011 and will not sell, transfer, assign, hypothecate, mortgage or otherwise encumber in any manner the equity shares held by them respectively till June 14, 2011. Moreover, the parties shall not be entitled to sell and/or transfer any of the shares held by it/them in the JVC except as provided in the NPIL JV.

Right of First Refusal: If at any time, either of the parties want to transfer any or all of its/their shares in the JVC, the other parties will have a right of first refusal over such shares at the price specified in the NPIL JV. However, the DDRC Group will have the right of first refusal only if the DDRC Group collectively agrees to purchase all the shares offered by NLDL and similarly, NLDL will have the right of first refusal only if NLDL and/or its nominees agree to purchase all the shares offered by a member of DDRC Group.

Board of Directors: The board of directors of the JVC shall always consist of an even number of directors with both parties having equal representation. One of the nominee directors of both NLDL and DDRC Group will be non retiring. The chairman and vice-chairman of the board shall be appointed by parties alternatively. When the chairman is nominated by NLDL, the vice chairman will be a nominee of the DDRC Group and vice versa. The chairman shall not have a second or casting vote.

Voting: In any general meeting of the JVC, the other shareholders representing the DDRC Group shall attend and vote in favour of or against such resolution as well as sign such resolutions as directed by Mr. Joy Joseph K. in writing. As a security for the performance of his/her obligation, the other members of the DDRC Group shall appoint Mr. Joy Joseph K. as their attorney to execute all such other documents and do all such things as the attorney shall, in his/her absolute discretion, consider necessary or desirable for the performance of such obligations.

Non compete: Mr. Joy Joseph K will be exclusively associated with the JVC for a period of seven years from the date of the NPIL JV i.e., till July 5, 2013 or subsistence of his retainership as governed by a separate letter of engagement issued by JVC to Mr. Joy Joseph K., whichever is longer.

Business name: The DDRC Group shall retain ownership of the DDRC name but it shall grant an irrevocable, non transferable and royalty free licence to the JVC to use the DDRC name from April 6, 2006 in connection with the business to be carried on by the JVC.

Deadlock: In the event of a deadlock between the parties, the issue shall be referred to Mr. Ajay Piramal and Mr. Joy Joseph K. collectively, whose decision shall be final and the parties shall cause the directors of the JVC into passing a resolution accepting that decision. If both the parties do not accept the decision, they shall take the JVC into winding up.

3. *Shareholders Agreement between Specialty Laboratories Asia Limited and Ranbaxy Laboratories Limited*

Specialty Laboratories Asia Limited ("**SLA**") and Ranbaxy Laboratories Limited ("**Ranbaxy**") have entered into a shareholders agreement dated April 17, 1995 ("**SLA-Ranbaxy Agreement**") for the purpose of establishing a joint venture company in the name of 'Specialty-Ranbaxy Private Limited' ("**SRPL**") for the purpose of providing and carrying out clinical reference laboratory services through the provision of clinical laboratory assays and/or tests in India, the shareholding of which is to be maintained at the same level of 50:50.

SLA-Ranbaxy Agreement was terminated pursuant to the court orders of the High Court of Singapore dated May 23, 2001 and December 12, 2001 which directed SLA to transfer its entire shareholding in SRPL to Ranbaxy, in accordance with the terms of the SLA-Ranbaxy Agreement. Subsequently, vide share transfer form dated January 16, 2002, SLA transferred 6,524,659 shares held by it in SRPL to Ranbaxy and the SLA-Ranbaxy Agreement was terminated. Pursuant to the termination of the SLA-Ranbaxy Agreement, since SLA ceased to hold 30% of the shares of SRPL, in accordance with the terms of the SLA-Ranbaxy Agreement, SRPL was required to drop the trade name "Specialty" from its name.

4. *Share Purchase, Share Allotment and Debenture Subscription Agreement dated July 13, 2010 with Piramal Healthcare Limited, Dr. Bhavin Jankharia, Dr. Avinash Phadke and Piramal Diagnostic Services Private Limited, as amended by Amendment Agreement dated August 20, 2010*

Our Company entered into a share purchase, share allotment and debenture agreement dated July 13, 2010, as amended by an amendment agreement dated August 20, 2010 ("**PDSPL Agreement**") with Piramal Healthcare Limited ("**PHL**"), Dr. Bhavin Jankharia ("**Seller 2**"), Dr. Avinash Phadke ("**Seller 3**") and Piramal Diagnostic Services Private Limited ("**PDSPL**" and together with PHL, Dr. Bhavin Jankharia and Dr. Avinash Phadke, the "**Sellers**") to purchase 100% of the total issued, subscribed and paid-up equity share capital of PDSPL ("**Sale Securities**"), together with the goodwill of the business of PDSPL. The key terms of the PDSPL Agreement are as follows:

Consideration:

1. SRL will issue and allot Equity Shares representing 10% of the issued and paid up equity share capital of SRL (post issuance of such Equity Shares) to PHL, Dr. Avinash Phadke and Dr. Bhavin Jankharia;
2. SRL will issue and allot to PHL 16,500 fully paid up non-convertible debentures of face value ₹ 100,000 each and carrying a coupon of 10% p.a. ("**NCDs**"). The NCDs will be redeemed upon the earlier of (a) later of (i) within 30 days from the date of listing of the Equity Shares pursuant to the Issue or (ii) September 19, 2011 or (b) August 19, 2013;
3. SRL will enable PDSPL to repay the amount owed by it to PHL, subject to such repayment not exceeding ₹ 2,500 million ("**Outstanding Loan**"); and
4. SRL will also pay the Sellers ₹ 3,000 million less the outstanding loan amount.

Other than redemption of the NCDs, all other events mentioned from 1. to 4. above have been completed as on the date of filing of this Draft Red Herring Prospectus.

Services: Services used by PDSPL from the group companies of PHL shall be continued to be used by PDSPL for a year on the same terms and conditions. Pursuant to this clause, the PHL and PDSPL executed a transition support agreement dated August 20, 2010, whereunder PDSPL has undertaken to become self reliant by November 19, 2010 or such other date as mutually agreed between the parties.

Trademark: A non-exclusive, non-transferable trademark license agreement dated August 16, 2010 was executed between Piramal Enterprises Limited ("**PEL**") and PDSPL, for use of the trademark and/or trade name "Piramal" by PDSPL till August 19, 2011, with a limited right to sub-license to PDSPL and DDRC PDSPL's franchisees/ collection centres.

Specific indemnification obligations of PHL: PHL shall indemnify PDSPL against any stamp duty and registration claims (together with any penalty, or other costs including adjudication costs and interest) imposed on and payable by PDSPL in respect of loan agreements between PDSPL and DDRC PDSPL executed on August 10, 2006 and January 24, 2007, business acquisition agreements and/ or lease agreements and related services agreements in certain specified circumstances. Further, PHL shall indemnify PDSPL in relation to any deficiency of stamp duty that may be imposed on and payable by PDSPL in respect of the share certificates representing PDSPL's holding in DDRC PDSPL and in respect of the actual amount paid in relation to the litigations disclosed in the PDSPL Agreement.

Specific indemnification obligations of SRL: SRL shall indemnify PHL against any stamp duty claims, where applicable (together with any penalty, or other costs including adjudication costs and interest in relation to such stamp duty) imposed on and payable by PHL in respect of the NCDs in specific circumstances.

Unpaid Debtor Amounts: PHL shall make best efforts to procure by March 31, 2011 all amounts due from the debtors of PDSPL. In case such procurement is not completed by March 2011, PHL shall pay to PDSPL within 15 business days from March 31, 2011 the unpaid amount due to PDSPL and the debts shall stand assigned to PHL.

Consultants with Buy-Back Rights: In the event certain consultants of PHL, who have buy-back rights ("**Consultants with Buy-Back Rights**") in respect of the Sale Securities, object to the transfer of the Sale Securities to our Company within August 19, 2012 and require PDSPL to sell back to them their respective businesses acquired under the relevant business acquisition agreements, PHL will be liable to pay to our Company the difference between (a) 15 times the EBIDTA for Fiscal 2010 of the respective businesses that are actually sold back to the Consultants with Buy-Back Rights; and (b) the price to be received from sale of such businesses to Consultants with Buy-Back Rights.

Non-competition: Until August 19, 2015 or the complete exit of PHL from the Company, whichever is later, PHL and its affiliates shall not directly or indirectly carry on any business which competes directly with the whole or part or any part of the business of PDSPL and/or the business of the DDRC PDSPL or enter into any agreement or engage in any negotiation with the customers of PDSPL and/or the DDRC PDSPL.

Non-solicitation: Until the expiry of the five years from August 20, 2010 (one year for Seller 2 and Seller 3) or the complete exit of Sellers from our Company, whichever is later, the Sellers and their affiliates shall not directly or indirectly solicit or hire any employee of PDSPL, DDRC PDSPL and/ or our Company, as on the

Closing Date or such employees that may be employed thereafter. This restriction shall not apply in respect of employees who join Seller 2 or Seller 3 pursuant to a public advertisement.

Support for Integration: The Sellers shall in good faith, but without assuming any obligation, to provide reasonable assistance and support to SRL till July 12, 2015 for the purpose of integration of business of PDSPL with that of our Company.

Indemnity: The indemnity period under this agreement shall extend till August 19, 2013; except in relation to the Sellers' representations and warranties and other covenants of the Sellers and PDSPL related to tax, which shall extend till August 19, 2018.

The aggregate amount of the liability under this indemnity shall not exceed ₹ 1,500 million. Further, the indemnifying person shall not be liable for any single loss unless the aggregate amount of the liability for actual payout exceeds ₹ 0.50 million and the indemnifying person shall not be liable for any individual actual payout for an amount below ₹ 0.02 million.

Set Off: Our Company will be entitled to set-off from the amounts payable in respect of the NCDs and amounts receivable by our Company or PDSPL, in the manner specified in the PDSPL Agreement.

Parel Premises: Pursuant to a leave and license agreement dated April 1, 2010, read with a services centre agreement dated June 24, 2009, PDSPL was granted license and use over 22,548 sq. ft. in Lower Parel, Mumbai ("**Parel Premises**"). Post execution of the PDSPL Agreement, a new license agreement was executed in favour of PDSPL by Gopalkrishna Piramal Memorial Hospital on August 20, 2010 whereby the term of license was extended for a period of one year from August 1, 2010 ("**Term**"). Further, on expiry of this agreement, PDSPL shall have the right to extend the Term for a further period of 12 months, provided that the total term of the license shall not exceed beyond July 31, 2012. PDSPL has the right to assign this agreement or sub-license the Parel Premises to any of our Group Companies.

Further, the new license agreement provides that in the licensor cannot terminate the agreement until PDSPL has executed a new leave and license agreement for an alternate location.

5. Guarantees by our Promoters, Malav Holdings Private Limited and Shivi Holdings Private Limited

Malav Holdings Private Limited and Shivi Holdings Private Limited (the "**Guarantors**") have entered into separate deeds of guarantee dated August 20, 2010 ("**Guarantees**") with Piramal Healthcare Limited ("**PHL**") whereby the Guarantors have agreed to unconditionally and irrevocably guarantee the payment obligations of our Company in relation to the NCDs under the PDSPL Agreement equivalent to a maximum amount of ₹ 825 million each, together with a coupon amount calculated at 10% p.a. thereon (the "**Guarantee Amount**") in favour of PHL.

Penal Interest: If the Guarantors delays in payment of the Guarantee Amount beyond 30 business days of a demand being made, it shall pay an additional interest at the rate of 3% p.a.

Term: The guarantee shall be valid from date of execution of the guarantee deed until all payment obligations of SRL in relation to the NCDs have been fully discharged.

Assignment: The Guarantors cannot assign or transfer any interest rights, benefits and/or obligations under the Guarantees without prior written consent of PHL. PHL may at any time assign or transfer all or any of its rights, benefits and obligations under the Guarantees to any person with the prior written consent of the Guarantor.

Set-off: In consideration of the Guarantee Amount, the Guarantors will not be entitled to set off/ claim or counter claim against:

- their liabilities towards our Company or any amount that might be due from PHL to our Company; and
- any liabilities/ moneys payable by our Company to PHL in respect of the NCDs under the Agreement.

However, the Guarantors will be entitled to set-off any undisputed amounts outstanding and due from PHL to SRL against the amount payable to PHL under the Guarantee.

Obligations of Guarantors: The obligations of the Guarantor under the Guarantees are separate and independent as primary obligor and not merely as surety, on a full indemnity basis, indemnify PHL against the whole or any of the whole or any of the rights and entitlements of PHL in relation to the NCDs and shall not be affected even upon NCDs being or becoming void, voidable, unenforceable or ineffective as against SRL for any reason whatsoever.

Indebtedness: The indebtedness of our Company due to the Guarantors shall be subordinated to the indebtedness or liabilities of our Company to PHL in respect of the NCDs under the Agreement and such indebtedness or liability of our Company, if PHL so requires, shall be collected, enforced and received by the Guarantor.

6. Shareholders Agreement dated July 13, 2010 with Malav Holdings Private Limited, Shivi Holdings Private Limited, Oscar Investments Limited, Logos Holding Company Private Limited, Prime Trust, RHC Holding Private Limited , PHL, Dr. Bhavin Govindji Jankharia and Dr. Avinash Achyut Phadke

Pursuant to the PDSPL Agreement, our Company entered into a shareholders agreement dated July 13, 2010 ("**SHA**") with Malav Holdings Private Limited, Shivi Holdings Private Limited, Oscar Investments Limited, Logos Holding Company Private Limited, Prime Trust, RHC Holding Private Limited (together the "**Promoters**"), PHL, Dr. Bhavin Govindji Jankharia and Dr. Avinash Achyut Phadke ("**Investor 3**" and together with Investor 1 and Investor 2, the "**Investors**"). The SHA provided, inter alia, that for a period of 30 days from (a) the issue of the IPO Filing Notice; or (b) February 19, 2012, whichever is earlier, the Promoters individually, collectively or through another person had a call option to purchase back the Equity Shares held by the Investors and the Investors had a put option to sell such Equity Shares at a price of ₹ 1,350 million per Equity Share and a compound interest of 10% p.a. less the dividend received by the Investors divided by the total number of the Equity Shares held by the Investors.

Termination of SHA:

The SHA was terminated on February 3, 2011 when Maple Leaf Buildcon Private Limited acquired 5,199,899 Equity Shares held by the Investors in our Company.

Other Agreements

1. License User Agreement between our Company and RHC Holding Private Limited

Our Company has entered into a license user agreement dated September 1, 2010 with RHC Holding Private Limited ("**Licensor**") for a non-exclusive license and right to use the trade marks of the Licensor in relation to, or in connection with all the business of our Company, in consideration of a fee of ₹ 0.10 million p.a. The agreement is valid for an initial term of five years from September 1, 2010 to August 31, 2015 and thereafter automatically renewable for a further term of five years. Our Company will be entitled to use the trade mark for its business in any such country or jurisdiction where the Licensor has applied or may apply for registration of the trade marks.

Our Company will have a right to sub-license the trade marks under this agreement to its affiliates, Joint Ventures, Subsidiaries, Group Companies, sister concerns, partners or other entities (companies / trusts / societies etc.) with which it has or may have franchisee arrangements, strategic alliances, joint ventures, partnerships or similar arrangements related to or incidental to our Company's diagnostic business and the Licensor shall not charge any fees/cost for the sub-license given by our Company. All costs, charges and expenses of and incidental to this agreement will be borne by our Company.

Strategic and Financial Partners

We do not have any strategic or financial partners.

OUR MANAGEMENT

Under our Articles, our Company is required to have not less than 3 Directors and not more than 12 Directors. Our Company currently has 12 Directors on its Board.

Our Board

The following table sets forth details regarding our Board as on the date of this Draft Red Herring Prospectus.

Name, Father's Name, Address, Designation, Occupation and Term	Age (years)	DIN	Nationality	Other Directorships
Mr. Malvinder Mohan Singh S/o Late Dr. Parvinder Singh 1, Rajesh Pilot Lane, New Delhi – 110 011, India Non-Independent Director Non Executive Director *Occupation:* Business Executive *Term:* Liable to retire by rotation	38	00042981	Indian	• Dion Global Solutions Limited (formerly known as Religare Technova Limited) (Chairman) • Fortis Healthcare Limited (Chairman); • Escorts Heart Institute & Research Centre Limited (Chairman); • RHC Holding Private Limited (Chairman); • Fortis Hospitals Limited (Chairman); • A-1 Book Company Private Limited; • Chetak Pharmaceuticals Private Limited; • Fortis Clinical Research Limited; • Fortis Healthcare Holdings Limited; • Luxury Farms Private Limited; • Malav Holdings Private Limited; • Oscar Investments Limited; • Religare Voyages Limited; • Shimal Research Laboratories Limited; • Vistas Realtors Private Limited; • Vistas Complexes Private Limited; • Fortis Global Healthcare (Mauritius) Limited; • RHC Finance Private Limited; • Fortis Global Healthcare Holdings Pte Limited (Formerly known as RHC Healthcare Pte Ltd.) (as an Executive Chairman); • Fortis Asia Healthcare Pte Limited; • Dental Corporation Holdings Limited; and • Maple Leaf Buildcon Private Limited.
Mr. Shivinder Mohan Singh S/o late Dr. Parvinder Singh 1, Rajesh Pilot Lane, New Delhi – 110 011,	35	00042910	Indian	• A-1 Book Company Private Limited; • Chetak Pharmaceuticals Private Limited; • Escorts Heart Institute &

Name, Father's Name, Address, Designation, Occupation and Term	Age (years)	DIN	Nationality	Other Directorships
India Chairman Non-Independent Director Non Executive Director *Occupation*: Business Executive *Term:* Liable to retire by rotation				Research Centre Limited (CEO & Managing Director); • Fortis Clinical Research Limited; • Fortis Healthcare Holdings Limited; • Fortis Healthcare Limited (Managing Director); • Greenview Buildtech Private Limited; • Oscar Investments Limited • R.C. Nursery Private Limited; • Religare Voyages Limited; • Shivi Holdings Private Limited; • RHC Holding Private Limited; • Religare Technologies Limited; • Fortis Hospitals Limited; • Fortis Global Healthcare (Mauritius) Limited; and • RHC Finance Private Limited; • Fortis Global Healthcare Holdings Pte Limited (Formerly known as RHC Healthcare Pte Ltd.); • Fortis Asia Healthcare Pte Limited; and • Maple Leaf Buildcon Private Limited.
Mr. Sunil Godhwani S/o Mr. Naraindas Phatumal Godhwani A-2, Inayat Farm, Asola, Fatehpur Beri, P.O. Mehrauli, New Delhi – 110 030, Delhi, India. Non-Independent Director Non- Executive Director *Occupation:* Professional *Term:* Liable to retire by rotation	50	00174831	Indian	• Religare Enterprises Limited (Chairman and Managing Director); • Religare Securities Limited (Chairman and Managing Director); • Religare Finvest Limited (Chairman); • Religare Commodities Limited (Chairman); • Religare Health Insurance Company Limited; • Dion Global Solutions Limited (formerly Religare Technova Limited); • Religare Technologies Limited; • Religare Trustee Company Limited (Chairman); • Religare Macquire Wealth Management Limited (Chairman); • AEGON Religare Life Insurance Company Limited; • Vistaar Religare Capital Advisors Limited; • Religare Voyages Limited; • Fortis Healthcare Limited; • Fortis Hospitals Limited; • Milestone Religare Investment Advisors Private Limited; • Fortis Global Healthcare

Name, Father's Name, Address, Designation, Occupation and Term	Age (years)	DIN	Nationality	Other Directorships
				Holdings Pte Limited (formerly known as RHC Healthcare Pte. Limited); • Fortis Global Healthcare (Mauritius) Limited; and • Fortis Asia Healthcare Pte. Limited
Mr. Harpal Singh S/o Late Sardar Hardayal Singh B-10, Anand Niketan, New Delhi – 110 021, Delhi, India. Non-Independent Director Non-Executive Director *Occupation*: Professional *Term:* Liable to retire by rotation	61	00078224	Indian	• Escorts Heart Institute and Research Centre Limited; • Fortis Clinical Research Limited; • Fortis Healthcare Limited; • Impact Agencies Private Limited; • Impact Projects Private Limited; • Religare Enterprises Limited; • Impact Realty Developers Private Limited; and • Religare Technologies Limited.
Dr. Sanjeev K. Chaudhry S/o Late Mr. Kewal Ram Chaudhry Garden Home - 21 Celebrity Homes Palam Vihar Gurgaon 122 017 Haryana, India. Non-Independent Director Executive Director *Occupation*: Professional *Term:* Three years with effect from February 7, 2011	51	00015077	Indian	• Medsource Health Care Private Limited; • Eternal Heritage Private Limited; • Piramal Diagnostic Services Private Limited; • DDRC Piramal Diagnostic Services Private Limited; • CSC Nutrigenomics Pte Ltd., Singapore; • Super Religare Laboratories International Limited; • MENA Healthcare Investment Company Limited; • Super Religare Laboratories Intenational FZ LLC; • Super Religare Reference Laboratories (Nepal) Private Limited; • Religare Wellness Limited; and • Medical Management Company Limited.
Dr. Amit Varma S/o Mr. Ajit Varma 49B, Aradhana Enclave, R K. Puram, Sector-13, Ring Road New Delhi – 110066, India. Non-Independent Director Non-Executive Director *Occupation*: Professional *Term:* Liable to retire by rotation	44	02241746	Indian	• Milestone Religare Investment Advisors Private Limited; • Healthcare Global Enterprises Limited; • Krishna Institute of Medical Sciences Limited; • Religare Wellness Limited; • Medical Management Company Limited; • Religare Health Insurance company Limited; • Piramal Diagnostic Services Private Limited; • Religare Technologies Limited; • Quality HealthCare Medical Services Limited;

Name, Father's Name, Address, Designation, Occupation and Term	Age (years)	DIN	Nationality	Other Directorships
				• Quality HealthCare Nursing Agency Limited; • Quality HealthCare Dental Services Limited; and • Quality HealthCare Medical Centre Limited.
Mr. Brian Tempest S/o Mr. William Tempest South Park Farm Grayswood Road Haslemere, Surrey GU 27 2DJ, UK. Independent Director Non- Executive Director *Occupation*: Professional *Term:* Liable to retire by rotation	63	00101235	British	• Religare Capital Markets Plc; • Hale & Tempest Company Limited; • Religare Capital Markets U.K
Dr. P.S. Joshi S/o Justice Mohinder Singh Joshi (Retired) Maharaj Sawan Singh Charitable Hospital, Beas-143201, Punjab Independent Director Non Executive Director *Occupation*: Business Executive *Term*: Liable to retire by rotation	63	00109974	Indian	• Dion Global Solutions Limited (Formerly known as Religare Technova Limited); • Fortis Healthcare Limited, • Escorts Hospital and Research Centre Limited; • Escorts Heart and Super Speciality Hospital Limited; • Fortis Hospotel Limited; • Escorts Heart Centre Limited; • International Hospital limited; • Escorts Heart Institute and Research Centre Limited; • Oscar Investments Limited; • Shimal Research Laboratories Limited; • A-1 Book Company Private Limited; • Escorts Heart and Super Speciality Institute Limited; and • Religare Technologies Limited
Dr. Sunita Naidoo D/o Mr. Hariram Bhojwani 41, Pemberley Avenue, Bedford, MK40 2LE, Bedford, U.K. Independent Director Non-Executive Director *Occupation:* Professional *Term:* Liable to retire by rotation	45	02278137	British	• Religare Voyages Limited; • Shimal Research Laboratories Limited; • Religare Enterprises Limited; and • Dion Global Solutions Limited (Formerly known as Religare Technova Limited)
Dr. Ranjit Roy Chaudhury S/o Late Mr. P.C. Roy Chaudhury Y-85, Hauz Khas	80	02417722	Indian	• Indraprastha Medical Corporation Limited

Name, Father's Name, Address, Designation, Occupation and Term	Age (years)	DIN	Nationality	Other Directorships
New Delhi – 110016 India. Independent Director Non- Executive Director *Occupation*: Professional *Term:* Liable to retire by rotation				
Dr. Robert Clayton McGuiness S/o Mr. Robert McGuiness 914A, The Aralias, DLF Golf Links, DLF Phase 5, Gurgaon, Haryana 122001, India Independent Director Non- Executive Director *Occupation*: Professional *Term:* Liable to retire by rotation	59	03313261	British	• Serco Global Services Limited
Mr. Sandeep Laumas S/o Kesho Ram Laumas 982, New Field Avenue, Stamford CT, USA, 06905. Independent Director Non- Executive Director *Occupation*: Professional *Term:* Liable to retire by rotation	42	03422763	American	-

Brief Profile of our Directors

Mr. Malvinder Mohan Singh, aged 38 years, was appointed as the non-executive Director of our Company on November 24, 1999. He is a graduate in economics from St. Stephen's College, Delhi University and holds a master's degree in business administration from the Fuqua School of Business, Duke University, United States of America. He is the group chairman of Fortis Healthcare Limited and was the former Chairman, Managing Director and CEO of Ranbaxy Laboratories. In addition to healthcare, he also has significant businesses experience in the financial Services and insurance sector through his controlling interest in Religare Enterprises Limited. He currently serves on the Board of the Indian Council for Research on International Economic Relations. He has more than 10 years of experience in business. He was member of the Young Global Leaders initiative of the World Economic Forum for a period of six years and the board of visitors at the Fuqua School of Business, Duke University, USA.

Mr. Malvinder Mohan Singh has been a director in OIL, since November 28, 1996. OIL was listed on the BSE and DSE and was suspended from trading on the BSE by order dated December 21, 2004 for non compliance with Clause 51 of the Listing Agreement. The said order was subsequently revoked by a letter dated November 22, 2006 by the BSE.

Mr. Shivinder Mohan Singh, aged 35 years, is the Director of our Company since May 07, 2002 and carries the overall responsibility for advising and counselling management on corporate decisions, providing strategic guidance and oversight, overseeing management of the business and ensuring ethical behaviour in our Company. He graduated with a bachelor's (honours) degree in mathematics from St. Stephen's College, Delhi and a master's degree in business administration with specialization in the health sector management from the

Duke University Business School, United States of America. He was, till recently, one of the key promoters of Ranbaxy Laboratories. His strategy for Fortis and its execution has been recognized by Harvard Business School in the form of a case study. He was the chairperson of Health Services Committee of Federation of Indian Chambers of Commerce and Industry (FICCI). Presently, he is the Chairperson of FICCI Youth Committee and board member of Indo British Partnership Network (IBPN), board member of National Accreditation Board for Hospital and Healthcare Providers (NABH) and chairperson of the healthcare committee of UKTI (UK Trade & Investment). Mr. Shivinder is on the board of visitors of Fuqua School of Business; Duke University, U.S. and a fellow of Aspens India Leadership Initiative. He has more than 10 years of experience in business. He is the managing director of Fortis Healthcare Limited and also one of the principal promoters of Religare Enterprises Limited, Fortis Clinical Research Limited and serves as the Director of Religare Technologies Limited.

Mr. Shivinder Mohan Singh has been a director in OIL, since March 2, 1994. OIL was listed on the BSE and DSE and was suspended from trading on the BSE by order dated December 21, 2004 for non compliance with Clause 51 of the Listing Agreement. The said order was subsequently revoked by a letter dated November 22, 2006 by the BSE. Mr. Shivinder Mohan Singh has also been a director in FMHL from February 19, 2008 to March 30, 2010. FMHL has been listed on the BSE and was also listed on the Madras Stock Exchange and the Ahmedabad Stock Exchange. However, it was delisted from the MSE with effect from November 18, 2010 and from the Ahmedabad Stock Exchange with effect from September 4, 2008 on account of voluntary delisting. The shares have not been relisted on either of the stock exchanges.

Mr. Sunil Godhwani, aged 50 years was appointed as the non- executive of our company on June 12, 2007. He holds a bachelor's degree in chemical engineering and a master’s degree in industrial engineering and finance from Polytechnic Institute of New York. He has more than 20 years of experience in managing large scale businesses. Recently he has been awarded ‘India Business Leader of the Year’ award at Global Indian Business Meeting hosted by Horasis, in Madrid, Spain and “CEO of the year Award” at CEO CLUBS INTERNATIONAL Awards. Mr. Godhwani is the Chairman and Managing Director of Religare Enterprises Limited. Mr. Godhwani is also the Chairman and Managing Director of Religare Securities Limited.

Mr. Harpal Singh, aged 61 years was appointed as the non- executive of our company on May 07, 2002. He holds a bachelor’s (honours) degree in economics from St. Stephen’s College, Delhi, a bachelor of science degree in economics and a master’s degree in public affairs from the California State University at Hayward, California, U.S.A. Mr. Harpal Singh has a diverse experience of over 35 years in the corporate sector and has held senior positions in various TATA group companies, Hindustan Motors, Mahindra and Mahindra and Shaw Wallace. Mr. Singh is presently a member of the National Round Table on School Education constituted by the Hon’ble Minister for Human Resource Development, Shri Kapil Sibal. He is also a member of the Punjab Chief Minister’s Advisory Committee on Industrial Growth and Development of Relevant Infrastructure. He was National Chairman of the CII Committee on Public Health and a Member of the CII National Committee on Healthcare and the National Committee on Primary and Secondary Education and past Chairman of CII Punjab State Council. He was also Chairman, CII Northern Region. He was a Member of the National Association of Real Estate Development and was its treasurer. He is a member of the Resource Persons Group for Delhi on Healthcare as appointed by the Lt. Governor of Delhi. Mr. Singh is a member of the India-UK Round Table and is an invitee speaker in many fora. He has chaired the 2nd and 3rd India Health Summit in New Delhi and in 2005 he was invited to deliver the prestigious “Friday Lecture” at the Royal Institute of Great Britain on Integrating Global Healthcare. In November 2007, he spoke and represented Fortis Healthcare at the Harvard Business School for a case study on the company. As a member of the US-India Aspen Strategy Group, in December 2005 he presented an opportunity position for collaboration between the US and Indian Healthcare Systems. He has been a member of several delegations to the US Congress, the British Parliament and tracks two dialogues including one between India, US & Japan. Mr. Singh is Chairman of INDIA800 Foundation, India Office, whose mandate is to work on several arenas on the social agenda of the country including Children and Education, Women and Livelihood, Science and Technology for the poor and Human Rights

Dr. Sanjeev K. Chaudhry, aged 51 years, was appointed as an executive Director and Chief Executive Officer of our Company as on February 7, 2011. He holds a master’s degree in economics from Punjab University and a Ph.D in business administration from Columbia University, United States of America and holds a university record for masters in economics at Punjab University, Chandigarh. He has varied business experience of over 26 years in various leadership roles. Prior to joining SRL, he was the South Asia Head at Du Pont Solae until 2006, a position he held for 11 years. He is also the chairman of CSC Nutrigenomics Pte Limited, Singapore and is also on the board of several companies in India and abroad. Dr. Chaudhry has lived and worked in India, Malaysia, Singapore, UK and USA. The plan for privatization of India’s first state owned enterprise was presented to the Planning Commission of India by Dr Chaudhry. From 1985 to 1988, Dr Chaudhry was the head of corporate planning at RJR Nabisco/Britannia and following that President and CEO (1990-95) of NatOleo (a Johor Corp company). NatOleo was set up as a green field project by Dr Chaudhry. He is a visiting faculty to various management institutes and universities around the world. He writes guest columns for magazines and has authored three books on value education and management.

Dr. Amit Varma, aged 44 years, was appointed as a non-executive Director of our Company on February 4, 2011. He has completed his bachelor's and master's degree in medicine from University of Delhi, his residency from the State University of New York, fellowships in critical care at the University of Pittsburgh Medical Center, and sub specialized in cardiac critical care at the Cleveland Clinic. After almost a decade in USA, Dr Varma joined the Manipal Heart Foundation in Bangalore. He subsequently moved on to the Narayan Hrudayalaya Hospital as the consultant- in-charge of Critical Care. Early in 2003, Dr. Varma joined Fortis Healthcare, where he has and continues to perform multiple administrative and clinical roles. He currently runs the integrated critical care services for Fortis Healthcare ICU network, which today comprises of a strong three-Hundred beds and helps in formulation of Medical Strategy. From 2009, Dr. Varma is engaged in all healthcare initiatives of Religare Enterprises Limited, playing an advisory and steering role, overlooking and further initiating all healthcare related businesses, providing medical expertise, insight and credibility in all healthcare related verticals such as health insurance venture, healthcare IT, laboratories of our Company and Religare Wellness. He is also on the Board and Investment committee of Milestone Religare Private Equity fund which is investing domestically in the healthcare and education fields. Apart from his medical and management background, Dr. Varma continues to be a visiting faculty at the University of Pittsburgh and the Cleveland Clinic. Having functioned as healthcare consultant to the World Bank and the European commission, he is currently on the editorial board and a member of various healthcare and management groups and societies. Dr. Varma also acts as the medical editor for CNN-IBN. Dr. Amit Varma currently operates as President Health Care, Religare Enterprises Limited and director, Critical Care Medicine, Fortis Escorts group of Hospitals, India.

Mr Brian Tempest, aged 63 years, was appointed as the non- executive of our company on February 4, 2011. He has completed his Ph.D from Lancaster University and is a member of the Royal Society of Medicine and the Royal Society of Chemistry. He advises companies, banks, investment funds, private equity & high net worth individuals on their strategy in Asia based on his wide experience in China, Japan, South East Asia and India. Mr. Tempest has worked for Ranbaxy Laboratories since 1995 holding the position of managing director and chief executive officer until 2005. He was then chief mentor and non-executive director until 2008. Mr. Tempesthas also worked for Glaxo as Regional Director- Far East and Regional Director- Middle East & Africa. He has worked in the pharmaceutical industry for the last 39 years and has managed healthcare businesses in North America, South America, Europe, Africa, Middle East, Asia and India. Mr. Tempestis currently an independent chairman of Religare Capital Markets Plc., which is responsible for the international global banking business of Religare Investment Banking. He is also an international advisor to MAPE UNCTAD Switzerland. In addition, he is a member of the SCRIP Global Awards Panel and is on the Editorial Board of the Journal of Generic Medicines.

Dr. P. S. Joshi, aged 63 years, was appointed as non- executive Director of our Company on February 4, 2011. He holds a bachelor's degree in medicine from Medical College, Amritsar (Panjab University, Chandigarh) and a master's degree in cardiology & general medicine from Maulana Azad Medical College, Delhi University. Dr. Joshi was awarded membership of Royal College of Physicians (Edinburgh) and Cardiology Society of India, American. He has over 33 years of experience in the medical profession in India and abroad. In his career in clinical medicine and cardiology, he has held significant positions of responsibility including directorship and head, department of medicine and cardiology divisions of Escorts Medical Centre, Birla Centre for Medical Research, New Delhi and Maharaj Sawan Singh Charitable Hospital, Beas. Dr. Joshi is presently working as a director of Maharaj Sawan Singh Charitable Hospital, Beas (Punjab).

Dr. P. S. Joshi has been a director in OIL, since October 5, 2009. OIL was listed on the BSE and DSE and was suspended from trading on the BSE by order dated December 21, 2004 for non compliance with Clause 51 of the Listing Agreement. The said order was subsequently revoked by a letter dated November 22, 2006 by the BSE.

Dr. Sunita Naidoo, aged 45 years, is appointed as non-executive Director of our Company since June 25, 2008. She has been practicing in the United Kingdom for the past 15 years. She holds a bachelor's degree in of dental surgery and is a member of the British Orthodontic Society. Dr. Naidoo specializes in orthodontics. She has helped to set up and run a reputable practice at Clapham, Bedford seven years ago. Dr. Sunita Naidoo is an entrepreneur and one of the founding partners at De-ientes, a dental practice that she established in Bedford, UK. This is one of two dental practices that she has successfully established in the Bedfordshire area, the first being at Clapham.

Dr. Ranjit Roy Chaudhury, aged 80 years, is appointed as a non-executive Director of our Company as on February 4, 2011. He holds a bachelors' degree in medical science from Prince of Wales Medical College, Patna and a Doctorate from Oxford University. He was the first Indian doctor to be awarded the Rhodes scholarship. He served at the All India Institute of Medical Sciences as an Assistant Professor of Pharmacology from 1958 till 1960, the Ciba Research Centre, Bombay as Professor and the Department of Pharmacology at the Postgraduate Institute of Medical Education and Research, Chandigarh as its Head in 1964. At the said institute, he started the DM Course in Clinical Pharmacology in India. Dr. Roy Chaudhury was the Dean of the Institute and retired as Acting Director in 1980 to join the World Health Organization. He served WHO in senior positions at WHO Headquarters, Geneva, at the Regional Office at Alexandria Egypt and in Rangoon, Burma as Head of Mission and at Chulalongkorn University, Bangkok.

Dr. Roy Chaudhury served as the Emeritus Scientist at the National Institute of Immunology, New Delhi till 2005. He founded the Delhi Society for Promotion of Rational Use of Drugs for better use of medicines throughout India. He was also appointed as Founder President of the Delhi Medical Council and set up the Council in Delhi. He was also Chairman of the Sub-Commission in Macroeconomics and Health and a member of the same Commision set up by the Government of India. Dr. Roy Chaudhury also chaired the Committee on Postgraduate Medical Education in India set up by the Ministry of Health and Family Welfare. He was Chairman of the Board of Trustees of the International Clinical Epidemiological Network for two terms from 1996 to 2006 and remains a member of the said Board.

Professor Roy Chaudhury has written over 275 research papers in the area of reproductive pharmacology, rational use of medicines, clinical pharmacology and medicinal plants. He has written fifteen books including a well read book "Herbal Medicines in Asia" published by the World Health Organization.

Dr. Roy Chaudhury is currently a member of the governing bodies of the Postgraduate Institute of Medical Education and Research, Chandigarh, the Population Foundation of India, Delhi, the Indraprastha Institute of Information Technology, Delhi and the Foundation for Revitalization of Local Health Traditions, Bangalore. He is also the UNESCO Professor in Rational Use of Drugs at Chulalongkorn University, Bangkok and Chairman of the Task Force for Research at the Apollo Hospitals. He is also closely connected with the WHO Regional Office, New Delhi in many of its programmes. He is also the National Professor in Pharmacology of National Academy of Medical Sciences, Member - Board of Governors - Medical Council of India and the Member – Central Council for Health and Family Welfare.

Dr. Roy Chaudhury has received, among others, the Dr. B. C. Roy Award, the Shanti Swaroop Bhatnagar Award, the Unichem Award, the Chulalongkorn University Award and several others. He has been awarded with the Honorary Fellowship of the Royal College of Physicians of Edinburgh University and an Honorary Doctorate of Science from Chulalongkorn University, Bangkok. He has been bestowed the 'Delhi Ki Gaurav' title by the Government of Delhi and the 'Padma Shree' by the President of India.

Dr. Robert Clayton McGuiness, aged 59 years, was appointed as the non- executive of our company on February 4, 2011. He holds a Ph.D in chemistry from Glasgow University. He has been chief executive of Serco Africa, the Middle East, Asia and Australia (AMEAA) since January 2010, having overseen the creation of this new division from the merger of Serco's existing businesses in India, Australia, Hong Kong, the Middle East and Africa. He is a member of the group executive committee, a sub-committee of the main board and is based in Gurgaon - India. As chief executive of Serco AMEAA, Dr. McGuiness is responsible for the growth of Serco's business across the region, covering market sectors as diverse as transport, defence, health, education, justice, civil government and nuclear power. Prior to this role, Dr. McGuiness was chief executive - Serco Defence, Science and Technology, and for Serco Germany. He also assisted Serco in enabling government science through the management and operation of the UK Atomic Weapons Establishment (together with joint venture partners Lockheed Martin and Jacobs) and the National Physical Laboratory (NPL). Dr. McGuiness joined Serco in 2000 as managing director of NPL Management Limited, where he completed the change programme to transfer NPL from a government-operated laboratory to a government-owned, contractor-operated (GOCO) organisation. He led the rebid to run NPL in 2003, securing a further 10 year contract with the DTI, and now with the Department for Business, Innovation and Skills. Dr. McGuiness was appointed chief executive, Serco Science at the beginning of 2002 where, in addition to NPL, he assumed responsibility for Serco's safety and assurance business and for Serco governance of the AWE Management Limited joint venture. At this time, Dr. McGuiness also became a member of the Serco Global Management Board. Prior to joining Serco, Dr. McGuiness was chief executive of ICI Autocolor, ICI's global car paints business, and was a member of the ICI Paints Executive. He has held a number of senior executive roles in ICI companies in the UK, USA and Germany.

Mr. Sandeep Laumas, aged 42 years, was appointed as the non- executive director of our company on February 4, 2011. He had received his A.B. in chemistry from Cornell University in 1990, master's in medicine from Albany Medical College in 1995 and completed his medical internship from the Yale University School of Medicine in 1996. From 2003-07, he was a managing director at North Sound Capital, an investment fund headquartered in Greenwich, Connecticut. In 2008, Mr. Laumas founded Bearing Circle Capital (Old Greenwich, Connecticut, USA) a global healthcare-focused investment firm. At North Sound, he was responsible for the global healthcare investment portfolio, working with a team of in-house analysts and multiple consultants. Over the past decade, Mr. Laumas has invested in more than 150 healthcare companies across all major geographies. During the course of his investing and research career, he has followed more than 350 healthcare companies globally. Mr. Laumas started his career at Goldman Sachs in 1996 in the Healthcare Investment Banking Division working on mergers and acquisitions and corporate finance transactions and then transitioned to the Healthcare Equity Research Division within the firm. He left Goldman Sachs and transitioned to the buy side at Balyasny Asset Management in 2001. He brings global healthcare experience from over a decade of investing and research in companies from the developed markets, US, Europe, North Asia to emerging economies, SE Asia, Latin America, MENA/Africa and CEE/CIS/Russia. His investment experience spans all sectors of healthcare including pharmaceuticals, biotechnology, medical technology/diagnostics, providers, and managed care.

Past Directorship in Listed Companies

Other than as mentioned above, we confirm that none of our Directors is or was a director of any listed company during the last five years preceding the date of filing of this Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on the BSE or NSE or any other recognised stock exchange in India, during the term of their directorship in any such company. Further, except as stated in this section, none of our Directors is or was a director in any listed company which has been delisted from any stock exchange in India during the term of their directorship in such company.

Remuneration details of our Directors:

a. Remuneration details of our executive Directors:

Dr. Sanjeev K. Chaudhry was appointed as an executive Director and Chief Executive Officer of our Company as on February 7, 2011. The basic salary payable to him is ₹ 125,000 per month. The details of remuneration payable to him include the following:

Particulars	Remuneration
Monthly Components	
Basic Salary	₹ 125,000
House Rental Allowance	₹ 62,500
Driver Salary Reimbursement	₹ 10,000
Car Running and Maintenance	₹ 40,000
Annual Total (A)	**₹ 2,850,000**
Annual Components	
Leave Travel Allowance	₹ 100,000
Medical Reimbursement	₹ 15,000
Sub-total (B)	₹ 115,000
Grand Total (A+B)	**₹ 2,965,000**

b. Remuneration details of our non-executive Directors:

Apart from a sitting fee of ₹ 20,000 paid for attending the meeting of our Board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses, if any, payable to them under our Articles, our non-executive Directors do not receive any other remuneration from our Company. The sitting fee for our Directors has been fixed pursuant to a Board resolution dated February 7, 2011.

Contingent and Deferred Compensation payable to Directors

There is no contingent or deferred compensation which has accrued to any of the directors of the Company for this year.

Shareholding of Directors in our Company

For details of shareholding of our Directors in our Company, see the section titled "*Capital Structure*" on page 24. None of our Directors are required to hold any qualification shares under our Articles.

Relationships between Directors

Except Mr. Malvinder Mohan Singh and Mr. Shivinder Mohan Singh who are brothers and Mr. Harpal Singh, who is the father-in-law of Mr. Malvinder Mohan Singh, no other Directors of our Company are related to each other.

Details of Service Contracts

Except as otherwise provided in this section, there are no service contracts entered into with any Directors for provision of benefits or payments of any amount upon termination of employment.

Interest of Directors

All of the Directors may be deemed to be interested to the extent of any fees payable, if any, to them for attending meetings of the Board or a committee thereof and to the extent of other remuneration and reimbursement of expenses payable to them under the Articles of Association, and remuneration paid to them for services rendered as an officer or employee of our Company. Other than as disclosed in this Draft Red Herring Prospectus, none of the Directors are entitled to receive remuneration from the Company.

The Directors may also be regarded as interested in the Equity Shares, if any, held by them, any options granted to them under the ESOP scheme, any Equity Shares that may be subscribed by or allotted to the companies, firms and trusts, in which they are interested as directors, members, partners, trustees and promoters, pursuant to the Issue or any equity shares held by them in any Subsidiary.

All of the Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the Equity Shares. Except as disclosed in the section titled "*Financial Information*" on page F-1, the Directors do not have any interest in any property acquired by the Company or its Subsidiaries within two years of the date of filing of this Draft Red Herring Prospectus.

Changes in our Board during the last three years

Name	Date of Appointment	Date of Cessation	Reason
Mr. Baldev Singh Johal	July 9, 2007	June 25, 2008	Resignation
Ms. Sunita Naidoo	June 25, 2008	-	Appointment
Dr. Avinash Achyut Phadke	August 20, 2010	February 3, 2011	Resignation
Dr. Bhavin Govindji Jankharia	August 20, 2010	February 3, 2011	Resignation
Dr. Sanjeev K. Chaudhry	February 4, 2011	-	Appointment
Dr. Amit Varma	February 4, 2011	-	Appointment
Mr. Brian Tempest	February 4, 2011	-	Appointment
Dr. P. S. Joshi	February 4, 2011	-	Appointment
Dr. Ranjit Roy Chaudhury	February 4, 2011	-	Appointment
Dr. Robert Clayton McGuiness	February 4, 2011	-	Appointment
Mr. Sandeep Laumas	February 4, 2011	-	Appointment

Corporate Governance

The provisions of the listing agreement to be entered into with the Stock Exchanges with respect to corporate governance and the SEBI Regulations in respect of corporate governance will be applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchanges. Our Company has complied with the corporate governance code in accordance with Clause 49 of such listing agreement, particularly, in relation to appointment of independent Directors to our Board and constitution of the audit committee, the shareholders and investors grievance committee and the remuneration committee. Our Board functions either as a full board of directors or through various committees constituted to oversee specific operational areas. Our Company undertakes to take all necessary steps to continue to comply with all the requirements of Clause 49 of the listing agreement to be entered into with the Stock Exchanges.

Currently our Board has 12 Directors, of which the Chairman of the Board is a non-Executive Director, and in compliance with the requirements of Clause 49 of the listing agreement, our Company has one executive Director and 11 non-executive Directors, on our Board, of whom 6 are independent Directors.

In terms of the Clause 49 of the listing agreement, our Company has constituted the following committees:

(a) Audit Committee;
(b) Shareholders and Investors Grievance Committee; and
(c) Remuneration Committee.

Further, we have the following committees:

(a) IPO Committee; and
(b) ESOP Committee.

Audit Committee

The audit committee ("**Audit Committee**") of our Company was constituted on January 5, 2001 as per the requirements of Section 292A of the Companies Act and was re-constituted as per the requirements under the Listing Agreement by our Directors at their Board meeting held on February 4, 2011. The Audit Committee currently comprises of:

Name of the Directors	Designation
Mr. Sandeep Laumas	Chairman
Dr. Amit Varma	Member
Dr. Robert Clayton McGuiness	Member
Dr. P. S. Joshi	Member

The Company Secretary of our Company is the secretary to the Audit Committee.

Scope and terms of reference: The Audit Committee would perform the following functions with regard to accounts and financial management:

1. Oversight of our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending to the Board, the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
    - Matters required to be included in the 'Director's Responsibility Statement' to be included in the Board's report in terms of clause (2AA) of Section 217 of the Companies Act;
    - Changes, if any, in accounting policies and practices and reasons for the same;
    - Major accounting entries involving estimates based on the exercise of judgment by management;
    - Significant adjustments made in the financial statements arising out of audit findings;
    - Compliance with listing and other legal requirements relating to financial statements
    - Disclosure of any related party transactions; and
    - Qualifications in the draft audit report.

5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

7. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
9. Discussion with internal auditors any significant findings and follow up there on;
10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
13. Reviewing our Company's financial and risk management policies; and
14. To monitor the utilisation of funds to be raised pursuant to the Issue.

Shareholders and Investors Grievance Committee

The shareholders and investors grievance committee ("**Shareholders and Investors Grievance Committee**") was constituted as per the requirements under the Listing Agreement by our Directors at their Board meeting held on February 4, 2011. This committee is responsible for the smooth functioning of the share transfer process as well as redressal of shareholder grievance. The Shareholders and Investors Grievance Committee consist of:

Name of the Directors	Designation
Dr. Amit Varma	Chairman
Dr. Sanjeev K. Chaudhry	Member
Dr. Ranjit Roy Chaudhury	Member

The Company Secretary of our Company is the secretary to the Investor Grievance Committee.

Scope and terms of reference: The matters over which the Shareholders and Investors Grievance Committee shall have jurisdiction are:

1. to approve the request for transfer, transmission, etc. of shares;
2. to approve the dematerialization of shares and rematerialisation of shares;
3. to consider and approve, split, consolidation and issuance of duplicate shares; and
4. to review from time to time overall working of the secretarial department of our Company relating to the shares of our Company and functioning of the share transfer agent and other related matters.

Remuneration Committee

The remuneration committee ("**Remuneration Committee**") was constituted as per the requirements under the Listing Agreement by our Directors at their Board meeting held on February 4, 2011. The Remuneration Committee currently consists of:

Name of the Directors	Designation
Mr. Sunil Godhwani	Chairman
Dr. Sunita Naidoo	Member
Mr. Brian Tempest	Member
Dr. P. S. Joshi	Member

The Company Secretary of our Company is the secretary to the Remuneration Committee.

Scope and terms of reference:

1. To fix and finalise remuneration including salary, perquisites, benefits, bonuses, allowances, etc.;
2. Fixed and performance linked incentives along with the performance criteria;
3. Increments and promotions;
4. Service contracts, notice period, severance fees;
5. Ex-gratia payments; and

6. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by the Remuneration Committee.

IPO Committee

The IPO committee ("**IPO Committee**") was constituted by the Directors at Board meeting held on February 7, 2011. The IPO Committee comprises:

Name of the Directors	Designation
Dr. Amit Varma	Chairman
Dr. Sanjeev K. Chaudhry	Member
Dr. P. S. Joshi	Member

The Company Secretary of our Company is the secretary to the IPO Committee.

Scope and terms of reference: The committee shall have powers to:

1. To decide all matters relating to initial public offering and allotment of shares of our Company in consultation with the stock exchanges concerned and SEBI and also for issue of share certificates in accordance with the relevant rules and regulations;
2. To obtain outside legal or other professional advice including under rule 144 A of the Securities Act;
3. To secure the attendance of outsiders with relevant expertise, if it considers necessary;
4. To decide on the timing, pricing and all the terms and conditions of the issue of the shares for the public issue, including the price, and to accept any amendments, modifications, variations or alterations thereto;
5. To appoint and enter into arrangements with the book running lead managers, underwriters, syndicate members, brokers, escrow collection bankers, registrars, legal advisors and any other agencies or persons or intermediaries to the public issue and to negotiate and finalise the terms of their appointment, including but not limited to execution of the book running lead managers mandate letter, negotiation, finalisation and execution of the memorandum of understanding with the book running lead managers etc;
6. To alter, modify and make corrections, alterations as suggested and discussed with the book running lead managers and lawyers,SEBI, stock exchanges and other regulator if any in the draft red herring prospectus, the red herring prospectus, the final prospectus and to finalize, settle, execute and deliver or arrange the delivery of the, syndicate agreement, underwriting agreement, escrow agreement and all other documents, deeds, agreements and instruments as may be required or desirable in relation to the public issue;
7. To open account with the bankers to the public issue, such accounts as are required by the regulations issued by SEBI;
8. To do all such acts, deeds, matters and things and execute all such other documents, etc. as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, finalise the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of share certificates in accordance with the relevant rules;
9. To do all such acts, deeds and things as may be required to dematerialize the equity shares of the company and to sign agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) Limited and such other agencies, authorities or bodies as may be required in this connection;
10. To make applications for listing of the shares in one or more stock exchange(s) for listing of the equity shares of our Company and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchange(s); and
11. To settle all questions, difficulties or doubts that may arise in regard to such issues or allotment as it may, in its absolute discretion deem fit.

ESOP Committee

The ESOP committee ("**ESOP Committee**") was constituted by the Directors at Board meeting held on February 4, 2011. The ESOP Committee comprises:

Name of the Directors	Designation
Dr. Amit Varma	Chairman

Name of the Directors	Designation
Mr. Brian Tempest	Member
Mr. Sandeep Laumas	Member
Dr. P. S. Joshi	Member

The Company Secretary of the Company is the secretary to the ESOP Committee.

Scope and terms of reference: The committee shall have powers determine the following including but not limited to the administration and superintendence of the ESOP:

(a) The eligibility criteria;
(b) The quantum of options to be granted under the ESOP per employee and in aggregate;
(c) prescribe the vesting period and vesting criteria;
(d) the exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;
(e) the right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
(f) the conditions under which option vested in employees may lapse including in case of termination of employment for material breach of our Company's policies;
(g) the specified time period within which the employee shall exercise the vested options in the event of termination or resignation of an employee;
(h) the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issue, bonus issue, merger, sale of division and others;
(i) the grant, vest and exercise of option in case of employees who are on long leave;
(j) the procedure for cashless exercise of options;
(k) establish, amend, suspend or waive such rules and regulations as it shall deem appropriate for the proper administration of the ESOP;
(l) interpret any matter with respect to, connected with, arising out of or in relation to the ESOP, the award confirmation and the vesting confirmation;
(m) appoint such agents as it shall deem necessary for the proper administration of the ESOP;
(n) determine or impose other conditions to the grant or exercise of options under the ESOP, as it may deem appropriate;
(o) make any other determination and take any other action that the ESOP Committee deems necessary or desirable for the administration of the ESOP;
(p) frame suitable policies and systems to ensure that there is no violation of:

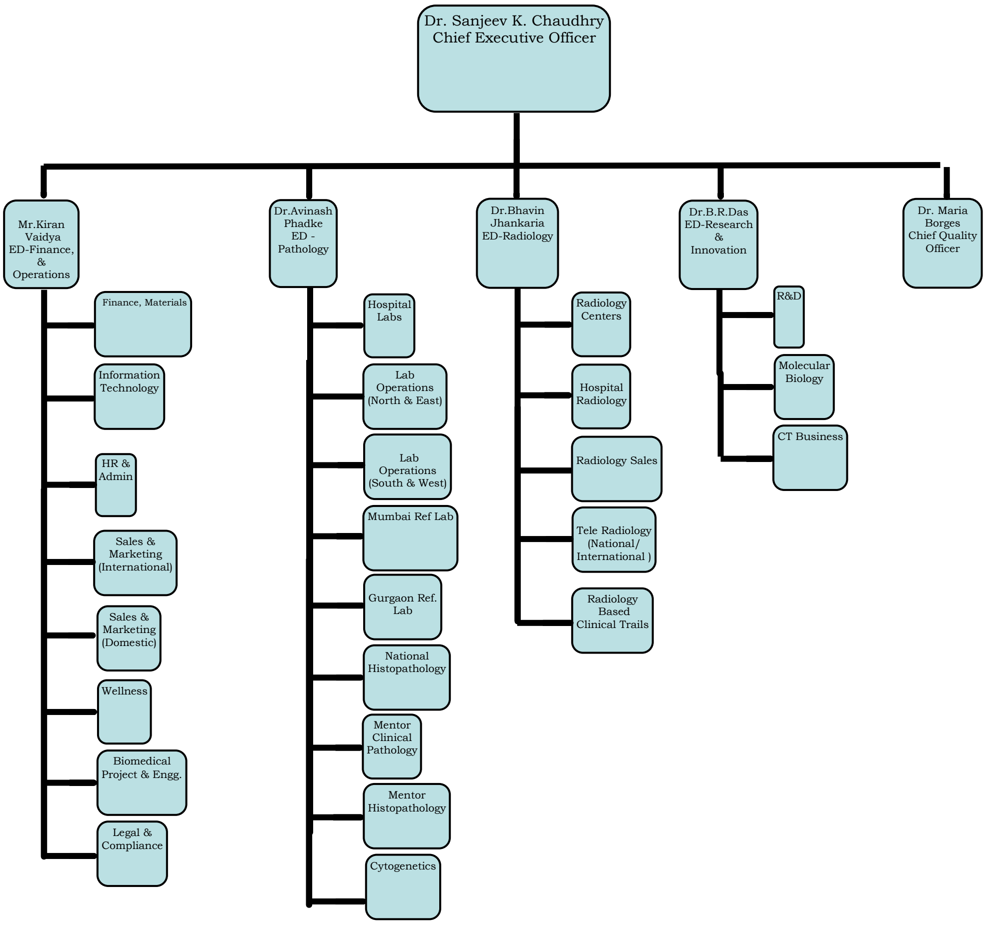
    i. Securities and Exchange Board of India (Insider Trading) Regulations, 1992; and
    ii. Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 1995; by any employee.

(q) Approve forms, writings and/or agreements for use in pursuance of the ESOP.

Borrowing Powers of the Directors in our Company

Pursuant to an ordinary resolution of the shareholders of our Company passed in the EGM dated August 4, 2010, our Board has been authorized to borrow sums of money, which together with the sums already borrowed by the Company may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount so borrowed by our Company shall not exceed, at any time, a sum of ₹ 6,000 million. This total amount does not include temporary loans obtained or to be obtained in the ordinary course of business.

Management Organisational Structure



Key Management Personnel

All our Key Management Personnel are permanent employees of our Company, except Mr. Kiran Vaidya, who is on deputation from Religare Enterprises Limited and Dr. Avinash Phadke and Dr. Bhavin Jankharia who are on the payroll of PDSPL. The details of our Key Management Personnel as of the date of this Draft Red Herring Prospectus are as follows:

Our Company

Mr Kiran Vaidya, is the Executive Director - Finance & Operations of our Company on deputation basis from Religare Enterprises Limited, with effect from August 1, 2010. A rank holder from Bangalore University, he completed his Cost Accounting from the Institute of Cost and Works Accountants in 1986. Mr. Vaidya specializes in analyzing and resolving corporate issues pertaining to mergers and acquisitions. He was involved in REL's acquisition of Hichens, Harrison & Co. Plc. (presently known as Religare Hichens, Harrison Plc.), believed to be one of the oldest firms of stockbrokers in the City of London. He has been spearheading the Religare group's initiatives in the mergers and acquisition domain and has been involved in developing strategies and business plans for the group's aspirations on the inorganic growth front. Mr. Vaidya holds more than two decades of experience in varied fields of fund management, financial accounting, management accounting, lease and hire purchase and investment banking in sectors like finance, manufacturing and pharma. He has been with the Religare group for the past six years. As he has been appointed on a deputation basis to our Company on August 1, 2010, no remuneration was paid to him by our Company in the last fiscal.

Dr. B.R. Das, aged 51 years has been working as the Executive Director of Research and Innovation at Super Religare Laboratories Limited, Mumbai. He has been associated with us since February 10, 2001. Apart from R&D, he also acts as the mentor of the molecular diagnostics section and the clinical research services at our Company. He holds a master's degree in Biochemistry and a Ph. D degree from Banaras Hindu University, Varanasi. He has varied business experience of over 26 years. He has worked as a Professor in Medical Biotechnology for nearly 25 years and has published more than 80 research papers in several reputed international journals. Nearly 10 Ph. D students have completed their research work in the field of clinical research under his guidance. Thus, he is a recognized guide of Utkal University, Bhubaneswar and Mumbai University, Mumbai. His research work has been highly acclaimed in India and abroad for which he has been honored with several prestigious awards such as the Best Young Scientist Award given by Indian National Science Academy (INSA), Indian Science Congress Association (ISCA) Young Scientist Award, MP Young Scientist Award, KI Memorial Award for promotion of Medicine Research in Japan, Samanta Chandrasekar Award from Orissa Bigyan Academy. He has also worked as a visiting scientist in Case Western Reserve University Hospital, Cleveland, USA, and Kyoto Medical School, Kyoto, Japan. Recently, he has been nominated as the International Working Group representative of Association of Molecular Pathology (AMP), USA. He acts as a member of the Scientific Research Council (SRC) of Institute of Genomics & Integrative Biology (IGIB) CSIR, Government of India,. He is also a visiting professor of biotechnology in St. Xavier's College, Mumbai. He is also a member of the Board of Advisors of KIIT School of Biotechnology and Member of the Board of KIIT Technology Business Incubator. His remuneration for the last fiscal was ₹ 5.88 million.

Mr. Saurabh Chadha, aged 49 years, is the Chief Financial Officer since August 7, 2006. He is a qualified Chartered Accountant with over 23 years of experience in finance, accounts, budgeting, MIS, working capital management, internal controls, financial planning, portfolio management, compliances and providing leadership to a team of professionals in finance. He is a fellow member of the Institute of Chartered Accountants of India and has cleared Level – I of CFA examination from the CFA Institute, USA and also holds a National Stock Exchange Certifications for expertise in the financial markets. He has done B.Sc. (Hons) Chemistry from Delhi University. Mr. Chadha is a key top management functionary who has participated and advised our Company in all strategic initiatives of expansion, growth, funding and financial management. He also has exposure in joint ventures, merger and acquisitions and other financial arrangements. Prior to joining our Company, he was Director - Finance and Investments of Ebrahim Abdul Aal Group of Companies W.L.L. for a period of 12 years. Prior to that he was working with Modi Ollivetti Limited (1991 to 1993) and PriceWaterhouse (1990-1991). During his career, he has been involved in controlling the operations of retail, contracting, service and investment industries as well as analyzing financial statements, market trends and economic scenario. His remuneration for the last fiscal was ₹ 3.84 million.

Mr. Radhakrishna Pillai, aged 44 years, is the Chief Information Officer of our Company and working with us since January 19, 1998. He is responsible for all strategic decisions pertaining to IT interventions aimed at process improvements at our Company. Mr. Radhakrishna Pillai has acquired over 20 years of technical and managerial experience solving business problems with information system technology solutions by process improvements and innovations. Mr. Pillai has been recognized and felicitated in various national and international forums for IT professionals. A key thought leader in the CIO fraternity for enterprise technology and also key member in the governing body of CIO KLUB, India. He was also recognized in CIO powerlist by 'CIO Decision' in the year 2008. Mr. Radhakrishna Pillai is a Graduate in Statistics from Kerala University with Diploma in computer science, diploma in marketing management from Institute of Management & Personal Studies, Mumbai.His remuneration for the last fiscal was ₹ 4.44 million.

Dr. Maria Borges, aged 42 years, is the Chief Quality Officer of our Company and has been associated with us since November 22, 2000. Her core responsibilities include implementation and maintenance of quality systems at all our locations. Under her leadership, SRL has achieved many firsts in the country with regard to achieving quality standards. For instance, the Central Reference Laboratory at Mumbai was the first in the country to be accredited by the NABL and the CAP. She also plays an integral role in our clinical research services with regard to compliance with United States Food and Drug Administration, European and UK standards. Dr. Borges has a graduation and post graduation in Microbiology and was a University First rank holder at the B.Sc (Bachelors of Science) and M.Sc (Masters of Science) examinations of Bombay University. She then completed her Ph.D (Doctorate) in Applied Biology (1994) from the Cancer Research Institute and then worked as a post doctoral fellow. She has also done several courses in Quality Management and is an Empanelled Lead Assessor of the NABL, NABL Accreditation Committee Member and a CAP Auditor. Her remuneration for the last fiscal was ₹ 2.49 million.

Mr. Neeraj Goel, aged 42 years, is the Director - Human Resources of our Company since September 7, 2005. He is responsible for driving HR strategy & operations for the company. His other core responsibilities include talent acquisition, performance management, capability development through trainings, supporting expansions and cultural transformation for the organization. Mr. Goel obtained an MBA degree in Human Resource from the University Business School, Punjab University, Chandigarh. Neeraj Goel has 19 years of experience in diverse industries ranging from pharmaceuticals, telecom services, IT and consumer durables. His last assignment was with Samsung India Electronics Limited, where he served in the capacity of Division HR head for four and half years. Prior to that, he worked with Essar Telcom, Morepen Laboratories and Alpha Drug (Indian subsidiary of DSM-Andeno, a Dutch multinational). He brings expertise in the areas of organization capability development, change management, human resources planning and development, performance management, career planning, and cultural transformation having exposure to all these facets of human resource in previous organizations. His remuneration for the last fiscal was ₹ 4.14 million.

Mr. Vinay Batra, aged 49 years, is the Director - Global Sales & Marketing in our Company and working with us since May 2, 2001. He has 27 years experience in Diagnostic, Pharmaceuticals, OTC and consumer products. Working with the organization for almost 10 years, Mr. Batra has contributed in expanding network and brand equity of SRL. Presently he is responsible for developing company business in the international market. Prior to joining our Company, he has worked with several reputed organizations, Jubiliant Organsys (formerly known as Vam Organic Chemical Ltd,), Dabur India Ltd, Ranbaxy and Pharmaceutical division of Johnson & Johnson Ltd. Mr. Vinay has obtained a Master Degree in Science from H.A.U. Hissar; along with MBA in Marketing from M.D. University Rohtak. His remuneration for the last fiscal was ₹ 4.21 million.

Mr. Mohd. Arshad Suhail Siddiqui, aged 37 years, is the Director - Sales & Marketing, since August 16, 2010. He is responsible for the domestic sales, product management, marketing and retail and channel management of our Company. Mr. Siddiqui is a Post Graduate Diploma in Business Management from Institute of Management & Technology, Ghaziabad and a Commerce graduate from Jamia Milia Islamia University. He has an experience of over 13 years in the areas of Marketing, Sales & Distribution, Strategic Planning and Business Development. Prior to joining us he served as Chief Marketing Officer with Hamdard Laboratories, New Delhi. In Hamdard, he has been widely credited for restructuring sales & distribution channel & rejuvenating Hamdard brand of products which led to a double digit growth in the top and bottom lines for the company. Mr. Siddiqui has also been associated with some of the leading Fast Moving Consumer Goods and healthcare players like Balasara, Smithkline Beecham, Amway, Dr. Morpen Limited and ITC in various capacities. Since Mr. Siddiqui joined our Company on August 16, 2010, no remuneration was paid to him in the last fiscal.

Dr. Leena Chatterjee, aged 48 years, holds the position of General Manager – Wellness Business for our company and has been working with us since July 26, 2001. In her role, she has the dual responsibility of establishing the Medical protocols as well as driving the business for this segment. The Medical profile includes preparing Standard Operating procedures and developing of content for all of SRLs existing as well as potential Corporate and Wellness customers. In her business development role she has the responsibility of tapping newer markets and pushing established clients to further SRLs business in this segment. Dr. Leena has served the country's defence forces for 5 years as a short term commission officer and thereafter has a rich experience of 16 years in the area of Pathology and Wellness operations. Dr. Leena obtained her MBBS degree from Armed Forces Medical College, Pune and has done her MD in Pathology from R and R hospital, Delhi University. Her remuneration for the last fiscal was ₹ 2.31 million.

PDSPL

Dr. Avinash Phadke, aged 56 years, is the executive director - pathology at our Company and is on the payroll of our subsidiary, PDSPL. He is responsible for the overall functioning of the pathology services of the Company including standalone laboratories, reference laboratories as well as hospital based laboratories. He holds a bachelor's degree in medicine (pathology) from Tata Memorial Hospital. He topped the batch and was awarded the certificate of special merit from Mumbai University. He also ranked first in the D.P.B. examination and was awarded the Dr. Salaskar gold medal for the same. Dr. Phadke regularly addresses and sits on panel lectures in national and international conferences. He has also published research articles in pathology journals. Prior to this, Dr. Phadke was the director and chief of pathology services at Piramal Diagnostics. He is also on the board of Prince Ali Khan Hospital and is an independent director on Talwalkar Better Value Fitness Limited. He has won awards from medical bodies like Indian Medical Association and Times Of India / Express group publications. He has been working as a pathologist for more than thirty years. Dr. Phadke's medical articles have been published in many magazines as well as national newspapers. His remuneration for the last fiscal was ₹ 4.43 million.

Dr. Bhavin Jankharia, is an executive director - radiology in SRL and associated with SRL since August 2010 and is on the payroll of PDSPL. He is an MD in Radiology from Mumbai University. He was earlier a Director-Technical in Piramal Diagnostics from January 01, 2007 till August 2010 and Consultant Radiologist in Jankharia Imaging from 1995 till 2007. He has worked in various capacities in Bombay Hospital, P D Hinduja National Hospital and studied at the University of California (San Diego), The Mayo Clinic and The Royal

Brompton Heart and Lung Institute in London. He runs a non-profit orgnanisation called Radiology Education Foundation (REF) for radiology education in India and is the Editor-In-Chief of the Indian Journal of Radiology and Imaging (IJRI). His remuneration for the last fiscal was ₹ 3.07 million.

Details of Service Contracts of our Key Management Personnel

There are no service contracts entered into by our key management personnel.

Contingent and Deferred Compensation payable to Key Management Personnel

There is no contingent or deferred compensation which has accrued to any of the key management personnel of the Company for this year.

Interest of Key Management Personnel

None of our Key Management Personnel have any interest in our Company other than to the extent of options granted under the ESOP, the remuneration or benefits to which they are entitled to as per their terms of appointment, dividends, if any, declared by our Company and reimbursement of expenses incurred by them during the ordinary course of business.

Shareholding of the Key Management Personnel

None of our Key Management Personnel hold Equity Shares as on the date of the DRHP except under the ESOP. For further details, please refer to the section titled "*Capital Structure - Employee stock option scheme*" on page 30.

Changes in our Key Management Personnel

The changes in our Key Management Personnel during the last three years are as follows:

Name	Date of Appointment	Date of Cessation	Reason
Dr. Avinash Phadke*	February 3, 2011	-	Appointment
Dr. Bhavin Jankharia*	February 3, 2011	-	Appointment
Dr. Ashok Rattan	July 1, 2007	July 1, 2009	Transferred to FCRL
Mr. Ashish Ahuja	December 19, 2005	May 31, 2010	Transferred to REL
Dr. Amar Dasgupta	November 26, 2004	December 31, 2009	Transferred to SRLFL
Mr. Ravi Desai	June 11, 1998	November 29, 2007	Resignation
Dr. Sanjeev K Chaudhry	December 1, 2006	-	Appointed as Director
Mr. Kiran Vaidya	August 1, 2010	-	Deputed to our Company
Mr. Mohd. Arshad Suhail Siddiqui	August 16, 2010	-	Appointment

**Resigned from the directorship of our Company. Company has declared them as a Key Management Personnel and they are on the payroll of our subsidiary, PDSPL*

Bonus or Profit Sharing Plan for the Key Management Personnel and Directors

There is no separate bonus or profit sharing plan for our Directors or Key Management Personnel.

Scheme of Employee Stock Option or Employee Stock Purchase

For details of Employee Stock Option Scheme in our Company, see the section titled "*Capital Structure – Employee stock option scheme*" on page 30.

Payment of Benefit to Officers of our Company (Non-Salary Related)

No amount or benefit has been paid or given to any officer of our Company within the two preceding years from the date of filing of this Draft Red Herring Prospectus or is intended to be paid, other than in the ordinary course of their employment.

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 such officer's employment in our Company or superannuation.

None of the beneficiaries of loans, and advances and sundry debtors are related to the Directors of our Company.

Loans taken by Directors / Key Management Personnel

None of our Key Management Personnel or Directors have taken any loan from our Company.

Arrangements and Understanding with Major Shareholders

None of our Key Management Personnel or Directors have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

Nature of Family Relationship between the Key Management Personnel

There is no family relationship between the key management personnel.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

Individuals Promoters of our Company are as follows:

1. Mr. Malvinder Mohan Singh; and
2. Mr. Shivinder Mohan Singh.

For details of the build-up of our Promoters' shareholding in our Company, see the section titled "*Capital Structure – Notes to Capital Structure*" on page 25.

The details of our Promoters who are individuals are as follows:

Identification Particulars	Details
PAN	AABPS2552G
Passport No.	Z-1877796
Voter ID Number	SJE1397249
Driving License Number	P02052006139359
Bank Account Number	525-1-007884-9 (Sansad Marg Branch, New Delhi, Standard Chartered Bank)

Mr. Malvinder Mohan Singh, aged 38 years is on our Board. For further details, see the section titled "*Our Management*" on page 109.

Identification Particulars	Details
PAN	AAKPS4318M
Passport No.	G3095148
Voter ID Number	SJE0547125
Driving License Number	93081197NDDUP
Bank Account Number	525-1-008277-3 (Sansad Marg Branch, New Delhi, Standard Chartered Bank)

Mr. Shivinder Mohan Singh, aged 35 years is on our Board. For further details, see the section titled "*Our Management*" on page 109.

The details of our Promoters, which are companies, are as follows:

1. **Oscar Investments Limited** ("**OIL**")

OIL was incorporated on January 25, 1978 under the Companies Act. Its CIN No. is L65999DL1978PLC099476. OIL received its certificate of commencement of business on May 19, 1978. Its registered office is situated at 55, Hanuman Road, Connaught Place, New Delhi – 110 001, India. OIL is an investment company and is engaged in the business of investing, acquiring, holding, selling, buying or otherwise dealing in securities. OIL received its approval for registration as an NBFC with the RBI (Reg. No. B-14.01958) on September 7, 2000.

The equity shares of OIL are listed on the BSE and DSE and it has not made any public or rights issue in the preceding three years.

It has not become a sick company nor is it subject to a winding-up order or petition under the laws of India. It does not have negative Net Worth.

None of the objects of the previous public issue of OIL relate, directly or indirectly, to the 'Objects of the Issue' of our Company.

Board of Directors

The board of directors of OIL comprises of:

1. Mr. Malvinder Mohan Singh
2. Mr. Shivinder Mohan Singh
3. Mrs. Japna Malvinder Singh
4. Mrs. Aditi Shivinder Singh
5. Mr. Anuj Chowdhry
6. Dr. P. S. Joshi

Financial Performance

The financial performance of OIL for Fiscals 2010, 2009 and 2008 (as derived from the audited financial results) are set forth below:

(In ₹ million, except per share data)

	Fiscal 2010	Fiscal 2009	Fiscal 2008
Sales and other income	68.68	1108.99	42.05
Profit/ (Loss) after tax	50.79	952.68	12.86
Equity capital	17.28	17.28	17.28
Reserves and Surplus (excluding revaluation reserves) (1)	1,325.76	1,274.96	322.28
Earnings/ (Loss) per share (basic)	29.39	551.30	7.44
Earnings/ (Loss) per share (diluted) (2)	29.39	551.30	7.44
Net asset value per share (2)	777.19	747.80	196.50

(1) Net of miscellaneous expenditure not written off.
(2) Face value of each equity share is ₹ 10.

Shareholding Pattern

Set forth below is the shareholding pattern of OIL as on December 31, 2010.

Category code	Category of Shareholder	Number of Shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of(A+B)[1]	As a percentage of (A+B+C)	No. of Shares	As a percentage (ix) = (viii)/(iv) * 100
(i)	**(ii)**	**(iii)**	**(iv)**	**(v)**	**(vi)**	**(vii)**	**(viii)**	**(ix)**
(A)	**Shareholding of Promoter and Promoter Group[2]**							
(1)	**Indian**							
(a)	Individuals/ Hindu Undivided Family	3	258,250	258,250	1.49	1.49	0	0.00
(b)	Central Government/ State Government(s)	0	0	0	0.00	0.00	0	0.00
(c)	Bodies Corporate	9	11,683,667	7,455,259	67.61	67.61	0	0.00
(d)	Financial Institutions/ Banks	0	0	0	0.00	0.00	0	0.00
(e)	Any Others(Specify)	0	0	0	0.00	0.00	0	0.00
(e-i)		0	0	0	0.00	0.00	0	0.00
(e-ii)		0	0	0	0.00	0.00	0	0.00
	Sub Total(A)(1)	**12**	**11,941,917**	**11,941,917**	**69.11**	**69.11**	0	0.00
(2)	**Foreign**							
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0		0.00	0.00	0	0.00
(b)	Bodies Corporate	0	0		0.00	0.00	0	0.00
(c)	Institutions	0	0		0.00	0.00	0	0.00
(d)	Any Others(Specify)	0	0		0.00	0.00	0	0.00
d-i		0	0		0.00	0.00	0	0.00
d-ii		0	0		0.00	0.00	0	0.00
	Sub Total(A)(2)	**0**	**0**	**0**	**0.00**	**0.00**	0	0.00
	Total Shareholding of Promoter and Promoter	**12**	**11,941,917**	**11,941,917**	**69.11**	**69.11**	0	0.00

	Group (A)= (A)(1)+(A)(2)							
(B)	**Public shareholding [3]**							
(1)	**Institutions**							
(a)	Mutual Funds/ UTI	0	0		0.00	0.00	0	0.00
(b)	Financial Institutions / Banks	0	0		0.00	0.00	0	0.00
(c)	Central Government/ State Government(s)	0	0		0.00	0.00	0	0.00
(d)	Venture Capital Funds	0	0		0.00	0.00	0	0.00
(e)	Insurance Companies	0	0		0.00	0.00	0	0.00
(f)	Foreign Institutional Investors	0	0		0.00	0.00	0	0.00
(g)	Foreign Venture Capital Investors	0	0		0.00	0.00	0	0.00
(h)	Any Other (specify)	0	0		0.00	0.00	0	0.00
	Sub-Total (B)(1)	**0**	**0**	**0**	**0.00**	**0.00**	0	0.00
B 2	**Non-institutions**							
(a)	Bodies Corporate	11	4,698,874	2,571,274	27.19	27.19	0	0.00
(b)	Individuals							
I	Individual shareholders holding nominal share capital up to ₹ 1 lakh	1,791	423,420	178,535	2.45	2.45	0	0.00
II	Individual shareholders holding nominal share capital in excess of ₹ 1 lakh.	2	216,409	50,488	1.25	1.25	0	0.00
(c)	Any Other (specify)	0	0	0				
	Sub-Total (B)(2)	**1,804**	**5,338,703**	**2,800,297**	**30.89**	**30.89**	**0**	**0**
(B)	**Total Public Shareholding (B)= (B)(1)+(B)(2)**	**1,804**	**5,338,703**	**2,800,297**	**30.89**	**30.89**	**0**	**0**
	TOTAL (A)+(B)	**1,816**	**17,280,620**	**14,742,214**	**100.00**	**100.00**	**0**	**0**
(C)	Shares held by Custodians and against which Depository Receipts have been issued	**0**	**0**	**0**	**0.00**	**0.00**	0	0.00
	GRAND TOTAL (A)+(B)+(C)	**1,816**	**17,280,620**	**14,742,214**	**100.00**	**100.00**	**0**	**0**

There has not been any change in the capital structure of OIL in the last six months.

Change in management of OIL

The change in control or management of OIL in the past three years is as below.

Name and Designation	Date of Appointment	Date of Cessation	Reason
Mr. V.K. Kaul (Director)	May 30, 1991	March 18, 2009	Resignation
Mr. V.M. Bhutani (Director)	May 30, 1991	October 5, 2009	Resignation
Mr. Anuj Chowdhry (Director)	March 18, 2009	--	Appointment
Dr. P.S. Joshi (Director)	October 5, 2009	--	Appointment

Details of Promoters of OIL

OIL is promoted by RHC Holding Private Limited, Malav Holdings Private Limited and Shivi Holdings Private Limited, which are ultimately promoted by Mr. Malvinder Mohan Singh and Mr. Shivinder Mohan Singh. For details of shareholding/ representation on the board of Mr. Malvinder Mohan Singh and Mr. Shivinder Mohan Singh in Malav Holdings Private Limited, Shivi Holdings Private Limited and RHC Holding Private Limited, see the section titled "*Our Promoters and Promoter Group*" and "*Our Group Companies*" and on pages 128 and 138, respectively. Further, see the section titled "*Our Management*" on page 109 for details of brief profiles of Mr. Malvinder Mohan Sign and Mr. Shivinder Mohan Singh..

2. Malav Holdings Private Limited ("MHPL")

MHPL was incorporated on December 14, 1981 under the Companies Act as an investment company under the name "Montari Containers Private Limited". Subsequently, on January 27, 2000, its name was changed to "Malav Holdings Private Limited". Its registered office is situated at 55, Hanuman Road, Connaught Place, New Delhi 110 001, India. MHPL was incorporated to conduct the business of buying, underwriting, leasing, investing in, acquiring or holding shares, stocks, debentures, bonds, obligations and securities of any kind issued or guaranteed by any company; dealing in shares, stock and debentures; and purchasing, taking on lease or in exchange or hire or otherwise acquiring and dealing in any movable or immovable property, patents, licenses, rights or privileges.

The equity shares of MHPL are not listed on any stock exchange and it has not made any public or rights issue since the date of its incorporation.

Board of Directors

The board of directors of MHPL comprises Mr. Malvinder Mohan Singh and Mrs. Japna Malvinder Singh.

Financial Performance

The financial performance of MHPL for Fiscal 2010, 2009 and 2008 (as derived from the audited financial results) is set forth below:

(₹ in million, unless otherwise stated)

	Fiscal 2010	**Fiscal 2009**	**Fiscal 2008**
Sales and other Income	0.38	1113.54	2.11
Profit/(Loss) after tax	(4.76)	848.19	(150.33)
Equity capital*	132.30	132.30	132.30
Reserves and surplus (excluding revaluation reserves)[(1)]	1,983.98	689.04	(162.10)
Earnings/(Loss) per share (basic) (₹)[(2)*]	(0.36)	64.11	(11.36)
Earnings/(Loss) per share (diluted) (₹)[(2)*]	(0.36)	64.11	(11.36)
Book value per share (₹)[(2)*]	159.96	62.08	(2.25)

* *Excludes the 3,903,100 10% non-cumulative redeemable non-voting preference shares of ₹10 each.*
(1) *Net of miscellaneous expenditure not written off.*
(2) *Face value of each equity share is ₹10.*

As on March 31, 2010, MHPL had a net worth of ₹ 2,116.28 million.

Shareholding Pattern

The shareholding pattern of MHPL as on January 31, 2011 is as follows:

S. No.	**Name of the Shareholder**	**Number of equity shares of ₹10 each**	**Percentage of equity capital (%)**
1.	Mr. Malvinder Mohan Singh jointly with Mrs. Japna Malvinder Singh	361,500	95.13
2.	Mr. Malvinder Mohan Singh	18,500	4.87
	Total	**380,000**	**100.00**

In addition, MHPL has issued 12,850,000 Class A non-voting equity shares of ₹10 each to RHC Holding (as of the date of this Draft Red Herring Prospectus) and 3,903,100 10% non-cumulative redeemable non-voting preference shares of ₹10 each to the following entities (as of the date of this Draft Red Herring Prospectus):

S. No.	**Name of the holder of the preference shares**	**Number of 10% non-cumulative redeemable non-voting preference shares of ₹10 each**
1.	Mr. Malvinder Mohan Singh	123,000
2.	Oscar Investments Limited	3,650,000
3.	RHC Holding	130,100

There has been no change in the capital structure of MHPL in the last six months.

Details of Promoters of MHPL

MHPL is directly or indirectly promoted by Mr. Malvinder Mohan Sign and Mr. Shivinder Mohan Singh. See the section titled "*Our Management*" on page 109 for details of brief profiles of Mr. Malvinder Mohan Sign and Mr. Shivinder Mohan Singh.

3. Shivi Holdings Private Limited ("SHPL")

SHPL was incorporated on April 28, 1984 under the Companies Act as an investment company under the name "Oscar Medical Enterprises Private Limited". Subsequently, on November 18, 1999, its name was changed to "Shivi Holdings Private Limited". Its registered office is situated at 55, Hanuman Road, Connaught Place, New Delhi 110 001, India. SHPL was incorporated to conduct the business of buying, underwriting, leasing, investing in, acquiring or holding shares, stocks, debentures, bonds, obligations and securities of any kind issued or guaranteed by any company; dealing in shares, stock and debentures; purchasing, taking on lease or in exchange or hire or otherwise acquiring and dealing in any movable or immovable property, patents, licenses, rights or privileges; and managing investment pools, mutual funds, syndicates in shares, stocks, securities finance and real estate.

The equity shares of SHPL are not listed on any stock exchange and it has not made any public or rights issue since the date of its incorporation.

Board of Directors

The board of directors of SHPL currently comprises Mr. Shivinder Mohan Singh and Mrs. Aditi Shivinder Singh

Financial Performance

The financial performance of SHPL for Fiscal 2008, 2009 and 2010 (as derived from the audited financial results) is set forth below:

(₹ in million, unless otherwise stated)

	Fiscal 2010	**Fiscal 2009**	**Fiscal 2008**
Sales and other Income	0.33	1.88	2.11
Profit/(Loss) after tax	(1.85)	(58.76)	(71.01)
Equity capital*	126.35	126.35	126.35
Reserves and surplus (excluding revaluation reserves)(1)	2,088.34	790.66	(86.06)
Earnings/(Loss) per share (basic) (₹)(2)	(0.15)	(4.65)	(5.62)
Earnings/(Loss) per share (diluted) (₹)(2)	(0.15)	(4.65)	(5.62)
Book value per share (₹)(2)	175.28	72.58	3.19

* *Excludes 5,362,000 12% non-cumulative redeemable preference shares (non-voting) of `10 each.*
(1) *Net of miscellaneous expenditure not written off.*
(2) *Face value of each equity share is `10.*

Shareholding Pattern

The shareholding pattern of SHPL as on January 31, 2011 was as follows:

S. No.	**Name of the Shareholder**	**Number of equity shares of ₹10 each**	**Percentage of equity capital (%)**
1.	Mr. Shivinder Mohan Singh jointly with Mrs. Aditi Shivinder Singh	366,500	95.19
2.	Mr. Shivinder Mohan Singh	18,500	4.81
Total		**385,000**	**100.00**

In addition, SHPL has issued 12,250,000 non-voting Class A equity shares of ₹10 each to the following entities (as of the date of this Draft Red Herring Prospectus):

S. No.	**Name of the holder**	**Number of non-voting Class A equity shares of ₹10 each**
1.	RHC Holding	1,0250,000
2.	Mr. Shivinder Mohan Singh	2,000,000

Also, SHPL has issued 5,362,000 12% non-cumulative redeemable preference shares (non-voting) of ₹10 each to the following entities (as of the date of this Draft Red Herring Prospectus):

S. No.	Name of the holder	Number of non-voting Class A equity shares of ₹10 each
1.	RHC Holding	1,467,000
2.	Oscar Investments Limited	2,950,000
3.	Mr. Shivinder Mohan Singh	945,000

There has been no change in the capital structure of SHPL in the last six months.

As on March 31, 2010, SHPL had a net worth of ₹ 2214.68 million.

Details of Promoters of SHPL

SHPL is directly or indirectly promoted by Mr. Malvinder Mohan Sign and Mr. Shivinder Mohan Singh. See the section titled "*Our Management*" on page 109 for details of brief profiles of Mr. Malvinder Mohan Sign and Mr. Shivinder Mohan Singh.

4. Maple Leaf Buildcon Private Limited ("MLBPL")

MLBPL was incorporated on January 18, 2008 as a private limited company under the Companies Act. Its registered office is situated at 55, Hanuman Road, Connaught Place, New Delhi - 110001. Maple Leaf Buildcon Private Limited is engaged in the business of carrying out the property related business.

The equity shares of MLBPL are not listed on any stock exchange and it has not made any public or rights issue in the preceding three years.

Board of Directors

The board of directors of MLBPL comprises Mr. Malvinder Mohan Singh and Mr. Shivinder Mohan Singh.

Financial Performance

The financial performance of MLBPL for Fiscal 2008, 2009 and 2010 (as derived from the audited financial results) is set forth below:

(₹ millions, except per share data)

	Fiscal 2010	Fiscal 2009	Fiscal 2008
Sales and other income	0	0	0
Profit/ (Loss) after tax	(0.02)	(0.02)	(0.01)
Equity capital (par value ₹ 10 per share)	0.10	0.10	0.10
Reserves and Surplus (excluding revaluation reserves) [(1)]	(0.04)	(0.02)	(0.01)
Earnings/ (Loss) per share (basic) (₹) [(2)]	(1.99)	(1.57)	(0.83)
Earnings/ (Loss) per share (diluted) (₹) [(2)]	(1.99)	(1.57)	(0.83)
Book value per equity share (₹) [(2)]	5.61	6.81	8.12

[(1)] *Net of miscellaneous expenditure not written off.*
[(2)] *Face value of each equity share is ₹ 10.*

Shareholding Pattern

The shareholding pattern of MLBPL as on the date of the Draft Red Herring Prospectus is as follows:

S. No.	Name of the Shareholder	Number of equity shares of ₹10 each	Percentage of equity capital (%)
1.	RHC Holding	9,900	99.00
2.	Mr. Hemant Dhingra and nominee of RHC Holding	100	1.00
	Total	**10,000**	**100.00**

There has been no change in the capital structure of MLBPL in the last six months.

Details of Promoters of MLBPL

MLBPL is directly or indirectly promoted by Mr. Malvinder Mohan Sign and Mr. Shivinder Mohan Singh. See the section titled "*Our Management*" on page 109 for details of brief profiles of Mr. Malvinder Mohan Sign and Mr. Shivinder Mohan Singh.

Other Undertakings and Confirmations

Our Company undertakes that the details of PAN, bank account numbers, passport numbers (for individual promoters), CIN and the address of the relevant registrar of companies in relation to our Promoters will be submitted to the Stock Exchanges at the time of submission of the Draft Red Herring Prospectus with the Stock Exchanges.

Except as disclosed in the sections titled "*Outstanding Litigation and Material Developments*" on page 230 and "*Our Management*" on page 109, there are no violations of securities laws committed by our Promoters any member of our Promoter Group or any Group Company, in the past or are currently pending against them and neither our Promoters, nor the directors of our Promoters or the persons in control of our Promoters have been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority nor have they been detained as wilful defaulters by the RBI or any other authority.

Further, none of the Promoters was or is a promoter or person in control of any other company which is debarred from accessing the capital market under any order or directions made by the Board.

Outstanding Litigations

There are no outstanding litigations against our Promoters except as disclosed in the sections titled "*Risk Factors*" and "*Outstanding Litigation and Material Developments*" on pages xiii and 230, respectively.

Disassociation by the Promoters in the last three years

Sr. No.	Name of Company	Promoter	Date of Disassociation	Reason for Disassociation
1.	Ranbaxy Laboratories Limited ("**RLL**")	Mr. Malvinder Mohan Singh, Mr. Shivinder Mohan Singh and OIL	November 7, 2008	For commercial reasons, Daiichi Sankyo Company Limited acquired through certain transactions, 268,711,323 equity shares of RLL constituting 63.92% of its issued, subscribed and fully paid up equity share capital. As part of such transactions, Mr. Malvinder Mohan Singh and Mr. Shivinder Mohan Singh, including their relatives/entities controlled by them transferred 129,934,134 equity shares of RLL and ceased to be promoters of RLL effective November 7, 2008. Mr. Shivinder Mohan Singh and Mr. Malvinder Mohan Singh have resigned from the board of RLL with effect from December 19, 2008 and May 24, 2009, respectively.

Except as stated hereinabove, our Promoters have not disassociated with any venture during the three years preceding the date of filing of this Draft Red Herring Prospectus.

For details of the build-up of our Promoters' shareholding in our Company, see the section titled "*Capital Structure – Notes to Capital Structure*" on page 25.

Experience of the Promoters in the business of our Company

Our individual Promoters, Mr. Malvinder Mohan Singh and Mr. Shivinder Mohan Singh have an experience of over 10 and 8 years, respectively, in the business of our Company. Our Promoters are assisted by a team of highly qualified professionals to manage the operations of our Company.

Common Pursuits of our Promoters

Our Promoters do not have any common pursuits and are not engaged in businesses similar to those carried out by our Company, except to the extent of their shareholding in our Subsidiaries or Group Companies with which our Company transacts business as stated in the sections titled "*Financial Information – Related Party Disclosures*" and "*History and Corporate Structure*" on pages F-22 and 90, respectively.

Interest of Promoters in the Promotion of our Company

Our Company is promoted by Mr. Malvinder Mohan Singh, Mr. Shivinder Mohan Singh, Oscar Investments Limited, Malav Holdings Private Limited, Shivi Holdings Private Limited and Maple Leaf Buildcon Private Limited in order to carry on its present business. Our Promoters are interested in our Company as mentioned above under "*Our Promoters and Promoter Group – Common Pursuits of our Promoters*" and to the extent of their shareholding and directorship in our Company and the dividend declared, if any, by our Company.

Further, some of our Directors were also on the Board of our Promoter, Oscar Investments Limited, Malav Holdings Private Limited and Shivi Holdings Private Limited as stated below:

1. Mr. Malvinder Mohan Singh is on the board of Oscar Investments Limited and Malav Holdings Private Limited.
2. Mr. Shivinder Mohan Singh is on the Board of Oscar Investments Limited and Shivi Holdings Private Limited.

Interest of Promoters in the Property of our Company

Our Promoters have confirmed that they do not have any interest in any property acquired by our Company within two years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company as on the date of filing of the Draft Red Herring Prospectus. Further, other than as mentioned in the sections titled "Our Business", our Promoters do not have any interest in any transactions in the acquisition of land, construction of any building or supply of any machinery.

Payment of Amounts or Benefits to our Promoter or Promoter Group during the Last Two Years

Except as stated in "*Financial Information – Related Party Transactions*", no amount or benefit has been paid by our Company to our Promoters or the members of our Promoter Group in the last two years preceding the date of this Draft Red Herring Prospectus. Further, as on the date of the Draft Red Herring Prospectus, there is no bonus or profit sharing plan for our Promoters.

Interest of Promoters in our Company Other than as Promoters

Except as mentioned in this section and the sections titled "*Our Business*", "*History and Corporate Structure*", "*Financial Indebtedness*" and "*Financial Information – Related Party Disclosures*" on pages 63, 90, 216 and F-22, respectively, our Promoters do not have any interest in our Company other than as promoters.

Related Party Transactions

Except as stated in the section titled "*Financial Information – Related Party Transactions*" on page F-22, our Company has not entered into related party transactions with our Promoters or our Group Companies.

Shareholding of the Promoter Group in our Company

Except for RHC Holding Private Limited none of the members of our Promoter Group hold any Equity Shares as on the date of filing of this Draft Red Herring Prospectus. For further details, see the section titled "*Capital Structure – Notes to Capital Structure*" on page 25.

Litigation

For information on details relating to the litigation in relation to our Promoters and Group Companies, see the section titled "*Outstanding Litigation and Material Developments*" page 230.

Other confirmations

Our Company has neither made any payments in cash or otherwise to the Promoters or to firms or companies in which our Promoters are interested as members, directors or promoters nor have our Promoters been offered any inducements to become directors or otherwise to become interested in any firm or company, in connection with the promotion or formation of our Company.

Promoter Group

In addition to our Promoters named above, the following natural persons, companies, HUFs and partnerships form a part of our Promoter Group.

(a) Natural Persons

The natural persons who are part of our Promoter Group (being the immediate relatives of our Promoters), apart from our individual Promoters mentioned above, are as follows:

S. No.	Name	Relation with Promoters
a.	Ms. Nimmi Singh	Mother of Mr. Malvinder Mohan Singh and Mr. Shivinder Mohan Singh
b.	Ms. Japna Malvinder Singh	Wife of Mr. Malvinder Mohan Singh
c.	Ms. Aditi Shivinder Singh	Wife of Mr. Shivinder Mohan Singh
d.	Ms. Nimrita Parvinder Singh	Daughter of Mr. Malvinder Mohan Singh
e.	Ms. Nanaki Parvinder Singh	Daughter of Mr. Malvinder Mohan Singh
f.	Ms. Nandini Parvinder Singh	Daughter of Mr. Malvinder Mohan Singh
g.	Master Anhad Parvinder Singh	Son of Mr. Shivinder Mohan Singh
h.	Master Udayveer Parvinder Singh	Son of Mr. Shivinder Mohan Singh
i.	Master Vivan Parvinder Singh	Son of Mr. Shivinder Mohan Singh
j.	Master Kabir Parvinder Singh	Son of Mr. Shivinder Mohan Singh
k.	Mr. Harpal Singh	Father of Ms. Japna Malvinder Singh
l.	Ms. Sunit Harpal Singh	Mother of Ms. Japna Malvinder Singh
m.	Mr. Jaivir Singh	Brother of Ms. Japna Malvinder Singh
n.	Ms. Rajshree Singh	Mother of Ms. Aditi Shivinder Singh
o.	Mr. Abhishek Singh	Brother of Ms. Aditi Shivinder Singh
p.	Ms. Arundhati Khanna	Sister of Ms. Aditi Shivinder Singh

(b) Promoter Group Companies and Entities

The companies that form part of our Promoter Group are as follows:

S. No.	Name of Promoter Group company
a.	AEGON Religare Life Insurance Company Limited
b.	ANR Securities Limited
c.	Bindas Realtors Private Limited
d.	Chetak Pharmaceuticals Private Limited
e.	Dion Global Solutions Limited
f.	Fortis Clinical Research Limited
g.	Fortis Malar Hospitals Limited
h.	GRD Pasrur Trading Private Limited
i.	Green Biofuels Farms Private Limited
j.	Greenview Buildtech Private Limited
k.	Hospitalia Information Systems Private Limited
l.	HSJ Investments and Holdings Private Limited
m.	Impact Agencies Private Limited
n.	Impact Hotels and Resorts Private Limited
o.	Impact Leasing Private Limited
p.	Impact Motors Private Limited

S. No.	Name of Promoter Group company
q.	Impact Projects Private Limited
r.	Impact Properties Private Limited
s.	Ludhiana Realty Developers Private Limited
t.	Luxury Farms Private Limited
u.	Meadows Buildtech Private Limited
v.	RC Nursery Private Ltd
w.	REL Infrafacilities Limited (Formerly Religare Realty Limited)
x.	Religare Arts Initiative Limited
y.	Religare Capital Markets Limited
z.	Religare Enterprises Limited
aa.	Religare Finance Limited
bb.	Religare Finvest Limited
cc.	Religare Global Asset Management Inc.
dd.	Religare Health Insurance Company Limited
ee.	Religare Insurance Broking Limited
ff.	Religare Macquarie Wealth Management Limited
gg.	Religare Securities Limited
hh.	Religare Technologies Limited
ii.	Religare Venture Capital Limited
jj.	Religare Voyages Limited
kk.	RHC Holding Private Limited
ll.	Shimal Research Laboratories Limited
mm.	Vistaar Religare Capital Advisors Limited
nn.	Vistas Complexes Private Limited
oo.	Vistas Realtors Private Limited

The partnership firms / HUF that form part of our Promoter Group are as follows:

S. No.	Name of Firm/ HUF
a.	Malsh Healthcare
b.	Oscar Traders
c.	Bar Chem
d.	Malvinder Mohan Singh HUF
e.	Shivinder Mohan Singh HUF

Other than those stated above, there are no HUFs, proprietorships or other entities that are part of our Promoter Group.

OUR GROUP COMPANIES

Besides our Company the following are the companies, firms and ventures promoted by our Promoters, as on the date of this Draft Red Herring Prospectus:

S. No.	Name of Group Companies
Listed Group Companies	
1.	Fortis Healthcare Limited
2.	Fortis Malar Hospitals Limited
3.	Religare Enterprises Limited
4.	Dion Global Solutions Limited
One Largest Group Company (based on turnover- Fiscal 2010)	
5.	Religare Securities Limited
Other Group Companies	
6.	Fortis HealthStaff Limited
7.	Religare Wellness Limited
8.	Luxury Farms Private Limited
9.	R.C. Nursery Private Limited
10.	Vistas Realtors Private Limited
11.	Greenview Buildtech Private Limited
12.	Religare Voyages (Ireland) Limited
13.	Vistas Complexes Private Limited
14.	Meadows Buildtech Private Limited
15.	Fortis Healthcare Holdings Limited
16.	ANR Securities Limited
17.	Hospitalia Information Systems Private Limited
18.	Bindas Realtors Private Limited
19.	Green Biofuels Farms Private Limited
20.	Malsh Healthcare
21.	Religare Finvest Limited
22.	REL Infrafacilities Limited
23.	Religare Venture Capital Limited
24.	Religare Finance Limited
25.	Religare Capital Markets Limited
26.	Religare Health Insurance Company Limited
27.	Religare Arts Initiative Limited
28.	Religare Insurance Broking Limited
29.	Vistaar Religare Capital Advisors Limited
30.	Religare Macquarie Wealth Management Limited
31.	Chetak Pharmaceuticals Private Limited
32.	Fortis Clinical Research Limited
33.	AEGON Religare Life Insurance Company Limited
34.	Oscar Traders
35.	Shimal Research Laboratories Limited
36.	RHC Holding Private Limited
37.	Religare Technologies Limited
38.	Religare Voyages Limited
39.	Malar Stars Medicare Limited
40.	Religare Aviation Limited
41.	Religare Travels (India) Limited
42.	Religare Aviation Training Academy Private Limited
43.	Religare Voyages Business Services Private Limited
44.	Religare Aviation Engineering Private Limited
45.	A-1 Book Company Private Limited
46.	Fortis Global Healthcare Limited
47.	Hospitalia Eastern Private Limited
48.	RHC Finance Private Limited
49.	Todays Holdings Private Limited
50.	Religare Infotech Private Limited
51.	RHC Financial Service (Mauritius) Limited
52.	Religare Global Assets Management Inc.

A. Listed Group Companies

1. Fortis Healthcare Limited ("FHL")

FHL was incorporated on February 28, 1996 under the name "Rancare Limited" under the Companies Act. Subsequently on June 20, 1996, its name was changed to its present name. Its CIN No. is L85110DL1996PLC076704. FHL received its certificate of commencement of business on July 1, 1996. Its registered office is situated at Escorts Heart Institute and Research Centre, Okhla Road, New Delhi 110 025, India. FHL is engaged in the business of purchasing, leasing or otherwise acquiring, establishing, maintaining, operating, administering hospitals, medicare, health care, diagnostic, health aids and research centres.

Shareholding Pattern

The shareholding pattern of FHL as on December 31, 2010 is as follows:

Category code	Category of Shareholder	No. of shareholders	Total No. of shares	No. of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of Shares	As a percentage
(I)	**(II)**	**(III)**	**(IV)**	**(V)**	**(VI)**	**(VII)**	**(VIII)**	**(IX)=(VIII)/(IV)*100**
(A)	**Shareholding of Promoter and Promoter Group**							
(1)	**Indian**							
(a)	Individuals/ Hindu Undivided Family	6	103,119	41,016	0.02	0.02	-	-
(b)	Central Government / State Government (s)	--	--	--		--	--	--
(c)	Bodies Corporate	3	330,050,530	330,050,530	81.48	81.48	139273500	42.20
(d)	Financial Institutions / Banks	--	--	--	--	--	--	--
(e)	Any Other (specify)	--	--	--	--	--	--	--
	Sub-Total (A)(1)	**9**	**330,153,649**	**330,091,546**	**81.50**	**81.50**	**139273500**	**42.20**
(2)	**Foreign**					--		
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	1	300	300	0.00	0.00	--	--
(b)	Bodies Corporate	--	--	--	--	--	--	--
(c)	Institutions	--	--	--	--	--	--	--
(d)	Any Other (specify)	--	--	--	--	--	--	--
	Sub-Total (A)(2)	**1**	**300**	**300**	**0.00**	**0.00**	--	--
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	**10**	**330,153,949**	**330,091,846**	**81.50**	**81.50**	**139273500**	**42.18**
(B)	**Public Shareholding**						N.A.	N.A.
(1)	**Institutions**						N.A.	N.A.
(a)	Mutual Funds / UTI	18	4,344,749	4,344,749	1.07	1.07	--	--
(b)	Financial	9	3,788,762	3,788,762	0.94	0.94	--	--

Category code	Category of Shareholder	No. of shareholders	Total No. of shares	No. of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of Shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)= (VIII)/ (IV)*100
	Institutions / Banks							
(c)	Central Government / State Government (s)	--	--	--	--	--	--	--
(d)	Veture Capital Funds	--	--	--	--	--	--	--
(e)	Insurance Companies	--	--	--	--	--	--	--
(f)	Foreign Institutional Investors	51	25,505,126	25,505,126	6.30	6.30	--	--
(g)	Foreign Venture Capital Investors	--	--	--	--	--	--	--
(h)	Any Other (specify)	--	--	--	--	--	--	--
	Sub-Total (B)(1)	**78**	**33,638,637**	**33,638,637**	**8.31**	**8.31**	--	--
(2)	**Non-institutions**						N.A.	N.A.
(a)	Bodies Corporate	1719	8,244,350	8,244,350	2.04	2.04	--	--
(b)	Individuals - (i) Individual shareholders holding nominal share capital up to ₹ 0.10 million.	119,854	23,652,173	23,534,833	5.84	5.84	--	--
	(ii) Individual shareholders holding nominal share capital in excess of ₹ 0.10 million.	147	5,931,532	5,863,430	1.46	1.46	--	--
(c)	Any Other (specify)						--	--
(ci)	Trusts	12	12,500	12,500	0.01	0.01	--	--
(cii)	Director & their Relatives & Friends	7	130,300	95,300	0.03	0.03	--	--
(ciii)	Foreign Nationals	2	55,000	-	0.01	0.01	--	--
(civ)	Non Resident Indians	1520	1,004,619	992,119	0.24	0.24	--	--
(cv)	Overseas Corporate Bodies	2	672,194	2,000	0.17	0.17		
(cvi)	Clearing Members	184	264,532	264,532	0.07	0.07	--	--
(cvii)	Hindu Undivided Families	2998	1,162,495	1,162,495	0.29	0.29	--	--
(cviii)	Office Bearers	15	151,894	104,894	0.03	0.03	--	--
	Sub-Total (B)(2)	**126,460**	**41,281,589**	**40,276,453**	**10.19**	**10.19**	--	--
	Total Public Shareholding (B)=(B)(1)+(B)(2)	**126,538**	**74,920,226**	**73,915,090**	**18.50**	**18.50**	N.A.	N.A.
	TOTAL (A)+(B)	**126,548**	**405,074,175**	**404,006,936**	**100.00**	**100.00**		
(C)	**Shares held by Custodians and against which Depository**	**0**	**0**	**0**	**N.A.**	**0**	**N.A.**	**N.A.**

Category code	Category of Shareholder	No. of shareholders	Total No. of shares	No. of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of Shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)= (VIII)/ (IV)*100
	Receipts have been issued							
	GRAND TOTAL (A)+(B)+(C)	**126,548**	**405,074,175**	**404,006,936**	**100.00**	**100.00**	**139273500**	**42.18**

As on December 31, 2010, FHL had 3,196,000 outstanding class ‘C’ 0% cumulative redeemable preference shares of ₹ 9 each and 1,450,000 outstanding class ‘C’ 0% cumulative redeemable preference shares of ₹ 10 each.

Board of Directors

The board of directors of FHL comprises the following persons:

1. Mr. Malvinder Mohan Singh;
2. Mr. Shivinder Mohan Singh;
3. Mr. Sunil Godhwani;
4. Mr. Harpal Singh;
5. Mr. Gurcharan Das;
6. Justice S. S. Sodhi;
7. Mr. Rajan Kashyap;
8. Lt. General Tejinder Singh Shergill;
9. Dr. P.S. Joshi; and
10. Mr. Balinder Singh Dhillon

Financial Performance

The financial performance of FHL for Fiscals 2010, 2009 and 2008 (as derived from the audited financial results) are set forth below:

(₹ millions, except per share data)

	Fiscal 2010	Fiscal 2009	Fiscal 2008
Sales and other income	2,509.63	1,934.52	1,900.08
Profit/ (Loss) after tax	301.47	(71.50)	26.18
Equity capital (par value ₹ 10 per share)	3,173.24	2,266.67	2,266.67
Reserves and Surplus (excluding revaluation reserves) (1)	12,597.04	5,608.58	4,960.48
Earnings/ (Loss) per share (basic)(₹)(2)	1.14	(0.32)	0.12
Earnings/ (Loss) per share (diluted)(₹)(2)	1.13	(0.32)	0.12
Book value per equity share (₹)(2)	49.70	34.74	31.88

(1) *Net of miscellaneous expenditure not written off.*
(2) *Face value of each equity share is ₹10 and excludes cumulative redeemable preference shares.*

Significant Notes

Year ended March 31, 2010

During the period covered by audit report, the company has issued 260 unsecured debentures of ₹ 10 million each. These debentures are to be redeemed at various dates between November 25, 2010 and November 25, 2014. Accordingly, the company was not required to create any security or charge in respect of these debentures.

Year ended March 31, 2009

1. According to the information and explanations given to auditors and on overall examination of the balance sheet of the company, auditors have reported that the company has used funds amounting to ₹ 596.60 million raised as short-term bridge loan for purchase of fixed assets and repayment of long term borrowings

2. During the period covered by the audit report, the company has issued 100 unsecured debentures of ₹ 10 million each which have also been redeemed during the year. Accordingly, the company was not required to create any security or charge in respect of these debentures.

Year ended March 31, 2008

1. Undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, cess and other material statutory dues have generally been regularly deposited during the year with the appropriate authorities *though there has been a slight delay in few cases*.

2. The company's accumulated losses at the end of the financial year are less than fifty percent of its net worth. The company has not incurred cash loss during the year. *In the immediately preceding financial year, the company had incurred cash losses.*

3. During the year the company has issued 600 debentures of ₹ 10 million each which have also been redeemed during the year. *The company had not created any security or charge in respect of these debentures.*

Information about Share Price

The equity shares of FHL were listed on the Stock Exchanges on May 9, 2007.

The monthly high and low of the market price of the shares on BSE for the last six months are as follows

	High	Low
January 2011	151.40	127.10
December 2010	156.50	143.00
November 2010	172.00	141.25
October 2010	176.95	156.80
September 2010	171.65	153.00
August 2010	167.35	151.80

The equity share price of FHL on the BSE one day prior to the filing of the DRHP was ₹ 154.50.

The monthly high and low of the market price of the shares on NSE for the last six months are as follows:

	High	Low
January 2011	152.60	127.80
December 2010	156.20	143.00
November 2010	171.00	142.25
October 2010	177.20	158.65
September 2010	171.65	152.85
August 2010	167.45	151.80

The equity share price of FHL on the NSE one day prior to the filing of the DRHP was ₹ 154.35.

During the period commencing July 2010 until January, 2011, the following are the changes in the capital structure of FHL:

1. On August 6, 2010, FHL allotted 4,600 equity shares of ₹ 10 each upon exercise of vested stock options by its eligible employees.

2. On November 8, 2010, FHL allotted 12,380 equity shares of ₹ 10 each upon exercise of vested stock options by its eligible employees.

1. On January 7, 2011, FHL allotted 29,300 equity shares of ₹ 10 each upon exercise of vested stock options by its eligible employees.

Details of public issue/rights issue of capital in the last three years

In October, 2009, FHL has raised ₹ 9971.16 million pursuant to the rights issue of 90,646,936 equity shares of ₹ 10 each issued at a premium of ₹ 100 per share each with detachable warrants convertible into equity shares. FHL's Letter of Offer was filed with BSE and NSE on September 23, 2009. The issue opened on September 30, 2009 and closed on October 15, 2009. Dispatch of all refunds and share/ warrant certificates and credit of demat shares/ warrants was completed on October 28, 2009. On June 24, 2010, FHL allotted 87,711,986 equity shares of ₹ 10 each upon conversion of detachable warrants at a warrant exercise price of ₹ 153 per warrant, computed in terms of formula given in the said letter of offer.

FHL has not paid any dividends on its equity shares.

Changes in Capital Structure since the last Issue

On November 26, 2009, 260,000 Class 'C' zero percent cumulative redeemable preference shares of ₹ 10 each were redeemed.

On February 12, 2010, FHL allotted 1,200 equity shares of ₹ 10 each upon exercise of vested stock options by its eligible employees.

On April 12, 2010, FHL allotted 7,900 equity shares of ₹ 10 each upon exercise of vested stock options by its eligible employees.

On June 24, 2010, FHL allotted 87,711,986 equity shares of ₹ 10 each upon conversion of detachable warrants in terms of Letter of Offer dated September 22, 2009 with respect to the rights issue of equity shares and detachable warrants.

On June 28, 2010, FHL allotted 13,700 equity shares of ₹ 10 each upon exercise of vested stock options by its eligible employees

On August 6, 2010, FHL allotted 4,600 equity shares of ₹ 10 each upon exercise of vested stock options by its eligible employees.

On November 8, 2010, FHL allotted 12,380 equity shares of ₹ 10 each upon exercise of vested stock options by its eligible employees.

On January 7, 2011, FHL allotted 29,300 equity shares of ₹ 10 each upon exercise of vested stock options by its eligible employees.

Promise v. Performance

The objects of the rights issue of FHL (October 2009) were towards redemption of preference share capital, construction and development of a hospital to be located at Sector 44, Gurgaon, repayment/prepayment of certain short term loans availed by FHL and acquisition financing.

The issue proceeds have been utilized towards the objects of the issue. The project at Sector 44 Gurgaon is scheduled to commence commercial operations by first quarter of Fiscal 2012 with an installed bed capacity of over 350 beds. There is no cost overrun in the project as on the date of the DRHP.

The statement of cost and progress of implementation of the project in comparison with the cost and implementation schedule given in offer document is as follows:

(₹ Million)

Sl. No.	Particulars	Estimated Total Cost	Means of Finance	Actual deployment of the net proceeds of the rights issue

			Net Proceeds	Debt	
1.	Investment in FHTL to finance the construction and development by FHTL of a greenfield hospital project in Gurgaon, Haryana	4,500.00	2,000.00	2,500.00	2,000.00
2.	Acquisitions and other strategic initiatives	2,000.00*	2,000.00	-**	2,000.00
3.	Redemption of Preference Shares (Class C), along with the premium on such redemption	2,600.00	2,600.00	-	2,600.00
4.	Repayment and prepayment of existing short term loans of the Company	1,709.90	1,709.90	-	1,709.90
5.	General corporate purposes	-	1531.20***	-	1,531.20
6.	Issue Expenses	130.00	130.00	-	130.00
	Total	**10,809.90**	**9971.20**	**2500.00**	**9971.20**

* *FHL, through FHsL, has acquired the business division of Wockhardt Hospitals Limited relating to certain hospitals, nursing schools and other ancillary premises ("**Wockhardt Hospitals Acquisition**"). The aggregate consideration paid is ₹ 9,090 million, of which ₹ 2,000 million have been invested from the net proceeds of the issue.*

** *The funding for the Wockhardt Hospitals Acquisition was made by way of bank borrowings and loan from the holding company. As at March 31, 2010, there was an outstanding of ₹ 5,009.60 million towards bank borrowings. Apart from bank borrowings, there is a loan from Fortis Healthcare Limited of ₹ 1,314.70 million outstanding to the subsidiary company (Fortis Hospitals Limited) as at March 31, 2010*

*** *₹ 1,500 million of the amount from the net proceeds deployed in respect of general corporate purposes has been utilized to fund the acquisition of 10 hospitals from Wockhardt Hospitals Ltd.. The money has been invested into the subsidiary in the form of debentures issued by Fortis Hospitals Limited and subscribed by Fortis Healthcare Limited*

The Gurgaon project is estimated to commence operations in the first quarter of Fiscal 2012 only.

Mechanism for Redressal of Investor Grievance

Investor complaints and grievances received by FHL, if any, are normally attended and replied to within 15 days of receipt by FHL, except in case of disputes over facts or other legal constraints. As on December 31, 2010, there were no complaints pending against FHL.

2. Fortis Malar Hospitals Limited (FMHL)

FMHL was originally incorporated as a private limited company under the provisions of Companies Act on April 13, 1989 under the name Malar Hospitals Private Limited. Thereafter, in terms of necessary resolution passed on August 23, 1990, the status of the company was changed to a public limited company, which was certified by the Registrar of Companies, Tamil Nadu on March 13, 1991. Subsequently, the name of the company was changed to Fortis Malar Hospitals limited and a fresh certificate of incorporation consequent upon change of name was issued on December 23, 2009. Its CIN No. is L85110TN1989PLC017232. Its registered office is situated at 52, 1st Main Road, Gandhi Nagar, Adyar, Chennai – 600 020 India. FMHL is engaged in the business of establishing hospitals and clinics and to conduct the same to provide to comprehensive health care for the society in the various branches of medicine such as general surgery, general medicine, paediatrics, gastro-entrology, urology, thoracic surgery, plastic surgery, orthopaedics and other allied specialities and to provide facilities for postgraduate medical education / medical research.

The shareholding pattern of FMHL as on December 31, 2010 was as follows:

Category code	Category of Shareholder	No. of shareholders	Total No. of shares	No. of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of Shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)= (VIII)/(IV) *100
(A)	**Shareholding of Promoter and**							

Category code	Category of Shareholder	No. of shareholders	Total No. of shares	No. of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of Shares	As a percentag
	Promoter Group							
(1)	**Indian**							
(a)	Individuals/ Hindu Undivided Family	-	-	-	-	-	-	-
(b)	Central Government / State Government (s)	--	--	--		--	--	--
(c)	Bodies Corporate	2	11,752,402	11,752,402	63.20	63.20	NIL	N.A.
(d)	Financial Institutions / Banks	--	--	--	--	--	--	--
(e)	Any Other (specify)	--	--	--	--	--	--	--
	Sub-Total (A)(1)	**2**	**11,752,402**	**11,752,402**	**63.20**	**63.20**	**NIL**	**N.A.**
(2)	**Foreign**							
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	--	--	--	--
(b)	Bodies Corporate	--	--	--	--	--	--	--
(c)	Institutions	--	--	--	--	--	--	--
(d)	Any Other (specify)	--	--	--	--	--	--	--
	Sub-Total (A)(2)	**-**	**-**	**-**	**-**	**-**	**--**	**NA**
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	**2**	**11,752,402**	**11,752,402**	**63.20**	**63.20**	**NIL**	**N.A.**
(B)	**Public Shareholding**						NA	NA
(1)	**Institutions**						NA	NA
(a)	Mutual Funds / UTI	4	108,200	50,000	0.58	0.58	-	-
(b)	Financial Institutions / Banks	1	100	100	0.00	0.00	-	-
(c)	Central Government / State Government (s)	--	--	--	--	--	--	--
(d)	Veture Capital Funds	--	--	--	--	--	--	--
(e)	Insurance Companies	--	--	--	--	--	--	--
(f)	Foreign Institutional Investors	-	-	-	-	-	--	--
(g)	Foreign Venture Capital Investors	--	--	--	--	--	--	--
(h)	Any Other (specify)	--	--	--	--	--	--	--
	Sub-Total (B)(1)	**5**	**108,300**	**50,100**	**0.58**	**0.58**	**NA**	**NA**
(2)	**Non-institutions**							
(a)	Bodies Corporate	143	972,979	347,378	5.23	5.23	--	--
(b)	Individuals - (i) Individual shareholders holding nominal share capital up to ₹ 0.10 million.	14,361	2,653,167	1,372,806	14.27	14.27	--	--
	(ii) Individual shareholders holding nominal share capital in excess of ₹ 0.10 million.	39	2,492,389	2,307,279	13.40	13.40	--	--
(c)	Any Other (specify)							
	Non Resident Individuals	93	615,022	248,082	3.31	3.31	--	--
	HUF	-	-	-	-	-	--	--
	Director & their relatives	-	-	-	-	-	--	--
	Trust	-	-	-	--	-	--	--

Category code	Category of Shareholder	No. of sharehol ders	Total No. of shares	No. of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of Shares	As a percentag
	Clearing Members	-	-	-	-	-	--	--
	Foreign Corporate Bodies	-	-	-	-	-	--	--
	Sub-Total (B)(2)	**14,636**	**6,733,557**	**4,275,545**	**36.21**	**36.21**	**-**	**-**
	Total Public Shareholding (B)=(B)(1)+(B)(2)	**14,641**	**6,841,857**	**4,325,645**	**36.80**	**36.80**	**-**	**-**
	TOTAL (A)+(B)	**14,643**	**18,594,259**	**1,6078,047**	**100**	**100**	**-**	**-**
(C)	**Shares held by Custodians and against which Depository Receipts have been issued**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	GRAND TOTAL (A)+(B)+(C)	**14,643**	**18,594,259**	**1,607,8047**	**100.00**	**100.00**	**-**	**-**

Board of Directors

The Board of Directors of FMHL comprises the following persons:

1. Mr. Krish Ramesh;
2. Dr. Nithya Ramamurthy;
3. Mr. P Murari;
4. Mr. Ramesh L Adige;
5. Mr. Sanjay Jayavarthanavelu; and
6. Dr. Lloyd Nazareth (appointed with effect from January 28, 2011).

Financial Performance

The financial performance of FMHL for Fiscals 2010, 2009 and 2008 (as derived from the audited financial results) are set forth below:

(₹ million, except per share data)

	Fiscal 2010	Fiscal 2009	Six months ended 2008 (1)
Sales and other income	642.45	333.28	93.90
Profit/ (Loss) after tax	34.99	(17.57)	0.93
Equity capital (par value ₹ 10 per share)	186.10*	186.10*	186.10*
Reserves and Surplus (excluding revaluation reserves) (2)	93.33	93.33	93.33
Earnings/ (Loss) per share (basic) (₹) (3)	1.88	(0.95)	0.05
Earnings/ (Loss) per share (diluted) (₹) (3)	1.88	(0.95)	0.05
Book value per equity share (₹) (3)	10.99	9.10	10.06

(1) Prior to 2008, the financial year of the Company was from October 1 to September 30. In 2008, it was changed to April 1 to March 31.
(2) Net of miscellaneous expenditure not written off.
(3) Face value of each equity share is ₹ 10
** It includes an amount of ₹ 152,500 on account of Share forfeiture*

Information about Share Price

The equity shares of FMHL are listed on the BSE.

The monthly high and low of the market price of the shares on BSE for the last six months are as follows:

	High	Low
January 2011	37.80	33.10
December 2010	38.45	30.00
November 2010	41.00	33.05
October 2010	38.30	33.00
September 2010	46.00	31.10
August 2010	40.00	31.55

During the last six months, the authorised share capital of FMHL increased from ₹200 million to ₹ 300 million.

The equity share price of FMHL one day prior to the filing of the DRHP was ₹ 33.00.

Details of public issue/ rights issue of capital in the last three years

There have been no public issue / right issue of capital during the last three years. However, there was a private placement during the period 2007-08 of 4,666,660 Equity Shares

Changes in Capital Structure since the last Issue

During the last six months, the authorised share capital of FMHL increased from ₹ 200 million to ₹ 300 million.

Mechanism for Redressal of Investor Grievance

Investor complaints and grievances received by FMHL, if any, are normally attended and replied to within 7 to 10 days of receipt by FMHL, except in case of disputes over facts or other legal constraints. As on December 31, 2010, there was no complaint pending against FMHL.

3. Religare Enterprises Limited ('REL')

REL was incorporated on January 30, 1984 under the Companies Act under the name "Vajreshwari Cosmetics Private Limited". Subsequently, on January 31, 2006, its name was changed to "Religare Enterprises Private Limited" and on August 11, 2006, the word "Private" was deleted from its name. Its registered office is situated at D3 P3B, District Centre, Saket, New Delhi - 110017, India. REL is a NBFC registered with RBI and the activities of REL are in the nature of a holding company and not undertaking any direct or indirect NBFC activities either directly or indirectly.

Shareholding Pattern

The shareholding pattern of REL as on December 31, 2010 was as follows:

Cate-gory code	Category of Shareholder	No. of shareholders	Total No. of shares	No. of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of Shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)= (VIII)/(IV) *100
(A)	Shareholding of Promoter and Promoter Group							
(1)	Indian							
(a)	Individuals/ Hindu Undivided Family	4*	38,375,132	38,375,132	27.54	27.54	13,650,000(E)	35.57
(b)	Central Government / State Government (s)	--	--	--		--		
(c)	Bodies Corporate**	5	53,707,811	53,707,811	38.54	38.54	12,850,000(P)	23.93
(d)	Financial Institutions / Banks	--	--	--	--	--	--	--

Cate-gory code	Category of Shareholder	No. of shareholders	Total No. of shares	No. of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of Shares	As a percentage
(e)	Any Other (specify)	--	--	--	--	--	--	--
	Sub-Total (A)(1)	9	92,082,943	92,082,943	66.08	66.08	26,500,000	28.77
(2)	**Foreign**					--		
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	1	50	50	0.00	0.00	--	--
(b)	Bodies Corporate	--	--	--	--	--	--	--
(c)	Institutions	--	--	--	--	--	--	--
(d)	Any Other (specify)	--	--	--	--	--	--	--
	Sub-Total (A)(2)	**1**	**50**	**50**	**0.00**	**0.00**	--	**NA**
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	**10**	**92,082,993**	**92,082,993**	**66.08**	**66.08**	**26,500,000**	**28.77**
(B)	**Public Shareholding**						NA	NA
(1)	**Institutions**						NA	NA
(a)	Mutual Funds / UTI	1	249,963	249,963	0.18	0.18	-	-
(b)	Financial Institutions / Banks	6	1,867,167	1,867,167	1.34	1.34	-	-
(c)	Central Government / State Government (s)	--	--	--	--	--	--	--
(d)	Veture Capital Funds	--	--	--	--	--	--	--
(e)	Insurance Companies	--	--	--	--	--	--	--
(f)	Foreign Institutional Investors	5	2,337,783	2,337,783	1.68	1.68	--	--
(g)	Foreign Venture Capital Investors	--	--	--	--	--	--	--
(h)	Any Other (specify)	--	--	--	--	--	--	--
	Sub-Total (B)(1)	12	4,454,913	4,454,913	3.20	3.20	NA	NA
(2)	**Non-institutions**							
(a)	Bodies Corporate	568	1,623,832	1,623,832	1.17	1.17	--	--
(b)	Individuals - (i) Individual shareholders holding nominal share capital up to ₹ 0.10 million.	35779	2,039,215	2,036,564	1.46	1.46	--	--
	(ii) Individual shareholders holding nominal share capital in excess of ₹ 0.10 million.	32	27,734,975	27,734,975	19.90	19.90	--	--
(c)	Any Other (specify)	--	--	--	--	--	--	--
	Non Resident Indians	261	4,276,900	4,276,900	3.07	3.07	--	--
	HUF	1,220	173,701	173,701	0.12	0.12	--	--
	Director & their relatives	8	1,712,281	1,712,281	1.23	1.23	--	--
	Trust	7	78,455	78,455	0.06	0.06	--	--
	Clearing Members	62	159,931	159,931	0.11	0.11	--	--
	Foreign Corporate Bodies	1	5,021,864	0	3.60	3.60	--	--
	Sub-Total (B)(2)	**37,938**	**42,821,154**	**37,796,639**	**30.73**	**30.73**	-	-
	Total Public Shareholding (B)=(B)(1)+(B)(2)	**37,950**	**47,276,067**	**42,251,552**	**33.92**	**33.92**	-	-
	TOTAL (A)+(B)	**37,960**	**139,359,060**	**134,334,545**	**100**	**100**	**26,500,000**	**19.02**
(C)	**Shares held by**	-	-	-	-	-	-	-

Cate-gory code	Category of Shareholder	No. of shareholders	Total No. of shares	No. of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of Shares	As a percentage
	Custodians and against which Depository Receipts have been issued							
	GRAND TOTAL (A)+(B)+(C)	**37,960**	**139,359,060**	**134,334,545**	**100**	**100**	**26,500,000**	**19.02**

* *6 folios of Promoters have been clubbed in to 4 folios.*
** *Includes 7,812,499 shares are held in an escrow account established as per the escrow agreement dated August 24, 2010 entered into by RHC Finance Private Limited with Karvy Computershare Private Ltd (the "Escrow Agent"). Such shares will continue to remain in the escrow account until completion of the Open Offer being made by RHC Finance Private Limited (Acquirer) along with RHC Holding Private Limited (Person Acting in Concert) pursuant to and in compliance with, among others Regulation 11(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997.*
(E) = Encumbered
(P)= Pledged

Board of Directors

The Board of Directors of REL comprises the following:

1. Mr. Sunil Godhwani;
2. Mr. Shachindra Nath;
3. Mr. Anil Saxena;
4. Mr. Harpal Singh;
5. Mr. Padam Bahl;
6. Ms. Kathryn Matthews;
7. Dr. Sunita Naidoo;
8. Mr. Stuart D. Pearce;
9. Mr. Deepak Ramchand Sabnani;
10. Mr. J.W. Balani;
11. Capt. G.P.S. Bhalla (Alternate Director to Mr. Deepak Ramchand Sabnani); and
12. Mr. R. K. Shetty (Alternate Director to Mr. J.W. Balani)

The audited summary financial data of REL for Fiscal 2010, 2009 and 2008 is set forth below:

(₹ in million, unless otherwise stated)

	Fiscal 2010	Fiscal 2009	Fiscal 2008
Sales and other Income	1,356.96	274.45	341.90
Profit/(Loss) after tax	555.16	(159.60)	234.48
Equity capital	1,278.14	762.90	760.84
Reserves and surplus (excluding revaluation reserves)(1)	24,080.72	6,171.86	4,052.38
Earnings/(Loss) per share (basic) (₹)(2)	6.27	(2.27)	3.39
Earnings/(Loss) per share (diluted) (₹)(2)	6.23	(2.27)	3.32
Book value per share (₹)(2)	198.41	90.90	63.26

(1) *Net of miscellaneous expenditure not written off.*
(2) *Face value of each equity share is ₹ 10. Excludes 25,000,000 cumulative redeemable preference shares.*

Significant Notes

There are no significant notes for the last three Fiscals.

Information about Share Price

The equity shares of REL are listed on the Stock Exchanges on November 21, 2007.

The monthly high and low of the market price of the shares on NSE for the last six months are as follows:

	High	Low
January 2011	489.00	456.00
December 2010	522.00	460.05
November 2010	528.95	460.25
October 2010	505.00	460.00
September 2010	505.00	455.00
August 2010	520.00	398.10

The equity share price of REL one day prior to the filing of the DRHP was ₹ 503.55

The monthly high and low of the market price of the shares on BSE for the last six months are as follows:

	High	Low
January 2011	496.00	452.00
December 2010	524.45	465.00
November 2010	528.80	460.25
October 2010	505.00	458.65
September 2010	503.90	454.00
August 2010	520.00	401.10

The equity share price of REL one day prior to the filing of the DRHP was ₹ 500.05.

During the period from August 1, 2010 to January 31, 2011, REL has allotted 215,453 equity shares of the company pursuant to exercise of options under the ESOP scheme of REL.

Further, during the above mentioned period the company allotted 5,617,977 Equity Shares to RHC Finance Private Limited on preferential allotment basis on September 23, 2010. Further, during the above mentioned period, REL has allotted 5,617,977 convertible warrants on preferential basis on September 23, 2010 to RHC Finance Private Limited which were converted into 5,617,977 Equity Shares of the Company on November 30, 2010.

Further, REL has allotted 12,000,000 redeemable preference shares to RHC Finance Private Limited on December 3, 2010.

Details of public issue/ rights issue of capital in the last three years

In January 2010, REL had made a issue of 51,107,401 equity shares of ₹ 10 each for cash at a price of ₹ 355 per equity share including a premium of ₹ 345 per equity share aggregating upto ₹ 18,143.12 million on rights basis to the existing equity shareholders of the company in the ratio of two equity shares for every three equity shares held (i.e. 2:3) through its letter of offer dated January 19, 2010. REL letter of offer was filed with NSE and BSE on January 20, 2010. The rights issue opened on February 1, 2010 and closed on February 15, 2010. Pursuant to the issue, REL allotted 51,107,401 equity shares of ₹ 10 each at a price of ₹ 355 per equity share on February 24, 2010. Dispatch of all physical share certificates and refund orders was completed on February 25, 2010 and February 26, 2010 and demat credit through CDSL and NSDL was completed on February 25, 2010 and February 26, 2010 respectively.

Other than as disclosed above, REL has not undertaken any public or rights issue of capital in the last three years.

REL has declared the following dividends on its equity shares during the last three financial years:

1. Final dividend of ₹ 1.10 per equity shares on September 20, 2008; and
2. Interim dividend of ₹ 2 per equity share on March 19, 2010.

Promise v. Performance

Pursuant to its rights issue, REL has allotted on February 24, 2010, 51,107,401 equity shares of ₹ 10 each for cash at a price of ₹ 355 per equity share including a premium of ₹ 345 per equity share aggregating upto ₹ 18,143.12 million. The net proceeds of the rights issue are intended to be utilised towards the following objects:

1. Funding repayment and pre-payment of a portion of debt;
2. Funding the company's life insurance joint venture with Aegon, AEGON Religare Life Insurance Company Limited ("**ARLICL**") for maintaining solvency fund and meeting business requirements;
3. Funding its subsidiary, Religare Venture Capital Limited ("**RVCL**"), for contribution to the corpus of certain funds by RVCL;
4. Funding its subsidiary, Religare Asset Management Company Limited ("**RAMCL**"), for enhancement of its net worth;
5. Funding its subsidiary, Religare Realty Limited ("**RRL**"), for its expenditure towards additional office equipment and IT infrastructure; and
6. General corporate purposes.

The amount has been fully deployed as per the objects of the rights issue.

Changes in Capital Structure since the last Issue

Since the last issue i.e. the rights issue mentioned above, REL has allotted 365,974 equity shares pursuant to exercise of options under the ESOP scheme of REL.

During the above mentioned period the Company allotted 5,617,977 equity shares on September 23, 2010 to RHC Finance Private Limited on preferential allotment basis.

Further, during the above mentioned period, REL has allotted 5,617,977 convertible warrants on preferential basis on September 23, 2010 to RHC Finance Private Limited which were converted into 5,617,977 Equity Shares of the Company on November 30, 2010.

Further, during the above mentioned period, the company has also allotted 12,000,000 redeemable preference shares to RHC Finance Private Limited on December 3, 2010.

Mechanism for Redressal of Investor Grievance

Investor complaints and grievances received by REL, if any, are normally attended and replied to within 7 to 10 days of receipt by REL, except in case of disputes over facts or other legal constraints. As on December 31, 2010, there was no complaint pending against REL.

4. Dion Global Solutions Limited ("DGSL")

DGSL was incorporated on March 23, 1994 under the Companies Act as "Fortis Financial Services Limited". On July 25, 2008 it changed its name to "Religare Technova Limited" and on December 28, 2010 it changed its name to its present name. Its CIN No. is L74899DL1994PLC058032. DGSL received its certificate of commencement of business on April 19, 1994. Its registered office is situated at 25, Nehru Place, New Delhi-110 019, India. DGSL was previously registered as an NBFC with the RBI which was subsequently cancelled upon DGSL surrendering its license as confirmed by the RBI vide its order dated June 2, 2008. DGSL is currently engaged in the business of undertaking activities related to information technology and related activities.

Shareholding Pattern

The shareholding pattern of DGSL as on December 31, 2010 is as follows:

Category code	Category of Shareholder	No. of shareholders	Total No. of shares	No. of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of Shares	As a percentage

Category code	Category of Shareholder	No. of shareholders	Total No. of shares	No. of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of Shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)= (VIII)/(IV) *100
(A)	**Shareholding of Promoter and Promoter Group**							
(1)	**Indian**							
(a)	Individuals/ Hindu Undivided Family	4	1,075,320	1,075,320	2.45	2.45	--	--
(b)	Central Government / State Government (s)	--	--	--		--		
(c)	Bodies Corporate	7	18,733,458	18,733,458	42.70	42.70	--	--
(d)	Financial Institutions / Banks	--	--	--	--	--	--	--
(e)	Any Other (specify)	--	--	--	--	--	--	--
	Trust	1	8,223,684	8,223,684	18.75	18.75	--	--
	Sub-Total (A)(1)	**12**	**28,032,462**	**28,032,462**	**63.90**	**63.90**	**NA**	**NA**
(2)	**Foreign**					--		
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	--	--	--	--	--	--	--
(b)	Bodies Corporate	--	--	--	--	--	--	--
(c)	Institutions	--	--	--	--	--	--	--
(d)	Any Other (specify)	--	--	--	--	--	--	--
	Sub-Total (A)(2)	**0**	**0**	**0**	**0.00**	**0.00**	--	**NA**
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	**12**	**28,032,462**	**28,032,462**	**63.90**	**63.90**	**NIL**	**NA**
(B)	**Public Shareholding**						NA	NA
(1)	**Institutions**						NA	NA
(a)	Mutual Funds / UTI	--	--	--	--	--	--	--
(b)	Financial Institutions / Banks	--	--	--	--	--	--	--
(c)	Central Government / State Government (s)	--	--	--	--	--	--	--
(d)	Veture Capital Funds	--	--	--	--	--	--	--
(e)	Insurance Companies	--	--	--	--	--	--	--
(f)	Foreign Institutional Investors	3	2,568,000	2,568,000	5.85	5.85	--	--
(g)	Foreign Venture Capital Investors	--	--	--	--	--	--	--
(h)	Any Other (specify)	--	--	--	--	--	--	--
	Sub-Total (B)(1)	**3**	**2,568,000**	**2,568,000**	**5.85**	**5.85**	**NA**	**NA**
(2)	**Non-institutions**							
(a)	Bodies Corporate	409	8,245,432	8,221,707	18.80	18.80	--	--
(b)	Individuals - (i) Individual shareholders holding nominal share capital up to ₹ 0.10 million.	18,416	3,003,572	2,176,920	6.85	6.85	--	--
	(ii) Individual shareholders holding nominal share capital in excess of ₹ 0.10 million.	34	798114	786,754	1.82	1.82	--	--

Category code	Category of Shareholder	No. of shareholders	Total No. of shares	No. of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of Shares	As a percentage
(c)	Any Other (specify)	--	--	--	--	--	--	--
(ci)	Non Resident Indians	69	454928	454,768	1.04	1.04	--	--
(cii)	HUF	301	143528	143,528	0.33	0.33	--	--
(ciii)	Director	1	528,369	528,369	1.20	1.20	--	--
(civ)	Trust	4	90,274	90,274	0.21	0.21	--	--
(cv)	Clearing Members	15	1,898	1,898	0.00	0.00	--	--
(cvi)	Foreign Companies	--	--	--	--	--	--	--
	Sub-Total (B)(2)	**19249**	**13,266,115**	**12,404,218**	**30.24**	**30.24**	**NA**	**NA**
	Total Public Shareholding (B)=(B)(1)+(B)(2)	**19252**	**15,834,115**	**14,972,218**	**36.10**	**36.10**	**NA**	**NA**
	TOTAL (A)+(B)	**19264**	**43,866,577**	**43,004,680**	**100.00**	**100.00**	**NA**	**NA**
(C)	**Shares held by Custodians and against which Depository Receipts have been issued**	-	-	-	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	**19264**	**43,866,577**	**43,004,680**	**100.00**	**100.00**	**NA**	**NA**

Board of Directors

The board of directors of DGSL comprises the following persons:

1. Mr. Malvinder Mohan Singh;
2. Mr. Sunil Godhwani;
3. Mr. Shachindra Nath;
4. Mr. Ralphe James Horne;
5. Mr. Maninder Singh Grewal;
6. Mr. Pradeep Ratilal Raniga;
7. Mr. Vikram Sahgal;
8. Mr. Padam Bahl;and
9. Mr. R.K. Shetty; and
10. Dr. P. S. Joshi.

Financial Performance

The financial performance of DGSL for Fiscals 2010, 2009 and 2008 (as derived from the audited financial results) are set forth below:

(₹ million, except per share data)

	Fiscal 2010	Fiscal 2009	Fiscal 2008
Sales and other Income	407.43	60.17	106.70
Profit/(Loss) after tax	(90.35)	(80.84)	(55.37)
Equity capital	438.67	403.97	403.97
Reserves and surplus (excluding revaluation reserves)(1)	(51.35)	(335.07)	(254.23)
Earnings/(Loss) per share (basic) (₹)(2)	(2.06)	(2.00)	(1.40)
Earnings/(Loss) per share (diluted) (₹)(2)	(2.06)	(2.00)	(1.40)
Book value per share (₹)(2)	8.83	1.71	3.71

(1) Net of miscellaneous expenditure not written off.
(2) Face value of each equity share is ₹ 10.
.

Significant Notes

There are no significant notes for the last three Fiscals.

Information about Share Price

The equity shares of DGSL are listed on the BSE.

The monthly high and low of the market price of the shares on BSE for the last six months are as follows:

	High	Low
January 2011	64.90	50.00
December 2010	67.50	56.00
November 2010	79.80	60.00
October 2010	95.00	69.95
September 2010	78.00	72.05
August 2010	79.65	70.00

During the last six months, consequent to the Scheme of Arrangement ("**Scheme**") approved by Hon'ble High Court of Delhi vide its order dated July 28, 2010, the paid-up share capital of DGSL has been reduced and reorganized from ₹ 403,973,130 to ₹ 323,178,500 and further increased from ₹ 323,178,500 to ₹ 438,665,770 pursuant to the allotment of 11,548,727 equity shares. Further, the authorized share capital of DGSL increased from ₹ 470 million to ₹ 745 million pursuant to the Scheme.

The equity share price of DGSL one day prior to the filing of the DRHP was ₹ 47.50.

Promise v. Performance

DGSL issued 750,000 equity shares and 5,250,000 5% convertible preference shares of ₹ 10 each on February 16, 1995 to the public. The objects of the issue were to augment resources to meet its planned growth, strengthen its equity base and net worth and obtain listing with the stock exchanges. A comparison of the projections made in the prospectus along with the actual performance is as follows:

Projected Income Statement

(₹ millions, except per share data)

	Fiscal 1995		Fiscal 1996		Fiscal 1997	
	Projections	**Actuals**	**Projections**	**Actuals**	**Projections**	**Actuals**
Income						
- Leasing	29.20	4.78	76.00	211.95	138.90	231.57
-Hire Purchase	7.00	0.79	29.20	19.19	63.80	20.87
-Investments & Trade Finance	42.70	26.57	106.80	111.97	185.40	5.57
-Merchant Banking	7.50	6.22	15.00	9.14	25.00	0.33
-Interest & Dividends	0.70	17.87	3.00	125.67	6.90	188.15
Total Income	**87.10**	**56.23**	**230.00**	**477.93**	**420.00**	**446.49**
Profit Before Depreciation, Interest and Issue expenses	67.10	44.57	200.00	378.62	385.00	353.69
Interest	14.80	18.44	90.30	221.33	178.90	222.18
Depreciation	20.00	2.53	50.40	149.81	93.00	137.35
Issue Expenses Written Off	3.00	-	3.00	1.06	-	1.02
Profit before Tax	29.30	23.59	56.30	6.42	113.10	(6.85)
Tax	-	-	-	-	-	-
Profit After Tax	29.30	23.59	56.30	6.42	113.10	(6.85)
Equity Share Capital	30.00	19.71	30.00	48.60	240.00	206.10
Preference Share Capital	210.00	157.50	210.00	210.00	-	52.50
Reserves & Surplus	17.30	23.60	58.50	28.81	155.30	82.93
Net worth	257.30	200.80	298.50	287.42	395.30	341.53
Dividend (%) – Equity	5.00	15.00	15.00	15.00	20.00	-
– Preference	5.00	5.00	5.00	5.00	5.00	-
Book Value Per Share (₹)	15.77	21.97	29.50	15.93	16.47	14.02
Earning Per Share (₹)	9.77	11.97	18.77	1.32	4.71	(0.33)

Projected Fund Flow Statement

(₹ million, except per share data)

	Fiscal 1995		Fiscal 1996		Fiscal 1997	
	Projections	**Actuals**	**Projections**	**Actuals**	**Projections**	**Actuals**
Sources						
Equity Share Capital	30.	19.7	30	48.6	240	206.1
Preference Share Capital	210	157.5	210	210	0.00	52.5
Retained Earnings	21.10	23.6	58	28.8	137.9	82.9
Book Depreciation	20	2.50	70.30	643.20	163.30	595
Issue Expenses written off	3	0.00	6	1.10	6	1
Share Application Money	0.00	2.80	0.00	0.00	0.00	0.00
Total own funds	284.10	206.10	374.30	931.60	547.20	937.50
Debentures	0.00	0.00	100	0.00	250	0.00
Term Loans	0.00	248.50	50	390.70	100	103.70
Fixed Deposits	0.00	0.00	131.30	795.80	304.10	875.60
Cash Credit	85.50	17.10	255.50	0.00	315.50	78.90
Short Term Funds	84.50	46.50	280.70	417.70	432.60	157.10
Total Borrowings	**170**	**312.10**	**817.50**	**1,604.20**	**1,402.20**	**1,215.30**
Total Resources	**454.10**	**518.20**	**1,191.80**	**2,535.90**	**1,949.40**	**2,152.90**
Applications						
Lease Assets	157	105	353.80	1126.30	565.30	1178.10
H.P. Disbursement – Corp	61	23.70	211	166.50	337.70	142.80
I.C.D.	10	22.50	40	273.9	44	103
Investments	166.30	190.80	465.10	342.80	828.60	328.20
Statutory Investments	8.50	0.00	41.20	125.10	73.70	135.50
Bill Discounting	23.9	122.3	31.5	194.6	31.5	24.50
Issue Expenses	6	0.6	6	5.8	6	12.60
Owned Assets	10	6.80	13.40	37.40	13.90	50.80
Working Capital	11.40	46.50	29.80	173.50	48.70	177.50
Profit & Loss A/c	0.00	0.00	0.00	90	0.00	0.00
Total	**454.10**	**518.20**	**1,191.80**	**2,535.90**	**1,949.40**	**2,152.80**
Return on Capital Employed (%)	115.20	117.50	239.30	22.30	286.60	(20.10)

Details of public issue/ rights issue of capital in the last three years

DGSL has not made any public issue or rights issue of capital in the last three years preceding the date of this Draft Red Herring Prospectus.

Changes in Capital Structure since the last Issue

Consequent to the Scheme of Arrangement ("**Scheme**") approved by Hon'ble High Court of Delhi vide its order dated July 28, 2010, the paid-up share capital of DGSL has been reduced and reorganized from ₹ 403,973,130 to ₹ 323,178,500 and further increased from ₹ 323,178,500 to ₹ 438,665,770 pursuant to the allotment of 11,548,727 equity shares on September 22, 2010.

Promise v. Performance

The object of the rights issue was to part re-pay inter-corporate deposits taken for the acquisition of a controlling stake in Religare Technova Global Solutions Limited (at the time known as Asian CERC Information Technology Limited). The proceeds of the issue were fully utilized towards the objects of the issue as disclosed in DGSL's letter of offer and there was no delay in utilization. No projections were made in the DGSL's letter of offer.

Mechanism for Redressal of Investor Grievance

Investor complaints and grievances received by DGSL, if any, are normally attended and replied to within 7 to 10 days of receipt by DGSL, except in case of disputes over facts or other legal constraints. As on December 31, 2010, there was no complaint pending against DGSL.

Other Information

DGSL was not in compliance with clause 47(d) of the Listing Agreement in the past. However, RTL has been complying with the same since September 2006.

B. Unlisted Group Companies

5. Religare Securities Limited ("RSL")

RSL was incorporated on June 26, 1986 as "Empire Credit Private Limited" under the Companies Act. Its CIN is U65910DL1986PTC151115. Subsequently on November 11, 1987 the word 'Private' was deleted. On August 16, 1996, it changed its name to "Fortis Securities Limited" and it became a 'public limited company' from a 'deemed public limited company' with effect from March 25, 2003. Subsequently, on December 22, 2005, its name was changed to its present name. The registered office of RSL is situated at D3, P3B, District Centre, Saket, New Delhi – 110 017, India. RSL is engaged in the business of provision of security and currency broking and DP services among others.

The equity shares of RSL are not listed on any stock exchange and it has not made any public or rights issue in the preceding three years.

Interest of our Promoters

Except to the extent of their shareholding, as detailed below, our Promoters have no other interest in RSL.

Shareholding Pattern

The shareholding pattern of RSL as of January 31, 2011 is as follows:

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Equity Capital
1.	REL	39,492,200	99.99
2.	Mr. Malvinder Mohan Singh*	100	Negligible
3.	Mr. Shivinder Mohan Singh*	100	Negligible
4.	Ms. Japna Malvinder Singh*	100	Negligible
5.	Ms. Aditi Shivinder Singh*	100	Negligible
6.	Mr. Gurpreet Singh Dhillon*	100	Negligible
7.	Mr. Sunil Godhwani*	100	Negligible
Total		**39,492,800**	**100.00**

* *Holding the equity shares as nominees of REL.*

Board of Directors

The Board of Directors of RSL comprises the following persons:

1. Mr. Sunil Godhwani;
2. Mr. Shachindra Nath;
3. Mr. Anil Saxena;
4. Mr. Sunil Kumar Garg;
5. Mr. Padam Bahl;
6. Mr. Subbu Singh Amarnath;
7. Mr. Deepak Ramchand Sabnani*; and
8. Mr. J. W. Balani**

**Captain G.P.S. Bhalla is acting as the alternate to Mr. Deepak Ramchand Sabnani.*
***Mr. R.K. Shetty is acting as the alternate to Mr. J. W. Balani.*

Financial Performance

The financial performance of RSL for Fiscals 2010, 2009 and 2008 (as derived from the audited financial results) are set forth below:

(₹ in million, except per share data)

	Fiscal 2010	Fiscal 2009	Fiscal 2008
Sales and other income	6,029.99	4,957.32	5,905.52

	Fiscal 2010	Fiscal 2009	Fiscal 2008
Profit/ (Loss) after tax	741.50	(189.15)	767.23
Equity capital (par value ₹ 10 per share)	394.93	381.93	281.93
Reserves and Surplus (excluding revaluation reserves) [(1)]	3,857.90	3,146.63	1,435.78
Earnings/ (Loss) per share (basic) (₹) [(2)]	18.98	(6.70)	28.26
Earnings/ (Loss) per share (diluted) (₹) [(2)]	18.98	(6.70)	28.26
Book value per equity share (₹) [(2)]	107.69	92.39	60.93

(1) Net of miscellaneous expenditure not written off.
(2) Face value of each equity share is ₹ 10.

Significant Notes

There are no significant notes for the last three Fiscals.

C. Group Companies which have become a sick industrial company, is under winding up or has a negative networth

6. Fortis HealthStaff Limited ("FHsL")

FHsL was incorporated on January 31, 1984 as "Hemkunt Pharmaceuticals Private Limited" under the Companies Act. Subsequently on August 27, 1987, it changed its name to "Ranbaxy Pharmaceuticals Private Limited" and on March 22, 2006, it changed its name to "Fortis HealthStaff Private Limited". On February 8, 2007, it changed its status to a public company and the word "Private" was removed from its name. Its CIN No. is U85194DL1984PLC205390. Its registered office is situated at Escorts Heart Institute and Research Centre, Okhla Road, New Delhi-110025. FHsL is engaged in the business of establishing, promoting and managing the business of providing healthcare staffing and personnel in India and overseas and to provide state of the art medical super speciality services including diagnostic, curative and rehabilitative services for cardiac care.

The equity shares of FHsL are not listed on any stock exchange and it has not made any public or rights issue in the preceding three years.

Interest of our Promoters

Except to the extent of their shareholding, as detailed below, our Promoters have no other interest in FHsL.

Shareholding Pattern

The shareholding pattern of FHsL as on January 31, 2011 is as follows:

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Equity Capital
1.	FHHL	34,59,400	99.98
2.	Mr. Malvinder Mohan Singh[#]	100	*Negligible*
3.	Mr. Vinay Kaul[#]	100	*Negligible*
4.	Mr. Harpal Singh[#]	100	*Negligible*
5.	Mr. Shivinder Mohan Singh[#]	100	*Negligible*
6.	MHPL[#]	100	*Negligible*
7.	SHPL[#]	100	*Negligible*
Total		**34,60,000**	**100.00**

[#] Holding the equity shares as nominees of FHHL.

There has been no change in the capital structure of FHsL in the last six months.

Board of Directors

The board of directors of FHsL comprises the following persons:

1. Mr. Pawanpreet Singh;
2. Mr. Daljit Singh; and

3. Mr. Jasmeet Singh Puri.

Financial Performance

The financial performance of FHsL for Fiscals 2010, 2009 and 2008 (as derived from the audited financial results) are set forth below:

(₹ millions, except per share data)

	Fiscal 2010	Fiscal 2009	Fiscal 2008
Sales and other income	0.03	7.14	1.71
Profit/ (Loss) after tax	(0.34)	(2.08)	(83.08)
Equity capital (par value ₹ 10 per share)	34.60	34.60	34.60
Reserves and Surplus (excluding revaluation reserves) (1)	(142.56)	(142.21)	(140.13)
Earnings/ (Loss) per share (basic) (₹) (2)	(0.10)	(0.60)	(24.01)
Earnings/ (Loss) per share (diluted) (₹) (2)	(0.10)	(0.60)	(24.01)
Book value per equity share (₹) (2)	(31.20)	(31.10)	(30.50)

(1) Net of miscellaneous expenditure not written off.
(2) Face value of each equity share is ₹ 10.

Significant Notes

Year ended March 31, 2010

1. The Company did not have an internal audit system during the year.

2. Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, cess have generally been regularly deposited with the appropriate authorities though there has been a significant delay with respect to fringe benefit tax. Undisputed amounts payable in respect thereof, which were outstanding at the year end for a period of more than six months from the date they became payable are as follows:

Name of the Statute	Nature of the Dues	Amount (Rs.)	Period to which the amount relates	Due Date
Income Tax Act, 1961	Fringe Benefit Tax	17,539	2008-09	September 30, 2009

3. In our opinion, the Company's accumulated losses at the end of the financial year are more than fifty percent of its net worth. The company has incurred cash loss during the current year and in the immediately preceding financial year.

Year ended March 31, 2009

1. The Company did not have an internal audit system during the year.

2. In our opinion, the Company's accumulated losses at the end of the financial year are more than fifty percent of its net worth. The company has incurred cash loss during the current year and in the immediately preceding financial year.

Year ended March 31, 2008

1. The Company did not have an internal audit system during the year.

2. In our opinion, the Company's accumulated losses at the end of the financial year are more than fifty percent of its net worth. The company has incurred cash loss during the current year and in the immediately preceding financial year.

7. Green Biofuels Farms Private Limited ("GBFPL")

GBFPL was incorporated on March 30, 2007 under the Companies Act. Its CIN No. is U74999DL2007PTC161429. Its registered office is situated at 55, Hanuman Road, Connaught Place, New Delhi – 110 001, India. GBFPL is engaged in the business of farming of bio-fuel plants / trees, cropping, processing of bio-fuels seeds including horticulture, floriculture, sericulture, dairies, cultivation of all kinds of food grains, seeds and fruits.

The equity shares of GBFPL are not listed on any stock exchange and it has not made any public or rights issue in the preceding three years.

Interest of our Promoters

Except to the extent of their shareholding, as detailed below, our Promoters have no other interest in GBFPL.

Shareholding Pattern

The shareholding pattern of GBFPL as on January 31, 2011 is as follows:

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Equity Capital
1	Shivi Holdings Private Limited	5,000	50.00
2	Malav Holdings Private Limited	5,000	50.00
	Total	10,000	100.00

There has been no change in the capital structure of GBFPL in the last six months

Board of Directors

The board of directors of GBFPL comprises the following persons:

1. Mr. Anil Panwar; and
2. Mr. Hemant Dhingra.

Financial Performance

The financial performance of GBFPL for Fiscals 2008, 2009 and 2010 (as derived from the audited financial results) are set forth below:

(₹ in million, except per share data)

Particulars	Fiscal 2010	Fiscal 2009	Fiscal 2008
Sales and other income	0.00	0.00	0.00
Profit/ (Loss) after tax	(1.05)	(0.01)	(0.01)
Equity capital (par value ₹ 10 per share)	0.10	0.10	0.10
Reserves and Surplus (excluding revaluation reserves) (1)	(1.07)	(0.02)	(0.01)
Earnings/ (Loss) per share (basic) (₹) (2)	(105.04)	(1.09)	(1.11)
Earnings/ (Loss) per share (diluted) (₹) (2)	(105.04)	(1.09)	(1.11)
Book value per equity share (₹) (2)	(97.25)	6.96	7.78

(1) Net of miscellaneous expenditure not written off.
(2) Face value of each equity share is ₹ 10.

Significant Notes

There are no significant notes for the last three Fiscals.

8. Bindas Realtors Private Limited ("BRPL")

BRPL was incorporated on May 30, 2008 under the Companies Act. Its CIN No. is U45200DL2008PTC178822. Its registered office is situated at 55, Hanuman Road, Connaught Place, New Delhi – 110 001, India. BRPL is engaged in the business of investment in, hold, buy, sell, develop, construct, or otherwise deal in, transfer and to act as agent/sub agent for all kind and description of agricultural land, farm houses, buildings, residential houses, industrial plots and industrial building /factories malls, commercial flats and to act as consultants in connection therewith.

The equity shares of BRPL are not listed on any stock exchange and it has not made any public or rights issue in the preceding three years.

Interest of our Promoters

Except to the extent of their shareholding, as detailed below, our Promoters have no other interest in BRPL.

Shareholding Pattern

The shareholding pattern of BRPL as on January 31, 2011 is as follows:

S. No.	Name of Shareholder	Number of equity shares of ₹10 each	% of Equity Capital
1.	Shivi Holdings Private Limited	5,000	50.00
2.	Malav Holdings Private Limited	5,000	50.00
	Total	**10,000**	**100.00**

There has been no change in the capital structure of BRPL in the last six months

Board of Directors

The board of directors of BRPL comprises the following persons:

1. Mr. Anil Panwar; and
2. Mr. Hemant Dhingra.

Financial Performance

As BRPL was incorporated in Fiscal 2009, the audited financials for Fiscal 2008 is not available. The financial performance for Fiscals 2009 and 2010 (as derived from the audited financial results) are set forth below:

(₹ in million, except per share data)

Particulars	Fiscal 2010	Fiscal 2009
Sales and other income	0.00	0.00
Profit/ (Loss) after tax	0.00	0.00
Equity capital (par value ₹ 10 per share)	0.10	0.10
Reserves and Surplus (excluding revaluation reserves) (1)	0.00	0.00
Earnings/ (Loss) per share (basic) (₹) (2)	0.00	0.00
Earnings/ (Loss) per share (diluted) (₹) (2)	0.00	0.00
Book value per equity share (₹) (2)	(19.63)	7.76

(1) Net of miscellaneous expenditure not written off.
(2) Face value of each equity share is ₹ 10.

Significant Notes

There are no significant notes for the last two Fiscals.

9. **A-1 Book Company Private Limited ("ABCPL")**

ABCPL was incorporated on August 22, 1979 as a private Company under the Companies Act. Its CIN No. is U22219MH2004PTC021586. Its registered office is situated at C - 4/C-5, Taj Building, 1st Floor,210 D N Road, Fort, Mumbai. ABCPL is engaged in the business of printers, and dealers in books, newspapers, journals, magazines, and other literary works.

The equity shares of ABCPL are not listed on any stock exchange and it has not made any public or rights issue in the preceding three years.

Interest of our Promoters

Except to the extent of their shareholding, as detailed below, our Promoters have no other interest in ABCPL.

Shareholding Pattern

The shareholding pattern of ABCPL as on January 31, 2011 is as follows:

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Equity Capital
1.	RHC Holding Private Limited	998	99.8
2.	Malvinder Mohan Singh	2	0.20
	Total	**1000**	**100.00**

There has been no change in the capital structure of ABCPL in the last six months.

Board of Directors

The board of directors of ABCPL comprises the following persons:

1. Mr. Malvinder Mohan Singh;
2. Mr. Shivinder Mohan Singh; and
3. Dr. P.S Joshi.

Financial Performance

The financial performance of ABCPL for Fiscals 2010, 2009 and 2008 (as derived from the audited financial results) are set forth below:

(₹ millions, except per share data)

	Fiscal 2010	Fiscal 2009	Fiscal 2008
Sales and other income	0.03	0.03	0.03
Profit/ (Loss) after tax	(0.02)	(0.01)	(0.01)
Equity capital (par value ₹ 100 per share)	0.10	0.10	0.10
Reserves and Surplus (excluding revaluation reserves) (1)	(2.15)	(2.13)	(2.12)
Earnings/ (Loss) per share (basic) (₹) (2)	(16.72)	(8.58)	(8.72)
Earnings/ (Loss) per share (diluted) (₹) (2)	(2,046.46)	(2,029.75)	(2,021.17)
Book value per equity share (₹) (2)	0.03	0.03	0.03

(1) *Net of miscellaneous expenditure not written off.*
(2) *Face value of each equity share is ₹ 100.*

Significant Notes

There are no significant notes for the last three Fiscals.

10. **Hospitalia Eastern Private Limited ("HEPL")**

HEPL was incorporated on September 21, 1988 under the Companies Act. Its CIN No. is U45202DL1988PTC033270 Its registered office is situated at 55, Hanuman Road, Connaught Place, New Delhi 110 001, India. HEPL was incorporated to undertake the business of promoting, undertaking and assisting the planning, organization, development, establishment, upgradation, strengthening, renovation, construction, equipping, furnishing, staffing, maintenance, management and evaluation of all types of projects, program, schemes and systems in hospital and healthcare projects and facilities, including dispensaries and primary, subsidiary, community and allied health centers.

The equity shares of HEPL are not listed on any stock exchange and it has not made any public or rights issue in the preceding three years.

Interest of our Promoters

Except to the extent of their shareholding, as detailed below, our Promoters have no other interest in HEPL.

Shareholding Pattern

The shareholding pattern of HEPL as on January 31, 2011 is as follows:

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Equity Capital
1.	Fortis Healthcare Holding Limited (FHHL)	50000	98.04
2.	Hemant Dhingra*	1000	1.96
	Total	**51000**	**100.00**

*Holding shares as nominee of FHHL

In addition, HEPL has issued 400,000 10% non-cumulative redeemable preference shares of ₹10 each.

There has been no change in the capital structure of HEPL in the last six months.

Board of Directors

The board of directors of HEPL comprises the following persons:

1. Mr. Hemant Dhingra; and
2. Mr. Sanjeev Singhal.

Financial Performance

The financial performance of HEPL for Fiscals 2010, 2009 and 2008 (as derived from the audited financial results) are set forth below:

(₹ millions, except per share data)

	Fiscal 2010	Fiscal 2009	Fiscal 2008
Sales and other income	0.11	-	-
Profit/ (Loss) after tax	(14.17)	(0.89)	(0.12)
Equity capital (par value ₹ 10 per share)	0.51	0.51	0.51
Reserves and Surplus (excluding revaluation reserves) (1)	(18.56)	(4.64)	(3.50)
Earnings/ (Loss) per share (basic) (₹) (2)	(277.78)	(17.52)	(2.32)
Earnings/ (Loss) per share (diluted) (₹) (2)	(277.78)	(17.52)	(2.32)
Book value per equity share (₹) (2)	(353.95)	(76.17)	(58.65)

(1) *Net of miscellaneous expenditure not written off.*
(2) *Face value of each equity share is ₹10.*
* *Excludes 400,000 10% non-cumulative redeemable preference shares of ₹10 each.*

Significant Notes

There are no significant notes for the last three Fiscals.

11. Religare Technologies Limited (RTecL)

Religare Technologies Limited was originally incorporated as Religare Technova Services Limited on May 22, 2009 under the Companies Act. Thereafter, on June 12, 2009 RTecL changed its name to the present name. They obtained their certificate of commencement of business on June 3, 2009 and their registered office is situated at 25, Nehru Place, New Delhi – 110 019. RTecL offers domain centric solutions spanning the entire spectrum of IT Services including enterprise technology solutions, integrated infrastructure management services, enterprise application solutions, business process outsourcing and business intelligence services.

Interest of our Promoters

Except to the extent of their shareholding, as detailed below, our Promoters have no other interest in HEPL.

Shareholding Pattern

The shareholding pattern of RTecL as on December 31, 2010 is as follows:

Name of the Company				RELIGARE TECHNOLOGIES LIMITED				
Scrip Code				N.A.				
Cate-gory code	Category of Shareholder	No. of shareholders	Total No. of shares	No. of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	No. of Shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)=(VIII)/(IV)*100
(A)	**Shareholding of Promoter and Promoter Group**							
(1)	**Indian**							
(a)	Individuals/ Hindu Undivided Family	10*	269430	268830	3.31	3.31	--	--
(b)	Central Government / State Government (s)	--	--	--	--	--	--	--
(c)	Bodies Corporate	8**	4732764	4683324	58.22	58.22	--	--
(d)	Financial Institutions / Banks	--	--	--	--	--	--	--
(e)	Any Other (specify)	--	--	--	--	--	--	--
	Sub-Total (A)(1)	**18**	**5002194**	**4952154**	**61.53**	**61.53**	**NA**	**NA**
(2)	**Foreign**					--	--	--
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	--	--	--	--	--	--	--
(b)	Bodies Corporate	--	--	--	--	--	--	--
(c)	Institutions	--	--	--	--	--	--	--
(d)	Any Other (specify)	--	--	--	--	--	--	--
	Sub-Total (A)(2)	**0**	**0**	**0**	**0.00**	**0.00**		**NA**
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	**18**	**5002194**	**4952154**	**61.53**	**61.53**	**NA**	**N.A.**
(B)	**Public Shareholding**							
(1)	**Institutions**							
(a)	Mutual Funds / UTI	--	--	--	--	--	--	--
(b)	Financial Institutions / Banks	--	--	--	--	--	--	--
(c)	Central Government / State Government (s)	--	--	--	--	--	--	--
(d)	Venture Capital Funds	--	--	--	--	--	--	--
(e)	Insurance Companies	--	--	--	--	--	--	--
(f)	Foreign Institutional Investors	3	642000	642000	7.90	7.90	--	--
(g)	Foreign Venture Capital Investors	--	--	--	--	--	--	--
(h)	Any Other (specify)	--	--	--	--	--	--	--

Name of the Company				RELIGARE TECHNOLOGIES LIMITED				
Scrip Code				**N.A.**				
Cate-gory code	**Category of Shareholder**	**No. of shareholders**	**Total No. of shares**	**No. of shares held in dematerialized form**	**Total shareholding as a percentage of total number of shares**		**Shares Pledged or otherwise encumbered**	
					As a percentage of (A+B)	**As a percentage of (A+B+C)**	**No. of Shares**	**As a percentage**
(I)	**(II)**	**(III)**	**(IV)**	**(V)**	**(VI)**	**(VII)**	**(VIII)**	**(IX)=(VIII)/(IV)*100**
	Sub-Total (B)(1)	**3**	**642000**	**642000**	**7.90**	**7.90**	**NA**	**NA**
(2)	**Non-institutions**					--		
(a)	Bodies Corporate	261	1612045	1607610	19.83	19.83	--	--
(b)	Individuals - (i) Individual shareholders holding nominal share capital up to ₹1 lakh	12239	584610	405206	7.19	7.19	--	--
	(ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	2	23823	23823	0.29	0.29	--	--
(c)	Any Other (specify)	--	--	--	--	--	--	--
(ci)	Non Resident Indians	29	94009	93969	1.16	1.16	--	--
(cii)	HUF	114	16254	16254	0.20	0.20	--	--
(ciii)	Director	1	132092	132092	1.62	1.62	--	--
(civ)	Trust	2	22426	20901	0.28	0.28	--	--
(cv)	Clearing Members	1	10	10	0.00	0.00	--	--
		--	--	--	--	--	--	--
	- Foreign Companies	--	--	--	--	--	--	--
	Sub-Total (B)(2)	**12649**	**2485269**	**2299865**	**30.57**	**30.57**	**NA**	**NA**
	Total Public Shareholding (B)=(B)(1)+(B)(2)	**12652**	**3127269**	**2941865**	**38.47**	**38.47**	**NA**	**NA**
	TOTAL (A)+(B)	**12670**	**8129463**	**7894019**	**100.00**	**100.00**	**NA**	**NA**
(C)	**Shares held by Custodians and against which Depository Receipts have been issued**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	GRAND TOTAL (A)+(B)+(C)	**12670**	**8129463**	**7894019**	**100.00**	**100.00**	**NA**	**NA**

* Includes six nominees of Dion Global Solutions Limited

** Two folios of one Body Corporate have been clubbed into one folio.

Consequent to a scheme of arrangement (the "**Scheme**") approved by the High Court of Delhi, vide its order dated July 28, 2010, the paid up share capital of RTecL has been increased from ₹ 500,000 to ₹ 81,294,630 pursuant to the allotment of 8,079,463 equity shares on September 22, 2010. Further, the authorised share capital of the company increased from ₹ 50,000,000 to ₹ 500,000,000 pursuant to the Scheme. According to the Scheme, the equity shares of RTecL had to be listed at BSE and accordingly, the BSE in its letter dated December 10, 2010 granted approval to the RTecL listing application. However, the trading approval for the same is still pending, which would be granted subject to compliance with conditions of SEBI Circular No. SEBI / CFD / SCRR / 01 / 2009 / 03 / 09.

Board of Directors

The board of directors of RTecL comprises the following persons:

1. Mr. Sunil Godhwani;
2. Mr. Shivinder Mohan Singh;
3. Mr. Harpal Singh;
4. Mr. Maninder Singh Grewal;
5. Dr. Amit Varma;
6. Mr. Padam Bahl;
7. Dr. P. S. Joshi;
8. Mr. Vikram Sahgal;
9. Mr. R. K. Shetty; and
10. Capt. G. P. S. Bhalla

Financial Performance

The financial performance of RTecL for Fiscals 2010, 2009 and 2008 (as derived from the audited financial results) are set forth below:

(₹ millions, except per share data)

	Fiscal 2010
Sales and other income	1268.80
Profit/ (Loss) after tax	(405.73)
Equity capital (par value ₹ 10 per share)	81.29
Reserves and Surplus (excluding revaluation reserves) (1)	-
Earnings/ (Loss) per share (basic) (₹) (2)	(49.91)
Earnings/ (Loss) per share (diluted) (₹) (2)	(49.91)
Book value per equity share (₹) (2)	(53.05)

(1) *Net of miscellaneous expenditure not written off.*
(2) *Face value of each equity share is ₹10.*

D. Other Group Companies

S. No.	Name of Group Company	Date of Incorporation	Registered Office	Business Activities
1.	Religare Wellness Limited	April 19, 2006	2nd Floor, B-Wing, D – 3, District Center, Saket, New Delhi 110 017, India	Buying, selling and dealing with all types of pharmaceutical and chemical products of medicaments
2.	Luxury Farms Private Limited	November 7, 1988	Vistas 26, Maulsari Avenue, Westend Green Farms, Rajokri, New Delhi 110 038, India	Social, industrial and commercial forestry farming and poultry
3.	R.C. Nursery Private Limited	March 3, 1994	10, Maulsari Avenue, Westend Green Farms, Rajokri, New Delhi 110 038, India	Developing and dealing in farms, agricultural houses and farm houses and the production and buying, selling, importing and exporting of food products
4.	Vistas Realtors Private Limited	August 2, 2006	55, Hanuman Road, Connaught Place, New Delhi 110 001, India	Selling, purchasing, developing and dealing in all kinds of properties and construction business
5.	Greenview Buildtech Private Limited	July 26, 2006	55, Hanuman Road, Connaught Place, New Delhi 110 001, India	Selling, purchasing, developing and dealing in all kinds of property
6.	Religare Voyages Limited	June 17, 2006	19, Nehtu Place, New Delhi-110019	Own, operate and maintain aircrafts and allied services
7.	Vistas Complexes Private Limited	May 13, 2008	55 Hanuman Road, Connaught Place, New Delhi 110 001,	Selling, purchasing, developing and dealing in all kinds of properties

S. No.	Name of Group Company	Date of Incorporation	Registered Office	Business Activities
			India	
8.	Meadows Buildtech Private Limited	April 25, 2008	55 Hanuman Road, Connaught Place, New Delhi 110 001, India	Selling, purchasing, developing and dealing in all kinds of property
9.	Fortis Healthcare Holdings Limited	December 27, 2001	55, Hanuman Road, Connaught Place, New Delhi 110 001, India	Setting up, running, managing, administering hospitals, medicare, health-care, diagnostic, health-aids and research centres
10.	ANR Securities Limited	November 22, 1994	55 Hanuman Road, Connaught Place, New Delhi 110 001, India	Business of Investment or acquire and to hold, issue, sell, pledge, deal or otherwise dispose of shares, stock, debentures, bonds, obligations, and securities issued or guaranteed by any Government, Sovereign, public body or authorities
11.	Hospitalia Information Systems Private Limited	May 13, 1992	55 Hanuman Road, Connaught Place, New Delhi 110 001, India	Produce, market, sell, service, promote, underwrite, and assist development and implementation of computer software programme and package for application in hospitals and healthcare services
12.	Malsh Healthcare	July 2, 2003 (pursuant to a deed of partnership)	55 Hanuman Road, Connaught Place, New Delhi 110 001, India	Running, carrying out, organizing, administering and operating hospitals and medical centres and pathological laboratories, clinical labs and testing centres in various cities in India.
13.	Religare Finvest Limited	January 6, 1995	D3, P3B, District Centre, Saket, New Delhi -110017	Extending personal credit, corporate finance, IPO distribution, mutual fund distribution services and DP services.
14.	REL Infrafacilities Limited	February 7, 2007	D3, P3B, District Centre, Saket, New Delhi -110017	Acquiring by purchase, lease, exchange or otherwise, land, estates, buildings, etc., exclusively for the holding company, associates, fellow subsidiaries, group companies or JVs.
15.	Religare Venture Capital Limited	July 26, 2006	D3, P3B, District Centre, Saket, New Delhi - 110017	Engaged in the business of venture capital in India.
16.	Religare Finance Limited	February 15, 2007	D3 P3B, District Centre, Saket, New Delhi-110017	Holding investments in various step down subsidiaries for investing, acquiring, holding, purchasing or procuring equity shares, debentures, bonds, mortgages, obligation, securities of any kind, providing financial consultancy services and other investment advisory services and further to operate mutual funds, receive funds from investors, etc.
17.	Religare Capital Markets Limited	February 9, 2007	D3 P3B, District Centre, Saket, New Delhi-110017	Merchant banking, institutional broking, financial advisory services and other financial intermediary services.
18.	Religare Health Insurance Company Limited	April 2, 2007	D3 P3B, District Centre, Saket, New Delhi-110017	Health insurance and assurance in all permissible ways and to undertake reinsurance, co-insurance and retrocession of health and allied insurances

S. No.	Name of Group Company	Date of Incorporation	Registered Office	Business Activities
				and related liabilities
19.	Religare Arts Initiative Limited	August 13, 2007	D3 P3B, District Centre, Saket, New Delhi-110017	Engaged in the business of buying, selling, trading, stocking of art including paintings, sculptures, goods of artistic value and to promote art and provide art related services.
20.	Religare Insurance Broking Limited	January 10, 2006	D3, P3B, District Centre, Saket, New Delhi-110017, India	Engaged in the business of composite insurance broking
21.	Vistaar Religare Capital Advisors Limited	February 20, 2008	16-18, Subhada Commercial Building, Sir Pochkhanwala Road, Worli, Mumbai 400 030, India.	Administering and managing Vistaar Religare Media Fund which is an Indian venture capital fund organized as a contributory trust and its various assets.
22.	Religare Macquarie Wealth Management Limited	March 15, 2007	D3, P3B, District Centre, Saket, New Delhi - 110 017	Engaged in the business of rendering wealth management and corporate advisory services.
23.	Chetak Pharmaceuticals Private Limited	January 30, 1984	C – 51, Industrial Area Phase – III, S A S Nagar, Mohali, Punjab	Engaged in the business of, *inter alia*, manufacturing, buying, selling and dealing in drugs, medicines and pharmaceuticals.
24.	Fortis Clinical Research Limited	March 29, 2005	55 Hanuman Road, Connaught Place, New Delhi - 110001	Engaged in the business of scientific research and development leading to technology development, and also providing various services to the pharmaceutical Industry related to research and development.
25.	AEGON Religare Life Insurance Company Limited	March 23, 2007	Plot No. 19 – 22, 2nd Floor, Paranjpe "B" Scheme, Subhash Road, Near Garware House, Vile Parle (East), Mumbai – 400 057	Engaged in the business of life insurance in India.
26.	Oscar Traders	February 21, 1979	55 Hanuman Road, Connaught Place, New Delhi - 110001	Principal activity is holding of investments, with the dividend constituting the income thereof.
27.	Shimal Research Laboratories Limited	January 12, 2001	1 Southend Lane, New Delhi – 110 011	Engaged in the business of establish, maintain and manage clinical reference laboratories and research centers, to provide testing, diagnostic and prognostic monitoring services.
28.	RHC Holding Private Limited	April 19, 2007	55, Hanuman Road, Connaught Place, New Delhi – 110001	Engaged in the business of lending and advancing money
29.	Religare Technologies Limited	May 22, 2009	25, Nehru Place, New Delhi – 110019	Engaged in IT and IT related activities
30.	Malar Stars Medicare Limited	July 7, 2009	No. 52, First Main Road, Gandhi Nagar, Adyar, Chennai – 600 020, Tamilnadu	To own, purchase, lease or operate, manage, hospitals, medicare, healthcare etc.
31.	Religare Aviation Limited	September 23, 1996	19, Nehru Place, New Delhi 110019	To carry on the business of air transport services.
32.	Religare Travels (India) Limited	May 5, 1989	19, Nehru Place, New Delhi 110019	To carry on the business transport of goods, animals and passengers by any mode
33.	Religare Aviation Training Academy	September 24, 2009	19, Nehru Place, New Delhi 110019	Training of any kind in the field of Aviation Industry

S. No.	Name of Group Company	Date of Incorporation	Registered Office	Business Activities
	private limited			
34.	Religare Voyages Business Services Private Limited	March 11, 2010	19, Nehru Place, New Delhi 110019	To provide general aviation consultancy and advisory services in India and outside India
35.	Religare Aviation Engineering Private Limited	August 9, 2010	19, Nehru Place, New Delhi 110019	Repairing, maintaining, servicing, overhauling etc for all type of machines relating to aircraft
36.	Religare Voyages (Ireland) Limited	July 23, 2010	53, Merrion Square, Dublin-2, Dublin-co, Dublin.	To carry on all or any business of owning, financing, leasing, managing, working, taking in, trading etc. of aircraft, airborne transport vehicles, crafts, engines & vehicles of all kinds
37.	Fortis Global Healthcare Limited	October 15, 2009	55 Hanuman Road, Connaught Place, New Delhi - 110 001	To purchase , lease, or otherwise acquire, establish, maintain, operate, run, manage, or administer hospitals, medicare, healthcare, diagnostic, health aids, and research centres, in India or worldwide.
38.	RHC Finance Private Limited	July 26, 2007	55 Hanuman Road, Connaught Place, New Delhi - 110 001	To lend and finance by way of lending and advancing money.
39.	Todays Holdings Private Limited	July 26, 2007	55 Hanuman Road, Connaught Place, New Delhi - 110 001	To lend and finance by way of lending and advancing money.
40.	Religare Infotech Private limited	August 17, 2009	19, Nehru Place, New Delhi-110019.	To carry on the business of IT and ITES
41.	RHC Financial Service (Mauritius) Limited	February 16, 2010	4th Floor, Ebene Skies, Rue De, L'Institut, Mauritius,	Global Business of the Financial Services.
42.	Religare Global Assets Management Inc.	June 23, 2010	615, South DuPont Highway, City of Dover, County of Kent, Delaware 19901	Proposed to engage in any lawful act or activity for which the Corporation is organised under the General Corporation Law of State of Delaware.

Interest of our Promoters in our Group Companies

Except to the extent of their shareholding (directly or indirectly) and/or directorship, as detailed below, our Promoters have no other interest in our Group Companies.

1. Religare Wellness Limited ("RWL")

Shareholding Pattern

The shareholding pattern of RWL as on January 31, 2011 is as follows:

Equity Shares

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Equity Capital
1.	FHHL	17,784,400	64.94
2.	RHC Holding	8,000,000	29.21
3.	SAK Industries Private Limited	1,600,000	5.84
4.	Dr. Sanjeev Krishan Chaudhry *	100	*Negligible*
5.	Mr. Sunil Godhwani*	100	*Negligible*
6.	Mr. Anil Saxena*	100	*Negligible*
7.	Mr. Shachindra Nath*	100	*Negligible*
8.	Mr. Atul Gupta*	100	*Negligible*
9.	Mr. Sunil Kumar Garg*	100	*Negligible*
Total		**27,385,000**	**100.00**

* *Holding the equity shares as nominees of FHHL.*

9% Non-cumulative redeemable preference shares

S. No.	Name of Shareholder	Number of shares of ₹ 10 each	% of Capital
1.	RHC Holding	14,400,000	100.00
Total		**14,400,000**	**100.00**

Board of Directors

The board of directors of RWL comprises the following persons:

1. Mr. Atul Gupta;
2. Dr. Sanjeev K Chaudhry; and
3 Dr. Amit Varma.

2. Luxury Farms Private Limited ("LFPL")

Shareholding Pattern

The shareholding pattern of LFPL as on January 31, 2011 is as follows:

Equity shares

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Equity Capital
1.	Mr. Malvinder Mohan Singh	45000	49.98
2.	Mr. Malvinder Mohan Singh jointly with Japna Malvinder Singh	45,040	50.02
	Total	**90,040**	**100.00**

14% Non-cumulative redeemable preference shares

S. No.	Name of Shareholder	Number of shares of ₹ 100 each	% of Capital
1.	Mr. Malvinder Mohan Singh	5,000	50.00
2.	Mr. Shivinder Mohan Singh	5,000	50.00
	Total	**10,000**	**100.00**

12% Non-cumulative redeemable preference shares

S. No.	Name of Shareholder	Number of shares of ₹ 100 each	% of Capital
1.	Mr. Malvinder Mohan Singh	105,000	100.00
	Total	**105,000**	**100.00**

Board of Directors

The board of directors of LFPL comprises the following persons:

1. Mr. Malvinder Mohan Singh; and
2. Ms. Japna Malvinder Singh.

3. R.C. Nursery Private Limited ("RCNPL")

Shareholding Pattern

The shareholding pattern of RCNPL as on January 31, 2011 is as follows:

Equity shares

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Equity Capital
1.	Mr. Shivinder Mohan Singh	180,000	72.00
2.	SHPL	70,000	28.00
	Total	**250,000**	**100.00**

10% Non-cumulative redeemable preference shares

S. No.	Name of Shareholder	Number of shares of ₹ 10 each	% of Capital
1.	Mr. Shivinder Mohan Singh	27,825	23.18
2.	RHC Holding Private Limited	92,175	76.82
	Total	**120,000**	**100.00**

Board of Directors

The board of directors of RCNPL comprises the following persons:

1. Mr. Shivinder Mohan Singh; and
2. Ms. Aditi Shivinder Singh.

4. Vistas Realtors Private Limited ("VRPL")

Shareholding Pattern

The shareholding pattern of VRPL as on January 31, 2011 is as follows:

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Equity Capital
1.	Mr. Malvinder Mohan Singh	2,500	25.00
2.	Ms. Japna Malvinder Singh	2,500	25.00
3.	Ms. Nimrita Parvinder Singh under the guardianship of Mr. Malvinder Mohan Singh	2,500	25.00
4.	Ms. Nanaki Parvinder Singh under the guardianship of Mr. Malvinder Mohan Singh	2,500	25.00
	Total	**10,000**	**100.00**

Board of Directors

The board of directors of VRPL comprises the following persons:

1. Mr. Malvinder Mohan Singh; and
2. Ms. Japna Malvinder Singh.

5. Greenview Buildtech Private Limited ("GBPL")

Shareholding Pattern

The shareholding pattern of GBPL as on January 31, 2010 is as follows:

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Equity Capital
1.	Mr. Shivinder Mohan Singh	5,000	50.00
2.	Ms. Rajshree Singh	5,000	50.00
	Total	**10,000**	**100.00**

Board of Directors

The board of directors of GBPL comprises the following persons:

1. Mr. Shivinder Mohan Singh; and
2. Ms. Rajshree Singh.

6. Religare Voyages Limited ("RVL")

Shareholding Pattern

The shareholding pattern of RVL as on January 31, 2011 is as follows:

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Equity Capital
1	Sanjay Godhwani	400,000	1.74
2	Malav Holdings Private Limited	7,099,899	30.93
3	Shivi Holdings Private Limited	7,099,899	30.93
4	Malvinder Mohan Singh jointly with Malav Holdings Private Limited	100	0.00
5	Shivinder Mohan Singh jointly with Shivi Holdings Private Limited	100	0.00
6	RHC Holding Private Limited	4,500,401	19.62
7	Logos Holding Company Private Limited	3,852,514	16.78
Total		**22,952,913**	**100.00**

S. No.	Name of Shareholder	Number of preference shares of ₹ 10 each	% of Preference Capital
1	RHC Holding Private Limited	5000000	100
	Total	**5000000**	**100**

The authorized share capital of RVL has been subdivided into equity and preference shares from 40,000,000 equity shares of ₹ 10 each to 35,000,000 equity shares of ₹ 10 each and 5,000,000 preference shares of ₹ 10 each on December 7, 2010.

Board of Directors

The board of directors of RVL comprises the following persons:

1. Mr. Malvinder Mohan Singh;
2. Mr. Shivinder Mohan Singh;
3. Mr. Sunil Godhwani;
4. Mr. Sanjay Godhwani; and
5. Dr. Sunita Naidoo.

7. Vistas Complexes Private Limited ("VCPL")

Shareholding Pattern

The shareholding pattern of VCPL as on January 31, 2011 is as follows:

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Equity Capital
1.	Mr. Malvinder Mohan Singh	5,000	50.00
2.	MHPL	5,000	50.00
	TOTAL	**10,000**	**100.00**

Board of Directors

The board of directors of VCPL comprises the following persons:

1. Mr. Malvinder Mohan Singh; and
2. Ms. Japna Malvinder Singh.

8. Meadows Buildtech Private Limited ("MBPL")

Shareholding Pattern

The shareholding pattern of MBPL as on January 31, 2011 is as follows:

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Equity Capital
1.	RCNPL	9,990	99.90
2.	Ms. Aditi Shivinder Singh*	10	0.10
	Total	**10,000**	**100.00**

* *Holding the equity shares as a nominee of RCNPL.*

Board of Directors

The board of directors of MBPL comprises the following persons:

1. Ms. Aditi Shivinder Singh;
2. Ms. Rajshree Singh; and
3. Mr. Manu Kapila.

9. Fortis Healthcare Holdings Limited ("FHHL")

Shareholding Pattern

The shareholding pattern of FHHL as on January 31, 2011 is as follows:

Equity shares

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Equity Capital
1.	RHC Holding Private Limited	44,079,400	100.00
2.	Mr. V.M. Bhutani^	100	*Negligible*
3.	Mr. Shivinder Mohan Singh^	100	*Negligible*
4.	Mr. Hemant Dhingra^	100	*Negligible*
5.	Mr. Malvinder Mohan Singh^	100	*Negligible*
6.	Mr. Sanjeev Singhal^	100	*Negligible*
7.	Mr. Sunil Godhwani^	100	*Negligible*
8.	Mr. V.M. Bhutani^	100	*Negligible*
	Total	**44,080,000**	**100.00**

^ *Holding the equity shares as nominees of RHC Holding*

Allotment of 41,730,000 fully paid up equity shares of the company against the conversion of the 10% non cumulative convertible preference shares of ₹ 10 into equity shares of ₹ 10 each on December 3, 2010.

Further, FHHL had undergone a reclassification of the authorized share capital into 50,000,000 equity shares of ₹ 10 each on December 2, 2010.

Board of Directors

The board of directors of FHHL comprises the following persons:

1. Mr. Malvinder Mohan Singh;
2. Mr. Shivinder Mohan Singh; and
3. Mr. Anil Panwar.

10. ANR Securities Limited ("ANR")

Shareholding Pattern

The shareholding pattern of ANR on January 31, 2011 is as follows:

S. No.	Name of Shareholder	Number of equity shares of ₹10 each	% of Equity Capital
1.	Vistas Complexes Private Limited (**VCPL**)	1,154,100	49.99
2.	Meadows Buildtech Private Limited (**MBPL**)	1,154,100	49.99
3.	Mr. Malvinder Mohan Singh*	100	*Negligible*
4.	Ms. Japna Malvinder Singh*	100	*Negligible*
5.	Mr. Hemant Dhingra*	100	*Negligible*
6.	Mr. Shivinder Mohan Singh#	100	*Negligible*
7.	Ms. Aditi Shivinder Singh#	100	*Negligible*
8.	Mr. Sanjeev Singhal#	100	*Negligible*
Total		**2,308,800**	**100.00**

* *Holding the equity shares as nominees of VCPL.*
\# *Holding the equity shares as nominees of MBPL.*

Board of Directors

The board of directors of ANR comprises the following persons:

1. Dr. P.S. Joshi;
2. Mr. Hemant Dhingra; and
3. Mr. Sanjeev Singhal.

11. Hospitalia Information Systems Private Limited ("HISPL")

Shareholding Pattern

The shareholding pattern of HISPL as on January 31, 2011 is as follows:

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Equity Capital
1.	Vistas Complexes Private Limited (**VCPL**)	25,000	50.00
2.	Meadows Buildtech Private Limited (**MBPL**)	25,000	50.00
Total		**50,000**	**100.00**

Board of Directors

The board of directors of HISPL comprises the following persons:

1. Dr. P. S. Joshi; and
2. Mr. Hemant Dhingra.

12. Malsh Healthcare ("MH")

The partners of MH are Mr. Malvinder Mohan Singh and Mr. Shivinder Mohan Singh holding in the ratio of 50:50.

13. Religare Finvest Limited ("RFL")

Shareholding Pattern

The shareholding pattern of RFL as of January 31, 2011 is as follows:

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Issued Capital
1.	Religare Enterprises Limited (REL)	173,321,537	99.99
2.	Mr. Malvinder Mohan Singh*	100	*Negligible*
3.	Mr. Shivinder Mohan Singh*	100	*Negligible*
4.	Ms. Japna Malvinder Singh*	100	*Negligible*
5.	Ms. Aditi Shivinder Singh*	100	*Negligible*
6.	Mr. Gurpreet Singh Dhillon*	100	*Negligible*
7.	Mr. Gurkirat Singh Dhillon*	100	*Negligible*
	Total	173,322,137	**100.00**

* *Holding the equity shares as nominees of REL.*

Board of Directors

The Board of Directors of RFL comprises the following persons:

1. Mr. Sunil Godhwani;
2. Mr. Anil Saxena
3. Mr. Atul Gupta;
4. Mr. Jatinder Singh Grewal;
5. Mr. Sunil Kumar Garg;
6. Mr. Padam Bahl;
7. Mr. J.W. Balani; and
8. Mr. R.K.Shetty*

* Alternate to J.W.Balani

14. REL Infrafacilities Limited ("RIFL")

Shareholding Pattern

The shareholding pattern of RIFL as of January 31, 2011 is as follows:

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Issued Capital
1	Religare Enterprises Limited (REL)	30,849,400	99.99
2	Mr. Atul Gupta*	100	Negligible
3	Mr. Bikram Singh Yadava*	100	Negligible
4	Mr. Sunil Kumar Garg*	100	Negligible
5	Mr. Sunil Godhwani*	100	Negligible
6	Mr. Shachindra Nath*	100	Negligible
7	Mr. Anil Saxena*	100	Negligible
	Total	**30,850,000**	**100.00**

* *Holding the equity shares as nominees of REL.*

Board of Directors

The Board of Directors of RIFL comprises the following persons:

1. Mr. Sunil Kumar Garg;
2. Mr. Amit Sarup; and
3. Mr. Atul Gupta.

15. Religare Venture Capital Limited ("RVCL")

Shareholding Pattern

The shareholding pattern of RVCL as of January 31, 2011 is as follows:

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Issued Capital
1.	REL	30,049,400	99.99
2.	Mr. Malvinder Mohan Singh*	100	Negligible
3.	Mr. Shivinder Mohan Singh*	100	Negligible
4.	Ms. Japna Malvinder Singh*	100	Negligible
5.	Ms. Aditi Shivinder Singh*	100	Negligible
6.	Mr. Sunil Godhwani*	100	Negligible
7.	Mr. Gurpreet Singh Dhillon*	100	Negligible
	Total	**30,050,000**	**100.00**

* *Holding the equity shares as nominees of REL.*

Board of Directors

The board of directors of RVCL comprises the following persons:

1. Mr. Amit Sarup;
2. Mr. Atul Gupta;
3. Mr. Jatinder Singh Grewal;
4. Mr. Deepak Ramchand Sabnani*; and
5. Mr. Padam Bahl.

**Captain G.P.S. Bhalla is acting as the alternate director for Mr. Deepak Ramchand Sabnani*

16 Religare Finance Limited ("RFIL")

Shareholding Pattern

The shareholding pattern of RFIL as of January 31, 2011 is as follows:

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Issued Capital
1	REL	2,049,400	99.97
2	Mr. Jatinder Singh Grewal*	100	Negligible
3	Mr. Atul Gupta*	100	Negligible
4	Mr. Sunil Kumar Garg*	100	Negligible
5	Mr. Chandan Kumar Sinha*	100	Negligible
6	Mr. Anurag Goel*	100	Negligible
7	Mr. Amit Agarwal*	100	Negligible
	Total	**2,050,000**	**100.00**

* Holding the equity shares as nominees of REL.

Board of Directors

The board of directors of RFIL comprises the following persons:

1. Mr. Gagan Randev;
2. Mr. Jatinder Singh Grewal; and
3. Mr. Atul Gupta.

17. Religare Capital Markets Limited ("RCM")

Shareholding Pattern

The shareholding pattern of RCM as of January 31, 2011 is as follows:

Equity Shares

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Issued Capital
1	Religare Enterprises Limited (REL)	81,549,400	99.99
2	Mr. Ashu Madan*	100	Negligible
3	Mr. Bikram Singh Yadava*	100	Negligible
4	Mr. Anil Saxena*	100	Negligible
5	Mr. Sunil Godhwani*	100	Negligible
6	Mr. Sunil Kumar Garg*	100	Negligible
7	Mr. Shachindra Nath*	100	Negligible
	Total	**81,550,000**	**100.00**

* *Holding the equity shares as nominees of REL.*

Compulsorily Convertible Preference Shares

S. No.	Name of Shareholder	Number of shares of ₹ 10 each	% of Capital
1.	Cresswell Investments Limited*	37,200,000	65.03
2.	Religare Finvest Limited**	20,000,000	34.97%
	Total	**57,200,000**	**100**

**Cresswell Investments Limited has been issued 1% compulsorily convertible preference shares*
***Religare Finvest Limited has been issued 11% non-cumulative non-convertible redeemable preference shares.*

On September 2, 2010, RCM allotted 37,200,000 1% compulsorily convertible preference shares of ₹ 10 each at ₹ 50 each inclusive of share premium of ₹ 40 per share on preferential basis to Cresswell Investments Limited (Mauritius).

Further, authorised share capital of RCM increased from ₹ 1,370,000,000 divided into 97,000,000 equity shares of ₹ 10 each and 40,000,000 preference shares of ₹ 10 each to ₹ 18,700,000,000 divided into 97,000,000 equity shares of ₹ 10 each and 90,000,000 preference shares of ₹ 10 each by creation of 50,000,000 preference shares of ₹ 10 each with effect from October 8, 2010.

Further, on December 6, 2010, RCM further allotted 20,000,000 11% non-cumulative non-convertible redeemable preference shares of ₹ 10 each at ₹ 50 each inclusive of share premium of ₹ 40 per share on preferential basis to Religare Finvest Limited.

Board of Directors

The board of directors of RCM comprises the following persons:

1. Mr. Shachindra Nath;
2. Mr. Anil Saxena; and
3. Mr. Subbu Singh Amarnath; and
4. Mr. Padam Bahl

18. Religare Health Insurance Company Limited ("RHICL")

Shareholding Pattern

The shareholding pattern of RHICL as of January 31, 2011 is as follows:

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Equity Capital

1	Religare Enterprises Limited (REL)	25,149,400	99.99
2	Mr. Malvinder Mohan Singh*	100	Negligible
3	Mr. Shivinder Mohan Singh*	100	Negligible
4	Mr. Sunil Godhwani*	100	Negligible
5	Ms. Japna Malvinder Singh*	100	Negligible
6	Ms. Aditi Shivinder Singh*	100	Negligible
7	Mr. Gurpreet Singh Dhillon*	100	Negligible
Total		**25,150,000**	**100.00**

* *Holding the equity shares as nominees of REL.*

The authorized capital of RHICL was increased from ₹ 1,000 million to ₹ 2,000 million by creation of additional 100,000,000 equity shares of ₹ 10 each on January 18, 2011.

Board of Directors

The board of directors of RHICL comprises the following persons:

1. Mr. Sunil Godhwani.
2. Mr. Shachindra Nath
3. Mr. Anil Saxena
4. Dr. Amit Varma
5. Mr. K Cherian Varghese

19. Religare Arts Initiative Limited ("RAIL")

Shareholding Pattern

The shareholding pattern of RAIL as of January 31, 2011 is as follows:

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Equity Capital
1	REL	12,999,400	99.99
2	Mr. Sunil Godhwani*	100	*Negligible*
3	Mr. Shachindra Nath*	100	*Negligible*
4	Mr. Anil Saxena*	100	*Negligible*
5	Mr. Sunil Kumar Garg*	100	*Negligible*
6	Mr. Atul Gupta*	100	*Negligible*
7	Mr. Amit Sarup*	100	*Negligible*
	Total	**13,000,000**	**100.00**

* *Holding the equity shares as nominees of REL.*

Board of Directors

The board of directors of RAIL comprises the following persons:

1. Mr. Anil Saxena;
2. Mr. Amit Sarup; and
3. Mr. Padam Narain Bahl.

20. Religare Insurance Broking Limited ("RIBL")

Shareholding Pattern

The shareholding pattern of RIBL as of January 31, 2011 is as follows:

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Issued Capital
1.	REL	47,999,400	99.99
2.	Mr. Malvinder Mohan Singh*	100	*Negligible*
3.	Mr. Shivinder Mohan Singh*	100	*Negligible*

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Issued Capital
4.	Ms. Japna Malvinder Singh*	100	*Negligible*
5.	Ms. Aditi Shivinder Singh*	100	*Negligible*
6.	Mr. Sunil Godhwani*	100	*Negligible*
7.	Mr. Yuvraj Narain*	100	*Negligible*
Total		**48,000,000**	**100.00**

* *Holding the equity shares as nominees of REL.*

Board of Directors

The board of directors of RIBL comprises the following persons:

1. Mr. Chandan Kumar Sinha;
2. Mr. Kavi Arora
3. Mr. Ashu Madan;
4. Mr. J. W. Balani*;
5. Mr. Deepak Ramchand Sabnani**; and
6. Mr. Padam Bahl.

**Mr. R.K. Shetty is acting as the alternate to Mr. J. W. Balani.*
***Captain G.P.S. Bhalla is acting as the alternate to Mr. Deepak Ramchand Sabnani.*

21. Vistaar Religare Capital Advisors Limited ("VRCAL")

Shareholding Pattern

The shareholding pattern of VRCAL as of January 31, 2011 is as follows:

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Equity Capital
1.	Religare Enterprises Limited (REL)	164,205	74.00
2.	Vistaar Entertainment Ventures Private Limited (VEVPL)	57,689	25.99
3.	Vistaar Investments Advisors Private Limited*	1	Negligible
4.	Mr. Sheetal Talwar*	1	Negligible
5.	Friday Entertainment Ventures Private Limited*	1	Negligible
6.	WSG Pictures Private Limited*	1	Negligible
7.	Ms. Bhavna Talwar*	1	Negligible
Total		**221,899**	**100.00**

* Holding the equity shares as nominees of VEVPL.

Board of Directors

The board of directors of VRCAL comprises the following persons:

1. Mr. Sunil Godhwani;
2. Mr. Sheetal Vinod Talwar;
3. Mr. Shachindra Nath;
4. Mr. Rakesh Madan Nanda; and
5. Mr. Gurpreet Singh Dhillon.

22. Religare Macquarie Wealth Management Limited ("RMWML")

Shareholding Pattern

The shareholding pattern of RMWML as of January 31, 2011is as follows:

Equity Shares

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Equity Capital
1.	REL	44,999,500	49.99
2.	Mr. Amit Sarup *	100	Negligible
3.	Mr. Shachindra Nath *	100	Negligible
4.	Mr. Anil Saxena*	100	Negligible
5.	Mr. Atul Gupta *	100	Negligible
6.	Mr. Sunil Kumar Garg *	100	Negligible
7.	Macquarie Financial Services (Asia) Pte Limited	45,000,000	50.00
	Total	**90,000,000**	**100.00**

* Holding the equity shares as nominees of REL.

8% Non-cumulative Compulsorily Convertible Preference Shares

S. No.	Name of Shareholder	Number of shares of ₹ 10 each	% of Capital
1.	REL	7,500,000	50.00
2.	Macquarie Financial Services (Asia) Pte Limited	7,500,000	50.00
Total		**15,000,000**	**100.00**

The authorized capital of RMWML was increased and reorganized from ₹ 1,000 million to ₹ 1,200 million by creation of additional 20,000,000 equity shares of ₹ 10 each and by re-classification of existing 5,000,000 preference shares of ₹ 10 each into 5,000,000 equity shares of ₹ 10 each, on September 07, 2010.

Further, the paid up capital of RMWML was increased from ₹ 750 million to ₹ 1,050 million by allotment of 10,000,000 equity shares of ₹ 10 each at a premium of ₹ 5 each and allotment of 10,000,000 preference shares of ₹ 10 each at a premium of ₹ 5 each on September 27, 2010 and by allotment of 10,000,000 equity shares of ₹ 10 each at a premium of ₹ 5 each on December 8, 2010, respectively.

Board of Directors

The board of directors of RMWML comprises the following persons:

1. Mr. Sunil Godhwani;
2. Mr. Shachindra Nath;
3. Mr. Anil Saxena;
4. Mr. Peter James Maher;
5. Mr. Alan Joseph Corr; and
6. Mr. Craig Nicholas Swanger

23. Chetak Pharmaceuticals Private Limited ("CPPL")

Shareholding Pattern

The shareholding pattern of CPPL as on January 31, 2011 was as follows:

S. No.	Name of the Shareholder	Number of equity shares of ₹ 10 each	Percentage of equity capital (%)
1.	Ms. Indran Brar and Ms. Aditi Shivinder Singh	18,750	37.50
2.	Ms. Indran Brar and Mrs. Japna Malvinder Singh	18,750	37.50
3.	Mr. Malvinder Mohan Singh and Ms. Indran Brar	6,250	12.50
4.	Mr. Shivinder Mohan Singh and Ms. Indran Brar	6,250	12.50
Total		**50,000**	**100.00**

Board of Directors

The board of directors of CPPL comprises the following persons:

1. Mr. Malvinder Mohan Singh;
2. Mr. Shivinder Mohan Singh; and
3. Ms. Indran Brar.

24. Fortis Clinical Research Limited ("FCRL")

Shareholding Pattern

The shareholding pattern of FCRL as on January 31, 2011 was as follows:

S. No.	Name of the Shareholder	Number of equity shares of ₹ 10 each	Percentage of equity capital (%)
1.	Shimal Research Laboratories Limited (SRLL)	4,899,400	99.98
2.	Hemant Dhingra *	100	Negligible
3.	Sanjeev Singhal *	100	Negligible
4.	Vishal Arora *	100	Negligible
5	Malvinder M Singh *	100	Negligible
6	Shivinder M Singh *	100	Negligible
7	Vinay Kaul *	100	Negligible
Total		**4,900,000**	**100.00**

* Nominees of SRLL

Board of Directors

The board of directors of FCRL currently comprises the following persons:

1. Mr. Malvinder Mohan Singh;
2. Mr. Shivinder Mohan Singh; and
3. Mr. Harpal Singh

25. AEGON Religare Life Insurance Company Limited ("ARLICL")

Shareholding Pattern

The shareholding pattern of ARLICL as on January 31, 2011 was as follows:

S. No.	Name of the Shareholder	Number of equity shares of ₹ 10 each	Percentage of equity capital (%)
1.	REL	360,799,885	44.00
2.	Aegon India Holding B. V. (Aegon)	213,199,972	26.00
3	Bennett Coleman & Co. Ltd.	246,000,000	30.00
3.	Mr. Sunil Godhwani*	23	Negligible
4.	Mr. Harpal Singh jointly with Mr. J S Grewal*	23	Negligible
5	Mr. Malvinder Mohan Singh jointly with Mr. Shachindra Nath*	23	Negligible
6	Mr. Shivinder Mohan Singh jointly with Mr. Anil Saxena *	23	Negligible
7	Mr. Gurpreet Singh Dhillon jointly with Mr. Chandan Sinha*	23	Negligible
8	Mr. Vimal Bhandari **	23	Negligible
9	Mr. Vimal Bhandari jointly with Unnikrishnan C V **	5	Negligible
Total		**820,000,000**	**100.00**

* *Nominees of REL*
** *Nominee of Aegon*

ARLICL had allotted 120,000,000 equity shares of ₹ 10 each on September 16, 2010.

Board of Directors

The Board of Directors of ARLICL currently comprises the following persons

1. Mr. Sunil Godhwani;
2. Mr. Shachindra Nath;
3. Mr. Anil Saxena;
4. Mr. Vimal Bhandari;
5. Mr. Otto Thoresen;
6. Mr. Bert-Jaap Brons;
7. Mr. S Sivakumar;
8. Mr. Kashi Nath Memani;
9. Dr. Adarsh Kishore; and
10. Mr. Rajiv Jamkhadkar

26. Oscar Traders ("OT")

The partners of OT are Oscar Investments Limited, Mr. Shivinder Mohan Singh and Mr. Malvinder Mohan Singh and the profits and losses are shared among them in the ratio of 85:7.5:7.5.

27. Shimal Research Laboratories Limited ("SRLL")

Shareholding Pattern

The shareholding pattern of SRLL as on January 31, 2011 was as follows:

S. No.	Name of the Shareholder	Number of equity shares of ₹ 10 each	Percentage of equity capital (%)
1.	OIL	25,334,400	67.57
2.	Ranbaxy Laboratories Limited	9,340,000	24.91
3.	Logos Holding Company Pvt Ltd	2,815,000	7.50
4	Malvinder M Singh *	100	Negligible
5	Shivinder M Singh *	100	Negligible
6.	Japna Malvinder Singh *	100	Negligible
7	Aditi Shivinder Singh *	100	Negligible
8	V. M. Bhutani *	100	Negligible
9	Hemant Dhingra *	100	Negligible
Total		**37,490,000**	**100.00**

* *Nominees of Oscar Investments Limited*

Board of Directors

The board of directors of SRLL currently comprises the following persons:

1. Mr. Malvinder Mohan Singh;
2. Dr. P.S. Joshi; and
3. Dr. Sunita Naidoo

28. RHC Holding Private Limited ("RHC Holding")

Shareholding Pattern

The shareholding pattern of RHC Holding as on January 31, 2011 is as follows:

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Equity Capital
1	MHPL	45,699,610	49.99
2	SHPL	45,687,400	49.98
3	Ms.Aditi Shivinder Singh	19,600	0.02
4	Ms. Japna Malvinder Singh	7,390	0.01
Total		**91,414,000**	**100.00**

Board of Directors

The board of directors of RHC Holding comprises the following persons:

1. Mr. Malvinder Mohan Singh;
2. Mr. Shivinder Mohan Singh;
3. Ms. Japna Malvinder Singh; and
4. Ms. Aditi Shivinder Singh.

29. Malar Stars Medicare Limited ("MSML")

Shareholding Pattern

The shareholding pattern of MSML as on January 31, 2011 is as follows:

Equity Shares

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Equity Capital
1.	Fortis Malar Hospitals Limited (FMHL)	49,994	99.98
2.	Mr. Pawanpreet Singh*	1	0.002
3.	Mr. Yogesh Sareen*	1	0.002
4.	Mr. Daljit Singh*	1	0.002
5.	Mr. Jasmeet Singh Puri*	1	0.002
6.	Mr. Anurag Yadav*	1	0.002
7.	Mr. Krish Ramesh*	1	0.002
Total		**50000**	**100.00**

* *Holding the equity shares as nominees of FMHL.*

Board of Directors

The board of directors of MSML comprises the following persons:

1. Mr. Harshvendra Soin;
2. Mr. Jasbir Singh Grewal; and
3 Mr. Krish Ramesh.

30. Religare Aviation Limited ("RAL")

Shareholding Pattern

The shareholding pattern of RAL as on January 31, 2011 is as follows:

Equity Shares

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Equity Capital
1.	Religare Voyages Limited (RVL)	75,696,014	99.99
2.	Atul Gupta*	1	Negligible
3.	Yuvraj Narain*	1	Negligible
4.	Shachindra Nath*	1	Negligible
5.	Maninder Singh Grewal*	1	Negligible
6.	Sunil Godhwani*	1	Negligible
7.	Sanjay Godhwani*	1	Negligible
Total		**75,696,020**	**100.00**

* *Holding the equity shares as nominees of RVL.*

The authorized capital of the company has increased from ₹ 660,000,000 divided into 66,000,000 equity shares of ₹ 10 each to ₹ 760,000,000 divided into 76,000,000 equity shares of ₹ 10 each on December 10, 2010.

Board of Directors

The board of directors of RAL comprises the following persons:

1. Mr. Sanjay Godhwani;
2. Mr. Shachindra Nath;
3 Mr. Anil Saxena;
4. Mr. Anuj Chowdhry; and
5. Mr. Ravi Kohli.

31. Religare Travels (India) Limited (“RTIL”)

Shareholding Pattern

The shareholding pattern of RTIL as on January 31, 2011 is as follows:

Equity Shares

S. No.	Name of Shareholder	Number of equity shares of ₹ 100 each	% of Equity Capital
1.	Religare Voyages Limited (RVL)	389,994	99.99
2.	Anuj Chowdhry jointly with RVL *	1	Negligible
3.	Seema Chowdhry jointly with RVL *	1	Negligible
4.	Ashok Chordia jointly with RVL *	1	Negligible
5.	Ravi Kohli jointly with RVL *	1	Negligible
6.	Suman Kohli jointly with RVL *	1	Negligible
7.	Yuvraj Narain jointly with RVL *	1	Negligible
Total		**390,000**	**100.00**

* *Holding the equity shares as nominees of RVL.*

Board of Directors

The board of directors of RTIL comprises the following persons:

1. Mr. Sanjay Godhwani;
2. Mr. Anil Saxena; and
3 Mr. Atul Gupta

32. Religare Aviation Training Academy Private Limited (“RATAPL”)

Shareholding Pattern

The shareholding pattern of RATAPL as on January 31, 2011 is as follows:

Equity Shares

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Equity Capital
1.	Religare Voyages Limited (RVL)	9,994	99.94
2.	Sanjay Godhwani*	1	Negligible
3.	Sandeep Bhatt*	1	Negligible
4.	G.D Kapur*	1	Negligible
5.	Rajesh Shaw *	1	Negligible
6.	C.Purnachandra Rao*	1	Negligible
7.	Deepak Rampal *	1	Negligible
Total		**10,000**	**100.00**

**Holding the equity shares as nominees of RVL*

The authorised share capital of RATAPL was increased from ₹ 100,000 divided into 10,000 equity shares of ₹ 10 each to ₹ 500,000 divided into 50,000 equity shares of ₹ 10 each on December 31, 2010.

Board of Directors

The board of directors of RATAPL comprises the following persons:

1. Mr. Sanjay Godhwani;
2. Mr. Sandeep Bhatt; and
3. Mr. C.Purnachandra Rao

33. Religare Voyages Business Services Private Limited ("RVBSPL")

Shareholding Pattern

The shareholding pattern of RVBSPL as on January 31, 2011 is as follows:

Equity Shares

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Equity Capital
1.	Religare Voyages Limited (RVL)	9,994	99.99
2.	Mr. Sanjay Godhwani*	1	Negligible
3.	Mr. Sandeep Bhatt*	1	Negligible
4.	Mr. Purna Chandra Cherukuri Rao*	1	Negligible
5	Mr. Gurdarshan Kapur*	1	Negligible
6.	Mr. Rajesh Shaw*	1	Negligible
7.	Mr. Puja Malhotra*	1	Negligible
Total		**10000**	**100.00**

* *Holding the equity shares as nominees of RVL.*

Board of Directors

The board of directors of RVBSPL comprises the following persons:

1. Mr. Sanjay Godhwani;
2. Mr. Sandeep Bhatt; and
3. Mr. C.Purnachandra Rao

34. Religare Aviation Engineering Private Limited ("RAEPL")

Shareholding Pattern

The shareholding pattern of RAEPL as on January 31, 2011 is as follows:

Equity Shares

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Equity Capital
1.	Religare Voyages Limited (RVL)	9,994	100
2.	Sanjay Godhwani	1	0
3.	Mr. Sandeep Bhatt*	1	0
4.	Mr. C Purnachandra Rao*	1	0
5.	Mr. G.D Kapur*	1	0
6.	Mr. Rajesh Shaw*	1	0
7.	Mr. Ravun Murari*	1	0
Total		**10000**	**100.00**

* *Holding the equity shares as nominees of RVL.*

The authorised share capital of RAEPL was increased from ₹ 100,000 divided into 10,000 equity shares of ₹ 10 each to ₹ 500,000 divided into 50,000 equity shares of ₹ 10 each on December 31, 2010.

Board of Directors

The board of directors of RAEPL comprises the following persons:

1. Mr. Sanjay Godhwani;
2. Mr. Sandeep Bhatt; and
3. Mr. C Purnachandra Rao

35. Religare Voyages (Ireland) Limited ("RV(I)L")

Shareholding Pattern

The shareholding pattern of RV(I)L as on January 31, 2011 is as follows:

Equity Shares

S. No.	Name of Shareholder	Number of equity shares of Euro 1 each**	% of Equity Capital
1.	Religare Voyages Limited (RVL)	999	100.00
2.	Sanjay Godhwani*	1	Negligible
Total		**1,000**	**100.00**

* *Holding the equity shares as nominees of RVL.*
** *For details regarding the exchange rates and currency of presentation in this Draft Red Herring Prospectus, see the section titled "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation" on page x.*

Board of Directors

The board of directors of RV(I)L comprises the following persons:

1. Mr. Sanjay Godhwani;
2. Ms. Sandra Richardson; and
3. Mr. Kieran Desmond.

36. Fortis Global Healthcare Limited ("FGHL")

Shareholding Pattern

The shareholding pattern of FGHL as on January 31, 2011 is as follows:

Equity Shares

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Equity Capital
1.	RHC Holding Private Limited (RHC)	499,400	99.88
2.	Anil Panwar *	100	0.02
3.	Rajender Kumar *	100	0.02
4.	C. S. Jha *	100	0.02
5.	Sanjeev Singhal *	100	0.02
6.	Harsharan Singh *	100	0.02
7.	Hemant Dhingra *	100	0.02
Total		**500,000**	**100.00**

* *Holding the equity shares as nominees of MHL.*

Board of Directors

The board of directors of FGHL comprises the following persons:

1. Mr. Anil Panwar;
2. Mr. Hemant Dhingra; and

3 Ms. Kiran Sharma.

37. RHC Finance Private Limited ("RHCFPL")

Shareholding Pattern

The shareholding pattern of RHCFPL as on January 31, 2011 is as follows:

Equity Shares

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Equity Capital
1.	RHC Holding Private Limited (RHC)	209900	99.95
2.	Malvinder Mohan Singh	100	0.05
Total		**210000**	**100.00**

-Holding the equity shares as nominees of MHL.

Board of Directors

The board of directors of RHCFPL comprises the following persons:

1. Mr. Malvinder Mohan Singh;
2. Mr. Shivinder Mohan Singh; and
3 Mr. Anil Panwar.

38. Todays Holdings Private Limited ("THPL")

Shareholding Pattern

The shareholding pattern of THPL as on January 31, 2011 is as follows:

Equity Shares

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Equity Capital
1.	RHC Holding Private Limited (RHC)	2,099,900	100.00
2.	Hemant Dhingra*	100	0.00
Total		**2,100,000**	**100.00**

* *Holding the equity shares as nominees of RHC.*

Board of Directors

The board of directors of THPL comprises the following persons:

1. Mr. Sanjeev Singhal;
2. Mr. C.S. Jha; and
3. Mr. Raju Gupta.

39. Religare Infotech Private Limited ("RIPL")

Shareholding Pattern

The shareholding pattern of RIPL as on January 31, 2011 is as follows:

Equity Shares

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Equity Capital

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Equity Capital
1.	RHC Holding Private Limited	35,499,900	100.00
2.	Sunil Kumar Garg*	100	0.00
Total		**35,500,000**	**100.00**

* *Holding the equity shares as nominees of RHC Holding Private Limited.*

Board of Directors

The board of directors of RIPL comprises the following persons:

1. Mr. Sunil Kumar Garg; and
2. Mr. Atul Gupta.

40. RHC Financial Service (Mauritius) Limited ("RHC FSML")

Shareholding Pattern

The shareholding pattern of RHCFSML as on January 31, 2011 is as follows:

Equity Shares

S. No.	Name of Shareholder	Number of equity shares of ₹ 10 each	% of Equity Capital
1.	RHC Holding Private Limited (RHC)	5,000,000	100.00
Total		**5,000,000**	**100.00**

The company had allotted 4,937,500 equity shares on September 13, 2010 to RHC Holding Private Limited.

Board of Directors

The board of directors of RHCFSML comprises the following persons:

1. Mr. Bishwanath Bachun; and
2. Mr. Poonam Keenoo-Seegoolam

41. Religare Global Asset Management Inc. ("RGAMI")

Shareholding Pattern

The shareholding pattern of January 31, 2011 is as follows:

S. No.	Name of Shareholder	Number of equity shares of US$ 0.01 each	% of Equity Capital
1.	Religare Enterprises Limited (REL)	24,000	100.00
	Total	**24,000**	**100.00**

The authorised share capital of RGAMI has been increased from 1,000 shares of US$ 0.01 each to 25,000 shares of US$ 0.01 on December 2, 2010. Further, on December 1, 2010 and December 2, 2010 RGAMI issued 500 shares of US$ 0.01 each and 23,500 shares of US 0.01 each, respectively, to REL.

Board of Directors

The board of directors of RGAMI comprises the following persons:

1. Mr. Shachindra Nath; and
2. Mr. Matthew Himmat Mongia

Defunct Group Companies

There are no defunct Group Companies.

Other Confirmations

None of our Group Companies have been become sick companies under the meaning of the SICA or are under winding up. Further, except as disclosed in the section titled "*Risk Factors*" on page xiii, none of our Group Companies have negative Net Worth. Further, no application has been made in respect of any of our Group Companies, to the RoC for striking off their names.

Outstanding Litigation

There are no outstanding litigations against our Promoters and Group Companies, except as disclosed in the sections titled "*Risk Factors*" and "*Outstanding Litigation and Material Developments*" on pages xiii and 230, respectively.

Companies with negative net worth

Other than as mentioned in this section, none of our Group Companies have negative net worth on date of end of the respective financial years audited and mentioned therein.

Previous Public Issues by Group Companies and Promise v/s Performance

Except as disclosed above, none of our other Group Companies have made any public issue (including any rights issue to the public) during the last three years and the equity shares of such Group Companies are not listed on any stock exchange.

Common Pursuits of our Subsidiaries and Group Companies

There is no common pursuit among our Company and our Group Companies.

We have common pursuits with the following Subsidiaries:

1. PDSPL, which is engaged in the business of conducting diagnostics and pathological tests through a chain of laboratories;

2. SRLFL, which is engaged in the business of clinical laboratory services;

3. Medical Management Company Limited, which is engaged in the business of an assessment clinic.

We have common pursuits with the following joint ventures:

1. SRRLPL, which is engaged in the business of establishing and administering of pathology labs and conducting routine and specialized tests; and

2. DDRC PDSPL, which is engaged in the business of pathology, health checkups, ECG and X-ray.

For, further details on the related party transactions, to the extent of which our Company is involved, see the section titled "Related Party Transactions" forming part of the section titled "*Financial Information*" on page F-1.

Related Party Transactions

For details of the related party transactions and their significance on the financial performance of our Company, see the section titled "Related Party Transactions" forming part of the section titled "*Financial Information*" on page F-22.

Sales or purchases exceeding 10% in aggregate of the total sales or purchases of our Company

Except as stated in the section titled "*Financial Information –Related Party Disclosures*" on page F-22, there are no sales or purchase between Group Companies exceeding 10% in aggregate in value the total sales or purchases of our Company.

Interest of Group Companies in promotion of our Company

Other than shareholding in our Company, none of our Group Companies have any other interest in the promotion of our Company. For details of the shareholding of our Group Companies in our Company, see the section titled "*Capital Structure*" on page 24.

Interest of our Group Companies in the property of our Company

Except as disclosed in the section titled "*Financial Information – Related Party Disclosures*" on page F-22, none of our Group Companies have any interest in any property acquired by our Company since its incorporation preceding the date of this DRHP or proposed to be acquired by our Company.

Payment of amount or benefits to our Group Companies during the last two years

Except as disclosed in the section titled "*Financial Information – Related Party Disclosures*" on page F-22, no amount or benefits were paid or were intended to be paid to our Group Companies since the incorporation of our Company .

Interest of Group Companies in any transaction by our Company

Except as disclosed in the section titled "*Financial Information – Related Party Disclosures*" on page F-22, none of our Group Companies were interested in any transaction by our Company involving acquisition of land, construction of building or supply of any machinery.

Business interests of our Group Companies in our Company

Except as disclosed in the section titled "*Financial Information – Related Party Disclosures*" on page F-22, there are no business interests of our Group Companies in our Company.

Winding up or Sick Company and Adverse Factors

None of our Group Companies have either become a sick company within the meaning of the SICA nor are they under winding up. There are no adverse factors related to our Group Companies in relation to losses incurred by them in the immediately preceding three years prior to the filing of this DRHP.

Defunct Group Companies of our Promoters

There are no Group Companies, which had remained defunct or for which application was made to the registrar of companies for striking off its name, during the five years preceding the date of filing of this Draft Red Herring Prospectus.

Shareholding of our Group Companies in our Company

Except as stated in the section titled "*Capital Structure – Notes to Capital Structure*" on page 25, none of our Group Companies hold any Equity Shares.

RELATED PARTY TRANSACTIONS

For details on related party transactions of our Company on a standalone and consolidated basis, see the section titled "*Financial Information*" on pages F-22 and F-55, respectively. These related party transactions are disclosed in compliance with Accounting Standard 18 - "Related Party Disclosures" notified by Companies (Accounting Standards) Rules, 2006, (as amended)

DIVIDEND POLICY

Interim dividends are declared by the Board after considering the interim financial statement for the period for which interim dividends are declared. Interim financial statements are prepared considering the profit before depreciation and taxes, depreciation for the full year, taxation including the deferred tax and any anticipated losses for the year. Final dividends are declared at the Annual General Meeting of the shareholders based on the recommendations by the Board. Generally, the factors that may be considered by the Board before making any recommendations for the dividend are future expansion plans and capital requirements of our Company, profit earned during the financial year, liquidity of our Company and applicable taxes on dividend in hands of recipients including dividend distribution tax payable by our Company. The policy as described above may be amended as decided by the Board from time to time. The details of the dividends declared by our Company are as mentioned below:

(₹ *in million*)

Particulars	**As at March 31,**				
	2010	**2009**	**2008**	**2007**	**2006**
Subscribed and Paid up					
Equity share capital	197.99	177.99	177.99	133.49	133.49
Non- Cumulative Convertible Preference Share Capital	300.00	-	-	-	-
Non- Cumulative Redeemable Preference Share Capital	-	-			
Dividend on Equity Shares					
Dividend %	-	1.11%	1.00%	-	-
Dividend Amount	-	1.98	1.78	-	-
Dividend Tax	-	0.34	0.30	-	-
Dividend on preference shares					
Dividend %	-	-	-	-	-
Dividend Amount					

However, the amounts as dividends in the past are not necessarily indicative of our dividend amounts, if any, or our dividend policy, in the future. Future dividends will depend on our revenues, profits, cash flow, financial condition, capital requirements and other factors.

SECTION V – FINANCIAL INFORMATION

FINANCIAL INFORMATION OF OUR COMPANY

RESTATED FINANCIAL INFORMATION FOR SUPER RELIGARE LABORATORIES LIMITED

RESTATED UNCONSOLIDATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES OF SUPER RELIGARE LABORATORIES LIMITED AS AT SEPTEMBER 30, 2010, MARCH 31, 2010, MARCH 31, 2009, MARCH 31, 2008, MARCH 31, 2007 AND MARCH 31, 2006 AND PROFITS AND LOSSES AND CASH FLOWS FOR THE SIX MONTHS PERIOD ENDED SEPTEMBER 30, 2010, YEARS ENDED MARCH 31, 2010, MARCH 31, 2009, MARCH 31, 2008, MARCH 31, 2007 AND MARCH 31, 2006 (collectively the 'Restated Unconsolidated Summary Statements of the Company');

AND

RESTATED CONSOLIDATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES OF SUPER RELIGARE LABORATORIES LIMITED AS AT MARCH 31, 2010, MARCH 31, 2009 AND SEPTEMBER 30, 2010 AND PROFITS AND LOSSES AND CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2010, MARCH 31, 2009 AND SIX MONTHS PERIOD ENDED SEPTEMBER 30, 2010 (collectively the "Restated Consolidated Summary Statements")

(The Restated Unconsolidated Summary Statements of the Company and the Restated Consolidated Summary Statements hereinafter collectively referred to as "Restated Summary Statements")

Auditors' Report as required by Part II of Schedule II to the Companies Act, 1956

The Board of Directors
Super Religare Laboratories Limited
2nd Floor, Wing A, Plot no: D-3,
District Centre, Saket
New Delhi-110017

Dear Sirs,

1. We have examined the restated financial information of Super Religare Laboratories Limited (the 'Company'), annexed to this report for the purposes of inclusion in the offer document prepared by the Company in connection with its proposed Initial Public Offer ("IPO"). Such financial information, which has been approved by the Board of Directors of the Company, has been prepared in accordance with the requirements of:

    a) paragraph B (1) of Part II of Schedule II to the Companies Act, 1956 ("the Act");
    b) relevant provisions of the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "Regulations") issued by the Securities and Exchange Board of India ("SEBI") on August 26, 2009, as amended from time to time in pursuance of the Securities and Exchange Board of India Act, 1992;

2. We have examined such restated financial information taking into consideration:

    a) the terms of reference received from the Company vide their letter dated January 10, 2011 requesting us to carry out work on such financial information, proposed to be included in the offer document of the Company in connection with its proposed IPO; and
    b) the (Revised) Guidance Note on Reports in Company Prospectuses issued by the Institute of Chartered Accountants of India.

3. The Company proposes to make an IPO for the fresh issue of equity shares of Rs. 10 each at such premium, arrived at by the 100% book building process (referred to as "the Issue"), as may be decided by the Board of Directors.

4. In respect of restated unconsolidated financial information of the Company, such restated unconsolidated financial information has been compiled by the management from the audited unconsolidated financial statements of the Company for the six months period ended September 30, 2010, years ended March 31, 2010, March 31, 2009, March 31, 2008, March 31, 2007 and March 31, 2006, which have been audited by us.

5. In respect of restated consolidated financial information of the Company, its subsidiaries and its joint ventures (collectively hereinafter referred to as the "Group"), such restated consolidated financial information has been compiled by the management from the audited consolidated financial statements of the Group, for the six months period ended September 30, 2010, years ended March 31, 2010 and March 31, 2009, which have been audited by us. For the purposes of consolidated financial information of the Company, its subsidiaries and its joint ventures, the subsidiaries and joint ventures have been consolidated from the date they became the subsidiaries and joint ventures of the Company.

As indicated in our auditors' report on the consolidated financial statements referred to above, we did not audit the unconsolidated financial statements of the subsidiaries and joint ventures listed in the table below, which were audited by the respective auditors, whose audit reports have been relied upon by us for the said years / periods and hence our audit opinion on the consolidated financial statements of these years insofar as it relates to amounts included in respect of these subsidiaries and joint ventures, is based solely on the report of the respective auditors. For the purpose of placing reliance on audit reports of respective auditors, we have not performed any additional procedures to assess adequacy or otherwise of procedures carried out by the respective auditors for issuing these audit reports.

Name of the group entity	**Name of the respective auditors of the entities**	**Periods reported upon by other auditors**
Subsidiary companies:		
Mena Healthcare Investment Company Limited, British Virgin Islands	Dharam Raj & Co.	Period from November 6, 2008 to March 31, 2009, year ended March 31, 2010 and six months ended September 30, 2010
Medical Management Company Limited	Dharam Raj & Co	Period from November 6, 2008 to March 31, 2009, year ended March 31, 2010 and six months ended September 30, 2010
Super Religare Laboratories International FZ-LLC, UAE	Dharam Raj & Co	Period from February 11, 2009 to March 31, 2009, year ended March 31, 2010 and six months ended September 30, 2010
Super Religare Laboratories International Limited, Jebel Ali	Dharam Raj & Co	Period from January 18, 2009 to March 31, 2009, year ended March 31, 2010 and six months ended September 30, 2010
Mena Medical Supplies LLC	Dharam Raj & Co	Period from February 16, 2009 to March 31, 2009, year ended March 31, 2010 and six months ended September 30, 2010
Piramal Diagnostic Services Private Limited	Haribhakti & Co.	Period from August 20, 2010 to September 30, 2010
Joint venture companies:		
Super Religare Reference Laboratories (Nepal) Pvt. Ltd.	R. Bajracharya & Co.	Period from August 7, 2009 to March 31, 2010 and six months ended September 30, 2010
DDRC Piramal Diagnostic Pathlabs Pvt. Ltd.	R.G.N. Price & Co.	Period from August 20, 2010 to September 30, 2010

The audited financial statements of these subsidiaries reflect total assets of Rs. 3,137.23 million, Rs. 882.66 million, and Rs. 692.50 million as at September 30, 2010, March 31, 2010 and March 31, 2009, respectively and total revenue of Rs. 432.85 million, Rs. 13.29 million and Rs. 28.88 million for the six months period ended September 30, 2010, years ended March 31, 2010 and March 31, 2009, respectively and total cash flows of Rs. 85.20 million, Rs. 0.48 million and Rs. 671 million for the six months ended September 30, 2010, years ended March 31, 2010 and March 31, 2009 respectively. The audited financial statements of these joint venture companies reflect Group's total assets of Rs. 13.31 million and Rs. 11.37 million as at September 30, 2010 and March 31, 2010, respectively and total revenue of Rs. 0.83 million and Rs. Nil for the six months period ended September 30, 2010 and year ended March 31, 2010, respectively and total cash out flows of Rs.4.45 million and cash flows of Rs.

5.20 million for the six months period ended September 30, 2010 and year ended March 31, 2010 respectively.

6. In accordance with the requirements of Schedule II of the Act, the Regulations and the terms of our engagement agreed with you, we report that:

   a) Read with paragraph 4 above, we have examined the restated unconsolidated summary statement of assets and liabilities of the Company as at as at September 30, 2010, March 31, 2010, March 31, 2009, March 31, 2008, March 31, 2007 and March 31, 2006 and the related restated unconsolidated summary statement of profits and losses and cash flows for the six months period ended September 30, 2010, years ended March 31, 2010, March 31, 2009, March 31, 2008, March 31, 2007 and March 31, 2006 as set out in Annexures I to III; and
   b) Read with paragraph 5 above, we have also examined the restated consolidated summary statement of assets and liabilities of the Group as at September 30, 2010, March 31, 2010 and March 31, 2009 and the related restated consolidated summary statement of profits and losses and cash flows for the six months period ended September 30, 2010, years ended March 31, 2010 and March 31, 2009 as set out in Annexure XIV to XVI.

7. Based on our examination and the reliance placed on the reports of the auditors of the subsidiaries and joint ventures not audited by us as referred to in Paragraph 5 above to the extent applicable, we further confirm that

   a) the restated unconsolidated profits and losses of the Company and the restated consolidated profits and losses have been arrived at after making such adjustments and regroupings as, in our opinion, are appropriate and more fully described in the notes appearing in Annexure IV and Annexure XVII respectively to this report;
   b) the impact of changes in accounting policies adopted by the Company and the Group as at and for the six months period ended September 30, 2010 have been adjusted with retrospective effect in the attached Restated Summary Statements;
   c) material amounts relating to previous years have been adjusted in the attached Restated Summary Statements;
   d) there are no extraordinary items which need to be disclosed separately in the attached Restated Summary Statements; and
   e) there are no qualifications in the auditors' reports, which require any adjustments to the Restated Summary Statements; and
   f) Other audit qualifications included in our report under the Companies (Audit Report) order, 2003 (as amended) ('CARO'), for the years ended March 31, 2010, March 31, 2009, March 31, 2008, March 31, 2007 and March 31, 2006, which do not require any the corrective adjustment in the financial information are disclosed in Note 6 of Annexure IV.

8. We have not audited or reviewed any financial statements of the Company or consolidated financial statements of the Group as of any date or for any period subsequent to September 30, 2010. Accordingly, we express no opinion on the financial position, results of operations or cash flows of the Company or the Group as of any date or for any period subsequent to September 30, 2010.

9. At the Company's request, we have also examined the unconsolidated restated financial information of the Company listed below as at and for the six months period ended September 30, 2010, as at and for the year ended March 31, 2010, March 31, 2009, March 31, 2008, March 31, 2007, March 31, 2006 which, as approved by the Board of Directors of the Company and annexed to this report, is proposed to be included in the Offer document-

   a) Statement of Secured and Unsecured Loans, as appearing in Annexure V;
   b) Capitalization Statement, as appearing in Annexure VI;
   c) Statement of Investments as appearing in Annexure VII;
   d) Statement of Sundry Debtors as appearing in Annexure VIII;
   e) Statement of Loans and Advances as appearing in Annexure IX;
   f) Statement of Other Income, as appearing in Annexure X;
   g) Statement of Dividend paid, as appearing in Annexure XI;
   h) Statement of Accounting Ratios, as appearing in Annexure XII;
   i) Statement of Tax Shelters, as appearing in Annexure XIII;

10. At the Company's request, we have also examined the consolidated restated financial information of the Group listed below, as at and for the years ended March 31, 2010, March 31, 2009 and six months period ended September 30, 2010 which, as approved by the Board of Directors of the Company and annexed to this report, is proposed to be included in the Offer document

    a) Statement of Secured and Unsecured Loans, as appearing in Annexure XVIII;
    b) Capitalization Statement, as appearing in Annexure XIX;
    c) Statement of Sundry Debtors as appearing in Annexure XX;
    d) Statement of Loans and Advances as appearing in Annexure XXI;
    e) Statement of Other Income, as appearing in Annexure XXII;
    f) Statement of Dividend paid, as appearing in Annexure XXIII;
    g) Statement of Accounting Ratios, as appearing in Annexure XXIV;

11. This report should not in any way be construed as a reissuance or redating of any of the previous audit reports issued by us nor should this be construed as a new opinion on any of the financial statements referred to herein.

12. 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.

13. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

14. This report is intended solely for your information and for inclusion in offer document prepared in connection with the proposed IPO of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For S.R. Batliboi & Co.
Firm Registration No.: 301003E
Chartered Accountants

per Pankaj Chadha
Partner
Membership No.: 91813

Place: Gurgaon
Date: February 10, 2011

Annexure I – Restated unconsolidated summary statement of Assets and Liabilities

(Rs. in million)

Particulars	As at September 30,	As at March 31,				
	2010	2010	2009	2008	2007	2006
Fixed Assets:						
Gross Block	1,025.70	845.31	454.60	330.04	227.69	209.53
Less: Accumulated depreciation/ amortization	312.87	248.39	211.53	170.93	146.59	128.87
Net Block	**712.83**	**596.92**	**243.07**	**159.11**	**81.10**	**80.66**
Capital work in progress including capital advances	269.34	94.86	62.24	25.33	14.17	5.68
Net Fixed Assets	**982.17**	**691.78**	**305.31**	**184.44**	**95.27**	**86.34**
Investment	**4,393.80**	**521.81**	**507.82**	**-**	**-**	**-**
Deferred Tax Assets (Net)	**-**	**-**	**7.53**	**9.23**	**9.45**	**54.34**
Current Assets, Loans and Advances:						
Inventories	148.55	130.38	77.58	43.01	26.61	19.83
Sundry debtors	568.63	260.10	187.44	146.71	132.25	83.86
Cash and bank balances	50.16	59.52	54.25	44.91	75.20	45.17
Loans and advances	1,471.35	571.97	464.88	161.79	156.43	262.68
Other current assets	49.15	31.54	2.92	6.23	25.42	4.43
Total	**2,287.84**	**1,053.51**	**787.07**	**402.65**	**415.91**	**415.97**
Liabilities and Provisions:						
Secured loans	274.78	451.73	337.13	189.33	210.66	227.80
Unsecured loans	2,127.70	1,167.13	811.47	-	-	150.00
Current liabilities and provisions	581.70	351.61	256.79	218.09	209.70	166.50
Total	**2,984.18**	**1,970.47**	**1,405.39**	**407.42**	**420.36**	**544.30**
Net worth	**4,679.63**	**296.63**	**202.34**	**188.90**	**100.27**	**12.35**
Net worth represented by						
Share capital						
- Equity shares	519.99	197.99	177.99	177.99	133.49	133.49
- Preference shares	100.00	300.00	-	-	-	-
Reserves (share premium, general reserves & capital reserve)	4,278.95	24.45	4.45	4.45	-	-
Add : Profit and loss account credit balance	-	-	19.90	6.46	-	-
Less : Profit and loss account debit balance	219.31	225.81	-	-	33.22	121.14
Net worth	**4,679.63**	**296.63**	**202.34**	**188.90**	**100.27**	**12.35**

Note:

The above statement should be read with the notes to restated unconsolidated summary statements of Assets and Liabilities, Profit and loss Account and Cash flows as appearing in Annexure IV.

For S. R. Batliboi & Co.
Firm registration no.: 301003E

Chartered Accountants

per Pankaj Chadha
Partner
Membership No.:91813

For and on behalf of the Board of Directors of
Super Religare Laboratories Limited

Dr. Sanjeev K. Chaudhry
Director & Chief Executive Officer
DIN 00015077

Dr. Amit Varma
Director
DIN 02241746

Ankush Agarwal
Company Secretary

Saurabh Chadha
Chief Financial Officer

Place: Gurgaon
Date: February 10, 2011

Place : New Delhi
Date: February 10, 2011

Annexure II - Restated unconsolidated summary statement of Profit and Loss Account

(Rs. in million)

Particulars	For the six month period ended September 30, 2010	For the year ended March 31, 2010	2009	2008	2007	2006
Income						
Service Income from:						
Laboratory/ clinical services	1,225.70	1,665.05	1,360.56	921.46	775.90	601.97
Management fees	11.71	19.27	15.10	16.34	13.90	9.41
Less: Service tax	19.19	11.11	18.78	12.48	10.55	-
Service Income (Net)	**1,218.22**	**1,673.21**	**1,356.88**	**925.32**	**779.25**	**611.38**
Other income	64.23	34.45	30.75	18.60	25.66	12.25
Total Income	**1,282.45**	**1,707.66**	**1,387.63**	**943.92**	**804.91**	**623.63**
Expenditure						
Materials consumed	441.79	635.11	434.91	289.76	236.54	174.40
Cost of tests outsourced	14.93	29.44	16.96	17.30	22.01	23.87
Personnel expenses	255.11	436.91	348.70	228.34	157.34	127.02
Operating and other expenses	390.47	642.61	427.16	288.23	205.58	188.71
Total Expenditure	**1,102.30**	**1,744.07**	**1,227.73**	**823.63**	**621.47**	**514.00**
Profit/ (loss) before financial expenses, depreciation/ amortisation & taxes	**180.15**	**(36.41)**	**159.90**	**120.29**	**183.44**	**109.63**
Financial expenses	105.44	129.71	84.55	21.09	35.47	22.31
Profit/ (loss) before depreciation/ amortisation & taxes	**74.71**	**(166.12)**	**75.35**	**99.20**	**147.97**	**87.32**
Depreciation/ amortisation	68.21	71.82	41.78	27.24	18.22	15.53
Net profit/(loss) before tax	**6.50**	**(237.94)**	**33.57**	**71.96**	**129.75**	**71.79**
Current tax	-	-	10.21	25.48	11.45	6.38
Less: MAT credit entitlement	-	-	-	-	(18.17)	-
Net current tax	-	-	10.21	25.48	(6.72)	6.38
Deferred tax charge/(credit)	-	7.77	1.70	0.22	44.88	25.62
Fringe benefit tax	-	-	5.90	4.50	3.67	4.19
Total tax expense	**-**	**7.77**	**17.81**	**30.20**	**41.83**	**36.19**
Net Profit/(loss), as restated	**6.50**	**(245.71)**	**15.76**	**41.76**	**87.92**	**35.60**
Balance brought forward from previous years as restated	(225.81)	19.90	6.46	(33.22)	(121.14)	(156.74)
Balance available for appropriations as restated	**(219.31)**	**(225.81)**	**22.22**	**8.54**	**(33.22)**	**(121.14)**
Appropriations:						
Dividend on equity shares	-	-	1.98	1.78	-	-
Tax on dividend on equity shares	-	-	0.34	0.30	-	-
Balance carried forward as restated	**(219.31)**	**(225.81)**	**19.90**	**6.46**	**(33.22)**	**(121.14)**

Note:

The above statement should be read with the notes to restated unconsolidated summary statements of Assets and Liabilities, Profit and loss Account and Cash flows as appearing in Annexure IV.

For S. R. Batliboi & Co.
Firm registration no.: 301003E

Chartered Accountants

per Pankaj Chadha
Partner
Membership No.:91813

For and on behalf of the Board of Directors of
Super Religare Laboratories Limited

Dr. Sanjeev K. Chaudhry
Director & Chief Executive Officer
DIN 00015077

Dr. Amit Varma
Director
DIN 02241746

	Ankush Agarwal	**Saurabh Chadha**
	Company Secretary	Chief Financial Officer
Place: Gurgaon Date : February 10, 2011	Place : New Delhi Date: February 10, 2011	

Annexure III - Restated unconsolidated summary statement of Cash Flows

(Rs. in million)

	Particulars	For the six month period ended September 30,	For the year ended March 31,				
		2010	2010	2009	2008	2007	2006
I.	**Cash flows from/ (used in) operating activities**						
	Net Profit/(Loss) before Tax	**6.50**	**(237.94)**	**33.57**	**71.96**	**129.75**	**71.79**
	Adjustments for:						
	Depreciation/ Amortization	68.21	71.82	41.78	27.24	18.22	15.53
	Loss/ (profit) on fixed assets sold/ discarded (net)	(0.06)	5.33	0.22	1.19	1.96	1.32
	Provision for diminution in investment	23.50	-	-	-	-	-
	Foreign exchange fluctuation difference (net)	3.41	19.69	(0.78)	1.30	0.05	0.14
	Provision for doubtful debts and advances	0.20	14.24	0.61	1.76	2.20	3.23
	Bad debts written off	2.57	1.89	0.53	-	1.68	-
	Interest Expense	103.84	124.85	80.46	19.71	34.32	21.46
	Interest Income	(32.36)	(27.30)	(21.26)	(10.80)	(22.70)	(6.11)
	Operating Profit/ (Loss) before Working Capital Changes	**175.81**	**(27.42)**	**135.13**	**112.36**	**165.48**	**107.36**
	Adjustments for :						
	(Increase)/Decrease in Inventories	(18.17)	(52.80)	(34.57)	(16.40)	(6.78)	(4.11)
	(Increase)/Decrease in Sundry Debtors	(311.69)	(85.48)	(41.26)	(16.21)	(52.27)	(39.30)
	(Increase)/Decrease in Loans and Advances	(101.02)	(1.50)	(159.42)	(33.43)	4.05	(5.97)
	Increase/(Decrease) in Current Liabilities and Provisions	138.12	111.15	19.14	13.70	37.12	38.44
	Cash generated from/ (used in) Operating Activities	**(116.95)**	**(56.05)**	**(80.98)**	**60.02**	**147.60**	**96.42**
	Direct Taxes Paid	(23.82)	(48.29)	(55.15)	(31.11)	(10.13)	(7.93)
	Net Cash from/ (used in) Operating Activities	**(140.77)**	**(104.34)**	**(136.13)**	**28.91**	**137.47**	**88.49**
II.	**Cash flows from/ (used in) investing activities**						
	Investments made in subsidiaries and joint ventures	(895.49)	(13.99)	(507.82)	-	-	-
	Interest received / (paid)	3.65	9.78	24.57	29.99	1.71	1.68
	Loans given to body corporates	(2,517.12)	(303.32)	(1,151.70)	(77.50)	(3.50)	(177.50)
	Loans repaid by a body corporates	1,740.99	223.30	1,046.50	98.00	125.00	-
	Deposits (with maturity more than three months)	(0.34)	(1.22)	0.15	12.99	9.38	(22.53)
	Purchase of Fixed Assets	(360.51)	(478.86)	(163.21)	(123.06)	(29.11)	(25.51)
	Proceeds from sale of fixed assets	13.09	4.15	0.34	5.46	-	0.71
	Net Cash from/ (used in) Investing Activities	**(2,015.73)**	**(560.16)**	**(751.17)**	**(54.12)**	**103.48**	**(223.15)**
III.	**Cash flows from/ (used in) financing activities**						
	Repayment of short term borrowings	(6592.02)	(672.34)	-	-	(150.00)	(0.32)
	Proceeds of short term	5,797.66	1,088.12	907.65	-	-	150.00

	borrowings						
	Repayment of long term borrowings	(61.96)	(142.87)	(208.55)	(80.64)	(17.64)	-
	Proceeds of long term borrowings	-	183.50	262.22	52.01	-	-
	Proceeds from issue of equity share capital (including securities premium)	1,050.00	40.00	-	48.95	-	-
	Proceeds from issue of preference share capital (including securities premium)	2,000.00	300.00	-	-	-	-
	Dividend paid (including dividend distribution tax)	-	(2.32)	(2.08)	-	-	-
	Hire purchase loan taken	-	18.62	0.50	10.47	1.36	1.32
	Hire purchase loan repaid	(4.86)	(4.76)	(2.55)	(3.16)	(0.86)	(1.40)
	Finance Lease loan taken	49.93	-	-	-	-	-
	Finance Lease loan repaid	(3.76)	-	-	-	-	-
	Interest paid	(88.48)	(139.19)	(60.40)	(19.71)	(34.40)	(21.38)
	Net cash from/ (used in) financing activities	2,146.51	668.76	896.79	7.92	(201.54)	128.22
IV.	Net increase/ (decrease) in cash and cash equivalents [I+II+III]	(9.99)	4.26	9.49	(17.29)	39.41	(6.44)
V.	**Cash & cash equivalents at the beginning of the year/ period**	**58.51**	**54.25**	**44.76**	**62.05**	**22.64**	**29.08**
VI.	**Cash & cash equivalents at the end of the year/ period [IV+V]**	**48.52**	**58.51**	**54.25**	**44.76**	**62.05**	**22.64**
	Cash and Cash Equivalents include:						
	Cash on hand	5.88	4.18	1.78	1.67	1.10	0.57
	Cheques on hand	0.24	0.37	-	-	-	9.50
	Balances with scheduled banks:						
	-On cash collection accounts	30.87	45.88	32.26	32.31	32.52	8.88
	-On EEFC accounts	0.29	0.14	1.49	2.36	28.23	3.38
	-On current accounts	9.49	4.69	15.91	8.42	0.20	0.31
	-On deposit accounts	3.39	4.26	2.81	0.15	13.15	22.53
		50.16	**59.52**	**54.25**	**44.91**	**75.20**	**45.17**
	Less: - Fixed deposits not considered as cash equivalents	1.56	1.22	-	0.15	13.15	22.53
	Less: Effect of Exchange Differences on Cash & Cash Equivalents held in foreign currency	0.08	(0.21)	-	-	-	-
	Total	**48.52**	**58.51**	**54.25**	**44.76**	**62.05**	**22.64**

Notes:

1. Figures in brackets indicate cash outflow.

2. The above statement should be read with the notes to restated unconsolidated summary statements of Assets and Liabilities, Profit and loss Account and Cash flows as appearing in Annexure IV.

For S. R. Batliboi & Co.

For and on behalf of the Board of Directors of

Firm registration no.: 301003E
Chartered Accountants

per Pankaj Chadha
Partner
Membership No. 91813

Place: Gurgaon
Date February 10, 2011

Super Religare Laboratories Limited

Dr. Sanjeev K. Choudhary
Director & Chief Executive Officer

DIN 00015077

Dr. Amit Varma
Director
DIN 02241746

Ankush Agarwal
Company Secretary

Saurabh Chadha
Chief Financial Officer

Place : New Delhi
Date: February 10, 2011

ANNEXURE IV: NOTES TO THE RESTATED UNCONSOLIDATED SUMMARY STATEMENTS OF ASSETS AND LIABILITIES, PROFITS AND LOSSES AND CASH FLOWS FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2010 AND YEARS ENDED MARCH 31, 2010, 2009, 2008, 2007 and 2006

1. Background

Super Religare Laboratories Limited ("the Company") is in the business of establishing, maintaining and managing clinical reference laboratories, to provide testing, diagnostics and prognostics monitoring/ screening tests on human beings. The Company also provides laboratory support services for clinical research studies.

The Restated Unconsolidated Summary Statements of Assets and Liabilities as at September 30, 2010, March 31, 2010, 2009, 2008, 2007 and 2006 and the related restated unconsolidated summary statement of Profits and Losses and Cash Flows for the six months period ended September 30, 2010 and for the years ended March 31, 2010, 2009, 2008, 2007 and 2006 (herein collectively referred to as "Restated unconsolidated summary statements") related to the Company have been prepared specifically for inclusion in the offer document to be filed by the Company with Securities and Exchange Board of India ("SEBI") in connection with the proposed initial public offering of equity shares of the Company.

The Restated Unconsolidated Summary Statements have been prepared to comply in all material respects with the requirements of paragraph B(1) of Part II of Schedule II to the Companies Act, 1956 ('the Act') and the Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2009, as amended (the "SEBI Regulations) issued by SEBI in pursuance of Section 11 of the Securities and Exchange Board of India Act, 1992.

2. Statement of Significant Accounting Policies

(a) Basis of Preparation

The Restated unconsolidated summary statements have been prepared under the historical cost convention on an accrual basis in accordance with the Accounting Standards notified by Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956 to the extent considered applicable. The accounting policies have been consistently applied by the Company.

(b) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

(c) Fixed Assets

Fixed assets are stated at cost, less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets, which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

(d) Depreciation

Depreciation is provided using the Straight Line Method as per the useful lives of the assets estimated by the management, or at the rates prescribed under Schedule XIV of the Companies Act, 1956, whichever is higher. All fixed assets are depreciated at the rates prescribed under Schedule XIV of the Companies Act, 1956, except for the following assets that are depreciated at rates based on the technically assessed useful lives of the assets, which are greater than the rates specified under Schedule XIV of the Companies Act, 1956:

Laboratory Equipments	7 years
Vehicles	5 to 10 years
Assets taken on finance lease	7 years

Assets individually costing Rs. 5,000/- each or less are fully depreciated in the year of acquisition.

Leasehold improvements are depreciated over the period of the lease or 5 years which is the expected useful life, whichever is shorter.

(e) Impairment

i. The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

ii. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

(f) Intangible assets

Computer Software

Acquired computer software and licenses are capitalised on the basis of costs incurred to acquire and bring the specific software to its intended use. These costs are amortised over a period of six years being the useful life, as estimated by the management.

(g) Leases

Where the Company is the Lessee

Finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly against income. Lease management fees, legal charges and other initial direct costs are capitalised.

If there is no reasonable certainty that the Company will obtain the ownership by the end of the lease term, capitalized leased assets are depreciated over the shorter of the estimated useful life of the asset or the lease term.

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Profit and Loss account on a straight-line basis over the lease term.

(h) Investments

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried 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 recognise a decline other than temporary in the value of the investments.

(i) Inventories

The inventories of materials representing reagents, chemicals & consumables are valued at cost. Cost is determined on moving weighted average basis. However, materials and other items held for use in the performing of clinical tests are not written down below cost, if the tests in which they will be incorporated are expected to be sold at or above cost.

(j) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Income from Services
Revenue is recognised at the time of generation of test reports, which coincides with the completion of service to the customer.

Management fees

Revenue from management fees is recognised on an accrual basis, in accordance with the terms of the relevant agreements, as and when services are rendered.

Interest

Interest is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

(k) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset, that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

(l) Foreign currency translation

Foreign currency transactions

(i) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

(iii) Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting monetary items of Company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

(m) Retirement and other employee benefits

(i) Retirement benefits in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Profit and Loss Account of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective funds.

(ii) Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

(iii) Short term compensated absences are provided for based on estimates. Long term compensated absences are provided for based on actuarial valuation at the year end. The actuarial valuation is done as per projected unit credit method.

(iv) Actuarial gains/losses are immediately taken to the Profit and Loss Account and are not deferred.

(n) Income Taxes

Tax expense comprises of current, deferred and fringe benefit tax. Current income tax and fringe benefit 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. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognised 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 realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each balance sheet date the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The carrying amount of deferred tax assets are reviewed at each balance sheet 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 realised.

(o) Employee Stock Compensation Cost

Measurement and disclosure of the employee share-based payment plans is done in accordance with SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Guidance Note on Accounting for Employee Share-based Payments, issued by the Institute of Chartered Accountants of India. The Company measures compensation cost relating to employee stock options using the intrinsic value method. Compensation expense is amortized over the vesting period of the option on a straight line basis.

(p) Segment Reporting Policies

As the Company's business activity primarily falls within a single business and geographical segment, there are no disclosures to be provided in terms of Accounting Standard 17 on 'Segment Reporting'.

(q) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(r) Provisions

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

(s) Cash and Cash Equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

3. Material Regroupings

Appropriate adjustments have been made in the restated unconsolidated summary statements of Assets and Liabilities, Profits and Losses and Cash flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the regroupings as per the audited financial statements of the Company for the six month period ended September 30, 2010 and the requirements of the SEBI Regulations.

4. Material Adjustments

(a) Summary of results of restatements made in the audited financial statements of the Company for the respective years and their impact on the profits / losses of the Company is as under:

(Rs. in million)

	Particulars	As at September 30,	As at March 31,				
		2010	2010	2009	2008	2007	2006
	Net profit/ (loss) as per audited financial statements before adjustments	8.15	(240.22)	11.48	46.88	82.72	40.63
A.	Change in Accounting Policies	-	-	-	-	-	-
B.	Other Adjustments:						
1	Prior period items (refer note 4(d)(i) below)	-	1.68	(1.64)	(0.35)	1.56	(0.66)
2	Impact of change in Accounting Standard 15 (Revised) applied retrospectively (refer note 4(c)(i) below)	-	-	-	0.47	(0.47)	-
3	Balances written off (refer note 4(d)(ii) below)	-	-	-	-	3.42	(3.20)
4	Bad debts written back (refer note 4(d)(iii) below)	-	-	-	-	(0.21)	0.21
5	Unspent liabilities written back (refer note 4(d)(iv) below)	(1.65)	(12.21)	8.41	(7.13)	1.90	(2.02)
6	Depreciation adjustments for change in estimated useful lives of vehicles (refer note 4(c)(ii) below)	-	-	-	0.08	(0.06)	(0.02)
	Total adjustments	(1.65)	(10.53)	6.77	(6.93)	6.14	(5.69)
	Net profit/ (loss) after adjustments before tax impact	6.50	(250.75)	18.25	39.95	88.86	34.94
	Current Tax Impact on adjustments	-	-	0.59	3.02	0.75	(0.21)
	Deferred Tax Impact on adjustments	-	5.04	(3.08)	(1.21)	(1.69)	0.87
	Net profit/ (loss) after Tax, as restated	6.50	(245.71)	15.76	41.76	87.92	35.60

(b) Changes in accounting policies

(i) Foreign Exchange Gain/ Loss

During the year ended March 31, 2008, pursuant to the notification of the Companies Accounting Standard Rules, 2006, all exchange differences arising on foreign currency transactions relating to fixed assets acquired from a country outside India on or after April 1, 2007, were adjusted to revenue as against the hitherto followed practice of adjusting the same to the carrying amount of fixed assets. As a result, net exchange loss of Rs. 0.09 million, which otherwise would have been adjusted against the carrying amount of fixed assets, was charged to the Profit and Loss Account. Since there was no such item in earlier years, there is no restatement required for this change in accounting policy.

(c) Changes in accounting estimates

(i) Gratuity and Leave Encashment

During the year ended March 31, 2008, the Company adopted Accounting Standard 15 (Revised) Employee Benefits as against the hitherto followed practice of accounting the same on the basis of Accounting Standard 15- Accounting for the Retirement Benefits in the Financial Statements. Accordingly, the discount rates and other assumptions for computing the gratuity and leave liabilities have been considered as per the requirement of AS-15 (Revised). Accordingly, adjustments have been made to the restated unconsolidated summary statements for the years ended March 31, 2008 and March 31, 2007.

(ii) Depreciation on vehicles

During the year ended March 31, 2008, the Company has revised the estimated useful lives of vehicles given to employees and is depreciating the same over a five year period as against the hitherto followed practice of depreciating the same over a ten year period. Accordingly, the depreciation charge for the year was higher by Rs. 0.50 million and the profit after tax was lower by Rs. 0.33 million. Accordingly, adjustments have been made to the restated unconsolidated summary statements for the years ended March 31, 2008, March 31, 2007 and March 31, 2006.

(d) Other Adjustments

(i) Prior period items

In the financial statements for the years ended March 31, 2007, March 31, 2008, March 31, 2009 and March 31, 2010, certain items of income/expenses have been identified as prior period items. For the purpose of these statements, such prior period items have been appropriately adjusted in the respective years to which they relate.

(ii) Balances written off

In the financial statements for the years ended March 31, 2007 and March 31, 2008, certain amounts have been written off. Adjustment on this account has been made in the restated summary statements and such amounts have been appropriately adjusted in the respective years to which they relate.

(iii) Bad debts written back

Debtors, which were considered doubtful and provided in the year ended March 31, 2006 and which have been subsequently recovered during the year ended March 31, 2007, have been adjusted in the years when such debtors were originally provided for. Accordingly, adjustments have been made to the restated unconsolidated summary statements for the years ended March 31, 2007 and March 31, 2006.

(iv) Unspent liabilities written back

In the financial statements for the years ended March 31, 2006, March 31, 2007, March 31, 2008, March 31, 2009 and March 31, 2010, certain liabilities created in earlier years were written back. For the purpose of these statements, the said liabilities, wherever required, have been appropriately adjusted in the respective year in which the same were originally created.

5. Profit and Loss Account as at April 1, 2005 (restated)

Particulars	Amount (Rs. in million)
Profit and Loss Account as at April 1, 2005 (Audited)	0.83
Prior period items (refer note 4(d)(i))	(0.58)
Advances written off (refer note 4(d)(ii))	(0.23)
Unspent liabilities written back (refer note 4(d)(iv))	12.71
Current Tax Impact on adjustments	(4.15)
Deferred Tax Impact on adjustments	0.07
Profit and Loss Account as at April 1, 2005 (Restated)	**8.65**

6.
Non - Adjustment Items

Audit qualifications for the respective periods, which do not require any corrective adjustment in these restated unconsolidated summary statements of the Company are as follows:

i. Financial year ended March 31, 2010

CARO Qualifications:

a) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business, except that instructions for physical verification of inventory were not adequately documented.

b) Undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, service tax, customs duty, cess have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases. The provisions relating to sales tax and excise duty are not applicable to the Company. Further, since the Central Government has till date not prescribed the amount of cess payable under section 441 A of the Companies Act, 1956, we are not in a position to comment upon the regularity or otherwise of the company in depositing the same.

c) The Company's accumulated losses at the end of the financial year are less than fifty per cent of its net worth. The Company has incurred cash losses in the current year. In the immediately preceding financial year, the Company had not incurred cash losses.

d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that funds amounting to Rs. 469.48 million raised on short-term basis have been used for purchase of fixed assets, which have useful life of 5 years.

ii. Financial year ended March 31, 2009

CARO Qualifications:

a) Undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, service tax, customs duty, cess have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases. The provisions relating to sales tax and excise duty are not applicable to the Company.

iii. Financial year ended March 31, 2008

CARO Qualifications:

a) Undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, sales tax, service tax, customs duty, cess have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases. The provisions relating to excise duty are not applicable to the Company.

iv. Financial year ended March 31, 2007

CARO Qualifications:

a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales tax, wealth-tax, service tax, customs duty, cess have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases. Investor education and protection fund and excise duty are not applicable to the Company.

v. Financial year ended March 31, 2006

CARO Qualifications:

a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales tax, wealth-tax, service tax, customs duty, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases. Investor education and protection fund and excise duty are not applicable to the Company.

b) The Company's accumulated losses at the end of the financial year are more than fifty per cent of its net worth and it has not incurred cash losses in the current and immediately preceding financial year.

c) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales tax, wealth-tax, service tax, customs duty, cess have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases. Investor education and protection fund and excise duty are not applicable to the Company.

Month	Interest amount (Rs. in million)	Date of Payment	Number of days delay
Apr-05	1.61	May 5, 2005	7
May-05	1.67	June 3, 2005	3
Jun-05	1.61	July 5, 2005	5
Jul-05	1.61	August 1, 2005	1

The Company has no outstanding dues in respect of a financial institution or debenture holders.

d) Based on information and explanation given to us by the management, term loan amounting to Rs 150 million taken during the year was not applied for the purpose for which the same was obtained. The loan was taken for meeting working capital requirement/cash flow mismatch and expansion in group companies, but has been utilized for lending to a body corporate other than the group company.

7. Investment in subsidiaries

As at September 30, 2010 investments of Rs 507.82 million (Year 2009-10 Rs 507.82 million) in Mena Healthcare Investment Company Limited, British Virgin Islands; Rs 3.98 million (Year 2009-10 Rs 3.98 million) in Super Religare Laboratories International FZ-LLC, United Arab Emirates; Rs 0.01 million (Year 2009-10 Rs 0.01 million) in Super Religare Laboratories International Limited, Jebel Ali; and Rs 3,895.49 million (Year 2009-10 Nil) in Piramal Diagnostic Services Private Ltd. Also, as at September 30, 2010 included in loans and advances is Rs 268.29 million (Year 2009-10 Rs 267.1 million) advanced to Super Religare Laboratories International FZ-LLC; Rs 0.03 million (Year 2009-10 Rs Nil) advanced to Super Religare Laboratories International Jabel Ali; Rs 1.60 million (Year 2009-10 Rs 1.60 million) advanced to Mena Healthcare Investment Company Limited; Rs Nil (Year 2009-10 Rs 0.01 million) advanced to Mena Medical Supplies LLC; and Rs 787.05 million (Year 2009-10 Rs Nil) advanced to Piramal Diagnostic Services Private Ltd.

The net equity of Mena Healthcare Investment Company Limited as at September 30, 2010 is equivalent of Rs 396.59 million (Year 2009-10 Rs 420.38 million) against Company's investment of Rs 507.82 million (Year 2009-10 Rs 507.82 million) whereas net equity of Super Religare Laboratories International FZ-LLC, United Arab Emirates as at September 30, 2010 is fully eroded and is equivalent of Rs 118.27 million deficit;(Year 2009-10 Rs 74.89 million , deficit) against Company's investment of Rs 3.98 million (Year 2009-10 Rs 3.98 million) and net equity of Super Religare Laboratories International Limited, Jebel Ali as at September 30, 2010 is fully eroded and is equivalent of Rs 0.48 million deficit; (Year 2009-10 Rs 0.42 million , deficit) against Company's investment of Rs 0.01 million (Year 2009-10 Rs 0.01 million), reflecting erosion in these investments resulting out of non commencement of commercial operations, which in case of Super Religare Laboratories International FZ-LLC have started effective April 2010.

Subsequent to the period end, the Board of Directors, in their meeting held on December 21, 2010, have decided to sell investments in Mena Healthcare Investment Company Limited and Super Religare Laboratories International FZ - LLC, together with the existing subsidiaries of the these companies.

To give effect to its plans, the Company has entered into a Sale and Purchase Agreement dated January 6, 2011 with Fortis Global Healthcare Holdings Pte Limited for the sale of its investments in Super Religare Laboratories International FZ- LLC and Mena Healthcare Investment Company Limited for sale consideration of USD 1.4 million and USD 10.8 million respectively. In addition, the purchaser has agreed to repay the loans outstanding by Super Religare Laboratories International FZ-LLC, United Arab Emirates at the effective date.

Considering, the sale of investments above cost for these companies, the management has considered that there is no decline, other than temporary and no provision is required to be made against these investments. The shortfall arising out of sale of shares in Mena Healthcare Investment Company Limited, British Virgin Islands amounting to Rs. 23.50 million has been provided against the investment as decline, other than temporary.

For other Companies, the management has approved plans based on which the diminution in the value of the investments and loans is not considered other than temporary and accordingly no provision is considered necessary at this stage. The Company is committed to continuously provide financial and operating support to these subsidiaries and considers these investments and loans to be of strategic nature.

8. Investment in joint venture

The Company entered into a Joint Venture agreement with Life Care Services Private Limited, Nepal to carry on the business of operating pathology labs and diagnostic centers in Nepal and, for this purpose, incorporated Super Religare Reference Laboratories (Nepal) Pvt Ltd. ("SRRL") with 50 % interest in assets, liabilities, expenses and income. The Company has invested Rs 10.00 million in this company which was in start up phase during that year. Also, included under loans and advances Rs 1.90 million advanced to SRRL. SRRL has started operations on August 4, 2010 and based on the future projections, the management has considered this investment as good and fully recoverable and no provision has been considered necessary against the investment in these financial statements.

The Company’s share of the assets, liabilities, income and expenses of the jointly controlled entity as at September 30, 2010 are Rs 13.31 million (Year 2009-10 Rs. 11.37 million), Rs 3.88 million (Year 2009-10 Rs 1.37 million), Rs 0.83 million (Year 2009-10 Rs. Nil) and Rs 1.23 million (Year 2009-10 Rs. Nil) respectively.

9. Employee Stock Option Plans

The shareholders of the Company vide their resolution dated August 17, 2009 granted approval to ‘Super Religare Laboratories Limited Employee Stock Option Plan 2009’ (the ‘Scheme’). The grant date for the options is August 22, 2009. Under the said Scheme 1,517,470 options of the equity shares of the Company have been granted to the employees of the Company at an exercise price of Rs. 40 per share and the following are the Scheme details:

Date of grant	August 22, 2009
Date of Board Approval	August 22, 2009
Date of Shareholder’s approval	August 17, 2009
Number of options granted	1,517,470
Method of Settlement (Cash/Equity)	Equity
Vesting Period	Over three years - August 22, 2010 to August 22, 2012
Exercise Period	Up to August 21, 2019

The details of activity under the plan have been summarised below

	September 30, 2010		March 31, 2010	
	Number of options	Weighted average exercise price(Rs)	Number of options	Weighted average exercise price(Rs)
Outstanding at the beginning of the period	1,299,467	40	-	-
Granted during the period	-	-	1,517,470	40
Forfeited during the period	5,900	-	218,003	40
Exercised during the period.	-	-	-	-
Expired during the period.	-	-	-	-
Outstanding at the end of the period.	1,293,567	40	1,299,467	40
Exercisable at the end of the period.	1,293,567	40	1,299,467	40
Weighted average fair value of options granted on the date of grant (Rs.)		40		40

The details of the exercise price of stock options outstanding at the end of the period are		
	September 30, 2010	March 31, 2010
Range of exercise price	Rs 40	Rs 40
Number of options outstanding	1,293,567	1,299,467
Weighted average remaining contractual life of options	8.9 years	9.4 years
Weighted average exercise price	Rs.40	Rs. 40

The weighted average fair value of stock options granted during the year was Rs 20.54. The black scholes merton option valuation model has been used for computing the weighted average fair value considering the following inputs.

	September 30, 2010	March 31, 2010
Exercise Price (Rs.)	40	40
Expected Volatility	44.60%	44.60%
Historical Volatility	-	-
Life of the options granted (Vesting and exercise period) in years	5.5	5.5
Expected dividends	-	-
Average risk-free interest rate	6.87%	6.87%
Expected dividend rate	0.00%	0.00%

In March 2005 the ICAI has issued a guidance note on “Accounting for Employees Share Based Payments” applicable to employee based share plan the grant date in respect of which falls on or after April1, 2005.The said guidance note requires the Proforma disclosures of the impact of the fair value method of accounting of employee stock compensation accounting in the financial statements. Applying the fair value based method defined in the said guidance note, the impact on the reported net profit and earnings per share would be as follows:

	September 30, 2010	March 31, 2010
Profit/ (loss) as reported (Rs in million)	6.50	(245.71)
Add: Employee stock compensation under intrinsic value method (Rs in million)	-	-
Less: Employee stock compensation under fair value method (Rs in million)	4.46	5.39
Proforma profit/ (loss) (Rs in million)	2.04	(251.10)
Earnings Per Share (Rs.)		
Basic		
- As reported	0.23	(12.36)
- Pro forma	0.07	(12.92)
Diluted		
- As reported	0.23	(12.36)
- Pro forma	0.06	(12.92)

10. During the period ended September 30, 2010, the Company in pursuance of the share purchase, share allotment and debenture subscription agreement dated July 13, 2010 with Piramal Diagnostic Services Private Limited ("PDSPL"), Piramal healthcare Limited , Dr Bhavin Jankharia and Dr Avinash Phadke, acquired the entire operations of PDSPL with effect from August 20, 2010 on a going concern basis for purchase consideration of Rs 3,722.88 million, excluding infusion of loan into the acquired business of PDSPL of Rs. 2,277.13 million, which has been settled as follows:

(i) Issuance of 5,199,899 equity shares of Rs 10 each at a premium of Rs 249.62 per share;
(ii) Issuance of 16,500 10% Non Convertible Debentures of Rs 100,000 each; and
(iii) Cash payment amounting to Rs 722.88 million.

11. The Company has issued Non Cumulative Redeemable Preference Shares of Rs 10 each at a premium of Rs 190 each during the period ended September 30, 2010. As per the terms of issue of Non Cumulative Redeemable Preference Shares, the shares are to be redeemed at a premium which would ensure 10% annualized yield to the preference share holders and are to be redeemed within 20 years from the date of allotment i.e August 20, 2010. The management has represented that these preference shares will be redeemed by March 31, 2012. Accordingly, the Company has accrued premium payable on redemption in the period ended September 30, 2010 for Rs 23.50 million from its securities premium account.

12. The Company has issued 16,500 10% Redeemable Non convertible Debentures of Rs 100,000 each during the period ended September 30, 2010. As per the provisions of Section 117 C of the Companies Act, 1956, the Company is required to create Debenture Redemption Reserve out of its profits for the year. However, in the absence of distributable profits, the Company has not created Debenture Redemption Reserve.

13. Deferred tax assets consists of:

(Rs. in million)

S.No.	Particulars	As at September 30, 2010*	As at March 31, 2010*	As at March 31, 2009	As at March 31, 2008	As at March 31, 2007	As at March 31, 2006
a.	Book/ Tax depreciation difference	6.02	5.97	1.68	2.11	2.24	0.83
b.	Effect of expenditure debited to profit and loss account in the current but allowed as deduction for Income tax in following years	-	-	-	-	-	-
	- Provision for leave encashment	3.03	2.87	2.37	2.56	2.66	2.34
	- Provision for gratuity	3.64	3.03	2.35	1.88	1.84	1.57
	- Provision for diminution in the value of investment	7.26	-	-	-	-	-
	-Others	8.16	(0.10)	(0.36)	1.34	1.97	3.15
c.	Provision for doubtful debts & advances	5.12	5.57	1.49	1.34	0.74	4.83
d.	Unabsorbed depreciation/ losses	46.20	66.41	-	-	-	41.62
e.	Finance lease obligation	(1.51)	-	-	-	-	-
	Total Deferred Tax Asset	**77.92**	**83.75**	**7.53**	**9.23**	**9.45**	**54.34**

*In accordance with Accounting Standard 22 'Accounting for Taxes on Income', in view of losses incurred by the Company during the earlier years and large amount of accumulated losses carried forward at the close of the period, deferred tax assets on timing differences, on carried-forward losses and unabsorbed depreciation, have not been accounted for in the books, since it is not virtually certain, whether the Company will be able to take advantage of such losses/ depreciation.

14. Related Party Disclosures

a. Names of related parties:

(i) Enterprises having significant influence
Oscar Investments Limited

(ii) Individuals (directly/ indirectly) having control over the reporting enterprise
a. Mr. Malvinder Mohan Singh, Director
b. Mr. Shivinder Mohan Singh, Director

(iii) Key Managerial Personnel
a. Dr. Sanjeev K. Chaudhary, Chief Executive Officer
b. Mr. Sanjeev Issar, Manager (w.e.f September 1, 2008)

(iv) Subsidiary Companies
a. Mena Healthcare Investment Company Limited, British Virgin Islands
b. Super Religare Laboratories International FZ -LLC, UAE
c. Super Religare Laboratories International Limited, Jebel Ali
d. Piramal Diagnostic Services Private Limited (w.ef 20th August, 2010)

(v) Joint Venture Companies

Super Religare Reference Laboratories (Nepal) Pvt Ltd.

(vi) Enterprises over which persons mentioned at (ii) and (iii) have significant influence and with whom transactions have taken place during the period/ year:

a. Fortis Healthcare Limited
b. Escorts Hospital & Research Centre Limited
c. Escorts Heart & Super Specialty Institute Limited
d. International Hospital Limited
e. Religare Wellness Limited (formerly Fortis Health World Limited)
f. Hiranandani Healthcare Private Limited
g. Fortis Clinical Research Limited (formerly Oscar Research Limited) (w.e.f. July 25, 2005)
h. Escort Heart Institute & Research Centre Limited
i. Aegon Religare Life Insurance Company Limited
j. Religare Securities Limited
k. Medsource Healthcare Private Limited
l. Religare Finvest Limited
m. Lalitha Healthcare Private Limited
n. RHC Holding Private Limited
o. Religare Aviation Limited
p. Escorts Heart & Super Specialty Hospital Limited
q. Malav Holding Private Limited
r. Shivi Holding Private Limited
s. Religare Travels (India) Limited
t. Mena Medical Supplies LLC
u. Ranbaxy Laboratories Limited (Ceased to be a related party from 1st April, 2010).
v. Bar Chem (Ceased to be a related party from 1st April, 2010).
w. Lifetime Healthcare Private Limited (Ceased to be a related party from 1st April, 2010).
x. Religare Technova Business Intellect Limited (Ceased to be a related party from April 1, 2010).
y. Religare Technova IT Services Limited (Ceased to be a related party from 1st April, 2010).
z. Religare Technova Global Solution Limited (Ceased to be a related party from 1st April, 2010).

Transactions with related parties

(Rs. in million)

Nature of transaction / Name of the Related party	**For the six months ended**	**For the year ended March 31,**				
	September 30, 2010	**2010**	**2009**	**2008**	**2007**	**2006**
Purchases of Reagents & chemicals						
Ranbaxy Laboratories Limited	-	-	-	0.13	0.15	14.90
Rendering of services:						
Ranbaxy Laboratories Limited	-	16.20	2.34	0.08	0.26	0.27
Fortis Healthcare Limited	11.16	10.30	10.68	9.20	10.90	7.74
International Hospital Limited	32.15	49.73	43.79	12.52	9.84	6.82
Fortis Medical Centre Holdings Limited	-	-	-	-	-	1.17
Escorts Hospital & Research Centre Limited	19.45	39.64	14.71	3.20	2.77	0.40
Escorts Heart & Super Specialty Institute Limited	13.32	22.29	0.94	1.79	0.19	0.01
Fortis Clinical Research Limited (formerly Oscar Research Limited)	1.16	3.70	0.43	-	-	1.15
Religare Wellness Limited (formerly Fortis Health World Limited)	10.04	9.64	3.86	3.08	0.02	-
Escort Heart Institute & Research Centre Limited	40.98	16.31	3.53	4.75	-	-
Hiranandani Healthcare Private Limited	4.65	5.33	0.76	0.08	-	-
Escorts Heart & Super Specialty Hospital Limited	3.14	0.49	13.75	-	-	-
Aegon Religare Life Insurance Company Limited	0.06	0.05	0.12	-	-	-
Lalitha Healthcare Private Limited	4.46	4.54	0.86	-	-	-
Lifetime Healthcare Private Limited	-	1.21	0.21	-	-	-
Super Religare Reference Laboratories (Nepal) Pvt Ltd.	0.79	-	-	-	-	-
Super Religare Laboratories International FZ - LLC, UAE	18.70	-	-	-	-	-
Religare Securities Limited	0.01	0.03	0.01	-	-	-
	160.07	**179.46**	**95.99**	**34.70**	**23.98**	**17.56**
Receiving of services:						
Ranbaxy Laboratories Limited	-	-	-	-	0.01	0.12
Fortis Healthcare Limited	0.58	1.26	1.17	1.35	1.45	1.32
International Hospital Limited	0.07	0.32	0.76	0.72	1.88	4.00
Escorts Hospital & Research Centre Limited	0.01	0.04	-	0.00	-	-
Escorts Heart & Super Specialty Hospital Limited	0.64	1.00	0.21	-	-	-
Escort Heart Institute & Research Centre Limited	-	13.41	-	-	-	-
Religare Technova Business Intellect Limited	-	2.68	1.98	-	-	-
Religare Technova IT Services Limited	-	15.61	1.51	-	-	-
Bar Chem	-	25.65	9.80	-	-	-
Medsource Healthcare Private Limited	-	-	0.23	-	-	-
Religare Securities Limited	-	2.76	37.45	-	-	-
Religare Finvest Limited	4.06	2.46	0.23	-	-	-
Religare Technova Global Solution Limited	-	0.04	-	-	-	-
Religare Travels (India) Limited	6.88	15.71	12.00	-	-	-
Lalitha Healthcare Private Limited	-	-	1.04	-	-	-
	12.24	**80.94**	**66.38**	**2.07**	**3.34**	**5.44**
Allocation of common expenses from:						
Fortis Healthcare Limited	-	-	9.04	8.12	26.11	24.29
	-	**-**	**9.04**	**8.12**	**26.11**	**24.29**
Purchase of fixed assets						
Fortis Healthcare Limited	3.62	-	-	-	-	-
	3.62	**-**	**-**	**-**	**-**	**-**
Reimbursement of expenses to:						

Nature of transaction / Name of the Related party	For the six months ended September 30, 2010	For the year ended March 31, 2010	2009	2008	2007	2006
Fortis Healthcare Limited*	8.26	-	-	0.03	0.16	-
International Hospital Limited*	-	0.06	0.10	0.30	-	-
Escorts Hospital & Research Centre Limited*	0.20	0.10	2.68	-	-	-
Escorts Heart & Super Specialty Hospital Limited*	-	-	1.02	-	-	-
Religare Wellness Limited (formerly Fortis Health World Limited)*	-	-	0.37	-	-	-
	8.46	**0.16**	**4.17**	**0.33**	**0.16**	**-**
Reimbursement of expenses from:						
Fortis Healthcare Limited*	0.68	1.28	1.11	1.11	0.76	4.12
International Hospital Limited*	-	0.07	0.19	23.73	16.61	13.53
Religare Wellness Limited (formerly Fortis Health World Limited)*	-	-	2.85	0.01	-	-
Escort Heart Institute & Research Centre Ltd.*	-	-	-	3.50	-	-
Hiranandani Healthcare Private Limited*	6.22	6.92	2.04	0.56	-	-
Escorts Heart & Super Specialty Hospital Limited*	-	-	1.33	-	-	-
Escorts Hospital & Research Centre Limited*	-	-	-	-	-	-
Mena Healthcare Investment Company Limited, British Virgin Islands**	-	-	1.77	-	-	-
Super Religare Laboratories International FZ - LLC, UAE**	2.19	4.38	-	-	-	-
Super Religare Laboratories International Limited, Jebel Ali**	0.03	-	-	-	-	-
Super Religare Reference Laboratories (Nepal) Pvt Ltd.**	1.11	-	-	-	-	-
Piramal Diagnostic Services Private Limited**	9.93	-	-	-	-	-
	20.16	**12.65**	**9.29**	**28.91**	**17.37**	**17.65**

* Represents recoveries from/to the companies towards materials used by/ for provision of services, at Cost. These balances also include recoveries to/ from the companies towards cost of manpower employed at locations towards provision of services.
** Represent expenses incurred on behalf recoverable, at cost.

Investment in subsidiaries						
Mena Healthcare Investment Company Limited, British Virgin Islands	-	-	507.82	-	-	-
Super Religare Laboratories International FZ - LLC, UAE	-	-	3.98	-	-	-
Super Religare Laboratories International Limited, Jebel Ali	-	-	0.01	-	-	-
Piramal Diagnostic Services Private Limited	3,895.49	-	-	-	-	-
	3,895.49	**-**	**511.81**	**-**	**-**	**-**
Investment in joint venture						
Super Religare Reference Laboratories (Nepal) Pvt Ltd.	-	10.00	-	-	-	-
	-	**10.00**	**-**	**-**	**-**	**-**
Inter Corporate Deposits taken						
RHC Holding Private Limited	3,210.00	19.83	800.00	-	-	-
Religare Finvest Limited	2,632.60	695.52	-	-	-	-
	5,842.60	**715.35**	**800.00**	**-**	**-**	**-**
Inter Corporate Deposits repaid						
Religare Finvest Limited	(2,869.72)	(340.70)	-	-	-	-
RHC Holding Private Limited	(3,689.83)	(800.00)	-	-	-	-
	(6,559.55)	**(1,140.70)**	**-**	**-**	**-**	**-**
Inter Corporate Deposits given						
Religare Finvest Limited	-	-	(909.00)	-	-	-
Religare Aviation Limited	(240.00)	(40.60)	(222.70)	(45.00)	-	-
Super Religare Laboratories International FZ - LLC, UAE	-	(262.72)	-	-	-	-
Piramal Diagnostic Services Private Limited	(2,277.13)	-	-	-	-	-

	(2,517.13)	**(303.32)**	**(1,131.70)**	**(45.00)**	**-**	**-**
Inter Corporate Deposits received back						
Religare Finvest Limited	-	-	909.00	-	-	-
Piramal Diagnostic Services Private Limited	1,500.00	-	-	-	-	-
Religare Aviation Limited	240.00	223.30	85.00	-	-	-
	1,740.00	**223.30**	**994.00**	**-**	**-**	**-**
Interest paid/ payable						
Fortis Hospotel Limited	-	-	-	-	-	0.32
Fortis Healthcare Limited	-	-	-	3.89	1.30	-
RHC Holding Private Limited	25.63	64.56	45.87	-	-	-
Religare Finvest Limited	19.72	18.79	-	-	-	-
	45.35	**83.35**	**45.87**	**3.89**	**1.30**	**0.32**
Interest received/ receivable						
Religare Finvest Limited	-	-	15.51	-	-	-
Super Religare Laboratories FZ-LLC, UAE	17.06	21.55	-	-	-	-
Religare Aviation Limited	1.81	5.40	3.51	-	-	-
Piramal Diagnostic Services Private Limited	13.30	-	-	-	-	-
	32.17	**26.95**	**19.02**	**-**	**-**	**-**
Remuneration to key managerial personnel						
Dr. Sanjeev K.Chaudhary	6.59	13.18	14.90	-	-	-
Mr. Sanjeev Issar	0.69	1.19	0.68	-	-	-
	7.28	**14.37**	**15.58**	**-**	**-**	**-**
Dividend paid						
Oscar Investments Limited	-	0.67	0.67	-	-	-
Malav Holding Private Limited	-	0.33	0.33	-	-	-
Shivi Holding Private Limited	-	0.33	0.33	-	-	-
	-	**1.33**	**1.33**	**-**	**-**	**-**
Balance Written Off						
Ranbaxy Holding Company	-	-	-	-	0.28	
	-	**-**	**-**	**-**	**0.28**	**-**
Balances outstanding at the year/ period end:						
Guarantees obtained for loans from banks						
Ranbaxy Holding Company	-	-	-	244	244	244
Receivables at the end of year/ period:						
International Hospital Limited	11.04	9.84	4.02	3.39	20.85	14.22
Escorts Hospital & Research Centre Limited	10.11	7.89	5.90	0.17	0.26	0.23
Escorts Heart & Super Specialty Institute Limited	-	0.04	0.20	2.29	0.05	0.01
Ranbaxy Laboratories Limited	-	4.97	2.11	0.19	-	0.24
Religare Wellness Limited (formerly Fortis Health World Limited)	5.07	1.97	-	0.50	0.02	-
Fortis Healthcare Limited	-	1.03	4.85	6.31	-	-
Escort Heart Institute & Research Centre Limited	21.73	-	0.67	6.45	-	-
Hiranandani Healthcare Private Limited	6.92	4.93	2.95	0.57	-	-
Lifetime Healthcare Private Limited	-	0.24	0.18	-	-	-
Escorts Heart & Super Specialty Hospital Limited	5.64	3.99	3.88	-	-	-
Lalitha Healthcare Private Limited	2.78	1.37	0.53	-	-	-
Religare Aviation Limited	-	-	185.48	-	-	-
Mena Healthcare Investment Company Limited, British Virgin Islands	1.60	1.61	1.77	-	-	-
Religare Securities Limited	-	-	-	-	-	-
Religare Technova IT Services Limited	-	3.85	-	-	-	-
Fortis Clinical Research Limited (formerly Oscar Research Limited)	1.15	0.74	-	-	-	-
Aegon Religare Life Insurance Company Limited	0.02	0.04	-	-	-	-
Super Religare Laboratories International FZ - LLC, UAE	324.06	287.18	-	-	-	-
Mena Medical Supplies LLC	-	0.01	-	-	-	-
Super Religare Laboratories International Limited, Jebel Ali	0.03	-	-	-	-	-

Super Religare Reference Laboratories (Nepal) Pvt Ltd.	1.90	-	-	-	-	-
Piramal Diagnostic Services Private Limited	800.35	-	-	-	-	-
	1,192.40	**329.70**	**212.54**	**19.87**	**21.18**	**14.70**
Payables at the end of year/ period:						
Fortis Healthcare Limited	4.09	-	-	19.92	29.76	7.46
Ranbaxy Laboratories Limited	-	-	-	-	0.17	0.21
Fortis Clinical Research Limited (formerly Oscar Research Limited)	-	-	-	-	-	7.20
Religare Technova Business Intellect Limited	-	0.92	0.00	-	-	-
Religare Securities Limited	-	-	0.22	-	-	-
Religare Finvest Limited	117.70	354.82	0.18	-	-	-
RHC Holding Private Limited	-	479.83	819.83	-	-	-
Super Religare Laboratories International FZ - LLC, UAE	-	-	3.98	-	-	-
Escort Heart Institute & Research Centre Limited	-	1.17	-	-	-	-
Bar Chem	-	1.02	-	-	-	-
Religare Travels (India) Limited	0.03	0.99	-	-	-	-
Religare Technova Global Solution Limited	-	0.04	-	-	-	-
Escort Heart & super speciality Institute Limited	0.16	-	-	-	-	-
	121.98	**838.79**	**824.21**	**19.92**	**29.93**	**14.87**

As explained in note 10 above, the Company invested Rs. 3,722.88 million in Piramal Diagnostic Services Private Limited (which in turn has a joint venture investment in DDRC Piramal Diagnostic Services Private Limited), incurred acquisition related costs of Rs. 172.62 million. These investments of Rs. 3,895.49 million are included in Annexure VII - Restated unconsolidated statement of Investments.

15. Leases

Finance Lease

Laboratory Equipments include equipments obtained on finance lease. The lease term is for 5 years and renewable for such further term as may be agreed by the parties at the option of the company. There is no escalation clause in the lease agreement. There are no restrictions imposed by the lease arrangements. There are no subleases.

Operating Leases

a) Labs, Offices, Godowns and Guest houses

The Company has obtained lab premises, office premises, godowns and guest houses on operating lease arrangements. The lease terms varies from 11 months to 15 years, renewable at the option of the Company. There are escalation clauses in some of the lease agreements which is ranging from 5 % to 10 % . There are no restrictions imposed by the lease arrangements. Goregaon Lab has been subleased to Religare Marketing Services Pvt Ltd during the period ended September 30, 2010. The sublease income received during the period ended September 30, 2010 is Rs 16.36 million.

b) Cars

The Company has obtained 7 cars on an operating lease arrangement. The lease term is for 12 months, renewable at the option of the Company. There is no escalation clause in the lease agreement. There is no restriction imposed by the lease arrangement. There are no subleases.

c) Lab Equipments

Certain lab equipments are obtained under operating leases. The lease period is for 5 to 9 years. There is no escalation clause in the lease agreements. There are no restrictions imposed by the lease agreements. There are no sub-leases.

Finance Lease

(Rs. in million)

Particulars	As at September 30,	As at March 31,				
	2010	2010	2009	2008	2007	2006
Total minimum lease payments at the period end	62.65	-	-	-	-	-
Less : amount representing finance charges	16.48	-	-	-	-	-
Present value of minimum lease payments (Rate of interest : 8.98% and 10.5% p.a.)	**46.17**	**-**	**-**	**-**	**-**	**-**
Minimum Lease payments						
Not later than one year	13.92	-	-	-	-	-
Later than one year and not later than five years	48.73	-	-	-	-	-
Later than five years	-	-	-	-	-	-
	62.65	**-**	**-**	**-**	**-**	**-**

Operating Leases

Lease payments charged during the year/ period to the profit and loss account

(Rs. in million)

Particulars	As at September 30,	As at March 31,				
	2010	2010	2009	2008	2007	2006
Lease payments charged during the year/ period to the profit and loss account	125.39	136.14	89.22	60.30	39.01	29.24

Future minimum lease payments under non-cancellable lease agreements

(Rs. in million)

Particulars	As at September 30,	As at March 31,				
	2010	2010	2009	2008	2007	2006
Not later than one year	229.49	211.47	24.21	25.03	10.76	3.32
Later than one year and not later than five years	361.34	347.05	51.85	50.73	14.33	4.41
Later than five years	145.21	164.81	07.05	-	-	-
	736.04	**723.33**	**83.11**	**75.76**	**25.09**	**7.73**

16. Capital Commitments

(Rs. in million)

Particulars	As at Sept 30,	As at March 31,				
	2010	2010	2009	2008	2007	2006
Estimated amount of contracts remaining to be executed on capital account and not provided	223.28	12.83	113.22	22.05	14.00	3.04

17. Provisions and Contingencies

(Rs. in million)

Particulars	As at Sept 30,	As at March 31,				
	2010	2010	2009	2008	2007	2006
a) The Company has received a show cause cum demand notice dated April 20, 2007 in respect of service tax relating to 'Clinical Trial Studies' rendered during the period from July 2003 to April 2006. The Company has responded to the Directorate General of Central Excise Intelligence, Mumbai on May 8, 2007. In the opinion of the management, the said demand is non-tenable and not likely to devolve on the Company. Accordingly, no provision in respect of the said demand is considered in the books.	8.14	8.14	8.14	8.14	8.14	-
b) Demands against various Medico-Legal cases by	11.94	11.48	25.52	18.11	17.06	16.23

Particulars	As at Sept 30,	As at March 31,				
	2010	2010	2009	2008	2007	2006
the customers which are disputed by the Company. Besides, the Company has also received various others claims by its customers for compensation in lieu of non satisfactory test results, the amount of which is not ascertainable. However, in the opinion of the management, most of these claims are non-tenable and are not likely to devolve on the Company. On the basis of past history of such cases, the management is of view that there will not be any substantial outflow of resources in respect of the above and hence no provision there against is considered necessary.						
c) The Company is currently under litigation with the Income tax department against certain income tax disallowances totalling to Rs.473,912,776 in relation to Assessment years 2006-07, 2007-08 and 2008-09. These disallowances represent non-deduction of withholding taxes on the payments made by the Company of discounts to its collection centers and certain other miscellaneous matters, raised by the Income Tax department. The management based on its internal evaluation and advice obtained from its tax advisors is of the opinion that the interpretations by the tax office are flawed and does not expect any economic outflow. Accordingly it has filed an appeal against these orders and has not considered need for any provision for the purpose of preparation of its accounts.						

18. Derivative Instruments and Unhedged Foreign Currency Exposure

The Company has not taken any derivative instruments in respect of its foreign currency exposures in the current period as well as the previous years. The particulars of unhedged foreign currency exposure as at the balance sheet date are as follows:

(Amount in million)

Particulars	As at September			As at March 31,		
	30, 2010	2010	2009	2008	2007	2006
Sundry Debtors	Rs. 131.82 (USD 2.94 @ closing Rate of 1 USD = Rs. 44.89)	Rs. 30.54 (USD 0.68 @ closing Rate of 1 USD = Rs. 45.03)	Rs. 58.03 (USD 1.14 @ closing Rate of 1 USD = Rs. 50.71)	Rs. 16.82 (USD 0.42 @ closing Rate of 1USD = Rs. 39.65)	Rs. 25.22 (USD 0.56 @ closing Rate of 1 USD = Rs. 43.44)	Rs. 9.19 (USD 0.20 @ closing Rate of 1 USD = Rs. 44.41)
	Rs. 0.025 (Euro 0.00 @ closing Rate of 1 Euro = Rs. 61.1)	Rs. 0.07 (Euro 0.001@ closing Rate of 1 Euro = Rs. 60.59)	Rs. 1.86 (Euro 0.03 @ closing Rate of 1 Euro = Rs. 66.80)	Rs. 2.34 (EURO 0.038 @ closing Rate of 1 EURO = Rs. 62.30)	Rs. 2.07 (EURO 0.04 @ closing Rate of 1 EURO = Rs. 57.93)	Rs. 0.50 (EURO 0.009 @ closing Rate of 1 EURO = Rs. 53.73)
	Rs.1.86 (GBP 0.026 @ closing rate of 1 GBP = Rs. 70.96)	Rs. 1.55 (GBP 0.02 @ closing rate of 1 GBP = Rs. 67.87)	Rs. 1.41(GBP 0.02 @ closing rate of 1 GBP = Rs. 72.17)	Rs. 2.81 (GBP 0.04 @ closing rate of 1 GBP = Rs. 79.45)	Rs. 0.93 (GBP 0.01 @ closing rate of 1 GBP = Rs. 85.26)	Rs. 1.09 (GBP 0.01 @ Closing Rate of 1 GBP = Rs. 77.12)
Advance from Customers	Nil	Nil	Rs. 0.002 (USD 0.00 @ closing Rate of 1 USD = Rs. 51.29)	Rs. 3.79 (USD 0.09 @ closing Rate of 1 USD = Rs. 39.65)	Rs. 9.69 (USD 0.37 @ closing rate of 1 USD = Rs. 43.44)	Rs. 10.83 (USD 0.24 @ closing rate of 1 USD = Rs. 44.41)
	Rs 0.23 (Euro 0.00 @ closing Rate of 1 Euro = Rs 61.1)	Rs 0.23 (Euro 0.004@ closing Rate of 1 Euro = Rs. 60.59)	Rs. 0.32 (Euro 0.004 @ closing Rate of 1 Euro = Rs. 68.26)	Rs. 0.08 (EURO 0.001 @ closing Rate of 1 EURO = Rs. 62.30)	Nil	Nil
EEFC	Rs 0.29 (USD	Rs (0.04) (USD	Rs 0.78 (USD	Rs. 2.36	Rs. 25.92	Rs. 1.02

Particulars	As at September			As at March 31,		
	30, 2010	2010	2009	2008	2007	2006
Accounts	0.00 @ closing Rate of 1USD = Rs 44.66)	(0.001) @ closing Rate of 1 USD = Rs. 45.03)	0.02 @ closing rate of 1 USD = Rs 50.71)	(USD 0.06 @ closing rate of 1 USD = Rs. 39.65)	(USD 0.60 @ closing rate of 1 USD = Rs. 43.44)	(USD 0.02 @ closing rate of 1 USD = Rs. 44.41)
	Nil	Rs 0.18 (Euro 0.003 @ closing Rate of 1 Euro = Rs. 60.59)	Rs 0.70 (Euro 0.01 @ closing rate of 1 Euro = Rs 66.80)	Rs. 0.006 (EURO 95 @ closing Rate of 1 EURO = Rs. 62.30)	Rs. 2.31 (EURO 0.04 @ closing Rate of 1 EURO = Rs. 57.93)	Rs. 2.37 (EURO 0.04 @ closing Rate of 1 EURO = Rs. 53.73)
Cash balances	Rs. 0.09 (AED 0.008 @ closing rate 1 AED= Rs 12.21)	Rs. 0.03 (AED 0.002@ closing rate 1 AED = Rs 12.26)	Rs. 0.13 (AED 0.008 @ closing rate 1 AED = Rs. 14.21)	Nil	Nil	Nil
	Rs 0.04 (Euro 0.001 @ closing rate 1 Euro = Rs 61.1)	Rs 0.04 (Euro 0.001@ closing rate 1 Euro = Rs 60.59)	Rs. 0.06 (Euro 0.001@ closing rate 1 Euro = Rs. 68.91)	Nil	Nil	Nil
	Rs 0.08 (USD 0.002 @ closing rate 1 USD = Rs 44.89)	Rs 0.04 (USD 0.001@ closing rate 1 USD = Rs 45.03)	Rs. 0.03 (USD 0.00 @ closing rate 1 USD = Rs. 52.17)	Nil	Nil	Nil
	Rs 0.002 (LKR 0.004 @ closing rate 1 LKR = Rs 0.40)	Rs 0.002 (LKR 0.005@ closing rate 1 LKR = Rs 0.40)	Rs. 0.002 (LKR 0.004 @ closing rate 1 LKR = Rs. 0.453)	Nil	Nil	Nil
	Rs 0.001 (ZAR 0.00 @ closing rate 1 ZAR = Rs 6.43)	Rs 0.001 (ZAR 170 @ closing rate 1 ZAR = Rs 6.11)	Nil	Nil	Nil	Nil
	Rs 0.04 (GBP 0.001 @ closing rate 1 GBP = Rs 70.95)	Nil	Nil	Nil	Nil	Nil
Sundry Creditors	Rs. 1.07 (USD 0.02 @ closing rate 1 USD = Rs. 45.12)	Rs. 0.10 (USD 0.002@ closing rate 1 USD = Rs. 45.03)	Rs. 0.47 (USD 0.009 @ closing rate 1 USD = Rs. 52.17)	Nil	Nil	Nil
	Nil	Rs. 0.41 (Euro 0.007@ closing rate 1 Euro = Rs. 60.59)	Rs. 1.96 (Euro 0.03 @ closing rate 1 Euro = Rs. 68.91)	Nil	Nil	Nil
	Rs. 0.051 (GBP 0.001 @ closing rate of 1 GBP = Rs. 71.84)	Rs. 0.05 (GBP 0.001@ closing rate of 1 GBP = Rs. 67.87)	Nil	Nil	Nil	Nil
Loans and Advances	Rs. 8.17 (AED 0.67 @ closing rate 1 AED = Rs. 12.21)	Rs. 6.00 (AED 0.49 @ closing rate 1 AED = Rs. 12.26)	Rs. 1.77 (AED 0.13 @ closing rate 1 AED = Rs. 13.47)	Nil	Nil	Nil
	Rs. 8.02 (USD 0.18 @ closing rate 1 USD = Rs. 44.89)	Rs. 1.62 (USD 0.04 @ closing rate 1 USD = Rs. 45.03)	Nil	Nil	Nil	Nil
	Rs. 3.86 (Euro 0.06 @ closing rate 1 Euro = Rs. 61.1)	Rs. 0.36 (Euro 0.006@ closing rate 1 Euro = Rs. 60.59)	Nil	Nil	Nil	Nil

19. Gratuity

The Company has a defined benefit gratuity plan, wherein every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service.

The following tables summarise the components of net benefit expense recognised in the profit and loss account and the amounts recognised in the balance sheet for the gratuity plan. The gratuity plan is unfunded.

(Rs. in million)

Particulars	September 30,	March 31,				
	2010	2010	2009	2008	2007	2006
Profit and Loss account						
Net employee benefit expense						
Current service cost	1.91	3.03	2.26	2.00	1.84	1.78
Interest cost on benefit obligation	0.39	0.54	0.43	0.41	0.32	0.27
Net actuarial (gain)/ loss recognised in the year/ period	0.34	(1.55)	(0.96)	(1.62)	(0.17)	(0.77)
Past service cost	-	1.37	-	-	(0.03)	(0.10)
Net benefit expense	**2.64**	**3.39**	**1.73**	**0.79**	**1.96**	**1.18**
Balance sheet						
Details of Provision for gratuity						
Defined benefit obligation	11.79	9.80	6.92	5.53	5.46	4.66
Less: Unrecognised past service cost	-	-	-	-	-	-
	11.79	**9.80**	**6.92**	**5.53**	**5.46**	**4.66**
Changes in the present value of the defined benefit obligation are as follows:						
Opening defined benefit obligation	9.80	6.92	5.53	5.46	4.66	4.12
Interest cost	0.39	0.54	0.43	0.41	0.32	0.27
Current service cost	1.91	3.03	2.26	2.00	1.84	1.78
Past service cost	-	1.37	-	-	(0.03)	(0.10)
Benefits paid	(0.65)	(0.51)	(0.34)	(0.72)	(1.16)	(0.64)
Actuarial (gain)/loss on obligation	0.34	(1.55)	(0.96)	(1.62)	(0.17)	(0.77)
Closing defined benefit obligation	**11.79**	**9.80**	**6.92**	**5.53**	**5.46**	**4.66**
The principal assumptions used in determining gratuity benefit obligations for the Company's plans are shown below:						
Discount Rate	8.17% p.a.	8.13% p.a.	8% p.a.	8% p.a.	8% p.a.	NA
Employee Turnover						
Upto 30 years	3% p.a.	3% p.a.	3% p.a.	3% p.a.	NA	NA
30-45 years	2% p.a.	2% p.a.	2% p.a.	2% p.a.	NA	NA
45 years and above	1% p.a.	1% p.a.	1% p.a.	1% p.a.	NA	NA
Mortality rate	L.I.C.1994-96 Ultimate	L.I.C.1994-96 Ultimate	L.I.C.1994-96 Ultimate	L.I.C.1994-96 Ultimate	L.I.C.1994-96 Ultimate	NA
Compensation cost increase rate	4.00%	4.00%	4.00%	4.00%	7.00%	NA

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Amounts for the current period and previous years are as follows:

(Rs. in million)

Particulars	Sept 30,	March 31,				
	2010	2010	2009	2008	2007	2006
Defined Benefit obligation	11.79	9.80	6.92	5.53	5.46	4.66

Particulars	Sept 30,	March 31,				
	2010	2010	2009	2008	2007	2006
Experience adjustment on plan liabilities-(gain)/loss	-	(1.25)	(0.07)	(1.27)	-	-

Annexure V - Restated statement of Secured Loans and Unsecured Loans and assets charged as securities against Secured Loans

Secured loans

(Rs. in million)

Particulars	As at September 30,	As at March 31,				
	2010	2010	2009	2008	2007	2006
A) Term Loans						
-From Banks						
Secured by a first charge on all fixed assets of the Company, excluding specific vehicles and equipments financed by other vendors, both present and future. Further, these loans are secured by way of a second charge on the Company's entire current assets, both present and future.	205.97	256.37	194.32	-	-	-
Secured by: (i) A first charge over the present and future fixed assets, stocks and book debts of the Company except for fixed assets acquired under hire purchase or on which there exists a specific charge by another lender. Bank has a second charge on these fixed assets. (ii) Corporate guarantee of Ranbaxy Holding Company('RHC') covering the principal and interest, and (iii) Collateral security in the form of pledge of dematerialised equity shares of Ranbaxy Laboratories Limited, held by RHC providing cover of 125% of the loan facility.	-	-	-	132.91	209.06	226.70
-From Others						
Secured by way of a first charge on the fixed assets, which have been purchased against these loans.	6.80	18.36	39.78	47.51	-	-
B) Cash Credit Loan from Bank						
Cash credit facilities are secured by way of first charge on the Company's entire current assets. They are further secured by way of a second charge on the Company's fixed assets, excluding specific vehicles and equipments financed by the bodies corporate, both present and future.	-	156.30	96.17	-	-	-
C) Vehicle Loans						
Secured against hypothecation of the specific vehicles purchased from the loans.	15.84	20.70	6.86	8.91	1.60	1.10
D) Finance Lease Obligation						
Finance lease obligation is secured by way of hypothecation of laboratory equipments in favour of Lessor purchased from the loan.	46.17	-	-	-	-	-

Particulars		As at September 30, 2010	As at March 31, 2010	2009	2008	2007	2006
Total		**274.78**	**451.73**	**337.13**	**189.33**	**210.66**	**227.80**

Unsecured loans

Rs. in million)

Particulars	As at September 30, 2010	As at March 31, 2010	2009	2008	2007	2006
A) Term Loan from a Bank	-	-	-	-	-	150.00
B) Inter Corporate Deposits	477.70	1,134.65	800.00	-	-	-
C) Public Deposits	-	32.48	11.47	-	-	-
D) 16,500 10% Redeemable Non Convertible Debentures of Rs 100,000/- each	1,650.00	-	-	-	-	-
Total	**2,127.70**	**1,167.13**	**811.47**	**-**	**-**	**150.00**
Grand Total	**2,402.48**	**1,618.86**	**1,148.60**	**189.33**	**210.66**	**377.80**

Loans from Promoter Group Companies:

(Rs. in million)

Particulars	Category	As at September 30, 2010	As at March 31, 2010	2009	2008	2007	2006
RHC Holding Private Ltd.	Promoter Group Company	-	479.83	800.00	-	-	-
Religare Finvest Limited	Promoter Group Company	117.70	354.82	-	-	-	-
Total		**117.70**	**834.65**	**800.00**	**-**	**-**	**-**

Notes:

a) The list of persons / entities classified as 'Promoters' and 'Promoter Group Companies' has been determined by the management of the Company and relied upon by the auditors. The auditors have not performed any procedure to determine whether this list is accurate and complete.

b) The figures disclosed above are based on the restated unconsolidated summary statement of assets and liabilities of the Company (Refer Annexure I).

c) Summary of interest rates:

Particulars	As at September 30, 2010	As at March 31, 2010	2009	2008	2007	2006
Secured loans						
A) Term Loans						
-From Banks	11.30% - 15.00%	11.30% - 15.00%	12.50%-15.00%	8.55%-8.75%	8.55%-8.75%	8.55%-8.75%
-From Others	11.00% - 12.00%	11.00% - 12.00%	11.00% - 12.00%	11.00% - 12.00%	-	-
B) Cash Credit Loan from Bank	14%	14%	13.00%-14.00%	-	-	-
C) Vehicle Loans	8.00%-12.00%	8.00%-12.00%	8.5%-12.00%	8.5%-12.00%	8.5%-13.00%	8.5%-13.00%
D) Finance Lease Obligation	8.50%-10.50%	-	-	-	-	-
Unsecured loans						
A) Term Loan from a Bank	-	-	-	-	-	9.50%
B) Inter Corporate Deposits	9.00% - 13.00%	9.00% -	13.00%	-	-	-

Particulars	As at September 30,	As at March 31,				
	2010	2010	2009	2008	2007	2006
		13.00%				
C) Public Deposits	11.00%- 11.30%	11.00%- 11.30%	11.00%- 11.30%	-	-	-
D) 16,500 10% Redeemable Non Convertible Debentures of Rs 100,000 each	10%	-	-	-	-	-
d) Repayment terms of the loans outstanding as at September 30, 2010:						
Secured loans						
A) Term Loans						
-From Banks	Repayable in three years and will be repaid by June 2013.					
-From Others	Repayable in three years and will be repaid by May 2011.					
B) Cash Credit Loan from Bank	Not Applicable					
C) Vehicle Loans	Repayable in three years and will be repaid by November 2012.					
D) Finance Lease Obligation	Repayable in five years and will be repaid by February 2015.					
Unsecured loans						
A) Term Loan from a Bank	Not Applicable					
B) Inter Corporate Deposits	Repayable on demand with maturity not later than one year.					
C) Public Deposits	Not Applicable					
D) 16,500 10% Redeemable Non Convertible Debentures of Rs 100,000 each	Earlier of : (a) later of (i) a day within 30 (thirty) days from the date on which the actual listing of the shares of SRL on a stock exchange occurs following receipt of the final listing and trading approval from the stock exchange or (ii) or 13 (thirteen) months from the Issue date; or (b) the expiry of 36 (thirty Six) months from the Issue Date (the "Maturity Date")					

Annexure VI - Unconsolidated Capitalization Statement as at September 30, 2010

(Rs. in million)

Particulars		Pre-Issue as at September 30, 2010	Post Issue (Refer note no. 5 below)
Debt			
Short term debt	(A)	606.80	
Long term debt	(B)	1,795.68	
Total debt	**(A+B)**	**2,402.48**	
Shareholders' funds			
- Share capital		619.99	
- Reserves and surplus		4,278.95	
- Balance of Profit and Loss Account		(219.31)	
Total shareholders' funds	**(C)**	**4,679.63**	
Long term debt/ equity ratio	**(B/C)**	**0.38**	

Notes:

1. Short-term debt represents debts which are due within twelve months from September 30, 2010.

2. Long-term debt represents debt other than short-term debt, as defined above.

3. Reserve and surplus represents securities premium received on issue of equity and preference share capital.

4. Long term debt/equity = $\frac{\text{Long term debt}}{\text{Total share holders fund}}$

5. The post issue capitalization cannot be determined till the completion of the book building process.

6. The figures disclosed above are based on the restated unconsolidated summary statement of assets and liabilities of the Company (Refer Annexure I).

Annexure VII - Restated unconsolidated statement of Investments

(Rs. in million)

Particulars	**As at September 30,**		**As at March 31,**						
	2010		**2010**		**2009**		**2008**	**2007**	**2006**
Long Term Investments (At cost)									
In subsidiary companies:									
Unquoted, Trade and Fully paid-up									
a) 10,042,966 equity shares of USD 0.0025 each fully paid-up in Mena Healthcare Investment Company Limited, British Virgin Islands		507.82		507.82		507.82	-	-	-
b) 300 equity shares of AED 1,000 each fully paid-up in Super Religare Laboratories International FZ-LLC, UAE	3.98		3.98		3.98				
Less: Payment in arrears	-	3.98	-	3.98	3.98	-	-	-	-
c) 1,000 equity shares of AED 1 each fully paid-up in Super Religare Laboratories International Limited, Jebel Ali	0.01		0.01		0.01				
Less: Payment in arrears	-	0.01	-	0.01	0.01	-	-	-	-
d) 3,958,200 equity shares of Rs 10 each fully paid up in Piramal Diagnostic Services Private Limited.		3,895.49		-		-	-	-	-
In joint venture:									
Unquoted, Trade and Fully paid-up									
160,000 equity shares of NR 100 each fully paid-up in Super Religare Reference Laboratories (Nepal) Pvt. Ltd.		10.00		10.00		-	-	-	-
		4,417.30		521.81		507.82	-	-	-
Less: Provision for diminution in the value of investment		23.50		-		-	-	-	-
Grand Total		**4,393.80**		**521.81**		**507.82**	**-**	**-**	**-**
Aggregate book value of unquoted investments		4,393.80		521.81		507.82			

Note:

The figures disclosed above are based on the restated unconsolidated summary statement of assets and liabilities of the Company (Refer Annexure I).

Annexure VIII - Restated unconsolidated statement of Sundry Debtors

(Rs. in million)

Particulars	As at September 30,	As at March 31,				
	2010	2010	2009	2008	2007	2006
Debts outstanding for a period exceeding six months						
Secured, considered good	3.59	1.01	1.49	0.48	2.39	2.68
Unsecured, considered good	19.42	6.73	3.78	3.96	2.19	8.03
Considered doubtful	12.80	14.44	3.76	3.96	2.21	13.57
Other debts						
Secured, considered good	45.48	33.26	18.21	15.05	11.55	10.30
Unsecured, considered good	500.14	219.10	163.96	127.22	116.12	62.85
	581.43	**274.54**	**191.20**	**150.67**	**134.46**	**97.43**
Less: Provision for doubtful debts	12.80	14.44	3.76	3.96	2.21	13.57
Total	**568.63**	**260.10**	**187.44**	**146.71**	**132.25**	**83.86**

Amounts due from Promoter Group Companies / Subsidiary Companies / Joint Ventures:

(Rs. in million)

Particulars	Category	As at September 30,	As at March 31,				
		2010	2010	2009	2008	2007	2006
Fortis Clinical Research Limited	Promoter Group Company	1.15	0.74	-	-	-	-
Aegon Religare Life Insurance Company Limited	Promoter Group Company	0.02	0.04	-	-	-	-
Super Religare Laboratories International FZ -LLC, UAE	Subsidiary	18.70	-	-	-	-	-
Super Religare Reference Laboratories (Nepal) Pvt Ltd.	Joint Venture	0.79	-	-	-	-	-
Total		**20.66**	**0.78**	**-**	**-**	**-**	**-**

Note:

a) The list of persons / entities classified as 'Promoters' and 'Promoter Group Companies' has been determined by the management of the Company and relied upon by the auditors. The auditors have not performed any procedure to determine whether this list is accurate and complete.

b) The figures disclosed above are based on the restated unconsolidated summary statement of assets and liabilities of the Company (Refer Annexure I).

Annexure IX - Restated unconsolidated statement of Loans and Advances

(Rs. in million)

Particulars	As at September 30,	As at March 31,				
	2010	2010	2009	2008	2007	2006
Unsecured, considered good						
Advances recoverable in cash or in kind or for value to be received	109.50	37.17	90.36	14.16	7.43	10.74
Inter corporate deposits	1,038.86	262.72	182.70	77.51	97.99	219.51
Recoverable from subsidiary companies	18.13	5.99	1.77	-	-	-
Balance with customs, excise, etc.	2.77	1.03	0.11	2.06	0.01	0.63
MAT credit recoverable	-	-	-	-	18.18	-
Advance tax and tax deducted at source (net of provisions)	119.93	96.18	49.77	10.30	-	-
Advance payment of fringe benefit tax (net of provisions)	3.03	3.03	1.15	1.53	1.24	0.11

Particulars		As at September 30,	As at March 31,				
		2010	2010	2009	2008	2007	2006
Deposit -others		179.13	165.85	139.02	56.23	31.58	31.69
Unsecured, considered doubtful							
Advances recoverable in cash or in kind or for value to be received		3.77	3.56	0.61	-	-	0.77
		1475.12	**575.53**	**465.49**	**161.79**	**156.43**	**263.45**
Less: Provision for doubtful advances		3.77	3.56	0.61	-	-	0.77
Total		**1,471.35**	**571.97**	**464.88**	**161.79**	**156.43**	**262.68**

Amounts due from Subsidiary Companies / Joint Ventures:

(Rs. in million)

Particulars	Category	As at September 30,	As at March 31,				
		2010	2010	2009	2008	2007	2006
Mena Healthcare Investment Company Limited, British Virgin Islands	Subsidiary	1.60	1.61	1.77	-	-	-
Mena Medical Supplies LLC	Subsidiary	-	0.01	-	-	-	-
Super Religare Laboratories International Limited, Jebel Ali	Subsidiary	0.03	-	-	-	-	-
Super Religare Laboratories International FZ -LLC, UAE	Subsidiary	268.30	267.10	-	-	-	-
Super Religare Reference Laboratories (Nepal) Pvt Ltd.	Joint Venture	1.11	-	-	-	-	-
Piramal Diagnostic Services Private Limited	Subsidiary	787.05	-	-	-	-	-
Total		**1,058.09**	**268.72**	**1.77**	**-**	**-**	**-**

Note:

a) The list of persons / entities classified as 'Promoters' and 'Promoter Group Companies' has been determined by the management of the Company and relied upon by the auditors. The auditors have not performed any procedure to determine whether this list is accurate and complete.

b) The figures disclosed above are based on the restated unconsolidated summary statement of assets and liabilities of the Company (Refer Annexure I).

Annexure X- Restated unconsolidated statement of items of Other Income

(Rs in million)

Particulars	For the six month period ended September 30,	For the year ended March 31,					Recurring/ Non - recurring	Related/ Not related to business activities
	2010	2010	2009	2008	2007	2006		
Other income	64.23	34.45	30.75	18.60	25.66	12.25		
Net profit/ (loss) before tax, as restated	6.50	(237.94)	33.57	71.96	129.75	71.79		
Other income as percentage of net profit/ (loss) before tax as restated	**987.91%**	**-***	**91.60%**	**25.85%**	**19.78%**	**17.06%**		
Sources of Other Income								
Interest received on								
- Bank deposits	0.20	0.35	0.15	0.16	0.88	0.46	Recurring	Not related
- Others	32.16	26.95	21.11	10.64	21.82	5.65	Recurring	Not

Particulars	For the six month period ended September 30,	For the year ended March 31,					Recurring/ Non - recurring	Related/ Not related to business activities
	2010	2010	2009	2008	2007	2006		
								related
Insurance claims	0.05	0.08	0.37	0.02	0.47	-	Non-Recurring	Not related
Foreign exchange fluctuation difference (net)	0.87	-	3.82	-	0.34	-	Recurring	Related
Profit on sale of fixed assets (net)	0.06	-	-	-	-	-	Non-Recurring	Non Related
Income from advertisement	12.00	-	-	-	-	-	Recurring	Related
Rent received	16.36	-	-	-	-	-	Recurring	Not Related
Miscellaneous income	2.53	7.07	5.30	7.78	2.15	6.14	Recurring	Related
Total	**64.23**	**34.45**	**30.75**	**18.60**	**25.66**	**12.25**		

Notes:

(i) * Since there is a net loss before tax, as restated, the percentages have not been shown.

(ii) The figures disclosed above are based on the restated unconsolidated summary statement of profit and losses of the Company (Refer Annexure II).

(iii) The classification of income as Recurring/Non Recurring and Related / Not Related to business activity is based on the current operations and business activity of the Company as determined by the management.

Annexure XI - Restated unconsolidated statement of Dividend paid

(Rs. in million)

Particulars	For the six month period ended September 30,	For the year ended March 31,				
	2010	2010	2009	2008	2007	2006
Subscribed and Paid up						
Equity share capital	519.99	197.99	177.99	177.99	133.49	133.49
Non-cumulative convertible preference share capital	-	300.00	-	-	-	-
Non-cumulative redeemable preference share capital	100.00	-	-	-	-	-
Dividend on equity shares						
Dividend %	-	-	1.11%	1.00%	-	-
Dividend Amount	-	-	1.98	1.78	-	-
Dividend Tax	-	-	0.34	0.30	-	-
Dividend on preference shares						
Dividend %	-	-	-	-	-	-
Dividend Amount	-	-	-	-	-	-
Dividend Tax	-	-	-	-	-	-

Note:

a) The figures disclosed above are based on the restated unconsolidated summary statement of assets and liabilities and profit and losses of the Company (Refer Annexure I and Annexure II respectively).

b) The amounts paid as dividend in the past is not indicative of the dividend policy in the future.

Annexure XII – Restated unconsolidated statement of Accounting Ratios

Particulars	For the six month period ended September 30,	For the year ended March 31,				
	2010	2010	2009	2008	2007	2006
Basic Earnings/ (Loss) per share (A/C) (Rs)	0.23	(12.64)	0.89	2.83	6.59	2.67
Diluted Earnings/ (Loss) per share (A/D) (Rs)	0.20	(12.64)	0.89	2.83	6.59	2.67
Return on net worth % (A/B)	0.14%	(82.83%)	7.79%	22.11%	87.68%	288.08%
Net asset value per equity share (Rs.) (B/E)	89.99	14.98	11.37	10.61	7.51	0.93
Net Profit/(Loss), as restated (A) (Rs. in millions)	6.50	(245.71)	15.76	41.76	87.92	35.60
Net worth (B) (Rs. in millions)	4,679.63	296.63	202.34	188.90	100.27	12.35
Weighted average number of equity shares used for:						
Basic Earnings/ (Loss) per share (C)	27,713,821	19,437,446	17,799,090	14,771,786	13,349,318	13,349,318
Diluted Earnings/ (Loss) per share (D)	32,369,559	19,437,446	17,799,090	14,771,786	13,349,318	13,349,318
Total number of shares outstanding at the end of the year/period (E)	51,998,989	19,799,090	17,799,090	17,799,090	13,349,318	13,349,318

1. Ratios have been computed as per the following formulas

$$\text{Basic Earnings/ (Loss) per share (Rs.)} = \frac{\text{Net Profit/(loss) after Tax before extraordinary items, as restated attributable to equity shareholders}}{\text{Weighted average number of equity shares outstanding during the year/period}}$$

$$\text{Diluted Earnings/(Loss) per share(Rs.)} = \frac{\text{Net Profit/(loss) after Tax before extraordinary items, as restated attributable to equity shareholders}}{\text{Weighted average number of dilutive equity shares outstanding during the year/period}}$$

$$\text{Return on Net Worth (\%)} = \frac{\text{Net Profit/(loss) after Tax, as restated}}{\text{Net Worth, as restated, at the end of the year/period}}$$

$$\text{Net Asset Value per equity share (Rs.)} = \frac{\text{Net Worth, as restated, at the end of the year/period}}{\text{Number of equity shares outstanding at the end of year/period}}$$

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 the 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 the total number of days during the period / year.

3. Earnings per share calculations are done in accordance with Accounting Standard 20 ‘Earnings Per Share’ issued by the Institute of Chartered Accountants of India.

4. The figures disclosed above are based on the restated unconsolidated summary statement of assets and liabilities & profit and losses of the Company (Refer Annexure I and Annexure II respectively).

Annexure XIII: Restated unconsolidated statement of Tax Shelters

(Rs. in million)

S.No.	Particulars	For the six month period ended Sept 30,	For the year ended March 31,				
		2010	2010	2009	2008	2007	2006
A	Profit/(loss) before current and deferred taxes, as restated	6.50	(237.94)	33.57	71.96	129.75	71.79
B	Income tax rates applicable (including surcharge & education cess) %	30.90%	30.90%	33.99%	33.99%	33.66%	33.66%
C	**Tax at notional rates (C=A*B)**	**2.01**	**(73.52)**	**11.41**	**24.46**	**43.67**	**24.16**
E	**Permanent Differences**						
(i)	Wealth tax	-	0.06	0.06	0.02	0.04	0.03
(ii)	Filing fees on authorised share capital	0.99	1.30	0.65	-	-	-
(iii)	Loss/ (profit) on sale of fixed assets	(0.06)	5.33	0.22	1.19	1.96	1.32
(iv)	Others	-	-	-	1.39	3.50	-
	Total Permanent Differences	**0.93**	**6.69**	**0.93**	**2.60**	**5.50**	**1.35**
F	**Temporary Differences**						
(i)	Difference between book depreciation and tax depreciation	13.87	(1.98)	(1.45)	(1.34)	2.22	(0.06)
	Difference due to expenses disallowable under section 43B of the Income Tax Act, 1961:						
(ii)	Provision of gratuity	2.00	2.88	1.39	0.08	0.80	0.44
(iii)	Provision for leave encashment	0.51	2.32	(0.55)	(0.39)	0.97	0.53
(iv)	Provision for doubtful debts	(1.65)	10.68	(0.19)	1.76	(11.37)	3.23
(v)	Provision for advances	0.20	2.95	0.61	-	(0.77)	0.77
(vi)	Provision for diminution in the value of investment	23.50	-	-	-	-	-
(vii)	Other disallowances/ (allowances)	19.53	(1.75)	(4.27)	(1.69)	(2.39)	(1.47)
	Total Temporary Differences	**57.96**	**15.10**	**(4.46)**	**(1.58)**	**(10.54)**	**3.44**
J	**Net adjustments (E + F)**	**58.89**	**21.79**	**(3.53)**	**1.02**	**(5.04)**	**4.79**
K	**Taxable Profits (A + J)**	**65.39**	**(216.15)**	**30.04**	**72.98**	**124.71**	**76.58**
	Brought Forward Losses	**65.39**	**-**	**-**	**-**	**123.65**	**76.58**
	Taxable Profits for Tax	-	-	30.04	72.98	1.06	-
L	**Tax expense**	**-**	**-**	**10.21**	**24.81**	**0.35**	**-**
	Add:- Interest u/s 234 A, B, C	-	-	-	0.67	-	-
	Total tax expense	**-**	**-**	**10.21**	**25.48**	**0.35**	**-**
	Taxable income (book profit) as per MAT	**-**	**-**	**33.99**	**58.72**	**102.07**	**75.78**
	MAT rate (%)	**19.93%**	**17.00%**	**17.00%**	**11.33%**	**11.22%**	**8.42%**
M	**Tax Liability under MAT**	**-**	**-**	**5.78**	**6.65**	**11.45**	**6.38**
	Add:- Interest u/s 234 A, B, C	-	-	-	0.68	-	-
	Total Tax Liability under MAT	**-**	**-**	**5.78**	**7.33**	**11.45**	**6.38**
N	**Total Tax Liability (higher of L and M)**	**-**	**-**	**10.21**	**25.48**	**11.45**	**6.38**
O	**MAT Credit entitlement**	**-**	**-**	**-**	**-**	**18.17**	**-**
P	**Net Tax Expense (N - O)**	**-**	**-**	**10.21**	**25.48**	**(6.72)**	**6.38**

Notes:

1. The permanent/timing differences have been computed considering the computation of the income-tax by the Company for each of the respective years presented in the above statement.

2. The aforesaid Statement of Tax Shelters has been prepared as per the restated unconsolidated summary statement of profits and losses of the Company.

Annexure XIV – Restated consolidated summary statement of Assets and Liabilities

(Rs in million)

Particulars	**As at September 30,**	**As at March 31,**	
	2010	**2010**	**2009**
Fixed Assets:			
Gross block	3897.78	1,256.59	681.79
Less: Accumulated depreciation/ amortization	1020.97	275.11	220.80
Net Block	**2,876.81**	**981.48**	**460.99**
Capital work in progress including capital advances	309.44	99.72	62.24
Net Fixed Assets	**3,186.25**	**1081.20**	**523.23**
Goodwill	**4,455.71**	**285.64**	**285.64**
Deferred Tax Assets (Net)	**-**	**-**	**7.78**
Current Assets, Loans and Advances:			
Inventories	206.77	141.63	85.13
Sundry debtors	748.00	261.11	187.44
Cash and bank balances	155.27	86.14	74.79
Loans and advances	638.49	329.27	480.17
Other current assets	3.14	11.47	2.92
Total	**1,751.67**	**829.62**	**830.45**
Liabilities and Provisions:			
Secured Loans	1,774.78	451.73	337.12
Unsecured Loans	2,202.91	1,278.56	959.02
Current Liabilities and Provisions	750.81	282.52	176.60
Minority Interest	90.50	23.32	24.31
Total	**4,819.00**	**2,036.13**	**1497.05**
Net worth	**4,574.63**	**160.33**	**150.05**
Net worth represented by			
Share capital			
- Equity shares	519.99	197.99	177.99
- Preference shares	133.75	300.00	-
Reserves (share premium, general reserves & capital reserve)	4,344.46	30.74	4.40
Less : Profit and loss account debit balance	423.57	368.40	32.34
Net worth	**4,574.63**	**160.33**	**150.05**

Note:

The above statement should be read with the notes to restated consolidated summary statements of Assets and Liabilities, Profit and loss account and Cash flows as appearing in Annexure XVII.

For S. R. Batliboi & Co. **Firm registration no. 301003E** Chartered Accountants	For and on behalf of the Board of Directors of Super Religare Laboratories Limited	
per Pankaj Chadha Partner Membership No. 91813	**Dr. Sanjeev K. Chaudhry** Director & Chief Executive Officer DIN 00015077	**Dr. Amit Varma** Director DIN 02241746
	Ankush Agarwal **Company Secretary**	**Saurabh Chadha** **Chief Financial Officer**
Place: Gurgaon Date: February 10, 2011	Place: Gurgaon Date: February 10, 2011	

Annexure XV - Restated consolidated summary statement of Profit and Loss Account

(Rs. in million)

Particulars	For the six month period ended September 30,	For the year ended March 31,	
	2010	2010	2009
Income			
Service Income from:			
Laboratory/ clinical services	1,506.75	1,665.05	1,378.96
Management fees	11.70	19.27	15.10
Less: Service tax	19.19	11.11	18.78
Service Income (Net)	**1,499.26**	**1,673.21**	**1,375.28**
Trading sales	-	13.29	-
Other income	32.21	12.90	31.42
Total Income	**1,531.47**	**1,699.40**	**1,406.70**
Expenditure			
Material consumed	504.02	645.69	444.11
Cost of tests outsourced	15.89	29.43	16.95
Personnel cost	313.89	456.12	353.86
Operating and other expenses	494.93	675.98	475.93
Total Expenditure	**1,328.73**	**1,807.22**	**1,290.85**
Profit/ (loss) before financial expenses, depreciation/ amortisation & taxes	**202.74**	**(107.82)**	**115.85**
Financial expenses	132.42	132.08	85.41
Profit/ (loss) before depreciation/ amortisation& taxes	**70.32**	**(239.90)**	**30.44**
Depreciation/ amortization	140.15	89.37	51.05
Net Profit/ (Loss) before tax	**(69.83)**	**(329.27)**	**(20.61)**
Current tax	-	-	10.21
Deferred tax charge/(credit)	(12.20)	7.78	1.70
Fringe benefit tax	-	-	5.89
Total tax expense	**(12.20)**	**7.78**	**17.80**
Net Profit/(Loss) before Minority Interest	**(57.63)**	**(337.05)**	**(38.41)**
Share of Minority Interest	(2.46)	(0.99)	(1.93)
Net Profit/(Loss), as restated	**(55.17)**	**(336.06)**	**(36.48)**
Balance brought forward from previous years as restated	(368.40)	(32.34)	6.45
Balance available for appropriations as restated	(423.57)	(368.40)	(30.03)
Appropriations			
Dividend on equity shares	-	-	1.98
Tax on dividend on equity shares	-	-	0.33
Balance carried forward as restated	**(423.57)**	**(368.40)**	**(32.34)**

Note:

The above statement should be read with the notes to restated consolidated summary statements of Assets and Liabilities, Profit and loss account and Cash flows as appearing in Annexure XVII.

For S. R. Batliboi & Co.
Firm registration no. 301003E
Chartered Accountants

per Pankaj Chadha
Partner
Membership No. 91813

Place: Gurgaon
Date: February 10, 2011

For and on behalf of the Board of Directors of
Super Religare Laboratories Limited

Dr. Sanjeev K. Chaudhry

Director & Chief Executive Officer
DIN 00015077

Dr. Amit Varma

Director
DIN 02241746

Ankush Agarwal
Company Secretary
Place: New Delhi
Date: February 10, 2011

Saurabh Chadha
Chief Financial Officer

Annexure XVI - Restated consolidated summary statement of Cash Flows

(Rs. in million)

	Particulars	For the six month period ended September 30,	For the year ended March 31,	
		2010	**2010**	**2009**
I.	**Cash flows from/ (used in) operating activities**			
	Net Profit/(Loss) before taxes	**(69.83)**	**(329.27)**	**(20.61)**
	Adjustments for:	-	-	-
	Depreciation/ Amortization	140.15	89.37	51.05
	Loss on fixed assets sold/ discarded (net)	7.20	5.32	0.22
	Foreign exchange fluctuation difference (net)	3.41	19.69	(0.78)
	Provision for doubtful debts and advances	0.46	14.24	0.61
	Bad debts written off	2.57	1.89	0.53
	Interest Expense	120.73	127.09	81.25
	Interest Income	(0.92)	(5.75)	(21.26)
	Operating Profit/ (Loss) before Working Capital Changes	**203.77**	**(77.42)**	**91.01**
	Adjustments for :			
	(Increase)/Decrease in Inventories	(65.14)	(56.50)	(42.13)
	(Increase)/Decrease in Sundry Debtors	(490.50)	(90.05)	(41.26)
	(Increase)/Decrease in Loans and Advances	(178.08)	(2.66)	(174.71)
	Increase/(Decrease) in Current Liabilities and Provisions	385.66	122.47	(61.29)
	Cash generated from/ (used in) Operating Activities	**(144.29)**	**(104.16)**	**(228.38)**
	Direct Taxes Paid	(132.52)	(48.29)	(55.15)
	Net Cash from/ (used in) Operating Activities	**(276.81)**	**(152.45)**	**(283.53)**
II.	**Cash flows from/ (used in) investing activities**			
	Investment made in subsidiaries	(1089.36)	-	(259.40)
	Interest received/ (paid)	(1.86)	8.32	24.58
	Deposits (with maturity more than three months)	0.90	(0.61)	(13.66)
	Loans given to body corporate(s)	(240.00)	(303.32)	(1,151.70)
	Loans repaid by body corporate(s)	240.00	486.01	1,046.50
	Purchase of Fixed Assets	(2,285.43)	(668.84)	(390.40)
	Proceeds from sale of fixed assets	33.02	5.08	0.33
	Net Cash from/ (used in) Investing Activities	**(3,342.73)**	**(473.36)**	**(743.75)**
III.	**Cash flows from/ (used in) financing activities**			
	Repayment of short term borrowings	(6,778.01)	(708.45)	-
	Proceeds of short term borrowings	5,947.43	1,088.12	1055.19
	Repayment of long term borrowings	-	(142.88)	(208.55)
	Proceeds of long term borrowings	1438.04	183.50	262.22
	Proceeds from issue of equity share capital (including securities premium)	1,153.90	40.00	-
	Proceeds from issue of preference share capital (including securities premium)	2000.00	300.00	-
	Dividend paid (including dividend distribution tax)	-	(2.32)	(2.08)
	Hire purchase loan taken	-	18.62	0.50
	Hire purchase loan repaid	(4.86)	(4.76)	(2.55)
	Proceeds from Lease loan	49.93	-	-
	Repayment of Lease loan	(3.76)	-	-
	Interest paid	(114.49)	(141.42)	(61.19)
	Net cash from/ (used in) financing activities	**3,688.18**	**630.41**	**1,043.54**
IV.	**Net increase/ (decrease) in cash and cash equivalents [I+II+III]**	**68.64**	**4.60**	**16.26**
V.	**Exchange Fluctuation Translation Difference**	1.31	6.34	(0.05)
VI.	**Translation (loss)/ gain on foreign currency bank accounts**	0.08	(0.20)	-
VII.	**Cash & cash equivalents at the beginning of the year/ period**	71.71	60.97	44.76
VIII.	**Cash & cash equivalents at the end of the year/ period [IV+V+VI+VII]**	**141.74**	**71.71**	**60.97**
	Cash and Cash Equivalents include:			
	Cash on hand	16.49	4.19	1.92

	Particulars	For the six month period ended September 30,	For the year ended March 31,	
		2010	2010	2009
	Cheques on hand	0.24	0.37	-
	Balances with scheduled banks:	-	-	-
	-On cash collection accounts	30.87	45.88	32.26
	-On EEFC accounts	0.29	0.14	1.49
	-On current accounts	88.84	18.10	22.49
	-On deposit accounts	18.54	17.46	16.63
		155.27	**86.14**	**74.79**
	Less: - Fixed deposits not considered as cash equivalents	13.53	14.43	13.82
	Total	**141.74**	**71.71**	**60.97**

Notes:

1. Figures in brackets indicate cash outflow.
2. The above statement should be read with the notes to restated consolidated summary statements of Assets and Liabilities, Profit and loss account and Cash flows as appearing in Annexure XVII.

For S. R. Batliboi & Co.
Firm registration no. 301003E

Chartered Accountants

per Pankaj Chadha
Partner
Membership No. 91813

Place: Gurgaon
Date: February 10, 2011

For and on behalf of the Board of Directors of Super Religare Laboratories Limited

Dr. Sanjeev K. Chaudhry
Director & Chief Executive Officer
DIN 00015077

Dr. Amit Varma
Director
DIN 02241746

Ankush Agarwal
Company Secretary

Saurabh Chadha
Chief Financial Officer

Place: New Delhi
Date: February 10, 2011

ANNEXURE XVII: NOTES TO THE RESTATED CONSOLIDATED SUMMARY STATEMENTS OF ASSETS AND LIABILITIES, PROFITS AND LOSSES AND CASH FLOWS FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2010 AND YEARS ENDED MARCH 31, 2010 and 2009.

1. Background

Super Religare Laboratories Limited ("SRL" or "the Company") is in the business of establishing, maintaining and managing clinical reference laboratories, to provide testing, diagnostics and prognostics monitoring/ screening tests on human beings. The Company also provides laboratory support services for clinical research studies.

The Restated Consolidated Summary Statements of Assets and Liabilities as at September 30, 2010, March 31, 2010 and 2009 and the related restated consolidated summary statement of Profits and Losses and Cash Flows for the six months period ended September 30, 2010 and for the years ended March 31, 2010 and 2009 (herein collectively referred to as "Restated consolidated summary statements") related to the Company have been prepared specifically for inclusion in the offer document to be filed by the Company with Securities and Exchange Board of India ("SEBI") in connection with the proposed initial public offering of equity shares of the Company. The "Restated consolidated summary statements" of the Company are not furnished for the financial years ended March 31, 2008, 2007 and 2006 as the Company has acquired the subsidiary companies for the first time during the financial year 2008-09.

The Restated Consolidated Summary Statements have been prepared to comply in all material respects with the requirements of paragraph B(1) of Part II of Schedule II to the Companies Act, 1956 ('the Act') and the Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2009, as amended (the "SEBI Regulations) issued by SEBI in pursuance of Section 11 of the Securities and Exchange Board of India Act, 1992.

The list of subsidiaries and joint venture considered in the preparation of the consolidated financial statements of the Company are as under-

S.No.	Name of Subsidiary/Joint venture	Holding %	Country of Incorporation and other details.
1	Mena Healthcare Investment Co. Ltd., British Virgin Islands (MHICL)	82.54%	MHICL was incorporated on December 20, 2004 and operates under BVI Business Act, 2004 of the territory of British Virgin Islands. The principal activities of MHICL is to carry on the business of an investment company and for that purpose to acquire and to hold share stocks, debentures, bonds, notes, obligations or securities and to subscribe for the same and all such other activities covered in Memorandum of Association. MHICL became subsidiary of SRL on November 6, 2008.
2	Medical Management Company Limited, British Virgin Islands (MMCL)	82.54% (100% subsidiary of MHICL)	MMCL was incorporated on October 5, 2004 in British Virgin Islands and since March 15, 2005 operates as a branch of foreign company under commercial license issued by Dubai Health Care City of the Government of Dubai. The principal activities of the MMCL consist of Assessment clinic. MMCL became subsidiary of SRL on November 6, 2008.
3	Super Religare Laboratories International FZ LLC, UAE (SRLIF)	100%	SRLIF was incorporated on Feb 11, 2009 as a free zone company with a limited liability under commercial license issued by Dubai Health Care City of the Government of Dubai. The principal activity of the entity as per commercial license is of Diagnostic center - Laboratory services as permitted by Dubai Health Care City Free Zone Private Companies Regulations, 2003. SRLIF became subsidiary of SRL on February 11, 2009.
4	Super Religare Laboratories International Limited , Jabel Ali, UAE (SRLIL)	100%	SRLIL was incorporated on Jan 18, 2009 as free zone offshore company with a limited liability at Jebel Ali Free Zone with registered number OF120126. The

S.No.	Name of Subsidiary/Joint venture	Holding %	Country of Incorporation and other details.
			principal activities of the entity consists of general trading mainly trading in laboratories equipments. SRLIL became subsidiary of SRL on January 18, 2009.
5	Super Religare Reference Laboratories (Nepal) Pvt Ltd. (SRRLPL)	50% (Joint venture)	SRRLPL was incorporated on August 7, 2009 under the Companies Act 2063. The registered office of the company and principal place of business are located at Ward No 3, Maharanjgunj, Kathmandu, Nepal and its commercial operation have been started from August 31, 2010 to carry on the business of operating pathology labs and diagnostics centers in Nepal. SRRLPL became joint venture of SRL on August 7, 2009.
6	Piramal Diagnostic Services Private Limited (PDSPL)	100%	PDSPL is an Indian company and carries on the business of operating pathology labs and diagnostics centers. PDSPL became subsidiary of SRL on August 20, 2010.
7	DDRC Piramal Diagnostic Services Private Limited (DDRC)	50% (Joint venture of PDSPL)	DDRC is an Indian company and carries on the business of operating pathology labs and diagnostics centers in India. DDRC became joint venture of PDSPL from July 15, 2006 and with the acquisition of PDSPL, DDRC became joint venture effective August 20, 2010.

Subsequent to the period-end, the Board of Directors, in their meeting held on December 21, 2010, have decided to sell investments in MHICL and SRLIF to Fortis Global Heathcare Holdings Pte Limited, Singapore for sale consideration of US $ 10.8 million and US $ 1.4 million, respectively effective January 6, 2011. Accordingly, from January 6, 2011, MHICL, MMCL and SRLIF have ceased to be subsidiaries of the Company.

Further, during the six month period ended September 30, 2010, on June 20, 2010, SRLIL has sold investments in Mena Medical Supplies LLC (MMSL) for no sale consideration. Accordingly, from June 20, 2010, MMSL ceases to be the subsidiary of SRLIL.

2. Statement of Significant Accounting Policies

(a) Basis of Preparation

(i) The Restated consolidated summary statements have been prepared under the historical cost convention on an accrual basis in accordance with the Accounting Standards notified by Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956,to the extent considered applicable. The accounting policies have been consistently applied by the Group.

(ii) As the Company did not have any subsidiary till year ended March 31, 2008, consolidated figures for the year ended March 31, 2008, 2007 and 2006 are not applicable and hence, not furnished.

(b) Principles of consolidation

The consolidated financial statements relate to Super Religare Laboratories Limited (hereinafter referred to as "SRL" or “the Company"), its subsidiaries and its joint ventures (these group entities and the Company hereinafter collectively referred to as the “Group”). These consolidated financial statements have been prepared on the following basis:

(i) Subsidiary companies are consolidated on a line-by-line basis by adding together the book values of the like items of assets, liabilities, income and expenses after eliminating all significant intra-group balances and intra-group transactions and also unrealized profits or losses, except where cost cannot be recovered. The results of operations of a subsidiary are included in the consolidated financial statements from the date on which the parent subsidiary relationship comes into existence.

(ii) The difference between the cost to the Company of its investment in the subsidiary and its proportionate share in the equity of the subsidiary as at the date of acquisition of stake is recognized as goodwill or capital reserve, as the case may be. Goodwill is tested for impairment at the end of each accounting year. For impairment, the carrying value of goodwill is compared with the present value of discounted cash flows of the respective subsidiaries and loss, if any, is adjusted to the carrying value of the goodwill.

(iii) Minorities' interest in net profits/losses of the subsidiaries for the year is identified and adjusted against the income in order to arrive at the net income attributable to the shareholders of the Company. Their share of net assets is identified and presented in the consolidated balance sheet separately. Where accumulated losses attributable to the minorities are in excess of their equity, in the absence of the contractual obligation on the minorities, the same are accounted for by SRL, being the holding company.

(iv) The Company's share of revenues, expenses, assets and liabilities in the joint venture is included in these financial statements as revenues, expenses, assets and liabilities, respectively.

(v) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Company's stand alone financial statements. Differences in accounting policies are disclosed separately.

(vi) The financial statements of the entities used for the purpose of consolidation are drawn on the basis of same reporting date as that of the Company i.e. six month period ended September 30, 2010.

(c) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

(d) Fixed Assets

Fixed assets are stated at cost, less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets, which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

(e) Depreciation

Depreciation is provided using the Straight Line Method as per the useful lives of the assets estimated by the management, or at the rates prescribed under Schedule XIV of the Companies Act, 1956, whichever is higher. All fixed assets are depreciated at the rates prescribed under Schedule XIV of the Companies Act, 1956, except for the following assets that are depreciated at rates based on the technically assessed useful lives of the assets, which are greater than the rates specified under Schedule XIV of the Companies Act, 1956:

Asset Class	Rates prescribed in the Schedule XIV of Companies Act 1956	Rates used by the Group
Air Conditioners	4.75%	4.75% to 20%
Computers & Accessories	16.21%	16.21% to 20%
Office Equipments	4.75%	4.75% to 20%
Furnitures & Fittings	6.33%	6.33% to 20%
Vehicles	9.50%	9.50% to 20%

Assets individually costing Rs. 5,000/- each or less are fully depreciated in the year of acquisition.

Assets taken on finance lease are depreciated over the period of 7 years.

Leasehold improvements are depreciated over the period of the lease or 5 years which is the expected useful life whichever is shorter.

Laboratory Equipments are depreciated over the period of 5 to 7 years.

(f) Impairment

i. The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

ii. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

(g) Intangible assets

Computer Software

Acquired computer software and licenses are capitalised on the basis of costs incurred to acquire and bring the specific software to its intended use. These costs are amortised over a period of five to six years being the useful life, as estimated by the management.

Technical Know How

Acquired Technical Know How is capitalised on the basis of costs incurred to acquire the specific software. These costs are amortised over a period of ten years being the useful life, as estimated by the management.

Trademark, Goodwill and Software

Trademarks, Goodwill and Software are amortized over their estimated useful life not exceeding ten years.

(h) Leases

Where the Group is the Lessee

Finance leases, which effectively transfer to the Group substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly against income. Lease management fees, legal charges and other initial direct costs are capitalised.

If there is no reasonable certainty that the Group will obtain the ownership by the end of the lease term, capitalized leased assets are depreciated over the shorter of the estimated useful life of the asset or the lease term.

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Profit and Loss account on a straight-line basis over the lease term.

(i) Investments

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried 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 recognise a decline other than temporary in the value of the investments.

(j) Inventories

The inventories of materials representing reagents, chemicals & consumables are valued at cost. Cost is determined on moving weighted average basis. However, materials and other items held for use in the performing of clinical tests are not written down below cost, if the tests in which they will be incorporated are expected to be sold at or above cost.

(k) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

Income from Services

Revenue is recognised at the time of generation of test reports, which coincides with the completion of service to the customer.

Income from Trading Sales

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer

Management fees

Revenue from management fees is recognised on an accrual basis, in accordance with the terms of the relevant agreements, as and when services are rendered.

Interest

Interest is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

(l) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset, that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

(m) Foreign currency translation

(i) ***Initial Recognition***

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) ***Conversion***

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

(iii) ***Exchange Differences***

Exchange differences arising on the settlement of monetary items or on reporting monetary items of Group at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

(iv) ***Translation of Integral & Non- Integral foreign operations***

The financial statements of an integral foreign operation are translated as if the transactions of the foreign operation have been those of the company itself.

In translating the financial statements of a non-integral foreign operation for incorporation in financial statements, the assets and liabilities, both monetary and non-monetary, of the non-integral foreign operation are translated at the closing rate; income and expense items of the non-integral foreign operation are translated at exchange rates at the dates of the transactions; and all resulting exchange differences are accumulated in a foreign currency translation reserve until the disposal of the net investment.

On the disposal of a non-integral foreign operation, the cumulative amount of the exchange differences which have been deferred and which relate to that operation are recognised as income or as expenses in the same period in which the gain or loss on disposal is recognised.

When there is a change in the classification of a foreign operation, the translation procedures applicable to the revised classification are applied from the date of the change in the classification.

(n) Retirement and other employee benefits

(i) Retirement benefits in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Profit and Loss Account of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective funds.

(ii) Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

(iii) Short term compensated absences are provided for based on estimates. Long term compensated absences are provided for based on actuarial valuation at the year end. The actuarial valuation is done as per projected unit credit method.

(iv) Actuarial gains/losses are immediately taken to the Profit and Loss Account and are not deferred.

(o) Income Taxes

Tax expense comprises of current, deferred and fringe benefit tax. Current income tax and fringe benefit 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. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognised 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 realised. In situations where the Group has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each balance sheet date the Group re-assesses unrecognised deferred tax assets. It recognises deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The Group 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 realised.

(p) Employee Stock Compensation Cost

Measurement and disclosure of the employee share-based payment plans is done in accordance with SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Guidance Note on Accounting for Employee Share-based Payments, issued by the Institute of Chartered Accountants of

India. The Group measures compensation cost relating to employee stock options using the intrinsic value method. Compensation expense is amortized over the vesting period of the option on a straight line basis.

(q) Segment Reporting

As the Group's business activity primarily falls within a single business and geographical segment, there are no additional disclosures to be provided in terms of Accounting Standard 17 on 'Segment Reporting'.

(r) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(s) Provisions

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

(t) Cash and Cash Equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

3 Material Regroupings

Appropriate adjustments have been made in the restated consolidated summary statements of Assets and Liabilities, Profits and Losses and Cash flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the regroupings as per the audited financials of the Group for the six month period ended September 30, 2010 and the requirements of the SEBI Regulations.

4 Material Adjustments

a) Summary of results of restatements made in the audited financial statements for the respective years and their impact on the profits / losses of the Group is as under:

(Rs. in million)

	Particulars	**As at September 30,**	**As at March 31,**	
		2010	**2010**	**2009**
	Net profit/ (loss) as per audited financial statements before adjustments	**(56.53)**	**(330.57)**	**(35.52)**
A.	**Other Adjustments:**			
1	Prior period items (refer note 4(c)(i) below)	3.00	1.68	(1.65)
2	Ballances written off (refer note 4(c)(ii) below)	88.77	-	4.58
3	Unspent liabilities written back (refer note 4(c)(iii) below)	(90.41)	(12.20)	(1.40)
	Total adjustments	**1.36**	**(10.52)**	**1.53**
	Net Profit/ (loss) After Adjustment before tax impact	**(55.17)**	**(341.09)**	**(33.99)**
	Current Tax Impact on adjustments	-	-	0.59
	Deferred Tax Impact on adjustments	-	5.03	(3.08)
	Net Profit/ (loss) After Tax, as restated	**(55.17)**	**(336.06)**	**(36.48)**

b) Changes in accounting estimates

i) Depreciation adjustments for change in estimated useful lives

During the period ended September 30, 2010, one of the subsidiary has changed the estimate of useful life of trademarks and leasehold improvement to 10 years and 5 years respectively from the earlier life of 15 years and 16 years respectively. The same has been given effect from August 20, 2010. Where there is a revision of the estimated useful life of an asset, the un amortised depreciable amount will be charged over the revised remaining useful life. This change in estimate has resulted in the Loss for the period ended September 30, 2010 being higher by Rs.14.57 million. Accordingly, adjustments have been made to the restated consolidated summary statements.

c) Other Adjustments

i) Prior period items

In the financial statements for the six month period ended September 30, 2010 and years ended March 31, 2009 and March 31, 2010, certain items of income/expenses have been identified as prior period items. For the purpose of these statements, such prior period items have been appropriately adjusted in the respective years to which they relate.

ii) Balances written off

In the financial statements for the six month period ended September 30, 2010 and years ended March 31, 2009 and March 31, 2010, certain amounts have been written off. Adjustment on this account has been made in the restated summary statements and such amounts have been appropriately adjusted in the respective years to which they relate.

iii) Unspent liabilities written back

In the financial statements for the six month period ended September 30, 2010 and years ended March 31, 2009 and March 31, 2010, certain liabilities created in earlier years were written back. For the purpose of these statements, the said liabilities, wherever required, have been appropriately adjusted in the respective year in which the same were originally created.

5 Profit and Loss Account as at April 01, 2008 (restated)

Particulars	(Rs. in million)
Profit and Loss Account as at April 01, 2008 (Audited)	46.88
Change in Accounting policies AS-15	0.47
Prior period items (refer note 4(c)(i))	(0.35)
Unspent liabilities written back (refer note 4(c)(iii))	(7.13)
Depreciation adjustments for change in estimated useful lives	0.08
Current Tax Impact on adjustments	3.02
Deferred Tax Impact on adjustments	(1.21)
Profit and Loss Account as at April 1, 2008 (Restated)	**41.76**

6 The Company has issued Non Cumulative Redeemable Preference Shares of Rs 10 each at a premium of Rs 190 each during the period ended September 30, 2010. As per the terms of issue of Non Cumulative Redeemable Preference Shares, the shares are to be redeemed at a premium which would ensure 10% annualized yield to the preference share holders and are to be redeemed within 20 years from the date of allotment i.e. August 20, 2010. The management has represented that these preference shares will be redeemed by March 31, 2012. Accordingly, the Company has accrued premium payable on redemption in the period ended September 30, 2010 for Rs 23.50 million from its securities premium account.

7 The Company has issued 16,500 10%Redeemable Non convertible Debentures of Rs 100,000 each during the period ended September 30, 2010. As per the provisions of Section 117 C of the Companies Act, 1956, the Company is required to create Debenture Redemption Reserve out of its profits for the year. However, in the absence of distributable profits, the Company has not created Debenture Redemption Reserve.

8 The Company in pursuance of the share purchase, share allotment and debenture subscription agreement dated July 13, 2010 with Piramal Diagnostic Services Private Limited ('PDSPL'), Piramal Healthcare Limited, Dr Bhavin Jankharia and Dr Avinash Phadke, acquired the entire operations of PDSPL effective August 20, 2010 on a going concern basis for purchase consideration of Rs 3,722.88 million which has been summarized as follows:

(i)	Cash payment amounting to	722.88
(ii)	Issuance of 10 % (ten percent) of the equity share capital of the Company i.e. 5,199,899 equity shares of Rs 10 each at a premium of Rs 249.62 per share	1,350.00
(iii)	Issuance of 16,500 Non Convertible Debentures of Rs 100,000 each	1,650.00
	Total	3,722.88

The difference between the cost to the Company of its investment in PDSPL and its proportionate share in the equity of PDSPL at the date of acquisition of stake is recognized as goodwill. Accordingly, considering the net deficit of PDSPL of Rs 168.07 million at August 20, 2010, the Company has recognized goodwill of Rs 4,063.56 million considering investment (including acquisition cost thereof of Rs 172.62 million) of Rs 3,895.49 million. In accordance with Accounting Standard (AS) 21, "Consolidated Financial Statements", the goodwill will not be amortized and will be tested for impairment at the reporting unit level annually and whenever circumstances occur indicating that goodwill might be impaired

9 Deferred tax assets consists of:

(Rs. in million)

S.No.	Particulars	As at September 30, 2010*	As at March 31, 2010*	As at March 31, 2009
a.	Book/ Tax depreciation difference	(114.24)	5.97	1.68
b.	Effect of expenditure debited to profit and loss account in the current but allowed as deduction for Income tax in following years			
	- Provision for leave encashment	3.81	2.87	2.37
	- Provision for gratuity	3.65	3.03	2.35
	- Provision for diminution in the value of investment	7.26	-	-
	-Others	8.30	(0.10)	(0.12)
c.	Provision for doubtful debts & advances	7.57	5.57	1.50
d.	Unabsorbed depreciation/ losses	165.72	66.41	-
e.	Finance Lease obligation	(1.51)	-	-
	Total Deferred Tax Asset	**80.56**	**83.75**	**7.78**

*In accordance with Accounting Standard 22 'Accounting for Taxes on Income', in view of losses incurred by the Company during the earlier years and large amount of accumulated losses carried forward at the close of the period, deferred tax assets on timing differences, on carried-forward losses and unabsorbed depreciation, have not been accounted for in the books, since it is not virtually certain, whether the Company will be able to take advantage of such losses/ depreciation.

10 One of the subsidiary has disputed the coverage of Employees State Insurance Corporation (ESIC) for its Kolkata unit from inception till November 2002 as "Pathlabs" were not covered for ESIC. Pending outcome of the hearing an amount of Rs 3.36 million has been provided in the books from the period commencing 1st December 2000 being the date from which the ESIC sent a notice claiming applicability of ESIC on the Kolkata Unit.

11. Employee Stock Option Plans

The shareholders of the Company vide their resolution dated August 17, 2009 granted approval to 'Super Religare Laboratories Limited Employee Stock Option Plan 2009' (the 'Scheme'). The grant date for the options is August 22, 2009. Under the said Scheme 1,517,470 options of the equity shares of the Company have been granted to the employees of the Company at an exercise price of Rs. 40 per share and the following are the Scheme details:

Date of grant	August 22, 2009
Date of Board Approval	August 22, 2009
Date of Shareholder's approval	August 17, 2009
Number of options granted	1,517,470
Method of Settlement (Cash/Equity)	Equity
Vesting Period	Over three years - August 22, 2010 to August 22, 2012
Exercise Period	Up to August 21, 2019

The details of activity under the plan have been summarised below

	September 30, 2010		March 31, 2010	
	Number of options	Weighted average exercise price(Rs)	Number of options	Weighted average exercise price(Rs)
Outstanding at the beginning of the period	1,299,467	40	-	-
Granted during the period	-	-	1,517,470	40
Forfeited during the period	5,900	-	218,003	40
Exercised during the period.	-	-	-	-
Expired during the period.	-	-	-	-
Outstanding at the end of the period.	1,293,567	40	1,299,467	40
Exercisable at the end of the period.	1,293,567	40	1,299,467	40
Weighted average fair value of options granted on the date of grant		40		40

The details of the exercise price of stock options outstanding at the end of the period are

	September 30, 2010	March 31, 2010
Range of exercise price	Rs 40	Rs 40
Number of options outstanding	1,293,567	1,299,467
Weighted average remaining contractual life of options	8.9 years	9.4 years
Weighted average exercise price	40	40

The weighted average fair value of stock options granted during the year was Rs 20.54. The black scholes merton option valuation model has been used for computing the weighted average fair value considering the following inputs.

	September 30, 2010	March 31, 2010
Exercise Price (Rs.)	40	40
Expected Volatility	44.60%	44.60%
Historical Volatility	-	-
Life of the options granted (Vesting and exercise period) in years	5.5	5.5
Expected dividends	-	-
Average risk-free interest rate	6.87%	6.87%
Expected dividend rate	0.00%	0.00%

In March 2005 the ICAI has issued a guidance note on "Accounting for Employees Share Based Payments" applicable to employee based share plan the grant date in respect of which falls on or after April1, 2005.The said guidance note requires the proforma disclosures of the impact of the fair value method of accounting of employee stock compensation accounting in the financial statements. Applying the fair value based method defined in the said guidance note, the impact on the reported net profit and earnings per share would be as follows:

	September 30, 2010	March 31, 2010
Profit/ (loss) as reported(Rs in million)	(55.17)	(336.06)
Add: Employee stock compensation under intrinsic value method(Rs in million)	-	-
Less: Employee stock compensation under fair value method (Rs in million)	4.46	5.39
Performa profit/ (loss)	57.01	(341.45)
Earnings Per Share (Rs.)		
Basic		
- As reported	(1.99)	(17.29)
- Pro forma	(2.15)	(17.57)
Diluted		
- As reported	(1.99)	(17.29)
- Pro forma	(2.15)	(17.57)

12 Related Party Disclosures

a. Names of related parties:

(i) **Enterprises having significant influence**

a. Oscar Investments Limited

(ii) **Individuals (directly/ indirectly) having control over the reporting enterprise**

a. Mr. Malvinder Mohan Singh, Director
b. Mr. Shivinder Mohan Singh, Director

(iii) **Key Managerial Personnel**

a. Dr. Sanjeev K.Chaudhry, Chief Executive Officer
b. Mr. Sanjeev Issar, Manager (w.e.f. September 1, 2008)

(iv) **Enterprises over which persons mentioned at (ii) and (iii) have significant influence and with whom transactions have taken place during the year:**

a. Fortis Healthcare Limited
b. Escorts Hospital & Research Centre Limited
c. Escorts Heart & Super Specialty Institute Limited
d. International Hospital Limited
e. Religare Wellness Limited (formerly Fortis Health World Limited)
f. Hiranandani Healthcare Private Limited
g. Fortis Clinical Research Limited (formerly Oscar Research Limited)
h. Escort Heart Institute & Research Centre Limited
i. Aegon Religare Life Insurance Company Limited
j. Religare Securities Limited
k. Medsource Healthcare Private Limited
l. Religare Finvest Limited
m. Lalitha Healthcare Private Limited
n. RHC Holding Private Limited
o. Religare Aviation Limited
p. Escorts Heart & Super Specialty Hospital Limited
q. Malav Holding Private Limited
r. Shivi Holding Private Limited
s. Religare Travels (India) Limited
t. Ranbaxy Laboratories Limited. (Ceased to be a related party from 1st April, 2010).
u. Bar Chem (Ceased to be a related party from 1st April, 2010).
v. Lifetime Healthcare Private Limited .(Ceased to be a related party from 1st April, 2010).
w. Religare Technova Business Intellect Limited.(Ceased to be a related party from 1st April, 2010).
x. Religare Technova IT Services Limited .(Ceased to be a related party from 1st April, 2010).

y. Religare Technova Global Solution Limited. (Ceased to be a related party from 1st April, 2010).

Transactions with related parties

(Rs in million)

Nature of transaction / Name of the Related party	Period ended September 30, 2010	Year ended March 31, 2010	Year ended March 31, 2009
Rendering of services:			
Ranbaxy Laboratories Limited	-	16.20	2.34
Fortis Healthcare Limited	11.16	10.30	10.68
International Hospital Limited	32.15	49.73	43.79
Escorts Hospital & Research Centre Limited	19.45	39.64	14.71
Escorts Heart & Super Specialty Institute Limited	13.32	22.29	0.94
Fortis Clinical Research Limited (formerly Oscar Research Limited)	1.16	3.70	0.43
Religare Wellness Limited (formerly Fortis Health World Limited)	10.04	9.64	3.86
Escort Heart Institute & Research Centre Limited	40.98	16.31	3.53
Hiranandani Healthcare Private Limited	4.65	5.33	0.76
Escorts Heart & Super Specialty Hospital Limited	3.14	0.49	13.75
Aegon Religare Life Insurance Company Limited	0.06	0.05	0.12
Lalitha Healthcare Private Limited	4.46	4.54	0.86
Lifetime Healthcare Private Limited	-	1.21	0.21
Religare Securities Limited	0.01	0.03	0.01
	140.58	**179.46**	**95.99**
Receiving of services:			
Fortis Healthcare Limited	0.58	1.26	1.17
International Hospital Limited	0.07	0.32	0.76
Escorts Hospital & Research Centre Limited	0.01	0.04	-
Escorts Heart & Super Specialty Hospital Limited	0.64	1.00	0.21
Escort Heart Institute & Research Centre Limited	-	13.41	-
Religare Technova Business Intellect Limited	-	2.68	1.98
Religare Technova IT Services Limited	-	15.61	1.51
Bar Chem	-	25.65	9.80
Medsource Healthcare Private Limited	-	-	0.23
Religare Securities Limited	-	2.76	37.45
Religare Finvest Limited	4.06	2.46	0.23
Religare Technova Global Solution Limited	-	0.04	-
Religare Travels (India) Limited	6.88	15.71	12.00
Lalitha Healthcare Private Limited	-	-	1.04
	12.24	**80.94**	**66.38**
Allocation of common expenses from:			
Fortis Healthcare Limited	-	-	9.04
		-	**9.04**
Purchase of fixed assets			
Fortis Healthcare Limited	3.62	-	-
	3.62	**-**	**-**
Reimbursement of expenses to:			
International Hospital Limited*	-	0.06	0.10
Fortis Healthcare Limited*	8.26	-	-
Escorts Hospital & Research Centre Limited*	0.20	0.10	2.68
Escorts Heart & Super Specialty Hospital Limited*	-	-	1.02
Escorts Heart & Super Specialty Institute Limited*	-	-	-
Religare Wellness Limited (formerly Fortis Health World Limited)*	-	-	0.37
	8.46	**0.16**	**4.17**
Reimbursement of expenses from:			
Fortis Healthcare Limited*	0.68	1.28	1.11
International Hospital Limited*	-	0.07	0.19
Religare Wellness Limited (formerly Fortis Health World Limited)*	-	-	2.85
Hiranandani Healthcare Private Limited*	6.22	6.92	2.04
Escorts Heart & Super Specialty Hospital Limited*	-	-	1.33

Nature of transaction / Name of the Related party	Period ended September 30, 2010	Year ended March 31, 2010	Year ended March 31, 2009
Escorts Hospital & Research Centre Limited*	-	-	-
	6.90	**8.27**	**7.52**

* Represents recoveries from/to the companies towards materials used by/ for provision of services, at cost. These balances also include recoveries to/ from the companies towards cost of manpower employed at locations towards provision of services.

Inter Corporate Deposits taken			
RHC Holding Private Limited	3,210.00	19.83	800.00
Religare Finvest Limited	2,632.60	695.52	-
Hichens Harrison	-	-	103.50
Religare Capital Markets Plc	44.83	18.94	-
Religare Hichens, Harison PLC	-	-	42.01
	5,887.43	**734.29**	**945.51**
Inter Corporate Deposits repaid			
Religare Finvest Limited	(2,869.72)	(340.70)	-
RHC Holding Private Limited	(3,689.83)	(800.00)	-
Religare Hichens, Harison PLC	-	(8.28)	(29.91)
	(6,559.55)	**(1,148.98)**	**(29.91)**
Inter Corporate Deposits given			
Religare Finvest Limited	-	-	(909.00)
Religare Aviation Limited	(240.00)	(40.60)	(222.70)
Religare Capital Markets PLC	(0.49)	-	-
Hichens Harrison	-	-	(95.85)
	(240.49)	**(40.60)**	**(1,227.55)**
Inter Corporate Deposits received back			
Religare Finvest Limited	-	-	909.00
Religare Aviation Limited	240.00	223.30	85.00
	240.00	**223.30**	**994.00**
Interest paid/ payable			
RHC Holding Private Limited	25.63	64.56	45.87
Religare Finvest Limited	19.72	18.79	-
Religare Capital Markets PLC	2.63	0.06	-
Religare Hichens, Harison PLC	-	1.89	0.54
	47.98	**85.30**	**46.41**
Interest received/ receivable			
Religare Finvest Limited	-	-	15.51
Religare Aviation Limited	1.81	5.40	3.51
	1.81	**5.40**	**19.02**
Remuneration to key managerial personnel			
Dr. Sanjeev K.Chaudhary	6.59	13.18	14.90
Mr. Sanjeev Issar	0.69	1.19	0.68
	7.28	**14.37**	**15.58**
Dividend paid			
Oscar Investments Limited	-	0.67	0.67
Malav Holding Private Limited	-	0.33	0.33
Shivi Holding Private Limited	-	0.33	0.33
	-	**1.33**	**1.33**
Balances outstanding at the year/ period end:			
Receivables at the end of year:			
International Hospital Limited	11.04	9.84	4.02
Escorts Hospital & Research Centre Limited	10.11	7.89	5.90
Escorts Heart & Super Specialty Institute Limited	-	0.04	0.20
Ranbaxy Laboratories Limited	-	4.97	2.11
Religare Wellness Limited (formerly Fortis Health World Limited)	5.07	1.97	-
Fortis Healthcare Limited	-	1.03	4.85
Escort Heart Institute & Research Centre Limited	21.73	-	0.67
Hiranandani Healthcare Private Limited	6.92	4.93	2.95
Lifetime Healthcare Private Limited	-	0.24	0.18
Escorts Heart & Super Specialty Hospital Limited	5.64	3.99	3.88
Lalitha Healthcare Private Limited	2.78	1.37	0.53

Religare Aviation Limited	-	-	185.48
Religare Technova IT Services Limited	-	3.85	-
Fortis Clinical Research Limited (formerly Oscar Research Limited)	1.15	0.74	-
Aegon Religare Life Insurance Company Limited	0.02	0.04	-
Religare Capital Markets Plc	0.49	-	-
Hichens Harrison	-	86.50	97.28
	64.95	**127.40**	**308.05**
Payables at the end of year/ period:			
Fortis Healthcare Limited	4.09	-	-
Fortis Clinical Research Limited (formerly Oscar Research Limited)	-	-	-
Religare Technova Business Intellect Limited	-	0.92	-
Religare Securities Limited	-	-	0.22
Religare Finvest Limited	117.70	354.82	0.18
RHC Holding Private Limited	-	479.83	819.83
Escort Heart Institute & Research Centre Limited	-	1.17	-
Escorts Heart & Super Specialty Institute Limited	0.16	-	-
Bar Chem	-	1.02	-
Religare Travels (India) Limited	0.32	0.99	-
Religare Technova Global Solution Limited	-	0.04	-
Religare Capital Markets Plc	66.48	18.03	-
Hichens Harrison	6.87	93.41	105.04
Religare Hichens, Harison PLC	-	-	42.50
	195.62	**950.23**	**967.77**

As explained in note 8 above, the Company invested Rs. 3,722.88 million in Piramal Diagnostic Services Private Limited (which in turn has a joint venture investment in DDRC Piramal Diagnostic Services Private Limited) and incurred acquisition related costs of Rs. 172.62 million.

13. Leases

Finance Lease

Laboratory Equipments include equipments obtained on finance lease. The lease term is for 5 years and renewable for such further term as may be agreed by the parties at the option of the Group. There is no escalation clause in the lease agreement. There are no restrictions imposed by the lease arrangements. There are no subleases.

Operating Leases

a) Labs, Offices, Godowns and Guest houses

The Group has obtained lab premises, office premises, godowns and guest houses on operating lease arrangements. The lease terms varies from 11 months to 15 years, renewable at the option of the Group. There are escalation clauses in some of the lease agreements which is ranging from 5 % to 10 % . There are no restrictions imposed by the lease arrangements. Goregaon Lab has been subleased to Religare Marketing Services Pvt Ltd during the period ended September 30, 2010. The sublease income received during the six month period ended September 30, 2010 is Rs 16.36 million.

b) Cars

The Group has obtained 7 cars on an operating lease arrangement. The lease term is for 12 months, renewable at the option of the Group. There is no escalation clause in the lease agreement. There is no restriction imposed by the lease arrangement. There are no subleases.

c) Lab Equipments

Certain lab equipments are obtained under operating leases. The lease period is for 9 years. There is no escalation clause in the lease agreements. There are no restrictions imposed by the lease agreements. There are no sub-leases.

Finance Lease

(Rs. in million)

Particulars	As at September 30, 2010	As at March 31, 2010	As at March 31, 2009
Total minimum lease payments at the period end	62.65	-	-
Less : amount representing finance charges	16.48	-	-
Present value of minimum lease payments (Rate of interest: 8.98% p.a. and 10.5% p.a.)	46.17	-	-
Minimum Lease payments			
Not later than one year	13.93	-	-
Later than one year and not later than five years	48.72	-	-
Later than five years	-	-	-
	62.65	-	-

Operating Lease

(Rs. in million)

Particulars	As at September 30, 2010	As at March 31, 2010	As at March 31, 2009
Lease Payments for the period/ year	151.05	149.25	94.28
Future minimum lease payments under non-cancellable lease agreements			
Not later than one year	279.11	211.47	24.21
Later than one year and not later than five years	563.87	347.05	51.85
Later than five years	263.45	164.81	7.05
	1,106.43	**723.33**	**83.11**

14. Capital Commitments

(Rs. in million)

Particulars	As at September 30, 2010	As at March 31, 2010	As at March 31, 2009
Estimated amount of contracts remaining to be executed on capital account and not provided.	224.07	12.83	113.22

15. Provisions and Contingencies

(Rs. in million)

Particulars	As at September 30, 2010	As at March 31, 2010	As at March 31, 2009
a) The Company has received a show cause cum demand notice dated April 20, 2007 in respect of service tax relating to 'Clinical Trial Studies' rendered during the period from July 2003 to April 2006. The Company has responded to the Directorate General of Central Excise Intelligence, Mumbai on May 8, 2007. In the opinion of the management, the said demand is non-tenable and not likely to devolve on the Company. Accordingly, no provision in respect of the said demand is considered in the books.	8.14	8.14	8.14
b) Demands against various Medico-Legal cases by the customers which are disputed by the Company. Besides, the Company has also received various others claims by its customers for compensation in lieu of non satisfactory test results, the amount of which is not ascertainable. However, in the opinion of the management, most of these claims are non-tenable and are not likely to devolve on the Company. On the basis of past history of such cases, the management is of view that there will not be any substantial outflow of resources in respect of the above and hence no provision there against is considered necessary.	11.94	11.48	25.52
c) The Company is currently under litigation with the Income tax department against certain income tax disallowances totalling to Rs.473,912,776 in relation to Assessment years 2006-07, 2007-08 and 2008-09. These disallowances represent			

Particulars	As at September 30, 2010	As at March 31, 2010	As at March 31, 2009
non-deduction of withholding taxes on the payments made by the Company of discounts to its collection centers and certain other miscellaneous matters, raised by the Income Tax department. The management based on its internal evaluation and advice obtained from its tax advisors is of the opinion that the interpretations by the tax office are flawed and does not expect any economic outflow. Accordingly it has filed an appeal against these orders and has not considered need for any provision for the purpose of preparation of its accounts.			
d) Bank Guarantee issued as a security deposit	2.00	-	-
e) Sales Tax demand	1.96	-	-
f) Demands against various Medico-Legal cases by the customers not acknowledged as debts	2.46	-	-

16. Foreign Currency Exposure

Derivative Instruments and Unhedged foreign Currency Exposure

The Group has not taken any derivative instruments in respect of its foreign currency exposures in the current period as well as the previous year. The particulars of unhedged foreign currency exposure as at the balance sheet date are as follows:

(Amounts in million)

Particulars	As at September 30, 2010	As at March 31, 2010	As at March 31, 2009
Sundry Debtors	Rs. 131.82 (USD 2.94 @ closing Rate of 1 USD = Rs. 44.89)	Rs. 30.54 (USD 0.68 @ closing Rate of 1 USD = Rs. 45.03)	Rs. 58.03 (USD 11.443 @ closing Rate of 1 USD = Rs. 50.71)
	Rs. 0.025 (Euro 0.00 @ closing Rate of 1 Euro = Rs.61.1)	Rs. 0.072 (Euro 0.001 @ closing Rate of 1 Euro = Rs.60.59)	Rs. 1.86 (Euro 0.028 @ closing Rate of 1 Euro = Rs. 66.80)
	Rs.1.86 (GBP 0.026 @ closing rate of 1 GBP = Rs.70.96)	Rs.1.55 (GBP 0.023 @ closing rate of 1 GBP = Rs. 67.87)	Rs. 1.41 (GBP 0.02 @ closing rate of 1 GBP = Rs. 72.17)
	Rs. 27.22 (AED 2.23 @ closing rate of 1 AED = Rs. 12.21)	Rs. 1.01 (AED 0.08 @ closing rate of 1 AED = Rs. 12.26)	Nil
Advance from Customers	Rs 0.23 (Euro 0.004 @ closing Rate of 1 Euro=Rs 61.1)	Rs 0.23 (Euro 0.004 @ closing Rate of 1 Euro=Rs 60.59)	Rs. 0.32 (Euro 0.005 @ closing Rate of 1 Euro = Rs. 68.26)
	Nil	Rs. 4.58 (AED 0.37 @ closing rate of 1 AED = Rs. 12.26)	Nil
			Rs. 0.002 (USD 0.00 @ closing Rate of 1 USD = Rs. 51.29)
EEFC Accounts	Rs 0.29 (USD 0.006 @ closing Rate of 1USD = Rs 44.89)	Rs (0.038) (USD (0.001) @ closing Rate of 1 USD = Rs 45.03)	Rs 0.78 (USD 0.015 @ closing rate of 1 USD = Rs 50.71)
	Nil	Rs 0.18 (Euro 0.293 @ closing Rate of 1 Euro=Rs 60.59)	Rs 0.70 (Euro 0.011 @ closing rate of 1 Euro = Rs 66.80)
Bank Accounts	Rs. 12.21 (AED 0.99 @ closing rate of 1 AED = Rs. 12.21)	Rs. 21.41 (AED 1.75 @ closing rate of 1 AED = Rs. 12.26)	Rs. 20.39 (AED 1.48 @ closing rate of 1 AED = Rs. 13.79)
	Rs. 0.72 (NR 1.15 @ closing rate of 1 NR = Rs. 0.63)	Rs. 5.24 (NR 8.32 @ closing rate of 1 NR = Rs. 0.63)	Nil
Cash balances	Rs. 0.095 (AED 0.008 @ closing rate 1 AED=Rs 12.21)	Rs. 0.027 (AED 0.002 @ closing rate 1 AED=Rs 12.26)	Rs. 0.27 (AED 0.19 @ closing rate 1 AED=Rs. 13.79)
	Rs 0.04 (Euro 0.000 @ closing rate 1 Euro=Rs 61.1)	Rs 0.044 (Euro 0.001 @ closing rate 1 Euro=Rs 60.59)	Rs. 0.061 (Euro 0.001 @ closing rate 1 Euro = Rs. 68.91)
	Rs 0.08 (USD 0.002 @ closing	Rs 0.039 (USD 0.001 @ closing	Rs. 0.025 (USD 0.000 @

Particulars	As at September 30, 2010	As at March 31, 2010	As at March 31, 2009
	rate 1 USD=Rs 44.89)	rate 1 USD = Rs 45.03)	closing rate 1 USD=Rs. 52.17)
	Rs 0.002 (LKR 0.005 @ closing rate 1 LKR = Rs 0.40)	Rs 0.002 (LKR 0.005 @ closing rate 1 LKR = Rs 0.40)	Rs. 0.002 (LKR 0.005 @ closing rate 1 LKR = Rs. 0.453)
	Rs 0.001 (ZAR 0.000 @ closing rate 1 ZAR = Rs 6.43)	Rs 0.001 (ZAR 0.00 @ closing rate 1 ZAR = Rs 6.11)	Nil
	Rs 0.043 (GBP 0.006 @ closing rate 1 GBP = Rs 70.95)	Nil	Nil
	Rs 0.028 (NR 0.05 @ closing rate 1 NR=Rs 0.63)	Rs 0.002 (NR 0.003 @ closing rate 1 NR = Rs 0.63)	Nil
Sundry Creditors	Rs. 4.71 (USD 0.12 @ closing rate 1 USD=Rs. 44.89)	Rs. 0.10 (USD 0.002 @ closing rate 1 USD=Rs. 45.03)	Rs. 0.47 (USD 0.009 @ closing rate 1 USD=Rs. 52.17)
	Nil	Rs. 0.41 (Euro 0.007 @ closing rate 1 Euro = Rs. 60.59)	Rs. 1.96 (Euro 0.029 @ closing rate 1 Euro = Rs. 68.91)
	Rs. 0.051 (GBP 0.00 @ closing rate of 1 GBP = Rs. 71.84)	Rs. 0.048 (GBP 0.001 @ closing rate of 1 GBP = Rs. 67.87)	Nil
	Rs 15.52 (AED 1.27 @ closing rate of 1 AED = Rs. 12.21)	Rs 13.72 (AED 1.12 @ closing rate of 1 AED = Rs. 12.26)	Rs. 0.67 (AED 0.049 @ closing rate of 1 AED = Rs. 13.79)
	Rs 0.74 (NR 1.19 @ closing rate 1 NR=Rs 0.63)	Rs 1.38 (NR 2.19 @ closing rate 1 NR = Rs 0.63)	Nil
Loans and Advances	Rs. 17.03 (AED 1.39 @ closing rate 1 AED=Rs. 12.21)	Rs. 87.57 (AED 7.14 @ closing rate 1 AED=Rs. 12.26)	Rs. 97.30 (AED 7.06 @ closing rate 1 AED = Rs. 13.79)
	Rs. 8.02 (USD 0.18 @ closing rate 1 USD=Rs. 44.89)	Rs. 17.70 (USD 0.39 @ closing rate 1 USD = Rs. 45.03)	Rs. 0.94 (USD 0.018 @ closing rate 1 USD = Rs. 52.17)
	Rs. 3.86 (Euro 0.06 @ closing rate 1 Euro=Rs.61.1)	Rs. 0.36 (Euro 0.006 @ closing rate 1 Euro = Rs.60.59)	Nil
	Rs 0.04 (NR 0.07 @ closing rate 1 NR=Rs 0.63)	Rs 1.16 (NR 1.84 @ closing rate 1 NR=Rs 0.63)	Nil
Unsecured Loans	Rs. 73.32 (AED 6.006 @ closing rate of 1 AED = Rs. 12.21)	Rs. 111.44 (AED 9.09 @ closing rate of 1 AED = Rs. 12.26)	Rs. 147.58 (AED 10.70 @ closing rate of 1 AED = Rs. 13.79)
	Rs 2.19 (NR 3.5 @ closing rate 1 NR=Rs 0.63)	Nil	Nil

17. Gratuity

The Group has a defined benefit gratuity plan, wherein every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service.

The following tables summarise the components of net benefit expense recognised in the profit and loss account and the amounts recognised in the balance sheet for the gratuity plan. The gratuity plan is unfunded.

(Rs. in million)

Particulars	As at September 30, 2010	As at March 31, 2010	As at March 31, 2009
Profit and Loss account			
Net employee benefit expense			
Current service cost	1.91	3.03	2.26
Interest cost on benefit obligation	0.49	0.54	0.43
Net actuarial (gain)/ loss recognised in the year	0.34	(1.55)	(0.96)
Past service cost	-	1.37	-
Net benefit expense	**2.74**	**3.39**	**1.73**

Particulars	As at September 30,	As at March 31,	As at March 31,
	2010	2010	2009
Balance sheet			
Details of Provision for gratuity			
Defined benefit obligation	12.23	9.80	6.92
Less: Unrecognised past service cost	-	-	-
	12.23	**9.80**	**6.92**
Changes in the present value of the defined benefit obligation are as follows:			
Opening defined benefit obligation	9.80	6.92	5.53
Interest cost	0.49	0.54	0.43
Current service cost	1.91	3.03	2.26
Past service cost	-	1.37	-
Benefits paid	(0.31)	(0.51)	(0.34)
Actuarial (gain)/loss on obligation	0.34	(1.55)	(0.96)
Closing defined benefit obligation	**12.23**	**9.80**	**6.92**
The principal assumptions used in determining gratuity benefit obligations for the Group's plans are shown below:			
Discount Rate	8.17% p.a.	8.13% p.a.	8.00% p.a.
Employee Turnover			
Upto 30 years	3% p.a.	3% p.a.	3% p.a.
30-45 years	2% p.a.	2% p.a.	2% p.a.
45 years and above	1% p.a.	1% p.a.	1% p.a.
Mortality rate	L.I.C.1994-96 Ultimate	L.I.C.1994-96 Ultimate	L.I.C.1994-96 Ultimate
Compensation cost increase rate	4.00%	4.00%	4.00%

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Amounts for the current period and previous years are as follows:

(Rs. in million)

Particulars	As at September 30,	As at March 31,	As at March 31,
	2010	2010	2009
Defined Benefit obligation	12.23	9.80	6.92
Experience adjustment on plan liabilities-(gain)/loss	-	(1.25)	(0.07)

Annexure XVIII - Restated statement of Secured Loans and Unsecured Loans and assets charged as securities against Secured Loans.

Secured Loans

(Rs. in million)

Particulars		As at September 30,	As at March 31,	
		2010	2010	2009
A) Term Loans				
-From Banks				
a) Secured by a first charge on all fixed assets of the Company, excluding specific vehicles and equipments financed by other vendors, both present and future. Further, these loans are secured by way of a second charge on the Company's entire current assets, both present and future.		205.97	256.37	194.32
b) Secured against the first charges of existing and future movable fixed assets & current assets. Corporate Guarantee given by Holding Company - Super Religare Laboratories Ltd. The prescribed documentation in respect of such securities is yet to be executed.		1,500.00	-	-
-From Others				
Secured by way of a first charge on the fixed assets, which have been purchased against these loans.		6.80	18.36	39.78
B) Cash Credit Loans from Bank				
Cash credit facilities are secured by way of first charge on		-	156.30	96.17

Particulars		As at September 30,	As at March 31,	
		2010	2010	2009
the Company's entire current assets. They are further secured by way of a second charge on the Company's fixed assets, excluding specific vehicles and equipments financed by the bodies corporate, both present and future.				
C) Vehicle Loans				
Secured against hypothecation of the specific vehicles purchased from the loan.		15.84	20.70	6.85
D) Finance Lease Obligation				
Finance lease obligation is secured by way of hypothecation of laboratory equipments in favour of lessor purchased from the loan.		46.17	-	-
Total		**1,774.78**	**451.73**	**337.12**

Unsecured loans

Particulars		As at September 30,	As at March 31,	
		2010	2010	2009
A) Inter Corporate deposits		550.46	1,246.08	947.54
B) Public Deposits		-	32.48	11.48
C) Other Loans and Advances		2.45	-	-
D) 16,500 10% Redeemable Non Convertible Debentures of Rs 100,000/- each.		1,650.00	-	-
Total		**2,202.91**	**1,278.56**	**959.02**
Grand Total		**3,977.69**	**1,730.29**	**1,296.14**

Particulars Amount due to Promoters /Promoters Group Companies	Category	As at September 30,	As at March 31,	
		2010	2010	2009
RHC Holding Private Ltd.	Promoter Group Company	-	479.83	800.00
Religare Finvest Limited	Promoter Group Company	117.70	354.82	-
Total		**117.70**	**834.65**	**800.00**

Notes:

a) The list of persons / entities classified as 'Promoters' and 'Promoters Group Companies' has been determined by the management of the company and relied upon by the auditors. The auditors have not performed any procedure to determine whether this list is accurate and

b) The figures disclosed above are based on the restated consolidated summary statement of assets liabilities of the companies. (Refer Annexure XIV)

c) Summary of interest rates:

Particulars		September 30,	As at March 31,	
		2010	2010	2009
Secured loans				
A) Term Loans				
-From Banks (a)		9.50% - 15.00%	11.30% - 15.00%	12.50%-15.00%
-From Banks (b)		9.50%	-	-
-From Others		11.00% - 12.00%	11.00% - 12.00%	11.00% - 12.00%
B) Cash Credit Loans from Bank		14%	14%	13.00%-14.00%
C) Vehicle Loans		8.00%-12.00%	8.00%-12.00%	8.5%-12.00%
D) Finance Lease Obligation		8.50%-10.50%	-	-
Unsecured loans				
A) Inter Corporate deposits		9.00% - 14.00%	9.00% - 13.00%	13.00%
B) Public Deposits		11.00%- 11.30%	11.00%- 11.30%	11.00%- 11.30%
C) Other Loans and advances		10%-12%	-	-

Particulars		September 30, 2010	As at March 31, 2010	2009
D) 16,500 10% Redeemable Non Convertible Debentures of Rs 100,000 each		10%	-	-

d) Repayment terms of the loans outstanding as at September 30, 2010:

Secured loans		
A) Term Loans		
-From Banks (a)		Repayable in three years and will be repaid by June 2013.
-From Banks (b)		The Borrower shall at any time have the option to prepay the Bank,, in part or in full, the loan together without interests, prepayment premium and other charges and moneys due and payable to the bank upto the date of such prepayment, on payment of prepayment premium equal to 1% of amount prepaid. Provided that no prepayment penalty will be payable to the bank, if the prepayment is effected: 1) On annual anniversary dates of the facility agreement with a notice period of 30 days or 2) From the proceeds of the IPO / private placement / any other form of equity dilution of the Borrower or the Guarantor. 3) On exercise of Call Option of the Bank.
-From Others		Repayable in three years and will be repaid by May 2011.
B) Cash Credit Loan from Bank		Not Applicable
C) Vehicle Loans		Repayable in three years and will be repaid by November 2012.
D) Finance Lease Obligation		Repayable in five years and will be repaid by February 2015.
Unsecured loans		
A) Inter Corporate Deposits		Repayable on demand with maturity not later than one year.
B) Public Deposits		Not Applicable
C) Other Loans and Advances		Repayable within one year and will be repaid by June 2011.
D) 16,500 10% Redeemable Non Convertible Debentures of Rs 100,000 each		Earlier of : (a) later of (i) a day within 30 (thirty) days from the date on which the actual listing of the shares of SRL on a stock exchange occurs following receipt of the final listing and trading approval from the stock exchange or (ii) or 13 (thirteen) months from the Issue date; or (b) the expiry of 36 (thirty Six) months from the Issue Date (the "Maturity Date")

Annexure XIX - Restated Consolidated Capitalization Statement as at September 30, 2010.

(Rs in million)

Particulars		Pre-Issue as at September 30 , 2010	Post Issue (Refer note no. 5 below)
Debt			
Short term debt	(A)	606.80	-
Long term debt	(B)	3,370.89	-
Total debt	**(A+B)**	**3,977.69**	-
Shareholders' funds			
- Share capital		653.74	-
- Reserves and surplus		4,344.46	-
- Balance of Profit and Loss Account		(423.57)	-
Total shareholders' funds	**(C)**	**4,574.63**	-
Long term debt/equity- ratio	**(B/C)**	**0.74**	

Notes:

1. Short-term debt represents debts which are due within twelve months from September 30, 2010

2. Long-term debt represents debt other than short-term debt, as defined above.

3. Reserve and surplus represents securities premium received on issue of equity and preference share capital.

4. Long term debt/equity = $\frac{\text{Long term debt}}{\text{Total share holders fund}}$

5. The post issue capitalization cannot be determined till the completion of the book building process.

6. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company (Refer Annexure XIV).

Annexure XX - Restated Consolidated statement of Sundry Debtors

(Rs. in million)

Particulars		September 30,	As at March 31,	
		2010	2010	2009
Debts outstanding for a period exceeding six months				
Secured, considered good		3.59	1.01	1.50
Unsecured, considered good		83.15	6.73	3.77
Considered doubtful		20.17	14.44	3.77
Other debts				
Secured, considered good		45.48	33.26	18.21
Unsecured, considered good		615.78	220.11	163.96
		768.17	**275.55**	**191.21**
Less: Provision for doubtful debts		20.17	14.44	3.77
Total		**748.00**	**261.11**	**187.44**

Particulars Amount due from Promoters/Promoters Group Companies	Category	September 30,	As at March 31,	
		2010	2010	2009
Religare Securities Limited	Promoter Group Company	-	-	-
Fortis Clinical Research Limited (formerly Oscar Research Limited)	Promoter Group Company	1.15	0.74	-
Aegon Religare Life Insurance Company Limited	Promoter Group Company	0.02	0.04	-
Total		**1.17**	**0.78**	**-**

Note:

a) The list of persons / entities classified as 'Promoters' and 'Promoter Group Companies' has been determined by the management of the Company and relied upon by the auditors, the auditors have not performed any procedure to determine whether this list is accurate and complete.

b) The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company (Refer Annexure XIV).

Annexure XXI - Restated consolidated statement of Loans and Advances

(Rs. in million)

Particulars	As at September 30,	As at March 31,	
	2010	2010	2009
Unsecured, considered good			
Advances recoverable in cash or in kind or for value to be received	169.94	61.30	105.97
Inter corporate deposits	-	-	182.70
Balance with customs, excise, etc.	3.99	1.04	0.11

Advance tax and tax deducted at source (net of provisions)	228.63	96.18	49.77
Advance payment of fringe benefit tax (net of provisions)	3.03	3.03	1.15
Deposit -others	232.90	167.72	140.47
Unsecured, considered doubtful			
Advances recoverable in cash or in kind or for value to be received	3.77	3.56	0.61
	642.26	**332.83**	**480.78**
Less: Provision for doubtful advances	3.77	3.56	0.61
Total	**638.49**	**329.27**	**480.17**

Amounts due from Promoters / Promoter Group Companies / Directors / Relatives of Directors / Associate Companies

Particulars	Category	As at September 30,	As at March,31	
		2010	2010	2009
NIL		Nil	Nil	Nil
Total		Nil	Nil	Nil

Note:

a) The list of persons / entities classified as 'Promoters' and 'Promoter Group Companies' has been determined by the management of the Company and relied upon by the auditors, the auditors have not performed any procedure to determine whether this list is accurate and complete.

b) The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company (Refer Annexure XIV).

Annexure XXII - Restated Consolidated statement of items of Other Income

(Rs in million)

Particulars	For the six month period ended September 30,	For the year ended March 31,		Recurring/ Non - recurring	Related/ Not related to business activities
	2010	2010	2009		
Other Income	32.21	12.90	31.42		
Net profit/ (loss) before tax, as restated	(69.83)	(329.27)	(20.61)		
Other income as %ge of net profit/ (loss) before tax as restated	**-***	**-***	**-***		
Sources of Other Income					
Interest received on					
- Bank deposits	0.30	0.35	0.15	Recurring	Not related
- Others	0.62	5.40	21.11	Recurring	Not related
Insurance claims	0.05	0.08	0.37	Non - Recurring	Not related
Exchange gain (net)	-	-	4.49	Recurring	Related
Income from advertisement	12.00	-	-	Recurring	Related
Rent received	16.36	-	-	Recurring	Not related
Miscellaneous income	2.88	7.07	5.30	Recurring	Related
Total	**32.21**	**12.90**	**31.42**		

Notes:

(i) * Since there is a net loss before tax, as restated, the percentages have not been shown.

(ii) The figures disclosed above are based on the restated consolidated summary statement of profit and losses of the Company (Refer Annexure XV).

(iii) The classification of income as Recurring/Non Recurring and Related / Not Related to business activity is based on the current operations and business activity of the Company as determined by the management.

Annexure XXIII – Restated Consolidated statement of Dividend paid

(Rs in million)

Particulars	As at September 30,	As at March 31,	
	2010	2010	2009
Subscribed and Paid up			
Equity share capital	519.99	197.99	177.99
Non- Cumulative Convertible Preference Shares	-	300.00	-
Non- Cumulative Redeemable Preference Shares	133.75	-	-
Dividend on equity shares			
Dividend %	-	-	1.11%
Dividend Amount	-	-	1.98
Dividend Tax	-	-	0.33
Dividend on preference shares			
Dividend %	-	-	-
Dividend Amount			
Dividend Tax	-	-	-

Note:

a) The amounts paid as dividend in the past is not indicative of the dividend policy in the future.

b) The figures disclosed above are based on the restated consolidated summary statements of assets and liabilities and profit and losses of the Company (Refer Annexure XIV and Annexure XV respectively).

Annexure XXIV - Restated Consolidated statement of Accounting Ratios

(Rs. in million)

Particulars	As at September 30,	As at March 31,	
	2010	2010	2009
Basic Earnings/ (Loss) per share (A/C) (Rs)	(1.99)	(17.29)	(2.05)
Diluted Earnings/ (Loss) per share (A/C) (Rs)	(1.99)*	(17.29)	(2.05)
Return on net worth % (A/B)	(1.21%)	(209.60%)	(24.31%)
Net asset value per equity share (B/E) (Rs)	87.98	8.10	8.43
Net Profit/(Loss), as restated (A) (Rs in million)	(55.17)	(336.06)	(36.48)
Net worth (B) (Rs in million)	4,574.63	160.33	150.05
Weighted average number of equity shares used for:			
Basic Earnings/ (Loss) per share (C)	27,713,821	19,437,446	17,799,090
Diluted Earnings/ (Loss) per share (D)	32,369,559	19,437,446	17,799,090
Total number of shares outstanding at the end of the year/period (E)	51,998,989	19,799,090	17,799,090

1. Ratios have been computed as per the following formulas

Basic Earnings/ (Loss) per share (Rs.) = $\dfrac{\text{Net Profit/(loss) after Tax before extraordinary items, as restated attributable to equity shareholders}}{\text{Weighted average number of equity shares outstanding during the year/period}}$

Diluted Earnings/(Loss) per share(Rs.) = $\dfrac{\text{Net Profit/(loss) after Tax before extraordinary items, as restated attributable to equity shareholders}}{\text{Weighted average number of dilutive equity shares outstanding during the year/period}}$

Return on Net Worth (%) = $\dfrac{\text{Net Profit/(loss) after Tax, as restated}}{\text{Net Worth, as restated, at the end of the year/period}}$

Net Asset Value per equity share (Rs.) = $\dfrac{\text{Net Worth, as restated, at the end of the year/period}}{\text{Number of equity shares outstanding at the end of}}$

year/period

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 the 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 the total number of days during the period / year.

3. Earning per share calculations are done in accordance with Accounting Standard 20 'Earnings Per Share' issued by the institute of Chartered Accountants of India.

4. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities and profit and losses of the Company. Refer Annexure XIV and Annexure XV respectively.

*5. The Company had issued preference shares, where in the preference shareholders had a right to convert preference shares into equity shares. The same has been converted into equity during the six month period ended September 30, 2010. On conversion, the impact on EPS is anti dilutive and hence, not considered above for computation of diluted EPS.

FINANCIAL INFORMATION OF PIRAMAL DIAGNOSTIC SERVICES PRIVATE LIMITED

AUDITOR'S REPORT ON THE CONSOLIDATED RESTATED FINANCIAL STATEMENTS OF PIRAMAL DIAGNOSTIC SERVICES PRIVATE LIMITED

To,
The Board of Directors,
Piramal Diagnostic Services Private Limited
3rd Floor, Nicholas Piramal Tower,
Peninsula Corporate Park, G. K. Marg,
Lower Parel, Mumbai – 400 013

Dear Sirs,

1. We have examined the attached financial information of **Piramal Diagnostic Services Private Limited** (hereinafter referred as 'the Company'), as approved by the Board of Directors of the Company and initialed by us for the purpose of identification, prepared in terms of the requirements of Paragraph B(1) of Part II of Schedule II of the Companies Act, 1956 ('the Act') and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009 ('the ICDR') and in terms of our engagement agreed upon with you in accordance with our engagement letter dated December 27, 2010 in connection with the proposed Initial Public Offer of equity shares of Super Religare Laboratories Limited ('SRL'), the holding Company of Piramal Diagnostic Services Private Limited.

2. The financial information is based on the consolidated financial statements of the Company for the years ended March 31, 2010, 2009, 2008 and 2007 and for the period ended September 30, 2010 audited by us, the statutory auditors of the Company during those years/period.

3. The financial information is prepared to be included in the Offer Document of Super Religare Laboratories Limited in connection with the public issue of its equity shares.

Financial Information

4. The information referred to above, relating to profits and losses, assets and liabilities and cash flows of the Company is contained in the following Annexure to this report:

   a. Annexure I containing the Restated consolidated summary statement of assets and liabilities, as at September 30, 2010, March 31, 2010, 2009, 2008 and 2007.
   b. Annexure II containing the Restated consolidated summary statement of profit and loss account for the years ended March 31, 2010, 2009, 2008 and 2007 and for the period ended 30 September 2010.
   c. Annexure III contains the Restated consolidated summary statement of cash flows, for the years ended March 31, 2010, 2009, 2008 and 2007 and for the period ended 30 September 2010.
   d. Annexure IV contains the Restated summary of Significant Accounting Policies and Significant Notes to Accounts.

Other Financial Information

5. Other financial information relating to the Company prepared by the Company is attached in Annexure V to XI to this report:

   i. Restated consolidated statement of Secured Loans and Unsecured loans and assets charged as appearing in **Annexure V** to this report.
   ii. Consolidated Capitalisation statement as appearing in **Annexure VI** to this report.
   iii. Restated consolidated statement of Sundry Debtors as appearing in **Annexure VII** to this report.
   iv. Restated consolidated statement of Loans and Advances as appearing in **Annexure VIII** to this report.
   v. Restated consolidated statement of items of Other Income as appearing in **Annexure IX** to this report

vi. Restated consolidated statement of Dividends paid as appearing in **Annexure X** to this report and
vii. Restated consolidated statement of Accounting Ratios as appearing in **Annexure XI** to this report

6. We have examined, as appropriate, the financial information contained in the aforesaid Annexure and state that:

   a. The financial information, prepared by the Company, is based on the consolidated financial statements of the Company for the years ended March 31, 2010, 2009, 2008 and 2007 and for the period ended September 30, 2010 as audited by us and approved by the Board of Directors.

   b. The financial information is arrived at after making such adjustments as, in our opinion, are appropriate in the year to which they relate as detailed in Note 4 of Annexure IV attached to this report.

7. Based on the examination of the Restated consolidated summary statements, we confirm that:

   a. The impact arising on account of changes in accounting policies adopted by the Company as at and for the period ended September 30, 2010 have been adjusted with retrospective effect in the attached Restated consolidated summary statements.

   b. The prior period items have been adjusted in the Restated consolidated summary statements in the years to which they relate *except the adjustment in respect of depreciation on account of revision in estimated useful life of certain assets in the books of the Joint Venture*;

   c. There are no extraordinary items which need to be disclosed separately in the Restated consolidated summary statements; and

   d. Necessary adjustments have been made, without considering the consequential effects if any, in the Restated consolidated summary statements for qualifications in Auditor's Report wherever having financial impact *except that the adjustments in respect of depreciation resulting from the change in estimated useful life of certain fixed assets in the books of the Joint Venture partner is not in accordance with Accounting Standard 6 "Depreciation Accounting".*

8. In our opinion, the financial information of the Company as attached to this report, read with the significant accounting policies and notes on accounts and other notes contained in the aforesaid Annexures, has been prepared in accordance with Part II of Schedule II of the Act and the ICDR.

9. This report is intended solely for your information and for inclusion in the Letter of Offer in connection with the Public issue of equity shares of Super Religare Laboratories Limited and is not intended or suitable for any other purpose.

10. This report should not, in any way, be construed as a re-issuance or re-dating of any of the previous audit reports nor should this be construed as a new opinion on any of the financial statements referred to herein.

For Haribhakti & Co.
Chartered Accountants
Firm Regn. No. 103523W

Chetan Desai
Partner
Membership No. 17000

Place: Mumbai
Date: February 06, 2011

Annexure I – Restated Consolidated summary statement of Assets and Liabilities

(Rs. in million)

Particulars	As at September 30, 2010	As at March 31, 2010	2009	2008	2007
Fixed Assets:					
Gross Block	2,380.82	2,400.64	2,327.16	1,464.94	903.70
Less: Accumulated Depreciation/ Amortization	661.13	569.33	391.77	223.58	94.85
Net Block	**1,719.69**	**1,831.31**	**1,935.39**	**1,241.36**	**808.85**
Capital work in progress including capital advances	0.40	0.15	11.10	14.79	1.51
Net Fixed Assets	**1,720.09**	**1,831.46**	**1,946.49**	**1,256.15**	**810.36**
Goodwill on Consolidation	**46.29**	**33.75**	**33.75**	**33.75**	**33.75**
Deferred Tax Assets (Net)	**2.62**	**-**	**-**	**-**	**-**
Current Assets, Loans and Advances:					
Inventories	44.91	42.64	43.58	38.35	20.12
Sundry Debtors	169.35	152.79	134.77	106.86	34.87
Cash and Bank Balances	81.97	147.42	54.04	93.46	56.59
Loans and Advances	209.41	218.21	165.74	146.10	51.85
Other Current Assets	3.03	-	0.08	0.16	0.18
Total	**508.67**	**561.06**	**398.21**	**384.93**	**163.61**
Liabilities and Provisions:					
Secured Loans	1,533.75	1,513.75	33.75	33.75	33.75
Unsecured Loans	771.29	773.57	1,950.54	1,190.87	458.89
Current Liabilities and Provisions	172.99	209.04	445.64	434.27	124.51
Total	**2,478.03**	**2,496.36**	**2,429.93**	**1,658.89**	**617.15**
Deferred Tax Liabilities (net)	**-**	**6.98**	**7.88**	**15.35**	**12.91**
Net worth	**(200.36)**	**(77.07)**	**(59.36)**	**0.59**	**377.66**
Net worth represented by					
Share Capital					
- Equity Shares	39.58	39.58	39.58	39.58	30.28
Reserves (Share Premium, General Reserves & Capital Reserve)	-	-	7.47	7.47	365.31
Less : Profit and Loss Account debit balance	239.94	116.65	106.41	46.46	17.94
Net worth	**(200.36)**	**(77.07)**	**(59.36)**	**0.59**	**377.66**

Note:

1) The above statement should be read with the notes to restated consolidated summary statements of Assets and Liabilities, Profit and losses and Cash flows as appearing in Annexure IV

2) The consolidated restated summary of assets and Liabilities of the Company are not furnished for the financials year ended March 31, 2006 as PDSPL has acquired interest in the joint venture for the first time during the financial year 2006-07.

For Haribhakti & Co.
Chartered Accountants
Firm registration no. 103523W

Chetan Desai
Membership No. 17000
Place: Mumbai
Date: February 06, 2011

Annexure II - Restated Consolidated summary statement of Profit and Loss Account

(Rs. in million)

Particulars	For the period ended September 30,	For the year ended March 31,			
	2010	2010	2009	2008	2007
Income					
Laboratory/ Clinical Services	1,124.55	2,062.07	1,692.54	1,070.27	491.19
Sales (Net)	**1,124.55**	**2,062.07**	**1,692.54**	**1,070.27**	**491.19**
Other income	1.41	34.37	3.57	2.17	1.27
Total Income	**1,125.96**	**2,096.44**	**1,696.11**	**1,072.44**	**492.46**
Expenditure					
Material Consumed	240.33	473.42	396.13	237.74	124.67
Personnel cost	159.07	286.61	238.93	139.30	71.52
Operating and Other expenses	597.92	923.80	746.11	470.62	210.66
Total Expenditure	**997.32**	**1,683.83**	**1,381.17**	**847.66**	**406.85**
Profit/(Loss) before Financial Expenses, Depreciation / Amortisation & Taxes	**128.64**	**412.61**	**314.94**	**224.78**	**85.61**
Financial expenses	155.96	241.57	206.79	139.21	62.77
Profit/(Loss) before Depreciation / Amortisation & Taxes	(27.32)	171.04	108.15	85.57	22.84
Depreciation/ Amortisation	100.83	189.71	170.41	111.04	45.84
Profit/(Loss) before Tax	**(128.15)**	**(18.67)**	**(62.26)**	**(25.47)**	**(23.00)**
Current tax	-	0.05	0.05	0.25	0.65
Deferred tax charge/(credit)	(9.60)	(1.01)	(7.48)	0.04	5.16
Fringe benefit tax	-	-	5.13	2.76	1.52
Total tax expense	**(9.60)**	**(0.96)**	**(2.30)**	**3.05**	**7.33**
Less : Short provision of depreciation in earlier years	**4.74**	-	-	-	-
Net Profit/(Loss), as restated	**(123.29)**	**(17.71)**	**(59.96)**	**(28.52)**	**(30.33)**
Balance brought forward from previous years as restated	(116.65)	(106.41)	(46.46)	(17.94)	12.40
Adjustment of Profits in General Reserve	-	7.47	-	-	-
Balance available for appropriations as restated	(239.94)	(116.65)	(106.41)	(46.46)	(17.94)
Appropriations					
Dividend on equity shares	-	-	-	-	-
Tax on dividend on equity shares	-	-	-	-	-
Transfer to general reserve	-	-	-	-	-
Balance carried forward as restated	**(239.94)**	**(116.65)**	**(106.41)**	**(46.46)**	**(17.94)**

Note:

1) The above statement should be read with the notes to restated consolidated summary statements of assets and liabilities, profit and losses and cash flows as appearing in annexure IV

2) The consolidated restated summary of Profit and Loss account of PDSPL are not furnished for the financial year ended March 31, 2006 as the Company has acquired interest in joint venture for the first time during the financial year 2006-07.

For Haribhakti & Co.
Chartered Accountants
Firm registration no. 103523W

Chetan Desai
Partner
Membership No. 17000
Place: Mumbai
Date: February 06, 2011

Annexure III - Restated consolidated summary statement of Cash Flows

(Rs. in million)

	Particulars	For the period ended September 30,	For the year ended March 31,			
		2010	**2010**	**2009**	**2008**	**2007**
I.	**Cash flows from/ (used in) operating activities**					
	Net Profit/(Loss) before Tax	**(128.15)**	**(18.67)**	**(62.26)**	**(25.47)**	**(23.00)**
	Adjustments for:					
	Depreciation/ Amortization	100.83	189.71	170.41	111.05	45.84
	Loss on fixed assets sold/ discarded (net)	29.04	8.23	2.21	4.77	0.25
	Provision for doubtful debts and advances	0.76	4.45	0.66	0.70	0.79
	Bad debts written off	-	-	-	0.62	-
	Provisions no longer required written back (net)	-	(29.90)	-	-	-
	Interest Expenses	145.64	238.50	205.77	138.57	62.60
	Interest Income	(0.37)	(0.75)	(2.39)	(0.87)	(0.85)
	Operating Profit/ (Loss) before Working Capital Changes	**147.75**	**391.57**	**314.40**	**229.37**	**85.63**
	Adjustments for :					
	(Increase)/Decrease in Inventories	(2.27)	0.94	(5.22)	(18.23)	(8.07)
	(Increase)/Decrease in Sundry Debtors	(17.32)	(22.47)	(28.58)	(73.30)	(20.31)
	(Increase)/Decrease in Loans and Advances	21.29	(23.73)	25.24	(76.11)	(16.43)
	Increase/(Decrease) in Current Liabilities and Provisions	(37.54)	(238.35)	11.36	310.83	53.47
	Cash generated from/ (used in) Operating Activities	**111.91**	**107.96**	**317.20**	**372.56**	**94.29**
	Direct Taxes Paid	(12.47)	(28.81)	(50.06)	(21.15)	(5.34)
	Net Cash from/ (used in) Operating Activities	**99.44**	**79.15**	**267.14**	**351.41**	**88.95**
II.	**Cash flows from/ (used in) investing activities**					
	Purchase of Investments	-	-	-	(33.00)	(70.00)
	Interest received/(Paid)	(2.66)	0.83	2.48	0.88	0.99
	Purchase of Fixed Assets	(61.93)	(129.90)	(867.26)	(876.76)	(496.72)
	Proceeds from sale of fixed assets	26.15	78.75	4.30	0.94	0.61
	Net Cash from/ (used in) Investing Activities	**(38.44)**	**(50.32)**	**(860.48)**	**(907.94)**	**(565.12)**
III.	**Cash flows from/ (used in) financing activities**					
	Repayment of short term borrowings	(2.28)	(1,176.96)	-	-	-
	Proceeds of short term borrowings	-	-	759.67	731.98	199.14
	Proceeds of long term borrowings	20.00	1,480.00	-	-	-
	Proceeds from issue of equity share capital (including securities premium)	-	-	-	-	363.09
	Interest paid	(144.16)	(238.50)	(205.76)	(138.57)	(62.60)
	Net cash from/ (used in) financing activities	**(126.44)**	**64.54**	**553.92**	**593.40**	**499.63**
IV.	**Net increase/ (decrease) in cash and cash equivalents [I+II+III]**	**(65.44)**	**93.38**	**(39.42)**	**36.88**	**23.46**
V.	**Cash & cash equivalents at the beginning of the year**	**147.42**	**54.04**	**93.46**	**56.59**	**33.13**
VI.	**Cash & cash equivalents at the end of the year [IV+V]**	**81.97**	**147.42**	**54.04**	**93.46**	**56.59**
	Cash and Cash Equivalents include:					
	Cash on hand	10.58	6.18	10.41	11.49	5.31
	Balances with scheduled banks:					
	-On current accounts	69.22	110.84	39.53	80.76	51.28
	-On deposit accounts	2.17	30.40	4.10	1.21	-
	Total	**81.97**	**147.42**	**54.04**	**93.46**	**56.59**

Notes:

1. Figures in brackets indicate cash outflow.

2. The above statement should be read with the notes to restated consolidated summary statements of assets and liabilities, profits and losses and cash flows as appearing in annexure IV

   The consolidated restated statement of Cash Flow of PDSPL are not furnished for the financial year ended March 31, 2006 as the Company has acquired the subsidiary company for the first time during the financial year 2006-07

For Haribhakti & Co.
Chartered Accountant
Firm registration no. 103523W

Chetan Desai
Partner
Membership No.17000
Place: Mumbai
Date: February 06, 2011

ANNEXURE IV : NOTES TO THE RESTATED CONSOLIDATED SUMMARY STATEMENTS OF ASSETS AND LIABILITIES, PROFITS AND LOSSES AND CASH FLOWS FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2010 AND YEARS ENDED MARCH 31, 2010 , 2009 , 2008 AND 2007 .

1. Background

Piramal Diagnostics Services Private Limited. (formerly NPIL Laboratories and Diagnostics Private Limited) ("the Company") and its joint venture (hereinafter referred to as the "Group") are primarily engaged in the business of maintaining and managing clinical reference laboratories, to provide testing and diagnostics on human beings, in the field of both pathology and radiology.

The Company has changed its name from NPIL Laboratories and Diagnostics Private Limited to Piramal Diagnostics Services Private Limited. w.e.f. August 28, 2008.

The restated consolidated summary statement of assets and liabilities of the Company as at September 30, 2010, March 31, 2010, 2009, 2008 and 2007 and the related restated consolidated summary statement of profits and losses and cash flows for the period ended September 30, 2010 and year ended March 31, 2010, 2009, 2008 and 2007 (herein collectively referred to as "Restated consolidated summary statements") relate to the Group and have been prepared specifically for the inclusion in the offer document to be filed by the Super Religare Laboratories Limited, the holding company, with the Securities and Exchange Board of India ("SEBI") in connection with its proposed Initial public offering.

The restated consolidated summary statements relate to Piramal Diagnostic Services Private Limited (the "Company") and it's Joint Venture Company DDRC Piramal Diagnostic Services Private Limited and has been consolidated as per Accounting Standard AS-27 "Financial Reporting of interest in Joint Ventures".

The consolidated summary statements have been consolidated on a line by line basis by adding together proportionate share in the like items of assets, liabilities, income and expenses and after eliminating inter-company balances, inter company transactions and inter company investments, but without considering the provisions of Accounting Standard 21 on "Consolidated Financial Statements" issued by The Institute of Chartered Accountants of India as the same is not applicable to the Company in the absence of any subsidiary within the Group. However, the Company has voluntarily complied with Accounting Standard AS- 27 on "Financial Reporting of Interests in Joint Ventures" and prepared this consolidated financial statements (which does not fall under the definition of AS 21 on "Consolidated Financial Statements")

These restated consolidated summary statement have been prepared to comply in all material respects with the requirements of Schedule II to Companies Act, 1956 ("the Act") and the Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2009, as amended ("the Regulations").
The Group comprises of the following components:

	S.No.	Name of Subsidiary/Joint venture	Holding %	Country of Incorporation and other details.
	1	DDRC Piramal Diagnostic Services Private Limited (DDRC)	50%, Joint venture of PDSPL	DDRC was incorporated on 15th July 2006, under the Companies Act 1956. The registered office of the company is at 4th Floor, Wellspring Bldg., GK Marg, Lower Parel, Mumbai - 400013 and principal place of business are located at DDRC Piramal Diagnostic Services Private Limited, 3373 B, 2nd Floor, Menon's Complex, Elamkulam, Cochin 682020 its commercial operation have been started from 15th July 2006, to carry on the business of operating pathology labs and diagnostics centers in India. DDRC became joint venture of PDSPL from 15th July 2006.

2.	**Statement of Significant Accounting Policies**	
	(a)	**Basis of Preparation**
	(i)	These consolidated financial statements have been prepared to comply in all material respects with notified accounting standards by Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956 to reflect the financial position and the results of operations of the

S.No.	Name of Subsidiary/Joint venture	Holding %	Country of Incorporation and other details.
	Group. These consolidated financial statements are prepared under the historical cost convention on the accrual basis of accounting and reporting requirements of Accounting Standard ('AS') 21 'Consolidated Financial Statements' and Accounting Standard (AS) 27, 'Financial Reporting of Interests in Joint Ventures' notified by Companies (Accounting Standards) Rules, 2006, (as amended) and consolidated as per sub-point (b) below for the period ended September 30, 2010 and year ended March 31, 2010, 2009, 2008 and 2007. The accounting policies have been consistently applied by the Group.		
(ii)	The Restated Consolidated Summary Statements of Assets and Liabilities, Profits and Losses and Cash Flows have been prepared by applying the necessary adjustments to the financial statements of the Group. These financial statements have been prepared under the historical cost convention on an accrual basis in accordance with the Notified Accounting Standards by Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The accounting policies have been consistently applied by the Group.		
	The Restated Consolidated Summary Statements comply in all material respects with the requirements of:		
	i). paragraph B(1) of Part II of Schedule II to the Companies Act, 1956.		
	ii). the Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2009, as amended from time to time (the "SEBI Regulations) issued by SEBI in pursuance of Section 11 of the Securities and Exchange Board of India Act, 1992.		
(b)	**Principles of consolidation**		
	The consolidated financial statements have been prepared on the following basis:		
(i)	The Company has entered into a Joint Venture agreement with DDRC Piramal Diagnostic Services Private Limited (DDRC) in India with 50 % interest in assets, liabilities, expenses and income. The restated summary statements of entities where there is a joint control have been combined by using proportionate consolidation method and accordingly the Company's share of each of the revenues, expenses, assets and liabilities of the jointly controlled entity are included in the financial statements as Revenues, Expenses, Assets and Liabilities respectively.		
(ii)	As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Company's stand alone financial statements. Differences in accounting policies are disclosed separately.		
(iii)	The financial statements of the entities used for the purpose of consolidation are drawn on the basis of same reporting date as that of the Company i.e. period ended September 30, 2010 and year ended March 31, 2010, 2009, 2008 and 2007.		
(c)	**Use of Estimates**		
	The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.		
(d)	**Fixed Assets**		
	Fixed assets are stated at the cost of acquisition less accumulated depreciation. All incidental expenses incurred in bringing the assets for its intended use are capitalised. Capital Work in progress comprises outstanding advances paid to acquire fixed assets, and the cost of fixed assets that are not yet ready for their intended use at the reporting date. Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization.		
(e)	**Depreciation**		
	Tangible Assets Depreciation on fixed assets has been provided on straight line method at the rates specified in Schedule XIV of the Companies Act, 1956 except in the case of Leasehold improvements where the useful life is determined as five years. Depreciation on additions / deletions of assets during the year is provided on a pro-rata basis. Assets costing Rs.5,000/- or less are being depreciated fully in the year of addition / acquisition.		
(f)	**Impairment**		
	The carrying amount of assets is reviewed at each balance sheet date if there is any indication of impairment. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital. The reduction is treated as an impairment loss and is recognised in the profit and loss account. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.		
(g)	**Intangible assets**		
	Trademarks, Goodwill and Software are amortized over their estimated useful life not exceeding ten years.		
(h)	**Leases**		

S.No.	Name of Subsidiary/Joint venture	Holding %	Country of Incorporation and other details.
	Leases where the Lessor retains substantially all the risk and rewards incident to the ownership of the leased assets are classified as operating leases. Operating lease payments are recognised as an expense in the profit and loss account on straight line basis over the lease term.		
(i)	**Investments**		
	Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried 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 recognise a decline other than temporary in the value of the investments.		
(j)	**Inventories**		
	Inventories of Chemicals, Diagnostic Kits, Medicines, Disposables and films have been valued at lower of cost on FIFO basis or net realizable value. The cost for this purpose includes purchase cost, freight and other incidental expenses.		
	Revenue recognition		
(k)	Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Income from services Medical Testing Charges consists of fees received for various tests conducted in pathology and radiology and are recognised on accrual basis when the reports are generated, net of discounts, if any.		
	Interest		
	Interest is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.		
(l)	**Borrowing Costs**		
	Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as a part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.		
(m)	**Foreign Currency Transaction** The transactions in foreign currency are accounted at the exchange rate prevailing on the date of transactions. Gain or loss resulting from settlement of transaction and from the translation of monetary assets & liabilities denominated in foreign currency are recognised in the Profit & Loss account.		
(n)	**Retirement and other employee benefits**		
	Contributions to defined contribution schemes such as Provident Fund & ESIC are charged to Profit and Loss account as incurred. The Company also provides for retirement benefits in the form of Gratuity and Leave Encashment. Such defined benefits are charged to the Profit & Loss account based on valuations, as at the Balance Sheet date, made by independent actuaries.		
(o)	**Income Taxes**		
	Current Tax Current tax is determined as the amount of tax payable in respect of taxable income for the year. Deferred Taxation Deferred Tax resulting from timing differences between book and tax profits is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the Balance Sheet date. Deferred tax assets are recognised and carried forward only to the extent where there is a reasonable certainty except for carried forward losses and unabsorbed depreciation which are recognised based on virtual certainty supported by convincing evidence of their being realised against future taxable profits.		
(p)	**Segment Reporting**		
	As the Group's business activity primarily falls within a single business and geographical segment, there are no additional disclosures to be provided in terms of Accounting Standard 17 on 'Segment Reporting'.		
	The Group is engaged only in diagnostics services business in India and follows only one reportable segment and therefore segment wise reporting as per Accounting Standard (AS) 17 issued by The Institute of Chartered Accountants of India is not applicable.		
(q)	**Earnings Per Share**		
	Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.		
	For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.		
(r)	**Provisions**		

	S.No.	Name of Subsidiary/Joint venture	Holding %	Country of Incorporation and other details.
		The Group recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. 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 in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.		
	(s)	**Cash and Cash Equivalents**		
		Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.		
	(t)	**Accounting for joint ventures**		
		Accounting for joint ventures undertaken by the Company has been done as follows:		
		Type of Joint ventures	**Accounting treatment**	
		DDRC Piramal Diagnostic Services Private Limited 50% Voting Power held	The Company's share of revenues, expenses, assets and liabilities are included in the financial statements as Revenues, Expenses, Assets and Liabilities respectively.	

3 Material Regroupings

Appropriate adjustments have been made in the restated consolidated summary statements of Assets and Liabilities, Profits and Losses and Cash flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the regroupings as per the audited financials of the Group for the six month period ended September 30, 2010 and year ended March 31,2010, 2009, 2008 and 2007 and the requirements of the SEBI Regulations.

4 Material Adjustments

a) Summary of results of restatements made in the audited consolidated financial statements for the respective years and their impact on the profits / losses of the Group is as under:

(Rs. in million)

Particulars		For the period ended September 30,	For the Year ended March 31,			
		2010	**2010**	**2009**	**2008**	**2007**
Net profit/ (loss) as per audited financial statements before adjustments		(96.39)	(46.88)	(38.95)	(40.13)	(39.24)
A.	**Other Adjustments:**					
1	Prior period items	-	-	2.00	(1.00)	(1.00)
2	Adjustments of Excess Provisioning of FBT	-	(0.36)	0.30	-	0.06
3	Remission of liabilities written back	(29.90)	29.90	-	-	-
4	Depreciation adjustments for change in estimated useful lives of vehicles	3.00	(3.00)	-	(2.55)	2.55
5	Income Tax adjustment for earlier years	-	2.63	-	(0.22)	(0.63)
6	Deferred Tax impact due to effect of earlier year	-	-	(23.31)	15.38	7.93
	Total adjustments	(26.90)	29.16	(21.02)	11.62	8.90
	Net Profit/ (loss) After Adjustment before tax impact	**(123.29)**	**(17.71)**	**(59.96)**	**(28.52)**	**(30.33)**
	Current Tax Impact on adjustments	-	-	-	-	-
	Deferred Tax Impact on adjustments	-	-	-	-	-
	Income Tax adjustment for earlier years	-	-	-	-	-
	Net Profit/ (loss) After Tax, as restated	**(123.29)**	**(17.71)**	**(59.96)**	**(28.52)**	**(30.33)**

5 Changes in accounting policies

a) Accrual of Medical testing charges:-

During the period ended 30th September 2010, the Company recognised the medical testing charges on generation of medical reports, which in earlier periods were recognised on the receipt of samples for testing.

6 Changes in accounting estimates

Gratuity and Leave Encashment

i) During the year ended March 31, 2008, the company adopted Accounting Standard 15 (Revised) Employee Benefits as against the hitherto followed practice of accounting the same on the basis of Accounting Standard 15- Accounting for the Retirement Benefits in the Financial Statements. Accordingly ,the discount rates and other assumptions for computing the gratuity and leave liabilities , have been considered as per the requirement of AS-15 (Revised) . In accordance with transitional provision in the revised accounting standard, Rs 34,000 (net of tax liability Rs 17,000) being the incremental liability as at April 1, 2007 was adjusted against brought forward losses.

ii) Estimated useful life of Trademarks

During the period ended 30th September 2010, the estimated useful life of Trademarks acquired post 31st March 2008 was revised to 10 years from the earlier estimate of 15 years. Accordingly, the amortisation of trademarks for the period ended 30th September 2010, is higher by Rs. 0.74 million.

iii) Estimated useful life of Leasehold improvements

During the period ended 30th September 2010, the estimated useful life of Leasehold improvements were revised to 5years from the earlier estimate of 16 years. Accordingly, the depreciation of Leasehold improvements for the period ended 30th September 2010, is higher by Rs.13.83.million.

7 Other Adjustments

i) **Prior period items**

In the financial statements for the years ended March 31, 2006, March 31, 2009, March 31, 2008 and period ended September 30, 2010, certain items of income/expenses have been identified as prior period items. For the purpose of these statements, such prior period items have been appropriately adjusted in the respective years to which they pertain to.

ii) **Excess/ Short provision for tax for the earlier years**

In the financial statements for the years ended March 31, 2010 provision for tax accounted for the earlier year have been appropriately adjusted in the respective years to which it pertains.

iii) **Change in estimated useful life of certain assets**

The adjustments made in the restated financials in respect of depreciation on account of revision in estimated useful life of certain assets in the books of the Joint Venture is not in accordance with the requirements of Accounting Standard 6 on Depreciation Accounting.

8 Profit and Loss Account as at April 01, 2006 (restated)

Particulars	**(Rs. In million)**
Profit and Loss Account as at April 01, 2006 (Audited)	14.17
Income Tax adjustment for earlier years	1.77
Profit and Loss Account as at April 1, 2006 (Restated)	**12.40**

9 Deferred tax assets consists of:

(Rs. in million)

S. No.	**Particulars**	**As on September 30, 2010**	**As on March 31, 2010**	**As on March 31, 2009**	**As on March 31, 2008**	**As on March 31, 2007**
a.	Accelerated depreciation difference	(120.26)	(113.25)	(85.94)	(42.29)	(21.22)
b.	Effect of expenditure debited to profit and loss account in the current but allowed as deduction for Income tax in	-	-	-	-	-

S. No.	Particulars	As on September 30, 2010	As on March 31, 2010	As on March 31, 2009	As on March 31, 2008	As on March 31, 2007
	following years					
	.-Preliminary expenses	0.14	0.30	-	-	-
	.-Loss on sale of Fixed Assets	-	1.52	-	-	-
	.-Bonus & Retirements Benefits	-	-	1.44	1.10	0.12
	- Provision for leave encashment	0.78	1.31	-	-	-
	- Provision for gratuity	-	-	-	-	-
	-Others	-	(0.11)	-	-	-
c.	Provision for doubtful debts & advances	2.45	2.07	0.56	0.30	0.26
d.	Unabsorbed losses	3.56	-	-	23.31	7.93
e.	Unabsorbed depreciation	115.95	101.18	76.06	2.23	-
	Total Deferred Tax Asset	**2.62**	**(6.98)**	**(7.88)**	**(15.35)**	**(12.91)**

10 Investments in Joint Venture

Piramal Diagnostic Services Private Limited (Erstwhile name DDRC Wellspring Path labs Pvt. Ltd.) had entered in to a Joint Venture agreement dated 15th July 2006 with a diagnostic pathological & radiology center – Doctors' Diagnostics Research Center. Pursuant to the said agreement, 500,000 shares of the face value of Rs.10/- per share in the Joint Venture Entity – DDRC Piramal Diagnostic Services Private Limited (Erstwhile name DDRC Wellspring Path labs Pvt. Ltd.), a Company incorporated in India, have been allotted to the Joint Venturer in equal proportion. The Company – DDRC Piramal Diagnostic Services Private Limited (Erstwhile name DDRC Wellspring Path labs Pvt. Ltd.) was incorporated on the 28th April 2006.

DDRC Piramal Diagnostic Services Private Limited (Erstwhile name DDRC Wellspring Path labs Pvt. Ltd.) allotted 67,50,000 Zero coupon redeemable preference shares of the face value of Rs.10/- per share. The proportionate share of the Group is included under the head of Secured Loans for the purpose of the consolidated financial statements.

11 Employees State Insurance Corporation (ESIC)

The Company has disputed the coverage of Employees State Insurance Corporation (ESIC) for its Kolkata unit from inception till November 2002 as "Path labs" were not covered for ESIC. Pending out come of the hearing an amount of Rs 3.36 million (As On March 31 2010 Rs. 2.97 million) has been provided in the books from the period commencing 1st December 2000 being the date from which the ESIC sent a notice claiming applicability of ESIC on the Kolkata Unit.

12 Lease

Operating Leases

(a) Labs Offices and Godowns

The Group has obtained lab premises, office premises and godowns on operating lease arrangements. The lease terms varies from 11 months to 15 years, renewable at the option of the Group. There are escalation clauses in some of the lease agreements which is ranging from 5 % to 10 % . There are no restrictions imposed by the lease arrangements.

Operating Lease

(Rs. In million)

	Particulars	For the period ended September 30,	For the Year ended March 31,			
		2010	2010	2009	2008	2007
	Lease Payments for the period	**20.13**	**69.39**	**46.21**	**29.00**	**8.50**
	Future minimum lease payments under non-cancellable lease agreements					
	Not later than one year	49.62	45.78	44.63	18.54	16.08

	Particulars	For the period ended September 30,	For the Year ended March 31,			
		2010	2010	2009	2008	2007
	Later than one year and not later than five years	202.53	171.70	219.10	108.24	46.33
	Later than five years	118.24	168.62	185.36	117.33	66.85
		370.39	**386.10**	**449.09**	**244.11**	**129.26**

13 Capital Commitments

(Rs. in million)

	Particulars	As at September 30,	As at March 31,	As at March 31,	As at March 31,	As at March 31,
		2010	2010	2009	2008	2007
	Estimated amount of contracts remaining to be executed on capital account and not provided.	0.79	5.15	7.10	196.62	10.36

14 Provisions and Contingencies

(Rs. in million)

	Particulars	As at September 30,	As at March 31,	As at March 31,	As at March 31,	As at March 31,
		2010	2010	2009	2008	2007
a)	Indirect Taxes -Sales Tax	1.96	NIL	NIL	NIL	NIL
b)	Demands against various Medico-Legal cases by the customers which are disputed by the Company. Besides, the Company has also received various others claims by its customers for compensation in lieu of non satisfactory test results, the amount of which is not ascertainable. However, in the opinion of the management, most of these claims are non-tenable and are not likely to devolve on the Company. On the basis of past history of such cases, the management is of view that there will not be any substantial outflow of resources in respect of the above and hence no provision there against is considered necessary.	2.46	2.02	4.15	NIL	NIL
c)	Interest on Deferred Payment on acquisition	NIL	NIL	NIL	NIL	0.71
d)	Bank Guarantee	2.00	1.92	2.25	0.20	NIL

15. Gratuity

The Group has a defined benefit gratuity plan, wherein every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service, upto a maximum of Rs.0.35 million till March 31, 2009 and Rs 1 million March 31, 2010 onwards..

The following tables summarise the components of net benefit expense recognised in the profit and loss account and the amounts recognised in the balance sheet for the gratuity plan. The gratuity plan is funded.

(Rs in million)

Particulars	For the period ended September 30,	For the year ended March 31,			
	2010	2010	2009	2008	2007
Profit and Loss account					

Particulars	For the period ended September 30,	For the year ended March 31,			
	2010	2010	2009	2008	2007
Net employee benefit expense					
Current service cost	-	1.75	0.43	0.21	NA
Interest cost on benefit obligation	-	0.50	0.39	0.11	NA
Net actuarial (gain)/ loss recognised in the year	-	(0.58)	0.07	2.21	NA
Expected Return on Plan Assets	-	(0.63)	(0.54)	(0.08)	NA
Past service cost	-	-	-	-	NA
Net benefit expense	**-**	**1.04**	**0.35**	**2.45**	**NA**
Balance sheet					
Details of Provision for gratuity					
Defined benefit obligation	-	9.41	5.00	4.47	NA
Less: Unrecognised past service cost	-	-	-	-	NA
Fair Value of Plan Asset at year end	-	(11.35)	(6.94)	(1.28)	NA
	-	**(1.94)**	**(1.94)**	**3.19**	**-**
Changes in the present value of the defined benefit obligation are as follows:					
Opening defined benefit obligation	-	5.00	4.47	0.37	NA
Present Value of Defined Benefit obligation of merged entity	-	-	-	2.00	
Interest cost	-	0.50	0.39	0.11	NA
Current service cost	-	1.77	0.43	0.21	NA
Past service cost	-	-	-	-	NA
Benefits paid	-	(0.15)	-	-	NA
Actuarial (gain)/loss on obligation	-	2.29	(0.29)	1.78	NA
Closing defined benefit obligation	**-**	**9.41**	**5.00**	**4.47**	**-**
The principal assumptions used in determining gratuity benefit obligations for the Group's plans are shown below:					
Discount Rate	-	8.00 p.a.	7.50% p.a.	8% p.a.	NA
Employee Turnover					NA
Upto 30 years	-	3% p.a.	3% p.a.	3% p.a.	NA
30-45 years	-	2% p.a.	2% p.a.	2% p.a.	NA
45 years and above	-	1% p.a.	1% p.a.	1% p.a.	NA
Mortality rate	-	L.I.C.1994-96 Ultimate	L.I.C.1994-96 Ultimate	L.I.C.1994-96 Ultimate	NA
Compensation cost increase rate	-	4.00%	4.00%	4.00%	NA

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Amounts for the current and previous periods are as follows:

(Rs. in million)

Particulars	As at September 30,	As at March 31,	As at March 31,	As at March 31,	As at March 31,
	2010	2010	2009	2008	2007
Defined Benefit obligation	-	9.41	5.00	4.47	-
Experience adjustment on plan liabilities-(gain)/loss	-				-

16 Related Party Disclosures

Related party disclosures, as required by Accounting Standard (AS-18) “Related Parties Disclosures” by the Institute of Chartered Accountants of India are given below;

A) Controlling Company

- Piramal Healthcare Limited (up to 20.08.10)
- Super Religare Laboratories Limited (w.e.f 20.08.10)

B) Fellow Subsidiary Companies

- (Up to 20.08.10)
- PHL Fininvest Pvt. Ltd.
- Piramal Pharmaceuticals Development Services Private Limited
- Piramal International
- PHL Holdings (Suisse) SA
- Piramal Investment Holdings (Canada) Inc.
- NPIL Life Sciences Ltd. (UK)
- Piramal Healthcare UK Limited
- Piramal Healthcare Pension Trustees Limited
- Piramal Healthcare (France) Limited
- Piramal Healthcare (Canada) Limited
- NPIL Holdings (Netherlands) BV
- NPIL Coopertief U.A.
- Tangent Data SRL
- RxElite Holdings Inc.
- Minrad International Inc
- Minrad Inc
- Minrad EU (France)

(W.e.f 20.08.10)

- Super Religare laboratories International Limited
- Super Religare Laboratories International FZ-LLC
- MENA Healthcare Investment Company Limited
- Medical Management Company Limited
- Malav Holdings Private Limited
- Shivi Holdings Private Limited
- Oscar Investments Limited
- RHC Holding Private Limited
- Shimal Research Laboratories Limited
- Luxury Farms Private Limited
- RC Nursery Private Ltd
- Religare Voyages Ltd.
- Fortis Healthcare Holdings Limited
- A -1 Book Company Private Ltd
- Fortis Healthcare Limited
- Fortis HealthStaff Limited
- Religare Aviation Limited
- Religare Travels (India) Ltd.
- Religare Wellness Limited
- Fortis Clinical Research Limited
- Fortis Hospotel Limited
- Medsource Healthcare Private Limited
- Hiranandani Healthcare Private Limited
- International Hospital Limited
- Fortis Malar Hospitals Limited
- Fortis Hospital Management Limited
- Vistas Complexes Private Limited
- Fortis Health Management Limited
- Escorts Heart Institute and Research Centre Limited
- Bindas Realtors Private Limited
- RHC Finance Private Limited
- Religare Infotech Private Limited
- Green Biofuels Farms Private Limited
- Kanishka Housing Development Company Limited

- Sunrise Medicare Pvt. Ltd.
- Religare Aviation Engineering Private Limited
- Fortis C-Doc Healthcare Private Limited

C) Joint Venture & Associate Companies

JOINT VENTURES

- Super Religare Reference Laboratories (Nepal) Pvt. Ltd.

Joint Venture Partners

- Joy Joseph
- Elsy Joseph
- Ajith Joy K.

D) Directors, Key Management Personnel and their relatives

- Dr. Sanjeev K Chaudhary
- Mr. Kiran Vaidya
- Dr. Avinash Phadke
- Dr. Bhavin Jankharia

E) Individuals (directly/ indirectly) having control over the reporting enterprise

- Mr. Malvinder Mohan Singh, Director
- Mr. Shivinder Mohan Singh, Director

F) Entities under Common Control

- Aster Square
- ICH Building
- Doctors Diagnostic Centre Tripunithura (DDC Tripunithura)
- Doctors Diagnostic Nuclear Medicine and Research Centre Pvt. LTd (DDNMRC)

(*Amount in Rs in million)

Name of the Related Party	Nature of relationship	Description of transaction	Transaction amount	Balance as on 30th September 2010 Debit/(Credit)	Transaction amount	Balance as on 31st March 2010 Debit/(Credit)	Transaction amount	Balance as on 31st March 2009 Debit/(Credit)	Transaction amount	Balance as on 31st March 2008 Debit/(Credit)	Transaction amount	Balance as on 31st March 2007 Debit/(Credit)
Piramal Healthcare Limited	Erstwhile Holding Company upto 20-08-2010	Interest Paid	4.62	NIL	166.82	17.02	200.60	43.86	129.49	(129.49)	60.73	Nil
		Purchase of drugs & chemicals	3.60	(1.27)	17.24	1.00	15.85	1.44	7.29	(1.14)	9.13	5.91
		Loan	1653.97	NIL	324.46	(751.30)	910.36	(1,926.84)	564.57	(987.13)	529.50	(451.91)
		Medical Testing Charges	0. 48	0.44	2.53	0.67	2.86	0.85	2.77	0.49	2.50	3.11
		Purchase of Equipment & Machinery	NIL	NIL	NIL	Nil	1.93	Nil	Nil	Nil	Nil	Nil
		Expense reimbursement	1.55	NIL	3.61	Nil	10.29	0.76	9.36	(0.04)	8.93	6.68
Joy Joseph	Managing Director	Loan and Interest	NIL	NIL	NIL	22.50	Nil	(0.59)	Nil	0.59	Nil	Nil
DDC Tripunithura	Mr.K. Joy Joseph is the proprietor	Charges Collection	NIL	NIL	0.34	Nil	Nil	2.00	Nil	2.00	Nil	Nil
DDNMRC	Mr.K.Joy Joseph was the M.D	Charges Collection	NIL	NIL	0.04	Nil	Nil	0.61	Nil	0.61	Nil	Nil
Aster Square	Mr. K. Joy Joseph is the Owner of the building	Rent	NIL	NIL	4.60	2.29	3.63	2.29	Nil	2.29	Nil	Nil
Super Religare Laboratories Limited	Holding Company w.e.f 20-08-2010	Medical Testing charges	0. 28	NIL	NIL	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Loan	2777.12	(777.12)	NIL	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Current A/c Creditors	9.93	(9.93)	NIL	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Interest On Unsecured Loan	13.30	(13.30)	NIL	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Religare Travel		Travels Bills	0. 29	(0.28)	NIL	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Name of the Related Party	Nature of relationship	Description of transaction	Transaction amount	Balance as on 30th September 2010 Debit/(Credit)	Transaction amount	Balance as on 31st March 2010 Debit/(Credit)	Transaction amount	Balance as on 31st March 2009 Debit/(Credit)	Transaction amount	Balance as on 31st March 2008 Debit/(Credit)	Transaction amount	Balance as on 31st March 2007 Debit/(Credit)
(India) Limited												
Mr. K Joy Joseph	Key Management personnel	Rent	1.15	11.01	NIL	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Salary	1.65	NIL	NIL	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Payment of Non Competent fees	0.40	NIL	NIL	Nil	Nil	Nil	Nil	Nil	Nil	Nil
ICH Building	Mr. K. Joy Joseph is the Owner of the building	Rent	NIL	NIL	NIL	Nil	0.19	Nil	Nil	Nil	Nil	Nil
NPIL – Dr Phadke Pathological Laboratory & Infertility Center Pvt. Ltd.	Erstwhile Fellow Subsidiary	Medical Testing Charges	NIL	NIL	NIL	Nil	Nil	Nil	3.47	3.00	4.55	1.18
		Histopath Charges	NIL	NIL	NIL	Nil	Nil	Nil	5.61	(3.09)	2.59	2.13
		Interest free unsecured advance	NIL	NIL	NIL	Nil	Nil	Nil	10.00	10.00	Nil	Nil

Annexure V - Restated statement of Secured Loans and Unsecured Loans and assets charged as securities against Secured Loans

Secured loans

(Rs. in million)

Particulars	As at September 30,	As at March 31,			
	2010	2010	2009	2008	2007
A) Term Loans					
-From Banks					
Secured against first charge on existing and future movable fixed assets and Current assets and Corporate guarantees given by holding company (The prescribed documentation in respect of such securities is yet to be executed)	1,500.00	480.00	-	-	-
B) Redeemable Non convertible Debentures (Secured against existing and future Fixed Assets of the Company and Corporate guarantee of the erstwhile Holding Company)	-	1,000.00	-	-	-
-Others (Refer Note 10 of Annexure IV)	33.75	33.75	33.75	33.75	33.75
Total	**1,533.75**	**1,513.75**	**33.75**	**33.75**	**33.75**

Unsecured loans

(Rs. in million)

Particulars	As at September 30 ,	As at March 31,			
	2010	2,010	2,009.	2,008	2,007
Inter Corporate deposits	771.29	773.57	1,950.54	1,190.87	458.89
Total	**771.29**	**773.57**	**1,950.54**	**1,190.87**	**458.89**
Grand Total	**2,305.04**	**2,287.33**	**1,984.29**	**1,224.62**	**492.64**

Amounts due to Promoters / Promoter Group Companies / Directors / Relatives of Directors / Subsidiary Companies / Joint Ventures / Associate Companies/Holding Company

(Rs. in million)

Particulars	As at September 30 ,	As at March 31,			
	2010	2,010	2,009	2,008	2,007
Super Religare Laboratories Limited - Holding Company w e f 20 August 2010	771.29	-	-	-	-
Piramal Healthcare Limited - Erstwhile Holding Company till 20th August 2010	-	773.57	1,950.54	1,190.87	458.89
				-	-
Total	**771.29**	**773.57**	**1,950.54**	**1,190.87**	**458.89**

Notes:

a) The 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 this list is accurate and complete.

b) The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Group..

c) Summary of interest rates:

Particulars	As at September 30 ,	As at March 31,			
	2010	2010	2009	2008	2007
Secured loans					
A) Term Loans					
-From Banks	9.50%	9.50%	-	-	-
B) Redeemable Non Convertible Debentures	-	8.75%	-	-	-
Unsecured loans					
Inter Corporate deposits	11.25%	10.00%	12.00%	16.50%	16.50%

Annexure VI - Restated consolidated Capitalization Statement

(Rs. in million)

Particulars		As at September 30, 2010	As at March 31, 2010
Debt			
Short term debt	(A)	-	773.58
Long term debt	(B)	2,305.04	1,513.75
Total debt	**(A+B)**	**2,305.04**	**2,287.33**
		-	-
Shareholders' funds		-	-
- Share capital		39.58	39.58
- Reserves		-	-
- Debit Balance of Profit and Loss Account		239.94	116.65
Total shareholders' funds	**(C)**	**(200.36)**	**(77.07)**
Long term debt/equity	**(B/C)**	**-***	**-***

Notes:

1. Short-term debt represents debts which are due within twelve months.

2. Long-term debt represents debt other than short-term debt, as defined above.

3. Long term debt/equity = $\frac{\text{Long term debt}}{\text{Total share holders fund}}$

4. The post issue capitalization cannot be determined till the completion of the book building process.

5. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Group.

-*Not applicable as equity is negative.

Annexure VII - Restated Consolidated statement of Sundry Debtors

(Rs. in million)

Particulars	As at September 30,	As at March 31,			
	2010	2010	2009	2008	2007
Debts outstanding for a period exceeding six months					
Secured, considered good	-	-	-	-	-
Unsecured, considered good	63.73	26.86	35.38	47.58	4.68
Considered doubtful	7.37	6.60	2.15	1.49	0.78
Other debts					
Secured, considered good	-	-	-	-	-
Unsecured, considered good	105.62	125.93	99.39	59.28	30.19
	176.72	**159.39**	**136.92**	**108.35**	**35.65**
Less: Provision for doubtful debts	7.37	6.60	2.15	1.49	0.78
Total	**169.35**	**152.79**	**134.77**	**106.86**	**34.87**

Note:

The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Group..

Annexure VIII - Restated Consolidated statement of Loans and Advances

(Rs. in million)

Particulars	As at September 30,	As at March 31,			
	2010	2010	2009	2008	2007
Unsecured, considered good					
Advances recoverable in cash or in kind or for value to be received	48.84	69.23	40.92	81.68	30.05
Advance tax and tax deducted at source (net of provisions)	108.70	96.23	67.48	22.59	4.45
Deposit -Others	51.87	52.75	57.34	41.83	17.35
Unsecured, considered doubtful					
Advances recoverable in cash or in kind or for value to be received	-	-	-	-	-
	209.41	**218.21**	**165.74**	**146.10**	**51.85**
Less: Provision for doubtful advances	-	-	-	-	-
Total	**209.41**	**218.21**	**165.74**	**146.10**	**51.85**

Note:

The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Group.

Annexure IX - Restated Consolidated statement of items of Other Income

(Rs. in million)

Particulars	For the period ended September 30 ,	For the year ended March 31,			
	2010	2010	2009	2008	2007
Other income	1.41	34.37	3.57	2.17	1.27
Net profit/ (loss) before tax, as restated	(128.15)	(18.67)	(62.26)	(25.47)	(23.00)
Other income as %ge of net profit/ (loss) before tax as restated	**-***	**-***	**-***	**-***	**-***
Sources of Income					
Interest received on					
- Bank deposits	0.37	0.27	0.17	0.87	0.85
- Others	-	0.48	2.22	-	-
Miscellaneous income	1.04	3.46	1.18	1.30	0.43
Interest on Income Tax refund	-	0.26	-	-	-
Remission of Liability on Business Purchase	-	29.90	-	-	-
Total	**1.41**	**34.37**	**3.57**	**2.17**	**1.28**

Notes:

(i) * Since there is a net loss before tax, as restated, the percentages have not been shown.

(ii) The figures disclosed above are based on the restated consolidated summary statement of profit and losses of the Group

(iii) Since other income is less than 20% of restated net profit/ (loss) before tax, breakup of other income has not been disclosed.

Annexure X - Restated Consolidated statement of Dividend paid

(Rs. in million)

Particulars	As at September 30,	As at March 31,			
	2010	2010	2009	2008	2007
Subscribed and Paid up					
Equity share capital	39.58	39.58	39.58	39.58	30.28
Dividend on equity shares	-	-	-	-	-
Dividend %	-	-	-	-	-
Dividend Amount	-	-	-	-	-
Dividend Tax	-	-	-	-	-

Note:

The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities & profit and losses of the Group..

Annexure XI - Restated Consolidated statement of Accounting Ratios

Particulars	As at September 30,	As at March 31,			
	2010	2010	2009	2008	2007
Net Profit /Loss , as restated (A) (Rs. in million)	(123.29)	(17.71)	(59.96)	(28.52)	(30.33)
Net Worth (B) (Rs. in million)	(200.36)	(77.07)	(59.36)	0.59	377.66
Basic Earnings/ (Loss) per share (Rs.) (A/C)	(31.15)	(4.47)	(15.15)	(9.41)	(12.00)
Diluted Earnings/ (Loss) per share(Rs.) (A/D)	(31.15)	(4.47)	(15.15)	(9.41)	(12.00)
Return on net worth % (A/B)	*	*	*	(4833.90%)	(8.03%)
Net asset value per equity share (Rs.) (B/E)	(50.62)	(19.47)	(15.00)	0.15	124.71
Weighted average number of equity shares outstanding during the year/period for (Basic) (C)	3,958,200	3,958,200	3,958,200	3,030,741	2,526,990
Weighted average number of equity shares outstanding during the year/period for (Diluted) 9D)	3,958,200	3,958,200	3,958,200	3,030,741	2,526,990
Total number of shares outstanding at the end of the year/period (E)	3,958,200	3,958,200	3,958,200	3,958,200	3,028,200

1. Ratios have been computed as per the following formulas

Basic Earnings/ (Loss) per share (Rs.) = $\dfrac{\text{Net Profit/(loss) after Tax before extraordinary items, as restated attributable to equity shareholders}}{\text{Weighted average number of equity shares outstanding during the year/period}}$

Diluted Earnings/(Loss) per share(Rs.) = $\dfrac{\text{Net Profit/(loss) after Tax before extraordinary items, as restated attributable to equity shareholders}}{\text{Weighted average number of dilutive equity shares outstanding during the year/period}}$

Return on Net Worth (%) = $\dfrac{\text{Net Profit/(loss) after Tax, as restated}}{\text{Net Worth, as restated, at the end of the year/period}}$

Net Asset Value per equity share (Rs.) = $\dfrac{\text{Net Worth, as restated, at the end of the year/period}}{\text{Number of equity shares outstanding at the end of year/period}}$

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 the 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 the total number of days during the period / year.

3. Earnings per share calculations are done in accordance with Accounting Standard 20 ‘Earnings Per Share’ issued by the Institute of Chartered Accountants of India.

4. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities & profit and losses of the Group.

5. * Ratio not applicable as Net worth is Negative

6. EPS is not annualised for the period ended September 30,2010

PRO-FORMA FINANCIAL INFORMATION

SUPER RELIGARE LABORATORIES LIMITED
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED MARCH 31, 2010
(ALL AMOUNTS IN RUPEES MILLION, EXCEPT SHARE AND SHARE DATA)

Annexure 1

	HISTORICAL		PRO FORMA ADJUSTMENTS	PRO FORMA	
	SRL	PDSPL			Total
	A	B	C		D
INCOME					
Service Income (Gross)	1,684.19	2,062.07	-		3,746.26
Less: Service Tax	11.11	-	-		11.11
Service Income (Net)	**1,673.08**	**2,062.07**	**-**		**3,735.15**
Trading Sales	13.29	-	-		13.29
Other Income	25.24	4.47			29.71
TOTAL	**1,711.61**	**2,066.54**			**3,778.15**
EXPENDITURE					
Materials Consumed	643.14	473.42	-		1,116.56
Cost of Tests Outsourced	29.44	-	-		29.44
Personnel Expenses	456.12		286.61	**3(a)**	742.73
Operating and Other Expenses	678.53	1,213.48	**(289.68)**	**3(a)**	1,602.32
	1,807.22	**1,686.90**	**(3.07)**		**3,491.05**
Profit/(loss) before Financial Expenses, Depreciation/ Amortisation & Taxes	**(95.61)**	**379.64**	**3.07**		**287.10**
Financial Expenses	132.08	238.50	25.45	3(b) & 3(c)	396.03
Profit/(loss) before Depreciation/ Amortisation & Taxes	**(227.69)**	**141.14**	**(22.38)**		(108.93)
Depreciation/ Amortization	89.37	186.70	18.94	3(d)	295.01
(Loss) before tax and prior period items	**(317.06)**	**(45.56)**	**(41.32)**		**(403.94)**
Provision for Tax					
Deferred tax charge/ (credit)	12.82	(0.46)	-		12.36
Provision for Wealth Tax	-	0.05	-		0.05
Excess provision for tax for earlier years	-	2.27	-		2.27
Total Tax Expense	**12.82**	**1.86**	**-**		**14.68**
(Loss) after tax and before prior period items	**(329.88)**	**(47.42)**	**(41.32)**		**(418.62)**
Prior period items	1.68	(0.54)	-		1.14
(Loss) before minority interest	**(331.56)**	**(46.88)**	**(41.32)**		**(419.76)**
Less: Minority Interest	(0.99)	-	-		(0.99)
Net (Loss)	**(330.57)**	**(46.88)**	**(41.32)**		**(418.77)**
Earnings/ (Loss) per share					
Basic[Nominal value of shares Rs. 10/- (Previous Year Rs. 10/-)] in Rs.	(17.01)				(9.38)
Diluted [Nominal value of shares Rs. 10/- (Previous Year Rs. 10/-)] in Rs.	(13.74)				(8.50)
Weight average common shares outstanding :					
Basic	19,437,446		25,199,899	3(e)	44,637,345
Diluted	24,056,624		25,199,899	3(e)	49,256,523

The notes to accounts form an internal part of the unaudited Pro Forma Condensed Consolidated financial Information.

SUPER RELIGARE LABORATORIES LIMITED
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED PROFIT AND LOSS ACCOUNT
FOR THE SIX MONTH PERIOD ENDED SEPTEMBER 30, 2010
(ALL AMOUNTS IN RUPEES MILLION, EXCEPT SHARE AND SHARE DATA)

Annexure 2

	HISTORICAL		PRO FORMA ADJUSTMENTS	NOTES	PRO FORMA
	SRL	**PDSPL**			**Total**
INCOME					
Service Income (Gross)	1,518.45	871.10			2,389.55
Less: Service Tax	19.19	-	-		19.19
Service Income (Net)	**1,499.26**	**871.10**	**-**		**2,370.36**
Other Income	122.62	1.12			123.74
TOTAL	**1,621.88**	**872.22**			**2,494.10**
EXPENDITURE					
Materials Consumed	504.00	181.45	-		685.45
Cost of Tests Outsourced	15.89	-	-		15.89
Personnel Expenses	313.89	-	115.90	3(a)	429.79
Operating and Other Expenses	583.70	540.40	**(116.20)**	3(a)	1,007.90
	1,417.48	**721.85**	**(0.30)**		**2,139.03**
Profit/(Loss) before Financial Expenses, Depreciation/Amortisation & Taxes	**204.40**	**150.37**	**0.30**		**355.07**
Financial Expenses	132.42	118.43	30.41	3(b) & 3(c)	280.96
Profit/(Loss) before Depreciation/ Amortisation & Taxes	**71.98**	**32.24**	**(30.11)**		**74.11**
Depreciation/ Amortization	143.15	54.08	0.09	3(d)	197. 32
(Loss) before tax and exceptional item	**(71.17)**	**(21.84)**	**(30.20)**		**(123.21)**
Exceptional Item	**-**	**(26.93)**	**-**		**(26.93)**
Loss before tax	**(71.17)**	**(48.77)**	**(30.20)**		**(150.14)**
Provision for Tax					
Deferred tax charge/ (credit)	(12.20)	8.23	(3.01)		(6.98)
Total Tax Expense / (credit)	**(12.20)**	**8.23**	**(3.01)**		**(6.98)**
Loss after Tax and before prior period items	**(58.97)**	**(57.00)**	**(27.19)**		**(143.16)**
Prior period items	**-**	**(3.01)**	**3.01**		**-**
(Loss) before minority interest	**(58.97)**	**(53.99)**	**(30.20)**		**(143.16)**
Less:Minority Interest	(2.46)	-	-		(2.46)
Net (Loss)	**(56.51)**	**(53.99)**	**(30.20)**		**(140.70)**
Earnings/ (Loss) per share					
Basic[Nominal value of shares Rs. 10/- (Previous Year Rs. 10/-)] in Rs.	(2.04)		**-**		(2.99)
Diluted [Nominal value of shares Rs. 10/- (Previous Year Rs. 10/-)] in Rs.	(2.04)		**-**		(2.99)
Weight average common shares outstanding :					
Basic	27,713,821		19,416,316	3(e)	47,130,137
Diluted	32,369,559		19,416,316	3(e)	51,785,875

The notes to accounts form an internal part of the unaudited Pro Forma Condensed Consolidated Financial Information.

Super Religare Laboratories Limited

Notes to Accounts for Unaudited Pro Forma Consolidated Financial Information

(in Rupees, unless otherwise stated)

1. Background

(i) Super Religare Laboratories Limited ('SRL' or the 'Company') is in the business of establishing, maintaining and managing clinical reference laboratories, to provide testing, diagnostics and prognostics monitoring/ screening tests on human beings. The Company also provides laboratory support services for clinical research studies. As part of its business activities, the Company holds interests in its subsidiaries and joint ventures through which it manages and operates a network of diagnostic centres.

(ii) The unaudited pro forma condensed consolidated financial information ("Pro Forma Financial Information") of the Company and its subsidiaries and joint ventures (collectively, the Group), consisting of the unaudited consolidated pro forma profit and loss account for the year ended March 31, 2010 and for the six-month period ended September 30, 2010 gives effect to the acquisition of Piramal Diagnostic Services Private Limited ("PDSPL") by SRL effective August 20, 2010 (as described in note 1(iii) below), as if this acquisition had taken place on April 1, 2009. Such Pro Forma Financial Information is based on the historical consolidated financial statements of SRL, and PDSPL and certain adjustments which SRL believes are reasonable, to give effect of this transaction, which are described in Note 3 below.

(iii) The Company in pursuance of the share purchase, share allotment and debenture subscription agreement dated July 13, 2010 with Piramal Diagnostic Services Private Limited ('PDSPL'), Piramal Healthcare Limited, Dr Bhavin Jankharia and Dr Avinash Phadke, acquired the entire operations of PDSPL effective August 20, 2010 on a going concern basis for purchase consideration of Rs 3,722.88 which has been summarized as follows:

Rs. million

(i)	Cash payment amounting to	722.88
(ii)	Issuance of 10 % (ten percent) of the equity share capital of the company i.e. 5,199,899 equity shares of Rs 10 each at a premium of Rs 249.62 per share	1,350.00
(iii)	Issuance of 16,500 Non Convertible Debentures of Rs 100,000 each	1,650.00
	Total	**3,722.88**

The difference between the cost to the Company of its investment in PDSPL and its proportionate share in the equity of the PDSPL at the date of acquisition of stake is recognized as goodwill. Accordingly, considering the net equity of Rs 197.97 million at August 20, 2010, the Company has recognized goodwill of Rs 4,093.46 million considering investment (including acquisition cost thereof of Rs 172.62 million) of Rs 3,895.49 million. In accordance with current accounting standards, the goodwill will not be amortized and will be tested for impairment at the reporting unit level annually and whenever circumstances occur indicating that goodwill might be impaired.

(iv) This pro forma condensed consolidated financial information is prepared solely for information purposes and is not necessarily indicative of the combined results of operations that might have been achieved for the periods or dates indicated, nor is it necessarily indicative of the future results of the combined company.

2. Basis of Presentation

(i) The accounting year of all subsidiaries and joint ventures of SRL and PDSPL end on March 31 of every year. The unaudited pro forma condensed consolidated statement of profit and loss for the year ended March 31, 2010 combines the audited condensed consolidated historical statement of profit and loss for SRL for the year ended March 31, 2010 and the audited condensed consolidated historical statement of profit and loss for PDSPL for the year ended March 31, 2010, as if the acquisition occurred on April 1, 2009. The unaudited pro forma condensed consolidated statement of profit and loss for six months ended September 30, 2010 combines the audited condensed consolidated historical statement of profit and loss for SRL for the six months ended September 30, 2010, including the results of operations of PDSPL from August 21, 2010 through September 30, 2010, and the audited condensed consolidated historical statement of profit and loss for PDSPL for the period from April 1, 2010 to August 20, 2010 as if the acquisition had occurred on April 1, 2009. Such historical condensed consolidated profit and loss account of SRL and PDSPL are derived from the audited historical consolidated financial statements of SRL and PDSPL, each being not included in this offering document.

(ii) The pro forma condensed consolidated financial information has been compiled in a manner consistent with the accounting policies adopted by SRL.

3. Pro Forma Adjustments

(a) Certain balances have been reclassified from the PDSPL financial statements for the year ended March 31, 2010 and period from April 1, 2010 to August 20, 2010, so that their presentation would be consistent with SRL, which are explained as below:

a. For the year ended March 31,2010: (in Rs. Millions)

Personnel expenses	286.61
Financial expenses	3.07
Operating and other expenses	(289.68)

b. For the year ended August 20,2010: (in Rs. Millions)

Personnel expenses	115.90
Financial expenses	0.30
Operating and other expenses	(116.20)
Prior period adjustment	3.01
Deferred tax credit	3.01

(b) The Company has issued 10% redeemable non-convertible debentures of Rs 100,000 each amounting to Rs 1,650.00 million to the shareholders of PDSPL on August 20, 2010 as part of purchase consideration. Had this acquisition taken place on April 1, 2009, the Company would have accrued additional interest of Rs 165.00 million on these debentures for the year ended March 31, 2010 and additional interest of Rs 71.76 million for the period from April 1, 2010 to August 20, 2010.

(c) As part of the terms of the acquisition of PDSPL, the Company has given a loan of Rs 2,277.13 million to PDSPL on August 20, 2010 to enable it to repay a loan of Rs 2,277.13 million to the PDSPL's lenders, which was taken by PDSPL over the years. Had this acquisition taken place on April 1, 2009, this loan of PDSPL would have settled on that date and accordingly. PDSPL would not have accrued and paid interest of Rs 142.63 million on this loan for the year ended March 31, 2010 and interest of Rs 41.65 million for the period from April 1, 2010 to August 20, 2010.

(d) Subsequent to the acquisition, PDSPL's management has decided to revise the useful life of trademarks of PDSPL from 15 years to 10 years and that of leasehold improvements of PDSPL from 16 years to 5 years to align the useful lives of the assets of PDSPL to the useful lives of assets estimated by SRL's management. Had these changes been made on April 1, 2009, PDSPL would have recorded additional depreciation / amortization expenses of Rs. 18.94 million for the year ended March 31, 2010 and Rs. 0.09 million for the period from April 1, 2010 to August 20, 2010.

(e) The adjustment made to earnings per share computations reflects the issuance of 5,199,899 equity shares to the shareholders of PDSPL as part of purchase consideration and issuance of 20,000,000 equity shares by the Company to raise cash for payment of purchase consideration and the loan of PDSPL as part of the acquisition.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF OUR COMPANY

You should read the following discussion and analysis of our financial condition and results of operations together with our restated financial statements included in this Draft Red Herring Prospectus. You should also read the section titled "Risk Factors" on page xiii, which discusses a number of factors and contingencies that could impact our financial condition and results of operations. The following discussion relates to (i) our Company on a consolidated basis, and, unless otherwise stated, is based on restated consolidated financial statements, except that for Fiscal Years 2008, 2007 and 2006 the discussion relates to our Company on an unconsolidated basis because we had no interests in any subsidiary or entity with which to consolidate our results of operations in those periods; and (ii) Piramal Diagnostics on a consolidated basis and, unless otherwise stated, is based on restated consolidated financial statements, in each case which have been prepared in accordance with the applicable provisions of the Companies Act and the SEBI Regulations.

Indian GAAP differs in certain significant respects from IAS/ IFRS and other accounting standards with which prospective investors may be familiar in other countries. We do not provide a reconciliation of our restated consolidated and unconsolidated financial statements to IAS/ IFRS and we have not otherwise quantified or identified the impact of the differences between Indian GAAP and IAS/ IFRS as applied to our restated consolidated and unconsolidated financial statements. As there are significant differences between Indian GAAP and IAS/IFRS, there may be substantial differences in our results of operations, cash flows and financial position if we were to prepare our financial statements in accordance with IAS/ IFRS instead of Indian GAAP. Accordingly, the degree to which the financial statements in this Draft Red Herring Prospectus will provide meaningful information to a prospective investor in countries other than India depends entirely on such potential investor's level of familiarity with Indian accounting practices. Unless stated otherwise herein, all fiscal year ends occur on March 31; therefore, all references to a particular fiscal year are to the twelve months ended March 31 of that year. See also the section titled "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation" on page x.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements. Given these uncertainties, prospective investors are cautioned not to place undue reliance on such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in the sections titled "Risk Factors", "Forward-Looking Statements" and "Our Business" on pages xiii, xii and 63, respectively.

SUPER RELIGARE LABORATORIES

Overview

We are one of the leading diagnostics services companies in India. Following our acquisition of Piramal Diagnostic in August 2010, we have the largest market share (48%) in the organized sector in India. (*Source: the IMaCS Report*) We provide diagnostic testing services (routine, specialized and esoteric tests), preventive care testing services and clinical research trial testing services at our laboratories, and during the nine month period ended December 31, 2010 we performed approximately 33,000 diagnostic tests per day.

We served approximately 4.2 million customers during the nine months ended December 31, 2010 through our network of reference laboratories, Centers of Excellence, network laboratories (comprising pathology and radiology laboratories), collection centers and wellness centers. As of December 31, 2010, our diagnostic laboratory network comprised eight reference laboratories, seven Centers of Excellence, 181 network laboratories (comprising 164 pathology laboratories and 17 radiology laboratories), 15 wellness centers and 888 collection centers. As of December 31, 2010, of our 164 pathology laboratories, 53 are owned by us, we operate and manage 31 pathology laboratories based in hospitals (14 of which are based in hospitals run by Fortis Healthcare Limited), 55 are joint venture laboratories and 25 are franchisee laboratories. As of December 31, 2010, of our 17 radiology laboratories, 16 are owned by us and we operate and manage one radiology laboratory based in a hospital. Six of our reference laboratories are based in India, our seventh reference laboratory is based in Kathmandu, Nepal and we have entered into a service agreement for one reference laboratory in the Dubai Healthcare City. For further information, refer to the section titled " – *Franchises and Joint Venture – Management of third-party laboratories*". In addition, we currently have 23 collection centers, as well as representation and liaison offices, outside India in the United Arab Emirates, Oman, Qatar, Kuwait, Bahrain, Sri Lanka, Bangladesh, Nepal, the Maldives, Tanzania and Zambia.

Through our network of laboratories, we offer a comprehensive range of approximately 3,300 diagnostic tests that cover an extensive range of specialties. Our reports are used for detection, diagnosis, evaluation, monitoring and treatment of diseases and other medical conditions, as well as to monitor and evaluate responses to medication. Through Piramal Diagnostics, we offer a range of pathology services and radiology modalities including computed tomography ("**CT**"), diagnostic radiology ("**X-ray**"), magnetic resonance imaging ("**MRI**"), ultrasound and positron emission tomography ("**PET**"). Our collection centers collect specimens within an area or region for shipment to a pre-designated laboratory for testing and our wellness centers offer *inter alia* preventive care through various health screening packages.

We also provide clinical research services, which are dedicated to offering centralized laboratory services to support the needs of drug development for various phases of clinical trials conducted by Indian as well as international pharmaceutical, biotechnological and research companies. Our services extend to support multi-centric studies at sites within India as well as in our neighboring Asian countries.

Our pathology research and development division is ISO certified and recognized by the GoI's Department of Scientific and Industrial Research. Our research and development division seeks to expand its existing test menu and develop new tests in diagnostics in order to improve sensitivity, specificity, time or costs as compared to available conventional tools.

As of December 31, 2010, we had a full-time medical and scientific staff of 1,596 personnel comprising, among others, pathologists, radiologists and scientists located in India, some of whom are globally recognized leaders. All of our laboratories are manned by qualified scientific staff and supervised by a team of pathologists or radiologists, with specializations in relevant fields of laboratory medicine or radiology.

Our customers include hospitals and other medical facilities, physicians, insurance companies, governmental agencies, corporations, nursing homes, pharmaceutical companies and other independent clinical laboratories and walk-in customers.

In Fiscal Years 2008, 2009 and 2010 and the six months ended September 30, 2010, we generated total income of ₹ 943.92 million, ₹ 1,406.70 million, ₹ 1,699.40 million and ₹ 1,531.47 million, respectively. In Fiscal Years 2008, 2009 and 2010 Piramal Diagnostics generated total income of ₹ 1,072.44 million, ₹ 1,696.11 million and ₹ 2,096.44 million, respectively.

ACQUISITION OF PIRAMAL DIAGNOSTICS

We acquired 100% of the outstanding share capital of Piramal Diagnostics on August 20, 2010. As consideration for this acquisition, we (i) issued shares equivalent to 10% of our share capital (including the issuance of such shares) to the former owners of Piramal Diagnostics, (ii) issued non-convertible debentures in an aggregate principal amount of ₹ 1,650 million to Piramal Diagnostics' former direct parent company, PHL, which we intend to redeem with part of the Net Proceeds of this Issue, (iii) agreed that Piramal Diagnostics would repay ₹ 2,277.13 million of indebtedness owing to PHL and (iv) paid the former owners of Piramal Diagnostics ₹ 722.87 million in cash. To finance the repayment of debt and cash consideration, we raised ₹ 1,000 million and ₹ 2,000 million by issuing ordinary shares and non-cumulative preference shares, respectively, to our Promoters. We intend to repay ₹ 1,650.00 million of such non-convertible debentures and to redeem the preference shares with part of the Net Proceeds of this Issue. We expect that the indebtedness incurred to finance the acquisition of Piramal Diagnostics will have an impact on our results of operations in the period between the acquisition and the Offering as a result of the increase in finance expenses related to interest payments on the non-convertible debentures. For further details regarding the use of the Net Proceeds, see the section titled "*Objects of the Issue*" on page 36.

The acquisition of Piramal Diagnostics also resulted in a significant amount of goodwill during the six months ending September 30, 2010. Our goodwill increased from ₹ 285.64 million as of March 31, 2010 to ₹ 4,455.71 million as of September 30, 2010, an increase of ₹ 4,170.07 million. For further details of the acquisition of Piramal Diagnostics, see Note 8 to our restated consolidated financial statements.

As of December 31, 2010, Piramal Diagnostics had three Centers of Excellence, 129 network laboratories, 17 radiology laboratories, and 94 collection centers in more than 100 cities in India. For further details of the acquisition and of Piramal Diagnostics' business activities, see the sections titled "*History and Corporate Structure – Shareholder Agreements – Share Purchase, Share Allotment and Debenture Subscription Agreement dated July 13, 2010 with Piramal Healthcare Limited, Dr. Bhavin Jankharia, Dr. Avinash Phadke and Piramal Diagnostic Services Private Limited, as amended by Amendment Agreement dated August 20, 2010*" and "*Our Business*" on page 105 and 63, respectively.

The financial information in our restated consolidated financial statements as of and for September 30, 2010 reflects the financial information of Piramal Diagnostics from the date of its acquisition, August 20, 2010. Furthermore, for the purposes of preparing our consolidated financial statements as of and for any subsequent periods, we intend to consolidate the financial information of Piramal Diagnostics as of the date of its acquisition with the financial information of our Company and of our other subsidiaries and joint ventures. Our consolidated financial statements for future periods will not be comparable to our restated consolidated financial statements included herein because of the significant effect of the acquisition of Piramal Diagnostics.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITION

The following factors are the primary factors that have affected, and that we expect will continue to affect, our business, financial condition, results of operation and prospects.

Growth in our testing capacity

We generate most of our income by testing samples at our laboratories. Over the periods under review, we have significantly increased our testing capacity by acquiring or establishing additional laboratories, which has in turn increased our income. We increased the number of our laboratories from 18 as of March 31, 2007 to 45 as of March 31, 2010, and further increased the number of our laboratories, to 150, when we acquired Piramal Diagnostics on August 20, 2010. In addition, we have in the periods under review increased the number of our collection centers from 550 as of March 31, 2007 to 1,044 as of March 31, 2010. Our collection centers expand our geographical presence and enable us to increase the number of samples our laboratories can test. However, in the nine month period ended December 31, 2010, we reduced the number of our collection centers by 256 primarily in order to reduce costs at facilities we believed were not operating efficiently. In Fiscal Year 2007 we conducted approximately 2.15 million tests on approximately 1.38 million samples and in Fiscal Year 2010 we conducted approximately 5.64 million tests on approximately 3.24 million samples. The table below sets forth the number of our laboratories, tests performed and income for the periods indicated:

Particulars	Fiscal Year 2010	Fiscal Year 2009	Fiscal Year 2008	Fiscal Year 2007
Number of laboratories (as at period end)(1)	45	37	27	18
Number of collection centers (as at period end)(1)	1,044	972	741	550
Number of tests performed(2)	5.64 million	4.03 million	2.79 million	2.15 million
Service income from laboratory / clinical services	₹ 1,665.05 million	₹ 1,378.96 million	₹ 921.46 million	₹ 775.90 million

(1) Owned or managed by us or operated through franchisee or joint venture companies. For details of our laboratories and collection centers, see "*Our Business – Our network*".
(2) Management estimates.

Funding our expansion and support from our Promoters

We have historically relied significantly on the support of our Promoters to advance the expansion of our business financially and strategically. In Fiscal Years 2009 and 2010, we incurred capital expenditures (which we have capitalized as additions to fixed assets, including intangibles) of ₹ 353.50 million and ₹ 631.37 million respectively, most of it related to additional laboratories and wellness centers. Since we commenced our expansion plan in Fiscal Year 2007, we have funded most of our expansion through inter-corporate deposits and equity capital from our Promoters, most of which has come from companies owned or affiliated with our Promoters. The additional debt we have incurred to finance our expansion has significantly increased our financial expenses.

.

We expect to use a portion of the Net Proceeds of this Issue to repay our indebtedness and to fund any future expansion through a variety of means where circumstances permit, including, but not limited to, cash from operations, additional borrowings and the disposal of assets. Some or all of these funding sources may not be available to us on acceptable terms or at all. For risks related to our funding needs, see the section titled "*Risk Factors - We may be unable to successfully implement our growth strategy to increase our physical presence*" on page xxi.

Introduction of new tests

We have introduced new tests in each period under review, with a particular focus on esoteric tests which we believe are more profitable than other tests. For example, in India, we have introduced a new diagnostic test for rheumatoid arthritis, tests for screening and diagnosis of type 1 diabetes, new allergy testing and breast cancer tests, among others.

New acquisitions and franchise opportunities

We plan to selectively enhance our business from time to time through strategic acquisitions, franchising, joint ventures and other alliances. For example, we have entered into a joint venture in Nepal and franchise agreements with laboratory operators throughout India. We also have an agreement with Fortis Healthcare Limited, a related party, to manage laboratories in 14 of their hospitals. As of December 31, 2010, of our 164 pathology laboratories, 53 are owned by us, we operate and manage 31 laboratories based in hospitals (including the 14 which are based in hospitals run by Fortis Healthcare Limited), 55 are joint venture laboratories and 25 are franchisee laboratories. However, these plans are subject to the availability of appropriate opportunities and competition from other companies seeking similar opportunities. Moreover, the success of any such effort may be affected by a number of factors, including our ability to properly assess and value the potential business opportunity, and to integrate it into our business. The success of our plans depends not only on our contributions and capabilities, but also on the property, resources, efforts and skills contributed by any counterparty or partner. For further details, see the sections titled "*Risk Factors – We may be unable to successfully implement our growth strategy to increase our physical presence*" and "*Our Business*" on pages xi and 63, respectively.

Increasing expenditures

Our expansion over the periods under review has increased our total expenditures at a higher rate than increases in our income over the same periods, primarily as a result of our laboratories generally having a two-year gestation period before they are able to contribute materially to our income. Our total expenditures increased by 40.00%, 56.73% and 32.53%, in Fiscal Years 2010, 2009 and 2008, respectively, compared to increases in our total income of 20.81%, 49.03% and 17.27%, respectively. As a result of this disparity, we have had negative cash flows from operations in Fiscal Years 2010 and 2009 and reduced positive cash flows from operations in Fiscal Year 2008 compared to Fiscal year 2007. Our results of operations are affected by our ability to manage our expenses, the principal components of which consist of compensation, real estate lease expenses, equipment maintenance costs and the costs of material consumed, which are discussed below.

Personnel costs

For Fiscal Year 2010, our personnel costs were ₹ 456.12 million, representing 25.24% of our total expenditures. For the period under review our personnel has increased from 696 as of March 31, 2007 to 1,838 as of March 31, 2010. In addition, we have experienced periodic wage increases in line with, or slightly above, inflation.

Operating and other expenses

For Fiscal Year 2010, our operating and other expenses were ₹ 675.98 million. Real estate lease expenses for Fiscal Year 2010 represented 8.25% of our total expenditures, as we lease substantially all our facilities (including our laboratories, collection centers and wellness centers). Further, because a majority of these expenses are fixed, a relatively small change in our income could have a disproportionate effect on our operating and financial results.

Materials consumed

Materials consumed accounts for a significant portion of our overall expenditures and represented 35.73%, 34.40% and 35.18% of our total expenditure for Fiscal Years 2010, 2009 and 2008, respectively. During the periods under review, our largest purchases of materials consumed consisted primarily of reagents and chemicals. Our cost of materials consumed has also been affected by the gestation period discussed above.

General economic growth in India

Our financial results are affected by general economic growth in India. India's real GDP increased by 6.7% and 7.4% in Fiscal Years 2009 and 2010, respectively. (*Source: Reserve Bank of India Annual Report, 2009-2010*). As much of the healthcare services we provide are discretionary, we believe that the increasing purchasing power of India's middle class in the periods under review has impacted our results of operations and disposable income. However, if India's economic performance deteriorates or worsens, customers may focus their spending on essential medical services, which could result in less demand for our discretionary services. If the Indian economy continues to grow, we expect customers to be interested in discretionary services, thereby increasing demand for our services. For further details of risks associated with economic factors that affect our business, see the section titled "*Risk Factors – External Risks*" on page xxxvi.

Competition

The diagnostics industry in India is highly competitive and largely unregulated with low barriers to entry and with competition often based upon pricing. We compete with hospital-based laboratories, physician-office laboratories and other independent clinical laboratories. Larger clinical laboratory providers are able to increase cost efficiencies afforded by large-scale automated testing. This results in greater price competition. Because the diagnostic industry in India is largely unregulated, we also face increased competition from small-scale and local players that may have an established local presence, as well as from international competitors that may establish their operations in India. For further details of risks associated with competition, see the section titled "*Risk Factors – We operate in a competitive business environment, both globally and domestically. Existing and new competitors could have a material adverse impact on our net income and profitability*" on page xiv.

Physical and geographic reach

Our results of operations depend on the effectiveness of the geographic reach of our network. As of December 31, 2010, we had a presence in approximately 400 cities in India. Our ability to maintain and expand our network of laboratories, collection centers and other points of presence in a cost effective and efficient manner has had, and we expect will continue to have an impact, on our financial performance and results of operation.

BASIS OF PREPARATION

Our restated consolidated financial statements have been prepared to comply in all material respects with the requirements of paragraph B(1) of Part II of Schedule II to the Companies Act and the SEBI Regulations. We account for our share in the assets, liabilities, income and expenses of our two joint ventures using the proportionate consolidation method.

CRITICAL ACCOUNTING POLICIES

Our financial statements are prepared under the historic cost convention on an accrual and going concern basis, in compliance with the accounting standards issued by the Institute of Chartered Accountants of India, in accordance with generally accepted accounting principles in India, and provisions of the Companies Act, 1956. The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and the disclosure of contingent liabilities on the date of financial statements and reported results of operations during the reporting period. Critical accounting policies are those accounting policies that reflect significant judgments and which may result in materially different results under different assumptions and conditions. We review estimates and underlying assumptions on an ongoing basis and recognize any revisions to these accounting estimates in the financial period in which the estimates are revised and in any future periods affected. The most significant of our critical accounting policies are set out below. Piramal Diagnostics' accounting policies prior to its acquisition are discussed below, see the section titled "*–Piramal Diagnostics – Critical Accounting Policies*".

Impairment

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to us and the revenue can be reliably measured. With respect to income from services, revenue is recognized at the time of generation of test reports, which coincides with the completion of service to the customer. Revenue from management fees is recognised on an accrual basis, in accordance with the terms of the relevant agreements, as and when services are rendered.

Provisions

A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Investments

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried 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 recognise a decline other than temporary in the value of the investments.

Inventories

The inventories of materials representing reagents, chemicals and consumables are valued at cost. Cost is determined on a moving weighted average basis. However, materials and other items held for use in the performance of clinical tests are not written down below cost, if the tests in which they will be incorporated are expected to be sold at or above cost.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed as they occur.

Our significant accounting policies are set out in further detail in our restated consolidated financial statements in "*Financial Information*" on page F-1.

RESULTS OF OPERATIONS

Explanation of key income statement items

Total income

Total income consists primarily of service income from laboratory and clinical services. Income from laboratory and clinical services comprises income from diagnostic testing services (routine, specialized and esoteric tests), preventive care testing services, clinical research trial testing services at our laboratories, corporate health check-ups and imaging. Management fees are paid to us by our franchisees with whom we have entered into a management fee arrangement. For further details, see the section titled "*Our Business – Franchises and Joint Ventures - Franchises* " on page 74.

Total expenditure

Total expenditure consists primarily of the costs of materials consumed, personnel cost, operating and other expenses. Total expenditure also includes costs of tests outsourced.

- Materials consumed includes reagents, chemicals and other consumables.
- Personnel cost mainly comprises salaries, wages and other allowances paid to our employees, contributions to statutory funds and other staff and welfare expenses.
- Costs of tests outsourced include costs of tests that we have outsourced to be performed at other companies' laboratories and the fee payable to our franchisees with whom we have entered into revenue sharing arrangements. For further details, see the section titled "*Our Business – Franchises and Joint Ventures - Franchises* " on page 74.
- Operating and other expenses mainly include expenses related to selling and marketing, administration costs, utility costs, rent, provision for doubtful debts, legal and consultancy fees and logistics.

Financial expenses

Financial expenses are comprised of interest on term loans, working capital loans, inter-corporate and other deposits, non-convertible debentures, public deposits and other bank charges.

Depreciation and amortization

Depreciation and amortization include depreciation on testing equipment, leaseholds, machinery, electrical installations, furniture and fixtures, office equipment, vehicles, data processing equipments and computer software.

Provision for taxation

Current tax includes income tax and wealth tax. Deferred tax includes deferred tax liabilities to account for the difference between book depreciation and tax depreciation, as well as deferred tax assets resulting from provisions for doubtful debts and advances debited to the profit and loss account.

Recent Developments

Pursuant to a sale and purchase agreement dated January 6, 2011 that we signed with Fortis Global Healthcare Holdings Pte Limited ("**Fortis**") a related party, Fortis has purchased 100% of the issued share capital of Super Religare Laboratories International FZ LLC ("**SRLIL**") from us as well as our 82.54% interest in MENA Healthcare Investment Company Limited ("**MENA**"). The gross proceeds of the sale amounted to ₹ 12.2 million. MENA is the holding company for SRLIL and an intermediate company; SRLIL owned and operated our laboratory in Dubai. Pursuant to this sale, we have entered into a service agreement dated January 6, 2011 with Fortis to set up, operate and manage a diagnostics services laboratory in the Dubai Healthcare City. For further details, see the section titled "*Our Business – Franchises and Joint Ventures – Management of third party laboratories*" and "*History and Corporate Structure*" on pages 75 and 90, respectively.

Results of Operations

Our restated consolidated and unconsolidated financial statements are included in this document under the section titled "*Financial Information*". The following table sets forth selected data with respect to our results of operations for Fiscal Years 2010 and 2009 on a consolidated basis and for Fiscal Years 2008 and 2007 on an unconsolidated basis:

Particulars	Fiscal Year 2010	Fiscal Year 2009	Fiscal Year 2008	Fiscal Year 2007
				(₹ in millions)
Income				
Service income from:				
Laboratory / clinical services	1,665.05	1,378.96	921.46	775.90

Particulars	Fiscal Year 2010	Fiscal Year 2009	Fiscal Year 2008	Fiscal Year 2007
				(₹ in millions)
Management fees	19.27	15.10	16.34	13.90
Less: Service tax	(11.11)	(18.78)	(12.48)	(10.55)
Service income (net)	**1,673.21**	**1,375.28**	**925.32**	**779.25**
Other Income	12.90	31.42	18.60	25.66
Total income	**1,699.40**	**1,406.70**	**943.92**	**804.91**
Expenditure				
Material consumed	645.69	444.11	289.76	236.54
Cost of tests outsourced	29.43	16.95	17.30	22.01
Personnel cost	456.12	353.86	228.34	157.34
Operating and other expenses	675.98	475.93	288.23	205.58
Total expenditure	**1,807.22**	**1,290.85**	**823.63**	**621.47**
Profit/(loss) before financial expenses, depreciation/amortization and taxes	**(107.82)**	**115.85**	**120.29**	**183.43**
Financial expenses	132.08	85.41	21.09	35.47
Profit/(loss) before depreciation/ amortization and taxes	**(239.90)**	**30.44**	**99.20**	**147.97**
Depreciation/ amortization	89.37	51.05	27.24	18.22
Net profit/(loss) before tax	**(329.27)**	**(20.61)**	**71.96**	**129.75**
Total tax expense	**7.78**	**17.80**	**30.20**	**41.83**
Net profit/(loss), as restated	**(336.06)**	**(36.48)**	**41.76**	**87.92**

Fiscal Year 2010 compared to Fiscal Year 2009

Total income

Total income increased by ₹ 292.70 million, or by 20.81%, from ₹ 1,406.70 million in Fiscal Year 2009 to ₹ 1,699.40 million in Fiscal Year 2010. Income from our laboratory and clinical services accounted for 97.98% of our total income in Fiscal Year 2010.

Income from laboratory and clinical services increased by ₹ 286.09 million, or by 20.75%, from ₹ 1,378.96 million in Fiscal Year 2009 to ₹ 1,665.05 million in Fiscal Year 2010. This was primarily due to an increase in the number of tests performed from 4.03 million in Fiscal Year 2009 to 5.64 million in Fiscal Year 2010. In addition to the increase in volume, our income increased because of price increases which were generally in line with inflation. The volume of tests performed increased, in part, because of an increase in the number of our laboratories from 18 as of March 31, 2007 to 37 as of March 31, 2009. As discussed above, our laboratories generally have a two year gestation period so laboratories added in Fiscal Year 2008 (9) had the most significant impact on increasing our volumes in Fiscal Year 2010, laboratories added in Fiscal Year 2009 (10) less so, and those added in Fiscal Year 2010 itself (8), had the least impact.

Total expenditure

Total expenditure increased by ₹ 516.37 million, or by 40.00%, from ₹ 1,290.85 million in Fiscal Year 2009 to ₹ 1,807.22 million in Fiscal Year 2010. The increase was mainly due to an increase in the materials consumed and increases in personnel cost and operating and other expenses.

Material consumed: Materials consumed increased by ₹ 201.58 million, or by 45.39%, from ₹ 444.11 million in Fiscal Year 2009 to ₹ 645.69 million in Fiscal Year 2010. This was primarily due to an increase in the volume of tests performed and to costs relating to commencing operations at new laboratories, which involves significant start-up costs, for example with respect to calibration tests performed on new machines.

We also incurred additional costs related to material consumed in Fiscal Year 2010 because we relocated our most significant laboratory from one part of Mumbai (Andheri East) to another (Goregaon), and significantly increased our testing capacity in the process.

Costs of tests outsourced: Costs of tests outsourced increased by ₹ 12.48 million, or by 73.63%, from ₹ 16.95 million in Fiscal Year 2009 to ₹ 29.43 million in Fiscal Year 2010. The costs of tests outsourced vary significantly from period to period, depending primarily on customer demand for tests we did not provide at that time.

Personnel cost: Personnel cost increased by ₹ 102.26 million, or by 28.90%, from ₹ 353.86 million in Fiscal Year 2009 to ₹ 456.12 million in Fiscal Year 2010. This was primarily due to an increase in manpower at existing and new locations from 1,522 employees in Fiscal Year 2009 to 1,838 employees in Fiscal Year 2010 as well as increases in compensation which were in line with inflation.

Operating and other expenses: Operating and other expenses increased by ₹ 200.05 million, or by 42.03%, from ₹ 475.93 million in Fiscal Year 2009 to ₹ 675.98 million in Fiscal Year 2010. This was primarily due to an increase in rent for new laboratories as well as for our relocated and significantly expanded laboratory in Goregaon in Mumbai as well as to an increase in selling and marketing expenses.

Loss before financial expenses, depreciation/amortization and taxes

As a result of the foregoing, we recognized a loss before financial expenses, depreciation/amortization and taxes of ₹ 107.82 million in Fiscal Year 2010, as compared to a profit before financial expenses, depreciation/amortization and taxes of ₹ 115.85 million in Fiscal Year 2009.

Financial expenses

Financial expenses increased by ₹ 46.67 million, or by 54.64%, from ₹ 85.41 million in Fiscal Year 2009 to ₹ 132.08 million in Fiscal Year 2010. This was primarily due to the full-year effect of an increase in inter-corporate deposits, mainly from companies owned or affiliated with our Promoters, to finance the acquisition of our Dubai operations in October 2008 (Fiscal Year 2009). As discussed above, we disposed of our Dubai operations in January 2011 and entered into a services agreement to manage and operate the laboratory in Dubai.

Loss/(profit) before depreciation/amortization and taxes

As a result of the foregoing, we recognized a loss before depreciation/amortization and taxes of ₹ 239.90 million in Fiscal Year 2010, as compared to a profit before depreciation/amortization and taxes of ₹ 30.44 million in Fiscal Year 2009.

Depreciation/amortization

Depreciation/amortization increased by ₹ 38.32 million, or by 75.06%, from ₹ 51.05 million in Fiscal Year 2009 to ₹ 89.37 million in Fiscal Year 2010. This was primarily due to an increase in fixed assets as a result of the increase in laboratories and collection centers, as discussed above, particularly with respect to the leaseholds for such new facilities.

Net loss, as restated

For the reasons described above, we recognized a restated net loss of ₹ 336.06 million in Fiscal Year 2010, as compared to a restated net loss of ₹ 36.48 million in Fiscal Year 2009.

Fiscal Year 2009 compared to Fiscal Year 2008

We note from an accounting point of view that our results of operations are not comparable from Fiscal Year 2009 to Fiscal Year 2008 due to the fact that we had no interests in any subsidiary or entity with which to consolidate our results of operations during Fiscal Year 2008. Our results of operations for Fiscal Year 2009 are based on our restated consolidated financial statements whereas our results of operations for Fiscal Year 2008 are based on our restated unconsolidated financial statements.

Total income

Total income increased by ₹ 462.78 million, or by 49.03%, from ₹ 943.92 million in Fiscal Year 2008 to ₹ 1,406.70 million in Fiscal Year 2009.

Income from laboratory and clinical services increased by ₹ 457.50 million, or by 49.65%, from ₹ 921.46 million in Fiscal Year 2008 to ₹ 1,378.96 million in Fiscal Year 2009. This was primarily due to an increase in the number of tests performed from 2.79 million in Fiscal Year 2008 to 4.03 million in Fiscal Year 2009. In addition to the increase in volume, our income increased because of price increases which were generally in line with inflation. Volumes increased, in part, because of an increase in the number of our laboratories from 14 as of March 31, 2006 to 27 as of March 31, 2008. As discussed above, our laboratories generally have a two year gestation period so laboratories added in Fiscal Year 2007 (4) had the most significant impact on increasing our volumes in Fiscal Year 2009, laboratories added in Fiscal Year 2008 (9) less so, and those added in Fiscal Year 2009 itself (10), had the least impact.

Total expenditure

Our total expenditure increased by ₹ 467.22 million, or by 56.73%, from ₹ 823.63 million in Fiscal Year 2008 to ₹ 1,290.85 million in Fiscal Year 2009. The increase was mainly due to an increase in material consumed, personnel costs and operating and other expenses due to an increase in the number of laboratories.

Material consumed: Cost of materials consumed increased by ₹ 154.35 million, or by 53.27%, from ₹ 289.76 million in Fiscal Year 2008 to ₹ 444.11 million in Fiscal Year 2009. This was primarily due to an increase in the volume of tests performed and to costs relating to commencing operations at new laboratories, as discussed above.

Costs of tests outsourced: Costs of tests outsourced decreased by ₹ 0.35 million, or by 2.02%, from ₹ 17.30 million in Fiscal Year 2008 to ₹ 16.95 million in Fiscal Year 2009.

Personnel cost: Personnel cost increased by ₹ 125.52 million, or by 54.97%, from ₹ 228.34 million in Fiscal Year 2008 to ₹ 353.86 million in Fiscal Year 2009. This was primarily due to an increase in manpower at existing and new locations from 1,190 in Fiscal Year 2008 to 1,522 in Fiscal Year 2009 and to periodic wage increases in line with inflation.

Operating and other expenses: Operating and other expenses increased by ₹ 187.70 million, or by 65.12%, from ₹ 288.23 million in Fiscal Year 2008 to ₹ 475.93 million in Fiscal Year 2009. This was primarily due to increases in rent for the establishment of new corporate offices and new laboratories and in expenses incurred towards selling and marketing promotions.

Profit before financial expenses, depreciation/amortization and taxes

As a result of the foregoing, we recognized a profit before financial expenses, depreciation/amortization and taxes of ₹ 115.85 million in Fiscal Year 2009, as compared to a profit before financial expenses, depreciation/amortization and taxes of ₹ 120.29 million in Fiscal Year 2008.

Financial expenses

Our financial expenses increased by ₹ 64.32 million, or by 304.98%, from ₹ 21.09 million in Fiscal Year 2008 to ₹ 85.41 million in Fiscal Year 2009. This was primarily due to increase in term loans and inter-corporate deposits, in particular five months of increased indebtedness incurred to finance the acquisition of our Dubai operations, as discussed above.

Profit before depreciation/amortization and taxes

As a result of the foregoing, we recognized a profit before depreciation/amortization and taxes of ₹ 30.44 million in Fiscal Year 2009, as compared to a profit before depreciation/amortization and taxes of ₹ 99.20 million in Fiscal Year 2008.

Depreciation/amortization

Depreciation/amortization increased by ₹ 23.81 million, or by 87.41%, from ₹ 27.24 million in Fiscal Year 2008 to ₹ 51.05 million in Fiscal Year 2009. This was primarily due to an increase in fixed assets as a result of the increase in the number of laboratories and collection centers, as discussed above.

Net profit/(loss), as restated

As a result of the foregoing, we recognized a restated net loss of ₹ 36.48 million in Fiscal Year 2009, as compared to a restated net profit of ₹ 41.76 million in Fiscal Year 2008.

Fiscal Year 2008 compared to Fiscal Year 2007

Total income

Total income increased by ₹ 139.01 million, or by 17.27%, from ₹ 804.91 million in Fiscal Year 2007 to ₹ 943.92 million in Fiscal Year 2008.

Income from laboratory and clinical services increased by ₹ 145.56 million, or by 18.76%, from ₹ 775.90 million in Fiscal Year 2007 to ₹ 921.46 million in Fiscal Year 2008. This was primarily due to an increase in the number of tests performed from 2.15 million in Fiscal Year 2007 to 2.79 million in Fiscal Year 2008. In addition to the increase in volume, our income increased because of price increases which were generally in line with inflation.

Expenditure

Total expenditure increased by ₹ 202.16 million, or by 32.53%, from ₹ 621.47 million in Fiscal Year 2007 to ₹ 823.63 million in Fiscal Year 2008. The increase was mainly due to increases in personnel cost and in operating and other expenses.

Material consumed: Cost of materials consumed increased by ₹ 53.22 million, or by 22.50%, from ₹ 236.54 million in Fiscal Year 2007 to ₹ 289.76 million in Fiscal Year 2008. This was primarily due to an increase in the volume of tests performed and to costs relating to commencing operations at new laboratories, as discussed above.

Costs of tests outsourced: Costs of tests outsourced decreased by ₹ 4.71 million, or by 21.40%, from ₹ 22.01 million in Fiscal Year 2007 to ₹ 17.30 million in Fiscal Year 2008.

Personnel cost: Personnel cost increased by ₹ 71.00 million, or by 45.13%, from ₹ 157.34 million in Fiscal Year 2007 to ₹ 228.34 million in Fiscal Year 2008. This was primarily due to an increase in our manpower at existing and new locations from 696 in Fiscal Year 2007 to 1,190 in Fiscal Year 2008 and to periodic wage increases in line with inflation.

Operating and other expenses: Operating and other expenses increased by ₹ 82.65 million, or by 40.20%, from ₹ 205.58 million in Fiscal Year 2007 to ₹ 288.23 million in Fiscal Year 2008. This was primarily due to increases in utility costs and rent and expenses incurred towards selling and marketing promotions.

Profit before financial expenses, depreciation/amortization and taxes

As a result of the foregoing, we recognized a profit before financial expenses, depreciation/amortization and taxes of ₹ 120.29 million in Fiscal Year 2008, as compared to a profit before financial expenses, depreciation/amortization and taxes of ₹ 183.44 million in Fiscal Year 2007.

Financial expenses

Financial expenses decreased by ₹ 14.38 million, or by 40.54%, from ₹ 35.47 million in Fiscal Year 2007 to ₹ 21.09 million in Fiscal Year 2008. This was primarily due to the repayment of long-term borrowings.

Profit before depreciation/amortization and taxes

As a result of the foregoing, we recognized a profit before depreciation/amortization and taxes of ₹ 99.20 million in Fiscal Year 2008, as compared to a profit before depreciation/amortization and taxes of ₹ 147.97 million in Fiscal Year 2007.

Depreciation/amortization

Depreciation/amortization increased by ₹ 9.02 million, or by 49.51%, from ₹ 18.22 million in Fiscal Year 2007 to ₹ 27.24 million in Fiscal Year 2008. This was primarily due to an increase in the number of laboratories and collection centers, as discussed above.

Net profit, as restated

As a result of the foregoing, we recognized a restated net profit of ₹ 41.76 million for Fiscal Year 2008, as compared to a restated net profit of ₹ 87.92 million in Fiscal Year 2007.

RELATED PARTY TRANSACTIONS

We enter into transactions with related parties in the normal course of business. The principal related parties are our Subsidiaries, affiliates and Key Management Personnel. During the periods under review we have from time to time both borrowed from and loaned funds to related parties, including companies owned or affiliated with our Promoters. We do not have any obligation to provide financial support or meet any obligations of these related parties. For further information, see the section titled "*Financial Information – Related Party Disclosures*" on page F-22, Note 12 to Annexure XVII of our restated consolidated financial statement and Note 14 to Annexure IV of our restated unconsolidated financial statements and "*Risk Factors – We have entered into certain related party transactions and there is no assurance that we may not continue to do so in future*" on page xxxii.

LIQUIDITY AND CAPITAL RESOURCES

Cash flows

The following table sets forth a selected data with respect to our cash flows for the periods indicated below:

Particulars	Fiscal Year 2010	Fiscal Year 2009	Fiscal Year 2008	Fiscal Year 2007
				(₹ in millions)
Net cash from/ (used in) operating activities	(152.45)	(283.53)	28.91	137.47
Net cash from/ (used in) investing activities	(473.36)	(743.75)	(54.12)	103.48
Net cash from/ (used in) financing activities	630.41	1,043.54	7.92	(201.54)
Cash & cash equivalents at the end of the year	71.71	60.97	44.76	62.05

Net cash from/(used in) operating activities

Net cash used in operating activities for Fiscal Year 2010 was ₹ 152.45 million, as compared to net cash used in operating activities of ₹ 283.53 million for Fiscal Year 2009, a decrease of ₹ 131.08 million, or 46.23%. The decrease was primarily due to improvements in working capital, offset by an increase in net loss before tax. In particular, there was an increase of ₹ 56.50 million in inventories, an increase of ₹ 90.05 million in sundry debtors, an increase of ₹ 2.66 million in loans and advances, and an increase of ₹ 122.47 million in current liabilities and provisions.

Net cash used in operating activities for Fiscal Year 2009 was ₹ 283.53 million, as compared to net cash from operating activities of ₹ 28.91 million for Fiscal Year 2008. This was primarily due to a change to net loss before tax in Fiscal Year 2009 instead of a profit before tax in Fiscal Year 2008 and to an increase in working capital. In particular, there was an increase of ₹ 42.13 million in inventories, an increase of ₹ 41.26 million in sundry debtors, an increase of ₹ 174.71 million in loans and advances and a decrease of ₹ 61.29 million in current liabilities and provisions.

Net cash from operating activities for Fiscal Year 2008 was ₹ 28.91 million, as compared to net cash from operating activities of ₹ 137.47 million for Fiscal Year 2007, a decrease of ₹ 108.56 million, or 78.97%. This was primarily due to an increase in working capital and a decrease in net profit before tax. In particular, there was an increase of ₹ 16.40 million in inventories, an increase of ₹ 16.21 million in sundry debtors, an increase of ₹ 33.43 million in loans and advances and an increase of ₹ 13.70 million in current liabilities and provisions.

Net cash from/(used in) investing activities

Net cash used in investing activities for Fiscal Year 2010 was ₹ 473.36 million, as compared to net cash used in investing activities of ₹ 743.75 million for Fiscal Year 2009, a decrease of ₹ 270.39 million, or 36.35%. This includes loans (inter-corporate deposits) given to a body corporate of ₹ 303.32 million, loans (inter-corporate deposits) repaid by a body corporate of ₹ 486.01 million, purchase of fixed assets of ₹ 668.84 million (mainly new laboratories and collection centers), proceeds from the sale of fixed assets of ₹ 5.08 million and interest income received of ₹ 8.32 million.

Net cash used in investing activities for Fiscal Year 2009 was ₹ 743.75 million, as compared to net cash used in investing activities of ₹ 54.12 million for Fiscal Year 2008, an increase of ₹ 689.63 million. This includes investments made in subsidiaries of ₹ 259.40 million (mainly related to the acquisition of our Dubai operations in Fiscal Year 2009), loans given to a body corporate of ₹ 1,151.70 million (mainly new laboratories and collection centers), loans repaid by a body corporate of ₹ 1,046.50 million, purchase of fixed assets of ₹ 390.40 million, proceeds from the sale of fixed assets of ₹ 0.33 million and interest income received of ₹ 24.58 million.

Net cash used in investing activities for Fiscal Year 2008 was ₹ 54.12 million, as compared to net cash from investing activities of ₹ 103.48 million for Fiscal Year 2007. This includes the loans given to a body corporate of ₹ 77.50 million, loans repaid by a body corporate of ₹ 98.00 million, purchase of fixed assets of ₹ 123.06 million (mainly new laboratories and collection centers), proceeds from the sale of fixed assets of ₹ 5.46 million and interest income received of ₹ 29.99 million.

Net cash from financing activities

Net cash generated from financing activities for Fiscal Year 2010 was ₹ 630.41 million, as compared to net cash generated from financing activities of ₹ 1,043.54 million for Fiscal Year 2009, a decrease of ₹ 413.13 million, or 39.59%. This was mainly attributable to proceeds received from the issue of equity share capital including a share premium amount of ₹ 40 million, proceeds from the issue of preference share capital of ₹ 300 million, net proceeds from short term borrowings of ₹379.67 million, net proceeds from long term borrowings of ₹ 40.62 million, net proceeds from a hire purchase loan of ₹ 13.86 million. These cash inflows were offset in part by a dividend payment of ₹ 2.32 million and ₹ 141.42 million of interest paid on outstanding indebtedness.

Net cash generated from financing activities for Fiscal Year 2009 was ₹ 1,043.54 million, as compared to net cash generated from financing activities of ₹ 7.92 million for Fiscal Year 2008, an increase of ₹ 1,035.62 million. This was mainly attributable to proceeds received from short term borrowings of ₹ 1,055.19 million, net proceeds from long term borrowings of ₹ 53.67 million,. These cash inflows were offset in part by ₹ 61.19 million of interest paid on outstanding indebtedness, net hire purchase loan repaid of ₹ 2.05 million and ₹ 2.08 million as dividend paid.

Net cash generated from financing activities for Fiscal Year 2008 was ₹ 7.92 million, as compared to net cash used in financing activities of ₹ 201.54 million for Fiscal Year 2007. This was mainly attributable to proceeds received from issue of equity share capital including share premium amount of ₹ 48.95 million, net repayment of long term borrowings ₹ 28.63 million, net proceeds from hire purchase loan of ₹ 7.31 million. These cash inflows were offset in part by ₹ 19.71 million of interest paid on outstanding indebtedness.

Capital Resources

We fund our operations and expansion through inter-corporate deposits, primarily from companies owned or affiliated with our Promoters, bank lending and the issuances of equity interests and preference shares.

The following table sets forth our consolidated secured and unsecured debt position as at the period indicated below:

SECURED LOANS	As of September 30, 2010	Fiscal Year 2010	Fiscal Year 2009	Fiscal Year 2008
				(at period end; ₹ in millions)
Term loans and cash credit loans from banks	1,712.77	431.03	330.27	180.42
Vehicle loans and finance lease obligations	62.01	20.70	6.85	8.91
Total	1,774.78	451.73	337.12	189.33
UNSECURED LOANS	**As of September 30, 2010**	**Fiscal Year 2010**	**Fiscal Year 2009**	**Fiscal Year 2008**
				(at period end; ₹ in millions)
Term loans from banks	-	-	-	-
Intra-corporate deposits	550.46	1,246.08	947.54	-
Public deposits	-	32.48	11.48	-
Other loans and advances	2.45	-	-	-

SECURED LOANS	As of September 30, 2010	Fiscal Year 2010	Fiscal Year 2009	Fiscal Year 2008
	(at period end; ₹ in millions)			
16,500 10% redeemable non convertible debentures of ₹ 100,000 each	1,650.00	-	-	-
Total	**2,202.91**	**1,278.56**	**959.02**	**-**

The table above includes Piramal Diagnostics' debt as of September 30, 2010. Our debt as of earlier dates does not reflect debt of Piramal Diagnostics because Piramal Diagnostics was acquired on August 20, 2010. For details of Piramal Diagnostics' historical indebtedness, see the section titled "*Financial Indebtedness*" on page 216 and Annexure V of Piramal Diagnostics' restated consolidated financial statements in "*Financial Information*" on page F-69. For further details of our financial indebtedness, see the section titled "*Financial Indebtedness*" on page 216, Annexure XVIII of our restated consolidated financial statements and Annexure V of our restated unconsolidated financial statements.

Additionally, pursuant to the acquisition of Piramal Diagnostics in August 2010, we have issued non-cumulative preference shares of ₹ 10 each at a premium of ₹ 190 each to RHC Holding Limited and Oscar Investments Limited. Certain of such preference shares remain outstanding and are to be redeemed at a premium which would ensure a 10% annualized yield to the holders thereof and are to be redeemed within 20 years from the date of allotment, which was on August 20, 2010. We expect to redeem these shares with part of the Net Proceeds of this Issue. For the six months ended September 30, 2010, we have accrued premium payable on redemption of ₹ 23.50 million from our securities premium account. We expect to repay the non-convertible debentures, issued in connection with the acquisition of Piramal Diagnostics, with part of the proceeds of this Issue. For further details in this regard, see the section titled "*Objects of the Issue*" on page 36.

FINANCIAL CONDITION

Assets

Fixed Assets

Fixed assets primarily consist of leaseholds, equipment, furniture and fixtures, computers, vehicles, goodwill and intangibles. Net fixed assets were ₹ 1,081.20 million, ₹ 523.23 million, ₹ 184.44 million, and ₹ 95.27 million as of March 31, 2010, 2009, 2008 and 2007, respectively.

The increases in net fixed assets during the periods under review were primarily due to increases in investments in laboratory equipment, setting up of new laboratories and additions of collection centers. We also have intangible assets such as goodwill.

Current assets, loans and advances

Current assets, loans and advances comprise of inventories, sundry debtors, cash and bank balances, loans and advances (some of which are further detailed below) and other current assets. Total current assets, loans and advances were ₹ 829.62 million, ₹ 830.45 million, ₹ 402.65 million and ₹ 415.91 million as of March 31, 2010, 2009, 2008 and 2007, respectively.

Current assets, loans and advances decreased marginally as of March 31, 2010 primarily as a result of a decrease in loans and advances, offset in part by increases in inventories and sundry debtors; increased as of March 31, 2009 primarily as a result of an increase in loans and advances; decreased as of March 31, 2008 primarily as a result of decreases in cash and bank balances and other current assets, offset in part by increases in inventories and sundry debtors.

Inventories

Inventories comprise primarily reagents and chemicals. Total inventories were ₹ 141.63 million, ₹ 85.13 million, ₹ 43.01 million, and ₹ 26.61 million as of March 31, 2010, 2009, 2008 and 2007, respectively.
The increases in inventory during the periods under review were primarily due to increased business activities. We aim to retain two months of inventory at all times.

Sundry debtors

Sundry debtors were ₹ 261.11 million, ₹ 187.44 million, ₹ 146.71 million and ₹ 132.25 million as of March 31, 2010, 2009, 2008 and 2007, respectively.

The increases in sundry debtors during the periods under review were primarily due to the addition of new laboratories and facilities.

Cash and bank balances

Consolidated cash and bank balances comprise cash in hand, balances with banks and fixed deposits placed with banks. Total cash and bank balances were ₹ 86.14 million, ₹ 74.79 million, ₹ 44.91 million and ₹ 75.20 million as of March 31, 2010, 2009, 2008 and 2007, respectively.

Loans and advances

The total loans and advances were ₹ 329.27 million, ₹ 480.17 million, ₹ 161.79 million and ₹ 156.43 million as of March 31, 2010, 2009, 2008 and 2007, respectively.

The decrease as of March 31, 2010 compared to March 31, 2009 was primarily due to the repayment of inter-corporate deposits. The increases in loans and advances as of March 31, 2009 and as of March 31, 2008 were primarily due to increases in security deposits for new leaseholds.

Liabilities and Provisions

Current liabilities and provisions

Total current liabilities and provisions were ₹ 282.52 million, ₹ 176.60 million, ₹ 218.09 million and ₹ 209.70 million as of March 31, 2010, 2009, 2008 and 2007, respectively. Our current liabilities and provisions include primarily intra-corporate deposits, non-convertible deposits, and bank loans.

Current liabilities and provisions increased between March 31, 2009 and March 31, 2010 primarily due to an increase in sundry creditors; decreased between March 31, 2008 and March 31, 2009 primarily due to a decrease in sundry creditors; and increased between March 31, 2007 and March 31, 2008 primarily due to an increase in sundry creditors.

OFF-BALANCE SHEET ARRANGEMENTS AND FINANCIAL INSTRUMENTS

Contingent Liabilities

As of September 30, 2010, we had contingent liabilities mostly relating to legal or tax disputes. For details of our contingent liabilities, see Note 15 to our restated consolidated financial statements.

We have no off-balance sheet arrangements that could have a material adverse effect on our results of operations and financial condition.

CAPITAL EXPENDITURES

Our capital expenditures (which we have capitalized as additions to fixed assets, including intangibles) in Fiscal Years 2010, 2009, 2008 and 2007 were ₹ 631.37 million, ₹ 353.50 million, ₹ 111.90 million and ₹ 20.62 million, respectively. On the periods under review, the majority of capital expenditure related to investments in new laboratories, collection centers and wellness centers. In Fiscal Year 2009, we also undertook significant investment in the expansion of our diagnostic business outside India through the acquisition of our Dubai operations. Our investment in equity shares of Mena Healthcare Investment Company Limited was ₹ 507.82 million, which we have since disposed of, as discussed above.

As of September 30, 2010, we had contractually committed ₹ 224.07 million to our capital expenditure program compared to contractual commitments of ₹ 12.83 million as of March 31 2010. Our contractual commitments as of September 30, 2010 have increased compared to our commitments as of March 31, 2010, primarily as a result of several large contracts having been entered into recently with respect to laboratories we are establishing, particularly in Palam Marg, Beas and Bangalore.

CONTRACTUAL OBLIGATIONS

The following table summarizes our contractual debt obligations, on a present value basis, excluding payments of interest as at September 30, 2010 under our debt instruments. The amounts represent the earliest required repayment dates. All of our debt is at fixed interest rates and all of our debt is denominated in Indian rupees.

	Within 1 year	1 to 5 years	More than 5 years	Total
				(₹ in million)
Loans				**1,712.77**[3]
Operating leases[1]	279.11	563.87	263.45	**1,106.43**
Finance lease (laboratory equipment)	13.93	48.72	-	**62.65**
Non-convertible Debentures[2]	1,650.00	-	-	**1,650.00**
Inter-Corporate Deposits	477.70	-	-	**477.70**

Notes:
1) Most of our operating leases are in relation to leases for our properties.
2) We expect to repay these obligations with a portion of the Net Proceeds of the Offering.
3) Most of the principal amount of our loans is due more than three years after September 30, 2010

For further details of our indebtedness, see the section titled "*Financial Indebtedness*" on page 216 and Annexure XVIII of our restated consolidated financial statements.

The above table excludes payments related to capital commitments, property leases, trade and other payables and post-employment benefits. For a discussion of capital commitments, see the section titled "*Capital Expenditures*" above. We also operate a defined benefit gratuity plan, whereby every employee who has completed five years or more of service is entitled to a payment on ceasing to be an employee equivalent to 15 days of his or her most recent salary for each completed year of service. The plan is unfunded. For further details, see Note 17 to Annexure XVII of our restated consolidated financial statements.

ANALYSIS OF CERTAIN CHANGES

Changes in accounting policies

We have made certain changes to our accounting policies which have resulted in certain changes to our financial statements for the years presented herein, and these changes are reflected in our restated unconsolidated financial statements. For details, see Note 4(b) to Annexure IV of our restated unconsolidated financial statements.

Recent Accounting Pronouncements

We will be required to prepare our annual and interim financial statements under Indian IFRS beginning with the fiscal period commencing on April 1, 2013. Because there is significant lack of clarity on the adoption of and convergence with IFRS and there is not yet a significant body of established practice on which to draw in forming judgments regarding its implementation and application, we have not determined with any degree of certainty the impact that such adoption will have on our financial reporting. For further details, refer to the section titled "*Risk Factors – External Risks - Significant differences exist between Indian GAAP and other accounting principles, such as U.S. GAAP and IFRS, which may be material to investors' assessments of our financial condition. Furthermore, India is in the process of considering the adoption of a new accounting standard that is likely to vary materially from IFRS. It is not clear when such standards will be adopted, or when we will be required to apply such standards in the preparation of our financial statements. Any failure to adopt such standard as and when they are adopted*" on page xxxvii.

Quantitative and Qualitative Disclosure about Market Risk

Interest Rate Risk

Our financial results are subject to changes in interest rates, which may affect our debt service obligations. Substantially all of our indebtedness is subject to fixed interest rates. For further information, see "*Risk Factors – We are subject to interest rate fluctuations*" on page xxxi.

Commodity Price Risk

We are exposed to market risk with respect to the prices of reagents and chemicals used in our laboratories. The costs for these reagents and chemicals are subject to fluctuation based on commodity prices. The cost of reagents and chemicals sourced from outside manufacturers may also fluctuate based on their availability from suppliers. We are exposed to volatility because the prices we pay our suppliers will fluctuate depending on the price movements of reagents, test kits, consumables and disposables.

Foreign Exchange Risk

We are exposed to foreign exchange risks. We are exposed to translational risk on the translation of sales and receivables in currencies other than Indian Rupees. The principal currency exposure we face is with respect to sales denominated in U.S. Dollars. We do not enter into forward foreign exchange contracts or other derivative instruments. See also Note 16 to Annexure XVII of our restated consolidated financial statement.

Inflation

During Fiscal Years 2007, 2008, 2009, 2010, the All India Consumer Price Index increased by 5.88%, 6.59%, 7.57% and 10.34%, respectively. (*Source: The Reserve Bank of India*).

Known trends or uncertainties

Our business has been impacted and we expect will continue to be impacted by the trends identified above in the section titled "*—Factors affecting our results of operations and financial condition*" and the uncertainties described in the section titled "*Risk Factors*" on page xiii. To our knowledge, except as we have described in this Draft Red Herring Prospectus, there are no known factors, which we expect to have a material adverse impact on our revenues or income from continuing operations.

Total turnover in each major industry segment

We do not report industry segments for our consolidated or unconsolidated financial statements prepared in accordance with Indian GAAP.

Seasonality of business

Our business is not seasonal. However, there could be variation in our quarterly income or profit after tax because of various factors, including those above in "*Factors Affecting our Results of Operations and Financial Condition*" and those described in the section titled "*Risk Factors*" on page xiii.

PIRAMAL DIAGNOSTICS

Below is a discussion of the results of operations and financial condition of Piramal Diagnostics.

Piramal Diagnostics financial information has been consolidated with our results and financial information as of the date of its acquisition, August 20, 2010. Piramal Diagnostic's significant accounting policies following its acquisition are set out in Annexure IV of its restated consolidated financial statements included herein. Piramal Diagnostics recognized revenue for its services on an accrual basis as and when it received samples, net of discounts, if any. With effect from its acquisition, Piramal Diagnostics' revenue recognition policy is consistent with the policy of our Company, as described above.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITION

The following factors are the primary factors that affected Piramal Diagnostics' business, financial condition, results of operation and prospects during the periods under review.

Growth in number of tests performed

Piramal Diagnostics generates most of its income by testing samples at its laboratories. Over the periods under review, Piramal Diagnostics has significantly increased the number of tests it has performed and the number of its laboratories, which has in turn increased its income, primarily due to increased marketing efforts directed at referring doctors, clinics, hospitals and corporate clients. Piramal Diagnostics has also increased the number of its laboratories from 90 as of March 31, 2007 to 110 as of March 31, 2009. In addition, Piramal Diagnostics has in the periods under review increased the number of its collection centers from 81 as of March 31, 2007 to 210 as of March 31, 2009, which enabled Piramal Diagnostics to increase its accessibility to customers. However, in the nine month period ended December 31, 2010, Piramal Diagnostics reduced the number of its laboratories and collection centers by 5 and 64 respectively, primarily in order to reduce costs at facilities it believed were not operating efficiently. In Fiscal Year 2007 Piramal Diagnostics conducted approximately 0.9 million tests on approximately 0.47 million samples and in Fiscal Year 2010 Piramal Diagnostics conducted approximately 3.96 million tests on approximately 1.88 million samples. The table below sets forth the number of its laboratories, tests and income for the periods indicated:

Particulars	Fiscal Year 2010	Fiscal Year 2009	Fiscal Year 2008	Fiscal Year 2007
Number of laboratories (as at period end)(1)	105	110	108	90
Number of collection centers (as at period end)(1)	146	210	175	81
Number of tests performed(2)	3.96 million	3.25 million	2.03 million	0.90 million
Laboratory/clinical services	₹ 2,062.07 million	₹ 1,692.54 million	₹ 1,070.27 million	₹ 491.19 million

(1) Owned or leased. For details of our laboratories and collection centers, see "*Our Business – Our network*".
(2) Management estimates.

RESULTS OF OPERATIONS

Explanation of key income statement items

Income

Piramal Diagnostics' revenue consists primarily of service income, which comprises mainly of income from laboratory/clinical services. Piramal Diagnostics' income from laboratory/clinical services comprises of income from pathology and radiology testing services.

Total expenditure

The largest component of Piramal Diagnostics' total expenditure is operating and other expenses. Total expenditure also includes expenditures related to raw materials consumed, personnel costs, operating and other expenses, financial expenses and depreciation/amortization.

- Expenditure relating to raw materials consumed consists primarily of chemicals, reagents, consumables, x-ray films and media.

- Personnel cost relates primarily to employee salaries and bonuses and contributions to employee benefits and retirement funds.
- Operating and other expenses consist primarily of general and administrative expenses, including professional fees paid to consultant doctors, rent and electricity costs and cost of purchases, repairs and maintenance of laboratory equipment.
- Financial expenses consist primarily of interest on long term borrowings, working capital loans and inter-corporate deposits.
- Depreciation and amortization costs are normal wear and tear costs calculated as per the Companies Act, 1956, rates.

Tax

Current tax includes income tax and wealth tax. Deferred tax includes deferred tax liabilities to account for the difference between book depreciation and tax depreciation, as well as deferred tax assets resulting from provisions for doubtful debts debited to the profit and loss account.

Summary Results of Operations

The following table sets forth selected data with respect to Piramal Diagnostics' results of operations for the periods indicated below. Piramal Diagnostics' restated consolidated financial statements are included in this Draft Red Herring Prospectus under the section titled "*Financial Information*".

Particulars	Fiscal Year 2010	Fiscal Year 2009	Fiscal Year 2008	Fiscal Year 2007
				(₹ in millions)
Income				
Sales				
Laboratory/ clinical services	2,062.07	1,692.54	1,070.27	491.19
Sales (net)	**2,062.07**	**1,692.54**	**1,070.27**	**491.19**
Other income	34.37	3.57	2.17	1.27
Total income	**2,096.44**	**1,696.11**	**1,072.44**	**492.46**
Expenditure				
Material consumed	473.42	396.13	237.74	124.67
Personnel cost	286.61	238.93	139.30	71.52
Operating and other expenses	923.80	746.11	470.62	210.66
Total expenditure	**1,683.83**	**1,381.17**	**847.66**	**406.85**
Profit before financial expenses, depreciation/amortisation and taxes	**412.61**	**314.94**	**224.78**	**85.61**
Financial expenses	241.57	206.79	139.21	62.77
Profit before depreciation/amortisation and taxes	**171.04**	**108.15**	**85.57**	**22.84**
Depreciation/ amortization	189.71	170.41	111.04	45.84
Profit/(loss) before tax	**(18.67)**	**(62.26)**	**(25.47)**	**(23.00)**
Total tax expense	**(0.96)**	**(2.30)**	**3.05**	**7.33**
Profit/(loss) as restated	**(17.71)**	**(59.96)**	**(28.52)**	**(30.33)**

Fiscal Year 2010 compared to Fiscal Year 2009

Total income

Total income increased by ₹ 400.33 million, or by 23.60%, from ₹ 1,696.11 million in Fiscal Year 2009 to ₹ 2,096.44 million in Fiscal Year 2010. This was primarily due to a higher volume of tests performed due to increased marketing efforts directed at referring doctors, clinics, hospitals and corporate clients.

Expenditure

Total expenditure increased by ₹ 302.66 million, or by 21.91%, from ₹ 1,381.17 million in Fiscal Year 2009 to ₹ 1,683.83 million in Fiscal Year 2010.

Raw material consumed: The cost of raw material consumed increased by ₹ 77.29 million, or by 19.51%, from ₹ 396.13 million in Fiscal Year 2009 to ₹ 473.42 million in Fiscal Year 2010. This was primarily due to an increase in the number of tests conducted.

Personnel cost: Personnel costs increased by ₹ 47.68 million, or by 19.96%, from ₹ 238.93 million in Fiscal Year 2009 to ₹ 286.61 million in Fiscal Year 2010. This was primarily due to the annual increase in salaries for employees and to an increase in headcount (on the technical staff and sales and marketing).

Operating and other expenses: Operating and other expenses increased by ₹ 177.69 million, or by 23.82%, from ₹ 746.11 million in Fiscal Year 2009 to ₹ 923.80 million in Fiscal Year 2010. This was primarily due to an increase in maintenance costs on radiology equipment which was no longer subject to warranties.

Profit before financial expenses, depreciation/amortization and taxes

As a result of the foregoing, Piramal Diagnostics recognized a profit before financial expenses, depreciation/amortization and taxes of ₹ 412.61 million in Fiscal Year 2010, as compared to a profit before financial expenses, depreciation/amortization and taxes of ₹ 314.94 million in Fiscal Year 2009.

Financial expenses

Financial expenses increased by ₹ 34.78 million, or by 16.82%, from ₹ 206.79 million in Fiscal Year 2009 to ₹ 241.57 million in Fiscal Year 2010. This was primarily due to an increase in borrowings for fulfilling deferred payment obligations in respect of laboratory acquisitions in 2009.

Profit before depreciation/amortization and taxes

As a result of the foregoing, Piramal Diagnostics recognized a profit before depreciation/amortization and taxes of ₹ 171.04 million in Fiscal Year 2010, as compared to a profit before depreciation/amortization and taxes of ₹ 108.15 million in Fiscal Year 2009.

Depreciation/amortization

Depreciation/amortization increased by ₹ 19.30 million, or by 11.33%, from ₹ 170.41 million in Fiscal Year 2009 to ₹ 189.71 million in Fiscal Year 2010. This was primarily due to an increase in fixed assets.

Loss before tax

As a result of the foregoing, Piramal Diagnostics' loss before tax decreased by ₹ 43.59 million, or by 70.01%, from ₹ 62.26 million in Fiscal Year 2009 to ₹ 18.67 million in Fiscal Year 2010.

Net loss, as restated

For the reasons described above, Piramal Diagnostics' net loss decreased by ₹ 42.25 million, or by 70.46%, from a loss of ₹ 59.96 million in Fiscal Year 2009 to a net loss of ₹ 17.71 million in Fiscal Year 2010.

Fiscal Year 2009 compared to Fiscal Year 2008

Total income

Total income increased by ₹ 623.67 million, or by 58.15%, from ₹ 1,072.44 million in Fiscal Year 2008 to ₹ 1,696.11 million in Fiscal Year 2009. This was primarily due to the addition of eight laboratories during Fiscal Year 2009 and contribution to income from 17 laboratories which were acquired during Fiscal Year 2008 but which contributed to Piramal Diagnostics' income from sales for the full year in Fiscal Year 2009. In addition there was an increase in the volume of tests performed due to increased marketing efforts.

Expenditure

Total expenditure increased by ₹ 533.51 million, or by 62.94%, from ₹ 847.66 million in Fiscal Year 2008 to ₹ 1,381.17 million in Fiscal Year 2009.

Raw material consumed: The cost of raw material consumed increased by ₹ 158.39 million, or by 66.62%, from ₹ 237.74 million in Fiscal Year 2008 to ₹ 396.13 million in Fiscal Year 2009. This was primarily due to an increase in the number of tests conducted and also due to an increase in the number of laboratories.

Personnel cost: Personnel cost increased by ₹ 99.63 million, or by 71.52%, from ₹ 139.30 million in Fiscal Year 2008 to ₹ 238.93 million in Fiscal Year 2009. This was primarily due to an increase in the number of employees due to the acquisition of new laboratories.

Operating and other expenses: Operating and other expenses increased by ₹ 275.49 million, or by 58.54%, from ₹ 470.62 million in Fiscal Year 2008 to ₹ 746.11 million in Fiscal Year 2009. This was primarily due to acquisitions of laboratories, professional fees paid to consultant doctors and an increase in maintenance costs on radiology equipment which was no longer subject to warranties.

Profit before financial expenses, depreciation/amortization and taxes

As a result of the foregoing, Piramal Diagnostics recognized a profit before financial expenses, depreciation/amortization and taxes of ₹ 224.78 million in Fiscal Year 2008, as compared to a profit before financial expenses, depreciation and amortization of ₹ 314.94 million in Fiscal Year 2009.

Financial expenses

Financial expenses increased by ₹ 67.58 million, or by 48.55%, from ₹ 139.21 million in Fiscal Year 2008 to ₹ 206.79 million in Fiscal Year 2009. This was primarily due to increase in inter-corporate borrowings for funding laboratory acquisitions.

Profit before depreciation/amortization and taxes

As a result of the foregoing, Piramal Diagnostics recognized a profit of ₹ 85.57 million in Fiscal Year 2008, as compared to a profit before depreciation and amortization of ₹ 108.15 million in Fiscal Year 2009.

Depreciation/amortization

Depreciation/amortization increased by ₹ 59.37 million, or by 53.47%, from ₹ 111.04 million in Fiscal Year 2008 to ₹ 170.41 million in Fiscal Year 2009. This was primarily due to an increase in fixed assets and goodwill due to new laboratory acquisitions.

Loss before tax

As a result of the foregoing, Piramal Diagnostics' loss before tax increased by ₹ 36.79 million, or by 144.44%, from a loss before tax of ₹ 25.47 million in Fiscal Year 2008 to ₹ 62.26 million in Fiscal Year 2009.

Net loss, as restated

For the reasons stated above, Piramal Diagnostics' net loss, as restated, increased by ₹ 31.44 million, or by 110.24%, from a loss of ₹ 28.52 million in Fiscal Year 2008 to a net loss of ₹ 59.96 million in Fiscal Year 2009.

LIQUIDITY AND CAPITAL RESOURCES

Cash flows

The following table sets forth a selected summary of the statement of cash flows for Piramal Diagnostics for the periods indicated below:

Particulars	Fiscal Year 2010	Fiscal Year 2009	Fiscal Year 2008	Fiscal Year 2007
				(₹ in millions)
Net cash from operating activities	79.15	267.14	351.41	88.95
Net cash from/ (used in) investing activities	(50.32)	(860.48)	(907.94)	(565.12)
Net cash from financing activities	64.54	553.92	593.40	499.63
Cash & cash equivalents at the end of the year	**147.42**	**54.04**	**93.46**	**56.59**

Net cash from operating activities

Net cash from operating activities for Fiscal Year 2010 was ₹ 79.15 million, as compared to net cash from operating activities of ₹ 267.14 million for Fiscal Year 2009, a decrease of ₹ 187.99 million, or 70.37%. The difference was attributable to decrease in current liabilities and provisions.

Net cash from operating activities for Fiscal Year 2009 was ₹ 267.14 million, as compared to net cash from operating activities of ₹ 351.41 million for Fiscal Year 2008, a decrease of ₹ 84.27 million, or 23.98%. The difference was attributable to decreases in loans and advances and current liabilities and provisions.

Net cash from operating activities for Fiscal Year 2008 was ₹ 351.41 million, as compared to net cash from operating activities of ₹ 88.95 million for Fiscal Year 2007, an increase of ₹ 262.46 million, or 295.06%. The difference was attributable to increase in current liabilities.

Net cash from/(used in) investing activities

Net cash used in investing activities for Fiscal Year 2010 was ₹ 50.32 million, as compared to net cash used in investing activities of ₹ 860.48 million for Fiscal Year 2009, a decrease of ₹ 810.16 million, or 94.15%. This includes purchase of fixed assets of ₹ 129.90 million and the proceeds from the sale of fixed assets of ₹ 78.75 million.

Net cash used in investing activities for Fiscal Year 2009 was ₹ 860.48 million, as compared to net cash used in investing activities of ₹ 907.94 million for Fiscal Year 2008, a decrease of ₹ 47.46 million, or 5.23%. This includes the purchase of fixed assets of ₹ 867.26 million and the proceeds from the sale of fixed assets of ₹ 4.30 million.

Net cash used in investing activities for Fiscal Year 2008 was ₹ 907.94 million, as compared to net cash used in investing activities of ₹ 565.12 million for Fiscal Year 2007. This includes the purchase of investments of ₹ 33.00 million and the purchase of fixed assets of ₹ 876.76 million.

Net cash from financing activities

Net cash generated from financing activities for Fiscal Year 2010 was ₹ 64.54 million, as compared to net cash generated from financing activities of ₹ 553.92 million for Fiscal Year 2009, a decrease of ₹ 489.38 million, or 88.35%. This was mainly attributable to repayment of short term borrowings (ICDs) of ₹ 1,176.96 million.

Net cash generated from financing activities for Fiscal Year 2009 was ₹ 553.92 million, as compared to net cash generated from financing activities of ₹ 593.40 million for Fiscal Year 2008, a decrease of ₹ 39.48 million, or 6.65%. This was mainly attributable to proceeds from short term borrowings (ICDs) of ₹ 759.67 million.

Net cash generated from financing activities for Fiscal Year 2008 was ₹ 593.40 million, as compared to net cash used in financing activities of ₹ 499.63 million for Fiscal Year 2007 an increase of ₹ 93.77 million or 18.77%. This was mainly attributable to write-off of share premium against goodwill.

Capital Resources

The following table sets forth Piramal Diagnostics' consolidated secured and unsecured debt position as at March 31, 2010, 2009 and 2008.

SECURED LOANS	Fiscal Year 2010	Fiscal Year 2009	Fiscal Year 2008
			(at period end; ₹ in millions)
Term loan			
Banks	480.00	-	-
Redeemable non-convertible debentures	1,000.00	-	-
Other loans	33.75	33.75	33.75
Total	**1,513.75**	**33.75**	**33.75**
UNSECURED LOANS	**Fiscal Year 2010**	**Fiscal Year 2009**	**Fiscal Year 2008**
			(at period end; ₹ in millions)

SECURED LOANS	Fiscal Year 2010	Fiscal Year 2009	Fiscal Year 2008
			(at period end; ₹ in millions)
Inter Corporate Deposits	773.57	1,950.54	1,190.87
Total	**773.57**	**1,950.54**	**1,190.87**

For further details of Piramal Diagnostics' financial indebtedness, see the section titled "*Financial Indebtedness*" on page 216.

FINANCIAL CONDITION

Assets

Fixed Assets

Piramal Diagnostics' net fixed assets primarily consist of equipment, computers, furniture and fixtures, vehicles, land and buildings. Piramal Diagnostics' net fixed assets (which includes capital work-in-progress and capital advances) were ₹ 1,831.46 million, ₹ 1.946.49 million, ₹ 1,256.15 million and ₹ 810.36 million as of March 31, 2010, 2009, 2008 and 2007, respectively.

The decrease in net fixed assets from March 31, 2009 to March 31, 2010 was primarily due to full year depreciation charged on assets acquired during Fiscal Year 2009. The increase in fixed assets from March 31, 2008 to March 31, 2009 was primarily due to acquisition of laboratories. The increase in fixed assets from March 31, 2007 to March 31, 2008 was primarily due to the acquisition of laboratories. We also have intangible assets such as goodwill.

Current assets, loans and advances

Piramal Diagnostics' current assets, loans and advances comprise inventories, sundry debtors, cash and bank balances, loans and advances (some of which are further detailed below) and other current assets. Piramal Diagnostics' total current assets, loans and advances were ₹ 561.06 million, ₹ 398.21 million, ₹ 384.93 million and ₹ 163.61 million as of March 31, 2010, 2009, 2008 and 2007, respectively.

Piramal Diagnostics' current assets, loans and advances increased as of March 31, 2010 primarily as a result of an increase in cash and bank balances; increased as of March 31, 2009 as a result of an increase in loans and advances; and increased as of March 31, 2008 primarily as a result of an increase in debtors and cash and bank balances.

Inventories

Piramal Diagnostics' inventories comprises reagents, chemicals and consumables. Piramal Diagnostics' total inventory were ₹ 42.64 million, ₹ 43.58 million, ₹ 38.35 million and ₹ 20.12 million as of March 31, 2010, 2009, 2008 and 2007, respectively.

The decrease in Piramal Diagnostics' inventory as of March 31, 2010 was primarily due to consolidation of inventory and elimination of surplus inventory; the increase as of March 31, 2009 was primarily due to an increase in the number of laboratories and the decrease as of March 31, 2008 was primarily due to the addition of large number of labs.

Sundry debtors

Piramal Diagnostics' sundry debtors were ₹ 152.79 million, ₹ 134.77 million, ₹ 106.86 million and ₹ 34.87 million as of March 31, 2010, 2009, 2008 and 2007, respectively.

The increase from March 31, 2009 to March 31, 2010 was due to extended credit availed by clinics, hospitals and corporates. The increase from March 31, 2008 to March 31, 2009 was primarily due to extended credit availed by clinics, hospitals and corporates. The increase from March 31, 2007 to March 31, 2008 was primarily due to extended credit availed by clinics, hospitals and corporates.

Cash and bank balances

Piramal Diagnostics' consolidated cash and bank balances comprise cash in hand, balances with banks and fixed deposits placed with banks. Total cash and bank balances were ₹ 147.42 million, ₹ 54.04 million, ₹ 93.46 million and ₹ 56.59 million as of March 31, 2010, 2009, 2008 and 2007, respectively.

Loans and advances

Loans and advances include advances in income tax, advances recoverable in cash or kind, security deposits and prepaid expenses. The total loans and advances were ₹ 218.21 million, ₹ 165.74 million, ₹ 146.10 million and ₹ 51.85 million as of March 31, 2010, 2009, 2008 and 2007, respectively.

The increase as of March 31, 2010 compared to March 31, 2009 was primarily due to an increase in advance tax and TDS, as well as an increase in advances recoverable in cash or kind; the increase as of March 31, 2009 compared to March 31, 2008 was primarily due to an increase in advanced tax payments and deposit, a decrease in quantum of advances given for capital and material purchases; and the increase as of March 31, 2008 compared to March 31, 2007 was primarily due to substantial increase in rent deposits (due to acquisitions), advance tax payments, increase in quantum of advances given for capital and material purchases.

Liabilities and Provisions

Current liabilities and provisions

Piramal Diagnostics' total current liabilities and provisions were ₹ 209.04 million, ₹ 445.64 million, ₹ 434.27 million and ₹ 124.51 million as of March 31, 2010, 2009, 2008 and 2007, respectively. Piramal Diagnostics' current liabilities and provisions include routine creditors and deferred payments for the acquisition of eight laboratories.

Current liabilities and provisions decreased between March 31, 2009 and March 31, 2010 primarily due to deferred payments for equipment; increased between March 31, 2008 and March 31, 2009 primarily due to the acquisition of eight new laboratories and 17 collection centers; and increased between March 31, 2007 and March 31, 2008 primarily due to routine creditors and deferred payments for the acquisition of eight laboratories.

FINANCIAL INDEBTEDNESS

Our Company's outstanding secured borrowings amounted to ₹ 274.78 million and unsecured borrowings amounted to ₹ 2,127.70 million as of September 30, 2010. Set forth below is a brief description of certain significant terms of the financing arrangements with our lenders.

A. Non Convertible Debentures

Our Company has issued non-convertible debentures to PHL, significant details of which are set out below

(₹ *in Million)*

Name of the debenture holder	Loan Documentation	Facility	Amount outstanding as on September 30, 2010	Interest/ Commission Rate %	Material Covenants	Redemption schedule
PHL	Share purchase, share allotment and debenture subscription agreement dated July 13, 2010 as amended by an amendment agreement dated August 20, 2010	16,500 fully paid up non-convertible debentures ("**NCDs**") of face value of ₹ 0.10 million each and carrying a coupon of 10% each.	1,650.00	Interest shall be charged at the rate of 10% p.a. of the principal amount of the NCDs from August 20, 2010.	Our Company shall not create any of the following encumbrances on the NCDs: (a) any mortgage, charge, pledge, hypothecation, lien, escrow, trust, or other security interest or any other arrangement having effect of conferring security, including a conditional sale, hire purchase or lease agreement or other title retention agreement; (b) any arrangement whereby rights of PHL are subordinated to the rights of a third party; and (c) any contractual right of set-off.	NCDs shall be redeemed upon the earlier of: (A) later of: (i) a day within 30 days from the date on which the actual listing of the shares of our Company occurs following receipt of the final listing and trading approval from the stock exchange or (ii) September 19, 2011; or (B) August 19, 2013.

B. Secured borrowings

Set forth below is a brief summary of our Company's secured borrowings from banks and financial institutions as of September 30, 2010 together with a brief description of certain significant terms of such financing arrangements.

I. Term Loans

Our Company has entered into certain secured debt facility agreements with First Leasing Company Limited, HDFC Bank Limited and GE Capital Services Limited for the purposes of its business, availing extra electric load, repayment of existing loans from Corporation Bank, financing expansion plans and working capital requirements.

A brief description of the abovementioned facilities availed from various lenders has been provided hereinbelow:

(₹ *in Million)*

Name of the lenders	Loan Documentation	Facility	Amount outstanding as on September 30, 2010	Interest/ Commission Rate %	Security/ Margin	Repayment schedule
First Leasing	Loan agreement dated	5.80	1.47	11.50% p.a.	**Security:**	₹ 0.19

Name of the lenders	Loan Documentation	Facility	Amount outstanding as on September 30, 2010	Interest/ Commission Rate %	Security/ Margin	Repayment schedule
Company of India Limited	May 15, 2008 and deed of hypothecation dated May 15, 2008.			under the reducing balance method (linked to SBI PLR - 0.75%)	Equitable mortgage created by way of hypothecation of assets listed in schedule I of the loan agreement including plant, machinery, battery, deep freezer, refrigerator, SIP phones, AC, medical equipment, angle racks, DG Sets, computers, furniture, electrical works and sanitary fixtures **Margin:** 15% of the invoiced value i.e. ₹ 1.02 million only for an invoice valued in aggregate at ₹ 6.82 million.	million to be paid monthly over a period of three years
First Leasing Company of India Limited	Loan agreement dated March 17, 2008 and deed of hypothecation dated March 17, 2008.	3.53	0.68	11.50% p.a. under the reducing balance method (linked to SBI PLR - 0.75%)	**Security:** Equitable mortgage created by way of hypothecation of assets listed in schedule I of the loan agreement including plant, machinery, laboratory cycle mixer, medical equipment, fax machine, computers, digital timer, convertor, furniture, electrical works and sanitary fixtures **Margin:** 15% of the transaction value i.e., ₹ 0.62 million only for an invoice value in aggregate at ₹ 4.15 million	₹ 0.12 million to be paid monthly over a period of three years.
First Leasing Company of India Limited	Loan agreement dated February 18, 2008 and deed of hypothecation dated February 18, 2008	5.85	0.94	11.75% p.a. under the reducing balance method (linked to SBI PLR – 0.75%)	**Security** : Equitable mortgage created by way of hypothecation of assets listed in schedule I of the loan agreement including plant and machinery, medical equipments, audiometric testing equipments, computers and its peripherals. **Margin:** 15% of the transaction value i.e. ₹ 1.03 million only for an invoice valued in aggregate at ₹	₹ 0.19 million to be paid monthly over a period of three years.

Name of the lenders	Loan Documentation	Facility	Amount outstanding as on September 30, 2010	Interest/ Commission Rate %	Security/ Margin	Repayment schedule
					6.88 million.	
First Leasing Company of India Limited	Loan agreement dated January 28, 2008 and deed of hypothecation dated January 28, 2008.	5.32	0.69	12% p.a. under the reducing balance method (linked to SBI PLR - 0.75%)	**Security:** Equitable mortgage created by way of hypothecation of assets listed in schedule I of the loan agreement including plant, machinery, furniture, electrical works and sanitary fixtures. **Margin:** 15% of the transaction value i.e. ₹ 0.93 million only for an invoice valued in aggregate at ₹ 6.26 million.	₹ 0.18 million to be paid monthly over a period of three years.
First Leasing Company of India Limited	Loan agreement dated October 26, 2007 and deed of hypothecation dated October 26, 2007.	2.92	0.19	12% p.a. under the reducing balance method (linked to SBI PLR - 0.75%)	**Security** : Equitable mortgage created by way of hypothecation of assets listed in schedule I of the loan agreement including computers, plant, machinery, chairs. **Margin:** 15% of the transaction value i.e. Rs. 0.51 million only for an invoice valued in aggregate at Rs. 3.43 million.	Rs. 0.09 million to be monthly over a period of three years.
First Leasing Company of India Limited	Loan agreement dated January 7, 2008 and deed of hypothecation dated January 7, 2008.	3.21	0.42	12% p.a. under the reducing balance method (linked to SBI PLR - 0.75%)	**Security** : Equitable mortgage created by way of hypothecation of assets listed in schedule I of the loan agreement including computers, plant, machinery, furniture, electrical works and sanitary fixtures **Margin:** 15% of the transaction value i.e. ₹ 0.56 million only for an invoice valued in aggregate at ₹ 3.77 million.	₹ 0.11 million to be paid monthly over a period of three years.
First Leasing Company of India Limited	Loan Agreement dated November 22, 2007 and Deed of Hypothecation dated November 22, 2007.	6.78	0.44	12% p.a. under the reducing balance method (linked to SBI PLR - 0.75%)	**Security:** Equitable mortgage created by way of hypothecation of assets listed in schedule I of the loan agreement including computers, plant, machinery, furniture, electrical works and sanitary	Rs. 0.22 million to be paid as monthly over a period of three years.

Name of the lenders	Loan Documentation	Facility	Amount outstanding as on September 30, 2010	Interest/ Commission Rate %	Security/ Margin	Repayment schedule
					fixtures. **Margin:** Our Company shall pay margin money equivalent to 15% of the transaction value i.e. Rs. 1.19 only for an invoice valued in aggregate at Rs. 7.98.	
First Leasing Company of India Limited	Loan agreement dated October 5, 2007 and deed of hypothecation dated October 5, 2007.	5.13	0.17	12% p.a. under the reducing balance method (linked to SBI PLR - 0.75%)	**Security** : Equitable mortgage created by way of hypothecation of assets listed in schedule I of the loan agreement including computers, plant and machinery located at various locations of the Company **Margin:** 15% of the transaction value i.e. Rs. 0.90 million only for an invoice valued in aggregate at Rs. 6.04 million.	Rs. 0.17 million to be paid monthly over a period of three years.
GE Capital Services India Limited	Master loan agreement dated May 14, 2008.	5.38	1.13	11.00% p.a.	**Security** : (i) First charge created by hypothecation of trinaocular, roche pathology equipment, New Delhi as a continuing security; (ii) Irrevocable power of attorney executed in favour of the lender; and (iii) Promissory note in favour of the lender for a principal sum of ₹ 5.38 million.	Loan is repayable in form of equal monthly instalments within 36 months.
GE Capital Services India Limited	Equipment master security and loan agreement dated February 14, 2008	3.39	0.47	11.00% p.a.	**Security** : First charge by way of hypothecation of lcia histopath instruments, milestone microwave tissue processor, leica automated vacuum tissue processor. (ii) Promissory note in favour of the lender for a principal sum of ₹ 3.39 million.	Loan is repayable in the form of equal monthly instalments within 36 months.
GE Capital Services India Limited	Equipment master security and loan agreement dated	4.61	0.20	12.00% p.a.	**Security** : (i) Collateral security created in form of	Loan is repayable in the form

Name of the lenders	Loan Documentation	Facility	Amount outstanding as on September 30, 2010	Interest/ Commission Rate %	Security/ Margin	Repayment schedule
	December 27, 2007				genetic analyser; and (ii) Promissory note in favour of the lender for a principal sum of ₹ 4.60 million at the rate of 12% p.a..	of equal monthly instalments within 36 months.
GE Capital Services India Limited	Equipment master security and loan agreement dated November 1, 2007	1.07	0.05	12.00% p.a.	**Security** : (i) Collateral security created in form of immulite analyser; and (ii) Promissory note in favour of the lender for a principal sum of Rs. 1.07 million at the rate of 12% p.a.	Loan is repayable in form of equal monthly instalments within 36 months.
HDFC Bank Limited	Sanction letter dated October 7, 2009; loan agreement dated October 14, 2009; letter of hypothecation of stocks, book debts and machinery dated October 14, 2009; demand promissory note dated October 14, 2009; letter of general lien and set off dated October 14, 2009; and letter to credit information bureau (India) limited dated October 14, 2009.	35.00	32.08	Mutually agreed rate payable with monthly rests or such other rate as may be stipulated by the lender in its absolute discretion from time to time.	**Security:** (i) First charge on all fixed assets of our company excluding specific vehicles and equipments financed by other lenders, both present and future; (ii) Second charge by way of hypothecation of our Company's entire current assets including stocks of raw materials, semi finished and finished goods, consumable stores and spares and such other movables, book debts, bills whether documentary or clean, outstanding monies, receivables, both present and future. (iii) Demand promissory note dated October 14, 2009 for an amount of ₹ 35.00 million along with interest. **Margin:** 30% of the total project cost.	Repayable within a period of 48 months by way of 12 equal monthly instalments of ₹ 2.91 million each.
HDFC Bank	Sanction letter dated May 30, 2008; amendment to sanction letter dated June 6, 2008; sanction letter dated June 24, 2008; loan agreement dated June 24, 2008; Sanction letter dated	Term loan for ₹ 300.00 million with letter of credit for ₹ 15.00 million as a sublimit of the term loan.	173.89	Mutually agreed rate payable with monthly rests or such other rate as may be stipulated by the lender in its absolute discretion from	**Security:** (i) First charge on all the movable plant and machinery both present and future, excluding certain specific assets charged in favour of First Leasing Company of India Limited, GE	(i) Term loan– Repayable within a period of 48 months by way of 36 equal monthly

Name of the lenders	Loan Documentation	Facility	Amount outstanding as on September 30, 2010	Interest/ Commission Rate %	Security/ Margin	Repayment schedule
	October 7, 2009; letter of hypothecation of stocks, book debts and machinery dated June 24, 2008; letter of general lien and set off dated June 24, 2008; demand promissory notes dated June 24, 2008; letter of continuity for demand promissory dated June 24, 2008; and letter to credit information bureau (India) limited dated June 24, 2008.			time to time.	Capital Services India and ICICI Bank; (ii) Second charge on all the stock in trade both present and future consisting of raw materials, finished goods, goods in process of manufacturing and other movable merchandise and all the book debts, bills, claims, outstanding monies, receivables, both present and future (iii) Demand promissory note dated June 24, 2008 for an amount of ₹ 300.00 million along with interest. **Margin:** 31.80% of the total project cost.	instalments of ₹ 8.33 million each (ii) Letter of Credit – Not exceeding six months.

II. Working Capital debt facilities (fund and non-fund based)

Our Company has availed certain fund and non-fund based working capital debt facilities from certain lenders, significant details of which are provided below:

(₹ *in Million)*

Name of the lenders	Loan Documentation	Facility	Amount outstanding as on September 30, 2010	Interest/ Commission Rate %	Security/ Margin	Repayment schedule
HDFC Bank	Sanction letter dated May 30, 2008; amendment to sanction letter dated June 6, 2008; sanction letter dated June 24, 2008; sanction letter dated October 7, 2009; letter of hypothecation of stocks, book debts and machinery dated June 24, 2008; supplemental letter of hypothecation of stocks, book debts and machinery dated October 14, 2009; demand promissory note dated October 24, 2008; letter of continuity for demand promissory note dated	**Fund Based Facility:** Cash Credit facility/Working Capital Demand Loan: 90.00 **Non-fund Based Facility:** Bank Guarantee: 5.00	51.36	(i) Cash Credit – 14% p.a. (BPLR – 1.75%) subject to revision by the lender; (ii) Working Capital Demand Loan – 11.50% subject to revision by the lender	**Fund Based Facility:** **Security:** (i) First charge by way of hypothecation of our Company's entire current assets including stocks of raw materials, semi-finished and finished goods, consumables stores and spares and such other movables, book debts, bills whether documentary or clean, outstanding monies, receivables, both present and future; (ii) Second charge on our Company's entire	(i) Cash Credit has to be repaid on demand and shall not exceed one year; (ii) Working Capital Demand Loan - Principal loan has to be repaid as bullet repayment within six months; (iii) Bank

Name of the lenders	Loan Documentation	Facility	Amount outstanding as on September 30, 2010	Interest/ Commission Rate %	Security/ Margin	Repayment schedule
	June 24, 2008; demand promissory note dated October 14, 2009 and letter of continuity for demand promissory note dated October 14, 2009.				moveable and immovable fixed assets both present and future, excluding specific vehicles and equipments financed by other lenders; (iii) Demand promissory note dated October 14, 2009 for an amount of ₹ 40.00 million along with interest as continuing security; and **Margin:** (i) Uniform margin of 25% of all components of 3 months inventory; (ii) 25% of debtors up to 3 months. **Bank Guarantee:** **Security:** 100% backed by fixed deposit.	Guarantee – Not exceeding 24 months.

The following material and restrictive covenants are applicable in respect of the above term loans and working capital facilities:

a) Our Company will have to pay the lender pre-closure charges in case it intends to pre-pay all contractual dues under the loan agreements before the completion of the tenure;
b) Our Company will have to pay all the costs/expenses incurred during the negotiation, execution of the loan agreement or in relation to the exercise of any power for sale, or other powers relating to any act, deed, matter or thing arising out of the loan agreements with the lender and shall also pay 18% p.a. interest thereon;
c) Our Company shall not pledge, mortgage, hypothecate, sell, assign, dispose off or attempt to part with possession or alienate or transfer with its assets because otherwise the lender may declare the principal and any other amount due under the loan as being payable forthwith;
d) Our Company shall not cease to carry on the main business it currently carries on, constituting more than 50% of its revenues and profits;
e) HDFC Bank may cancel any of their loans at their discretion without assigning any reason and demand repayment thereof;
f) Our Company shall not without the prior permission of the lender in writing:
    i. Effect any change in its capital structure;
    ii. Advance unsecured loans to the group companies;
    iii. Make amendments in our Company's Memorandum and Articles of Association;
    iv. Create, assume or incur any further indebtedness of a long term nature whether for borrowed money or otherwise;
    v. Effect any change in the management structure of our Company;
    vi. Effect any change in the effective beneficial ownership or control of our Company;
    vii. Formulate any scheme of merger, amalgamation, compromise or reconstruction;
    viii. Be acquired, partly or completely, by any third party whosoever;

ix. To assign, sell, pledge, charge, underlet, lend or otherwise part with the possession, custody or beneficial interest of the secured assets;
x. Remove the secured assets from India;
xi. Rent, lease, mortgage, grant a security interest in or otherwise encumber any of the secured assets;
xii. Diversify into non-core areas i.e. business other than the current business;
xiii. Undertake guarantee obligations on behalf of any other;
xiv. Borrow money from other sources;
xv. Withdraw certain existing unsecured loans from promoters/associates given to our Company ;
xvi. Create any charge on any existing or future property assets of the Company, including the secured assets

g) The ratio of the total debt to net cash accruals should be less than or equal to 3.00x, where 'x' refers to the number of times;
h) Average gross debt service coverage ratio should be greater than or equal to 1.20x where debt service coverage ratio is 1.75x and 'x' refers to the number of times;
i) Average gross debt service coverage ratio should be greater than or equal to 2.00x where debt service coverage ratio is 1.50x in all years and 'x' refers to the number of times;
j) Current Ratio should be greater than or equal to 1.20x and 'x' refers to the number of times;
k) If our Company fails to pay any amount payable, then it shall pay additional interest from the date of default till the date of payment by way of liquidated damages.
l) Our Company has to inform the lenders prior to any change in its name;
m) Our Company shall not divert short term funds for tong term purposes;
n) If the shareholding of Mr. Shivender Singh and Mr. Malvinder Singh collectively through their holdings in our Company falls below 51%, our Company's outstanding loans from HDFC Bank along with interest/dues will immediately become due and payable.

B. Unsecured borrowings

Set forth below is a brief summary of our Company's unsecured borrowings from banks and financial institutions as of September 30, 2010.

(₹ *in Million)*

Name of lender	Loan Documentation	Facility	Amount outstanding as on September 30, 2010	Interest Rate % (p.a.)	Repayment schedule
Hexa Securities and Finance Company Limited	Letter dated May 11, 2010 for payment of principal and interest of inter corporate loan through real time gross settlement.	60.00	60.00	10% p.a.	Principal amount repayable on November 11, 2010 and interest repayable in three instalments on June 30, 2010, September 30, 2010 and November 11, 2010
Hexa Securities and Finance Company Limited	Letter dated March 9, 2010 for payment of principal and interest of inter corporate loan through real time gross settlement; and letter dated September 9, 2010 for renewal of inter corporate loan of Rs. 200.00 million.	200.00	200.00	10% p.a.	Principal amount repayable on December 9, 2010 and interest repayable in five instalments, on March 31, 2010, June 30, 2010, September 9, 2010, September 30, 2010 and December 9, 2010
Jindal Aluminium Limited	Request cum term sheet dated December 17, 2009 for inter corporate loan; and letter confirming grant of loan and detailing terms and conditions thereof dated	25.00	25.00	9.0% p.a.	Principal amount repayable on December 2, 2010 and interest repayable in five instalments, on December 31, 2009, March 31, 2010, June 30, 2010, September 30, 2010 and December 2, 2010

Name of lender	Loan Documentation	Facility	Amount outstanding as on September 30, 2010	Interest Rate % (p.a.)	Repayment schedule
	December 2, 2009 for payment of principal and interest on inter corporate loan through real time gross settlement.				
Jindal Aluminium Limited	Letter confirming grant of loan and detailing terms and conditions thereof dated November 30, 2009 for inter corporate loan; and letter dated December 17, 2009 for payment of principal and interest on inter corporate loan through real time gross settlement.	75.00	75.00	9.0% p.a.	Principal amount repayable on November 30, 2010 and interest repayable in five instalments on December 31, 2009, March 31, 2010, June 30, 2010, September 30, 2010 and November 30, 2010
Religare Finvest Limited	Memorandum of understanding between RFL and our Company dated July 6, 2010; Addendum to the memorandum of understanding dated July 8, 2010	1,250.00	117.70	11% p.a.	Interest payable at quarterly rest or such other intervals as mutually agreed with the loan amount being repayable within one year

C. In addition, we have availed of 21 car loans, amounting to ₹ 25.79 million. The amount outstanding as on September 30, 2010 is ₹ 15.84 million.

PDSPL

PDSPL's outstanding secured borrowings amounted to ₹ 1500.00 million and unsecured borrowings amounted to ₹ 777.13 million as of September 30, 2010. Set forth below is a brief description of certain significant terms of the financing arrangements with PDSPL's lenders.

A. Secured borrowings

Set forth below is a brief summary of PDSPL's secured borrowings from banks and financial institutions as of September 30, 2010 together with a brief description of certain significant terms of such financing arrangements.

I. Term Loan

PDSPL has entered into a secured debt facility agreement with Kotak Mahindra Bank for the purpose of paying off unsecured loans from its erstwhile promoters.

A brief description of the abovementioned facility availed from Kotak Mahindra Bank, have been provided hereinbelow:

(₹ *in Million)*

Name of the lenders	Loan Documentation	Facility	Amount outstanding as on September 30, 2010	Interest/ Commission Rate % (p.a.)	Security/ Margin	Repayment schedule
Kotak Mahindra Bank Limited	Sanction letter dated August 20, 2010; sanction letter dated August 26, 2010; sanction letter dated October 21, 2010; loan agreement dated August 26, 2010; undertaking by our company in favour of the lender dated August 26, 2010; undertaking by Oscar Investments Limited in favour of the lender dated August 26, 2010; undertaking by RHC Holding in favour of the lender dated August 26, 2010; undertaking by PDSPL in favour of the lender dated August 26, 2010; corporate guarantee dated August 26, 2010 executed by our Company in favour of the lender; corporate guarantee dated August 26, 2010 executed by RHC Holding in favour of the lender; deed of hypothecation dated August 26, 2010; and letter for appropriation and set-off dated August 26, 2010.	(i) Term loan for 1,500.00 and; (ii) Short term loan for 100.00 as a sub-limit of cash credit of 100.00.	1,500.00	9.50% p.a. (2.25% plus Bank's Base Rate) floating over the tenure of the facility.	**Security:** (i) Term loan of ₹ 1,500.00 million: (a) First charge on current assets of PDSPL in favour of the lender; (b) First exclusive charge on all existing and future moveable fixed assets of PDSPL; (ii) Short term loan of ₹ 100.00 million: First *pari passu* charge on all existing and future current assets of PDSPL (iii)Common Securities: (a) Third charge (sharing between facilities provided by the bank) over the assets held by HDFC Bank and second charge over assets of our Company held by First Leasing Company Limited and GE Capital Services Limited; (b) Blank undated cheque drawn by our Company in favour of the lender for a sum of ₹ 1,600.00 million. (c) Corporate guarantee in favour of the lender executed by our Company for an amount not exceeding aggregate amount of credit facilities along with interest;	The term loan can be availed up to December 31, 2010 and has to be repaid within a maximum 72 months by way of 16 quarterly instalments; Short term loan is a revolving facility granted for a maximum of three months; Moratorium period of 24 months from the date of first disbursement.

Name of the lenders	Loan Documentation	Facility	Amount outstanding as on September 30, 2010	Interest/ Commission Rate % (p.a.)	Security/ Margin	Repayment schedule
					(d) Corporate Guarantee in favour of the lender executed by RHC Holding for an amount not exceeding aggregate amount of credit facilities along with interest. **Margin:** (i) Term Loan - 25% on stocks and book debts for short term loans; and (ii) Short Term Loan – 200% of the market value of the security provided.	

III. Working Capital debt facility (fund and non-fund based)

PDSPL has availed working capital debt facility from Kotak Mahindra Bank Limited, significant details of which have been provided below:

(₹ *in Million)*

Name of the lenders	Loan Documentation	Facility	Amount outstanding as on September 30, 2010	Interest/ Commission Rate % (p.a.)	Security/ Margin	Repayment schedule
Kotak Mahindra Bank Limited	Sanction letter dated August 20, 2010; sanction letter dated August 26, 2010; loan agreement dated August 26, 2010; undertaking by our Company in favour of the lender dated August 26, 2010; undertaking by Oscar Investments Limited in favour of the lender dated August 26, 2010; undertaking by RHC Holding in favour of the lender dated August 26, 2010; undertaking by PDSPL in favour of the lender dated August 26, 2010; corporate guarantee dated August 26, 2010 executed by our Company in favour of the lender; corporate	(i) Cash credit of 100.00; and (ii) Letter of credit (inland and foreign) of 100.00 as sub limit of cash credit	Nil	9.50% p.a. (2.25% plus Bank's Base Rate) floating over the tenure of the facility.	**Security:** (i) First *pari passu* charge on all existing and future current assets of PDSPL; (ii) Second charge on all existing and current assets and moveable fixed assets of our Company (iii) Blank undated cheque drawn by our Company in favour of the lender for a sum of ₹ 1,600.00 million. (iv) Corporate guarantee in favour of the lender executed by our Company for an amount not	(i) Revolving facility subject to review by the lender; and (ii) Letter of Credit has been issued for a maximum of six months.

Name of the lenders	Loan Documentation	Facility	Amount outstanding as on September 30, 2010	Interest/ Commission Rate % (p.a.)	Security/ Margin	Repayment schedule
	guarantee dated August 26, 2010 executed by RHC Holding in favour of the lender; deed of hypothecation dated August 26, 2010; letter for appropriation and set-off dated August 26, 2010				exceeding aggregate amount of credit facilities along with interest; (v) Corporate Guarantee in favour of the lender executed by RHC Holding for an amount not exceeding aggregate amount of credit facilities along with interest; (v) The goods imported under the letter of credit issued by the lender shall be deemed to have been pledged in favour of the lender. **Margin:** (i) Cash credit - 25% on stocks and book debts; and (ii) Letter of credit – Minimum cash margin of 10% shall be provided upfront.	

The following material and restrictive covenants are in general applicable to the above term and working capital debt facility:

1. PDSPL should not affect any lien, alienation, sale, transfer, mortgage, charge, assignment, deal or other disposition of or encumbrance of, or purport to create any charge or encumbrance over the security tendered to the lender or do any other act, which may prejudice the lender's security or interests;
2. The lender has the right to review the facility if the EBIDTA margin of PDSPL falls below 16%;
3. The lender has the right to appoint one nominee director on the board of directors of PDSPL;
4. The lender has an option to call the outstanding loan amount, in part or full, on or after August 25, 2013;
5. The lender has the option to either continue with the loan or exit in part or full at the time of initial public offer of either PDSPL or our Company;
6. PDSPL should not transfer funds/assets to any group or associate company or concern;
7. PDSPL should pay prepayment premium unless the prepayment is effected from the proceeds of the initial public offer, private placement or any further form of equity dilution of PDSPL or our Company; or on exercise of the call option of the lender; on annual anniversary dates of the facility agreement with a notice period of 30 days;
8. PDSPL should not, without the prior consent of the lender,:
    a. Effect any change in the shareholding pattern;
    b. Effect any change in the shareholding pattern of its promoters;

c. Effect any change in its management;
d. Effect any change in its name or trade name;
e. Effect any change or in any way alter its capital structure;
f. Effect any scheme of amalgamation or reconstitution etc.;
g. Effect any change in the shareholding of such of the shareholders in PDSPL who are its directors at present and the principal shareholders and promoters of PDSPL;
h. Raise any further loans or avail any facilities against the assets offered as security for the facilities of the lender;
i. Declare any dividends on its share capital in case it breaches any condition or covenant set forth in the loan documents;
j. Enter into, or be party to, any transaction with any affiliate of PDSPL, except in the ordinary course of business and upon fair and reasonable terms;
k. Dispose of its assets;
l. Enter into any compromise with any of its creditors or shareholders or enter into any other arrangements, mergers, amalgamations, consolidations, structuring, restructuring, spin offs, hive offs;
m. Implement a new scheme of expansion or take up an allied line of business or manufacture;
n. Enlarge the scope of the other manufacturing/trading activities if any undertaken at the time of the application of the loan;
o. Withdraw or allow to be withdrawn any monies brought in by the promoters and directors or relatives and friends of the promoters or directors of the lender;
p. Invest any funds by way of deposits or loans or in share capital of any other concerns so long as the money remains due to the lender;
q. Enter into any hire purchase arrangement

9. Our Company should continue to have management control over PDSPL during the tenure of the loan facility and hold at least 51% equity share capital of PDSPL;
10. Our Company should not declare any dividends on its share capital, without obtaining the prior consent of the lender, during the continuance of the loan agreement;
11. At least one of our promoters, Mr. Malvinder Mohan Singh or Mr. Shivinder Mohan Singh, shall remain on the board of our Company until the achievement of the projected turnover or profitability for the year ending March 31, 2011 and for the quarter ending June 2011;
12. RHC Holding and Oscar Investment Limited should continue to have the management control over our Company during the continuance of the loan facility;
13. RHC Holding and Oscar Investment Limited and any related entity should continue to hold at least 51% equity share capital of our Company during the continuance of the loan agreement;
14. PDSPL will subordinate unsecured loan of ₹ 800.00 million during the continuance of the loan agreement;
15. Our Company will subordinate non-convertible debentures of ₹ 1,650.00 million during the during the continuance of the loan agreement;
16. Minimum Debt Service Coverage Ratio for PDSPL shall be greater than one;
17. The ratio of the total outstanding liabilities to adjusted tangible networth (including loans brought by promoters and subordinated to the lender's loan) should exceed three;
18. The ratio of the consolidated long term debt to consolidated networth should be less that 1.50;
19. PDSPL's inability to pay any amount or meet any obligation when due to any person other than the lender shall constitute as an event of default for the purpose of this loan;
20. Any person other than the lender accelerating repayment due from PDSPL shall also constitute as an event of default for the purpose of this loan;
21. Any default by PDSPL shall constitute to be a default of all other facilities availed of by PDSPL and shall result in the lender regarding all other borrowings availed of by PDSPL as immediately due and payable;
22. PDSPL shall not recognize or register any transfer of shares in the lender's capital made or to be made by any person as may be specified by the lender;
23. The lender shall have the right of first refusal in the event of any derivative transactions including but not restricted to interest rate or currency swaps or any other derivative transaction that PDSPL undertakes;
24. RHC Holding and Oscar Investment Limited will fund any shortfall in debt servicing on account of deficit in cash flows of PDSPL or our Company or delay in infusion of funds on by way of initial public offer/ any other form of equity dilution of PDSPL;

25. In case our Company fails to settle claim made by the lender within seven days from the date of claim, our Company shall pay interest at the rate of 18% p.a.; and
26. The liability of our Company shall be that of a primary obligor and not merely as a surety.

B. Unsecured borrowings

Set forth below is a brief summary of PDSPL's unsecured borrowings as of September 30, 2010.

(₹ *in Million)*

Name of the lenders	Loan Documentation	Facility	Amount outstanding as on September 30, 2010	Interest/ Commission Rate % (p.a.)	Security/ Margin	Repayment schedule
Our Company	Memorandum of understanding between our Company and PDSPL dated August 20, 2010.	2,277.12	777.13	11.25% p.a.	Demand promissory note for a sum of ₹ 2,277.12 million dated August 20, 2010 in favour of our Company.	Loan amount to be repaid on August 19, 2012 or earlier at the option of the PDSPL.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated below there are no outstanding litigation, suits, criminal or civil prosecutions, statutory or legal proceedings including those for economic offences, tax liabilities, show cause notices or legal notices against our Company, our Directors, our Subsidiaries, our Promoters and Group Companies or ventures with which our Promoters were associated in the past (in case our Promoters' name continue to be associated with such proceeding). Except as stated below, there are no defaults including non-payment of statutory dues, over-dues to banks/financial institutions, defaults against banks/financial institutions, defaults in dues payable to holders of any debenture, bonds and fixed deposits issued by our Company, defaults in creation of full security as per the terms of issue/other liabilities, proceedings initiated for economic/ civil/ 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) other than unclaimed liabilities of our Company except as stated below. No disciplinary action has been taken by SEBI or any stock exchange against our Company, our Directors, our Subsidiaries, our Promoters, Group Companies or ventures with which our Promoters were associated in the past (in case our Promoters' name continue to be associated with such proceeding).

Neither our Company nor our Subsidiaries, our Promoters or Group Companies have been declared as wilful defaulters by the RBI, or any other Governmental authority other than as disclosed below and, except as disclosed in this section in relation to litigation, there are no violations of securities laws committed by them in the past or pending against them or any person or entity connected with them. Further, except as disclosed in this section, there are no outstanding litigation, suits, criminal or civil prosecutions, statutory or legal proceedings including those for economic offences, tax liabilities, show cause notices or legal notices pending against any company whose outcome could have a material adverse effect on the position of our Company, our Promoters, Group Companies or any person or entity connected with them. None of the Group Companies had faced/ is facing any litigations/ defaults/ over dues or labour problems/ closure etc.

I. Contingent liabilities not provided for as of September 30, 2010, March 31, 2010 and March 31, 2009:

As at September 30, 2010, March 31, 2010 and March 31, 2009, our restated financial statements disclosed and reflected the following contingent liabilities, on a consolidated basis:

(₹ in million)

Particulars	As at September 30, 2010	As at March 31, 2010	As at March 31, 2009
a) The Company has received a show cause cum demand notice dated April 20, 2007 in respect of service tax relating to 'Clinical Trial Studies' rendered during the period from July 2003 to April 2006. The Company has responded to the Directorate General of Central Excise Intelligence, Mumbai on May 8, 2007. In the opinion of the management, the said demand is non-tenable and not likely to devolve on the Company. Accordingly, no provision in respect of the said demand is considered in the books.	8.14	8.14	8.14
b) Demands against various Medico-Legal cases by the customers which are disputed by the Company. Besides, the Company has also received various others claims by its customers for compensation in lieu of non satisfactory test results, the amount of which is not ascertainable. However, in the opinion of the management, most of these claims are non-tenable and are not likely to devolve on the Company. On the basis of past history of such cases, the management is of view that there will not be any substantial outflow of resources in respect of the above and hence no provision there against is considered necessary.	11.94	11.48	25.52
c) The Company is currently under litigation with the Income tax department against certain income tax disallowances totalling to Rs.473,912,776 in relation to Assessment years 2006-07, 2007-08 and 2008-09. These disallowances represent non-deduction of withholding taxes on the payments made by the Company of discounts to its collection centers and			

Particulars	As at September 30, 2010	As at March 31, 2010	As at March 31, 2009
certain other miscellaneous matters, raised by the Income Tax department. The management based on its internal evaluation and advice obtained from its tax advisors is of the opinion that the interpretations by the tax office are flawed and does not expect any economic outflow. Accordingly it has filed an appeal against these orders and has not considered need for any provision for the purpose of preparation of its accounts.			
d) Bank Guarantee issued as a security deposit	2.00	-	-
e) Sales Tax demand	1.96	-	-
f) Demands against various Medico-Legal cases by the customers not acknowledged as debts	2.46	-	-

II. Litigation involving our Company

A. Outstanding Litigation and Material Developments/Proceedings involving/ affecting our Company

1. Outstanding Litigation/ Proceedings filed against our Company

Civil Cases

1. Dr. Girja Shankar Gupta has filed a suit (No. 630 of 2010) dated April 28, 2010 against our Company before the Additional District and Sessions Judge, Patiala House Courts, New Delhi. Mr. Gupta was appointed as a Junior Pathologist by our Company on November 24, 2009. He has alleged that he was forced to resign by the officials of our Company on February 22, 2010 without notice or legitimate dues and salary for three months. The present suit has thus been filed by Dr. Gupta praying that the Court direct our Company to pay compensation amounting to ₹ 0.30 million and a further interest of 18% along with costs. The matter is currently pending.

2. M/s. Atulkumar & Co. have filed a suit (L.E.&C. Suit No. 32/46 of 2010) dated April 28, 2010 against our Company before the Small Causes Court, Bandra. The plaintiff licensed the suit premises to our Company under a lease and license agreement dated October 21, 2009. However, after the expiry of the license in November 30, 2009, our Company allegedly refused to vacate the suit premises even after sending repeated notices. Hence, the plaintiff has filed this present suit praying that our Company be directed to handover vacant and peaceful possession of the suit premises to the plaintiff. Subsequently, our Company had filed an arbitration application (Arbitration Application no. 100 of 2010) before the High Court of Judicature of Bombay invoking the arbitration clause in the lease and license agreement praying for the appointment of an arbitrator. However, the High Court, by its order dated October 12, 2010, has ruled that the arbitration clause will not have the effect of ousting the jurisdiction of the Small Causes Court and therefore, an arbitrator has not been appointed. The matter is currently pending.

3. Mr. Rajesh Kumar Srivastava has filed a civil contempt petition (No. 820 of 2002) before the High Court of Uttar Pradesh, alleging that the judgment dated April 25, 2000 of the High Court of Uttar Pradesh in an earlier case *D.K. Joshi v. State of Uttar Pradesh* was not being complied with. The above judgment directed the concerned state regulatory authorities to take steps to identify unqualified and unregistered medical practitioners operating in the state of Uttar Pradesh and initiate legal action such practitioners immediately. The High Court of Uttar Pradesh by an order dated January 28, 2004, directed all hospitals, nursing homes and pathology labs to provide complete details of all medical facilities and the qualifications of the staff employed by them and register themselves with the Chief Medical Officer of the relevant district. The High Court of Allahabad had ordered the closure of two collection centres also, but on subsequent applications filed, allowed them to operate. The matter is currently pending.

4. Mr. A. Santy Kirubagaran has filed an appeal (M.F.A. No. 886 of 2009) dated January 29, 2009 against our Company and others before the Karnataka High Court, Bangalore for modifying the judgment and award dated November 13, 2008 ("**Award**") of the Motor Accident Claims Tribunal, Bangalore, for an amount of ₹ 0.11 million along with 9% interest. Our Company has also filed an appeal (M.F.A. No. 4794 of 2009) against the Award before the High Court of Karnataka, Bangalore praying that the judgment awarding compensation may be set aside. Both the appeals are currently pending.

5. M/s. Teekays Interior Solutions Private Limited has filed a temporary injunction suit (O.S. 27070/2010) before the Additional City Civil Judge, Bangalore against the Company for staying the interior work of SRL's Lab in Bangalore. It is alleged that the plaintiff has entered into a contract for interior works for the Bangalore laboratory of SRL and executed major portion of the contract work. It is alleged that defendants are attempting to violate the contract and entrusting the remaining work to a third agency and in that event, the plaintiff would suffer major irreparable injury. It is also alleged that the defendants have not paid the bills. SRL file the application before the vacation judge under order 7 Rule 11 read with section 151 of civil procedure the Hon'ble vacation court issue the directions vide its order dated December 23, 2010 to M/s Teekays Interior salutation Private Limited to provide the electricity and other utility services till next date of hearing. Ms/ Teekays Interior Solutation Private Limited failed to comply the same hence SRL file the application under order XXXIX Rule 2A R/w section 151 of the CPC on January 7, 2011. The matter is currently pending.

6. Mr. Ambrish Kumar Aggarwal has filed a recovery Suit (No. 357/10) against SRL and another before the Civil Judge, Faizabad. It is alleged that on April 19, 2010, the plaintiff gave his blood sample to the Company laboratory for certain tests and in the report issued by the laboratory, haemoglobin of the plaintiff was shown as 8.7grm/dl. The plaintiff's doctor suggested that the examination report is not correct and directed him to another haemoglobin examination. As a result, on April 24, 2010, the plaintiff went to the defendant's clinic and again gave his blood sample for a haemoglobin examination. On reporting, the test results reflected the haemoglobin levels to be 10.9 grm/dl. It is also alleged that the report dated April 19, 2010 caused mental torture to the plaintiff. Therefore, he has claimed a compensation of ₹ 0.05 million with 14% p.a. interest till the recovery of amount. The matter is currently pending.

Labour Matters

1. The Assistant Labour Commissioner had referred the dispute relating to the dismissal of Mr. Amit Verma in an illegal and wrong manner without assigning any reason for the same to the Industrial Tribunal, Patiala. Mr. Amit Verma has filed a demand notice but our Company has not filed its reply to the notice. The matter is currently pending.

2. SRL received a Notice from Delhi Labour Welfare Board, New Delhi dated 18.11.2010 under Rule 4 of DLWF Rules, 1997 for compliance with provision of the Bombay Labour Welfare Fund Act, 1953 (As extended to NCT of Delhi) and the Delhi Labour Welfare Fund Rules, 1997. The matter is currently pending.

Criminal Cases

1. Dr. Anil Bansal has filed a complaint (No. 565 of 2004) dated March 30, 2002 against our Company and others before the Additional Chief Judicial Magistrate, Agra under sections 406, 420, 500 and 425 of the IPC. He has stated that CMCC was the authorized collecting centre of our Company at Agra for a period up to March 31, 2002 pursuant to an agreement dated June 17, 2001. Dr. Bansal has alleged that our Company had sent back the samples couriered by CMCC in January, 2002 without testing the same and without assigning any reason. He has further alleged that he had tried sending other samples through the courier agency, but our Company allegedly told the courier agency not to collect the samples from the complainant. Mr. Bansal in legal notice dated March 20, 2002 claimed compensation amounting to ₹ 2.00 million as damages for loss caused. Additional Chief Judicial Magistrate by his order dated May 12, 2003 issued summons to the accused under Sections 406, 420, 500 and 425 IPC to face trial. Our Company and others have thereafter filed a petition (Cr. M.A. No. 4102 of 2006) dated April 17, 2006 before the Allahabad High Court under section 482 of the Criminal Procedure Code praying that the order of the Additional Chief Judicial Magistrate dated May 12, 2003 be quashed and all further proceedings before the 12th Additional Chief Judicial Magistrate be stayed. The High Court of Uttar Pradesh at Allahabad, through its order dated April 20, 2006 has directed that the proceedings in the Additional Chief Judicial Magistrate, Agra be stayed. The matter is currently pending.

Consumer Complaints

There are 25 consumer complaints pending before various District and State Consumer Redressal Forums against our Company. The matters are currently pending. Brief description of these cases is provided below:

1. Ms. Neeru Bansal has filed a consumer complaint (No. 278 of 2003) dated July 23, 2003 against our Company before the District Consumer Disputes Redressal Forum, Mumbai under the Consumer Protection Act, 1986 alleging gross negligence and deficiency of services. Ms. Bansal had sent her blood sample for testing to an authorized collection centre of our Company on April 5, 2003, the report for which dated April 7, 2003, allegedly reflected the testosterone level incorrectly but a re-test report dated May 1, 2003 allegedly showed a testosterone level of 58.2. The complainant has claimed a total sum of ₹ 0.23 million for physical hardship and mental agony suffered. The matter is currently pending.

2. Ms. Neena Goel has filed a consumer complaint (No. 289 of 2008) against Ranbaxy, one of our laboratories, and Garg Brothers Diagnostic Centre ("**GBDC**") before the Consumer Disputes Redressal Forum, Shalimar Bagh under the CPA. The complainant had approached GBDC to get tested for Rubella IgM; which in turn took her samples and sent them to the laboratory for testing. The laboratory in its report dated June 1, 2007 stated that the complainant had tested positive for Rubella IgM. Thereafter, the complainant allegedly got the same test done from four other laboratories all of which in their reports stated that the complainant had tested negative for Rubella IgM. The complainant allegedly approached GBDC again for testing on June 20, 2007 and the report from the laboratory stated that the complainant had tested positive for Rubella IgM. The complainant has claimed compensation amounting to ₹ 1.80 million for mental agony and harassment. The matter is currently pending.

3. Mr. Kul Bhushan has filed a consumer complaint (No. 1352 of 2003) dated August 27, 2003 against our Company and others before the District Consumer Forum, New Delhi under the CPA. The complainant had allegedly approached the local collection centre of our Company for a biopsy test, the report of which dated August 18, 2001 stated that the complainant was suffering from signet ringadeno calcinoma. However, on re-testing from another laboratory, it was allegedly reported that the complainant was not suffering from signet ringadeno calcinoma. The complainant has claimed compensation amounting to ₹ 1.25 million for damages caused to him due to negligence of the respondents. The matter is currently pending.

4. Mr. Narender Fulchand Doshi has filed a consumer complaint (No. 146 of 2002) dated April 29, 2002 against our Company and another before the Consumer Dispute Redressal Commission, Mumbai under the CPA. The complainant had approached the laboratory for a HIV test for himself and his wife. The reports dated November 1, 1999 and November 12, 1999 found the complainant and his wife, respectively, to be HIV-1 positive. Subsequently, the complainant got his blood tested at a different laboratory in Bombay for HIV western blot and viral load tests, the report, dated November 26, 2001, showing that complainant was not HIV-1 positive. The complainant sent his sample for testing to another authorized collection centre of our Company, the reports of which, dated November 30, 2001 and January 4, 2002 respectively, allegedly stated that the complainant was not HIV-1 positive. The complainant has claimed compensation amounting to ₹ 2.05 million, as damages for negligence along with interest. The matter is pending.

5. Ms. Rajul Narendra Doshi has filed a consumer complaint (No. 147 of 2002) dated April 29, 2002 against our Company and another before the Consumer Dispute Redressal Commission, Mumbai under the CPA. The complainant had approached the laboratory for a HIV test, the report for which dated November 12, 1999 allegedly found the complainant to be HIV-1 positive. Subsequently, the complainant got her blood tested in a different laboratory in Bombay for HIV western blot and viral load tests, the report, dated November 26, 2001 allegedly showing that the complainant was not HIV-1 positive. The complainant allegedly sent her sample for testing again to another authorized collection centre of our Company, the reports of which, dated November 30, 2001 and January 4, 2002 respectively, stating that the complainant was not HIV-1 positive. The complainant has claimed compensation amounting to ₹ 1.9 million as damages for negligence along with interest The matter is currently pending.

6. Dr. Subodh Mohan has filed a consumer complaint (No. 126 of 2007) dated July 2, 2007 against our Company and others before the District Consumer Forum, Buland Shahr under of the CPA. The complainant had allegedly sent a sample to an authorized collection centre of our Company to test for liver profile, Hepatitis C, PSA and ceruloplasm, the report of which dated May 26, 2006 showed that the complainant was suffering from these diseases. However, on re-testing with our laboratory, the

report of our Company allegedly came back as negative. The complainant has claimed compensation amounting to ₹ 0.10 million as damages. The matter is currently pending.

7. Mr. Vijay Arora has filed a consumer complaint (No. 226 of 2007) dated April 20, 2007 against our Company and others before the District Consumer Disputes Redressal Forum, Faridabad under the CPA. The complainant has stated that he had given his samples for testing to the respondents on January 18, 2007, the report of which, dated January 19, 2007, allegedly showed some wrong report of serum triglycerides. However, re-testing from another laboratory, the report showed no such abnormalities. The complainant has claimed compensation amounting to ₹ 0.20 million for the mental tension, harassment and agony caused. The matter is currently pending.

8. Mr. Aditya Mishra has filed a consumer complaint (No. 182 of 2006) against our Company and others dated December 7, 2006 before the District Consumer Forum, Jamshedpur under the CPA. The complainant's wife had undergone some tests with our laboratory, the results of which, dated July 7, 2006, allegedly reported that the protein level in her urine was very high. However, on re-testing, it was found that the protein level in his wife's urine was normal. On further testing from T.M.H., Jamshedpur and Apollo Jamshedpur, both reports came back as normal. The complainant has claimed compensation amounting to ₹ 0.10 million as damages for treatment expenses and mental harassment. The matter is currently pending.

9. Ms. Ritu Ajmani has filed a consumer complaint (No. 911 of 2007) dated December 13, 2007 against our Company and others before the District Consumer Disputes Redressal Forum, Bhopal under the CPA. The complainant had allegedly got the same test done thrice, within a period of fifteen days, from two different laboratories (one of which was our Company). The complainant has alleged that both the laboratories gave contradictory test results. However, on re-testing her blood sample for a DNA test from another laboratory, the results allegedly stated that she was not suffering from Hepatitis B. This complaint has thus been filed against our Company and the other laboratory. The complainant has claimed compensation amounting to ₹ 0.18 million as compensation for treatment expenses and mental agony. The matter is currently pending.

10. Mr. Alok Mour has filed a consumer complaint (No. 94 of 2007) against our Company and others before the District Consumer Forum, Guwahati under the CPA. The complainant had sent his samples for biopsy to the franchise laboratory of our Company, the report of which dated May 25, 2006 allegedly stated that the complainant was suffering from a form of cancer. On re-testing in Mumbai, the report dated June 17, 2006 from another laboratory stated that the complainant was not suffering from cancer. Therefore, the complainant has claimed a sum amounting to ₹ 0.24 million as compensation for treatment expenses and mental agony. The matter is currently pending.

11. Mr. Madhur Tiwari (minor), through his guardian, has filed a complaint (No. 837 of 2008) dated October 3, 2008 against our Company and another before the District Consumer Forum, Bhopal under the CPA. The complainant had sent a urine sample to the collection centre of our Company for testing, the report of which allegedly showed a high level of protein content. On an alleged re-testing from another laboratory, the report reflected normal protein content. Therefore, the complainant has claimed a sum amounting to ₹ 0.19 million as compensation for treatment expenses and mental agony. The matter is currently pending.

12. Mr. Roshan Kumar Singh filed a consumer complaint (No. 231 of 2009) dated September 2, 2009 under CPA against our Company before the District Consumer Forum Bareilly. The complainant was suffering from fever and had allegedly undergone some tests, the reports of which were sent on May 9, 2009 reporting it to be cancer. However, on an alleged retesting, test results reflected tuberculosis and not cancer. The complaint has thus been filed. The complainant has claimed, among other things, compensation for a sum of ₹ 0.15 million for treatment, travelling expenses and ₹ 0.80 million for mental and physical pain caused to the complainant. The matter is still pending.

13. Mr. Ghulam Qadir Wani has filed a consumer complaint (No. 41 of 2007) dated August 7, 2007 against our Company and another before the Jammu and Kashmir State Consumer Protection Commission, Srinagar under the CPA. The complainant's son had given his sample for testing to our Company on March 12, 2007, the report for which, dated March 13, 2007 allegedly stated that his son was suffering from thyroid disorder. On re-testing, the report allegedly showed the thyroid levels to be normal. The

complainant has claimed a total sum amounting to ₹ 0.54 million as compensation for treatment and mental agony. The matter is currently pending.

14. Ms. Pramod Kumari Gupta has filed a consumer complaint (Complaint No. 204 of 2008) dated October 13, 2008 against our Company and others before the District Consumer Protection Forum, Muzaffarnagar under the CPA. The complainant had undergone different tests for which she submitted blood samples on April 23, 2007, the reports for which allegedly showed that her T-4 results were less than normal range. On re-testing with our laboratory again on May 12, 2007, the report allegedly showed that her T-4 was even lesser than normal and T.S.H. was more than normal. However, on re-testing from another laboratory her results were allegedly normal which was confirmed by another laboratory test. The complainant alleges that they were given the wrong report of thyroid at both times which caused her mental shock and other problems. The complainant has claimed, among other things, a total sum amounting to ₹ 0.50 million as compensation. The matter is currently pending.

15. Ms. Pushpa Gupta has filed a consumer complaint (Complaint No. 628 of 2010) dated July 24, 2010 against our Company and another before the District Consumer Disputes Redressal Forum, New Delhi under the CPA. The complainant had undergone tests for the H1N1 virus with the laboratory, the report for which, dated November 12, 2009, allegedly showed the complainant to be positive for the virus. However, on getting a re-test from another laboratory, the report allegedly showed her to be H1N1 negative. Therefore, the complainant has claimed, among other things, an amount of ₹ 0.14 million for treatment expenses. The matter is currently pending.

16. Ms. Gayatri Singhal and another filed a consumer complaint (Complaint No. 1013 of 2008) dated August 7, 2008 against our Company and another before the District Consumer Protection Forum, Jaipur for deficiency in service in the process of taking an X-ray and preparing an X-ray report. Therefore, the complainant has claimed, among other things, an amount of ₹ 0.08 million as compensation for mental, physical and financial losses. The matter is currently pending.

17. Mr. Dinesh Pal Singh has filed a consumer complaint (Complaint No. 113/2009) dated March 18, 2009 before the District Consumer Protection Forum, Agra. The complainant had allegedly sent samples of his wife's nods from her throat to our Company for testing, the report for which, dated July 2, 2008, reported cancer. However, on re-testing from another laboratory, his wife was found to be suffering from tuberculosis and not cancer. Therefore, the complainant has claimed, among other things, an amount of ₹ 0.07 million for negligence and mental and financial disturbance. The matter is currently pending.

18. Ms. Prabha Devi has filed a consumer complaint (Complaint No. 479 of 2006) against SRL Ranbaxy Reference Clinical Laboratory and others before the District Consumer Forum, Gorakhpur. The complainant gave a sample of blister of her skin for testing, the report for which, dated September 7, 2005, allegedly stated that repeat biopsy may be considered. The complainant has alleged that our Company had misplaced the sample for biopsy. Therefore, the complainant has claimed a compensation of ₹ 0.08 million for mental, physical and financial loss. The matter is currently pending.

19. Ms. Santosh Mair had filed a consumer complaint (No. OC-22 of 2007) dated March 7, 2007, against our Company and others before the State Consumer Dispute Redressal Commission Punjab, Chandigarh ("**State Commission**") under the CPA. The complainant had alleged that she had undergone a laproscopic hysterectomy surgery. Pursuant to this, her uterus was removed and sent for histopathological examination. However, by a letter dated January 19, 2007, she was informed that the sample was never received in the laboratory and no result or report was sent to her. The complainant thereafter filed a complaint claiming a total sum amounting to ₹ 9.95 million as compensation and damages. The State Commission by its order dated October 22, 2009 stated that the facts involved required a detailed and complicated investigation of facts and thereafter relegated the complainant to the civil court. Subsequently, Ms. Santosh Mair filed an application (Misc. Application No. 2407 of 2009) before the State Commission seeking condonation of delay for the period from the date of institution of the consumer complaint till the date of the disposal order which was allowed. Subsequent to this, no further notice has been received by our Company in this matter as on date.

20. Mr. Ashish Khandelwal has filed a consumer complaint (No. 1168/2010) dated September 20, 2010, against our Company and others before District Consumer Dispute Redressal Forum, Jaipur under the Consumer Protection Act. The complainant has alleged that the he got tested for the serum which was

wrongly reported. After receiving the report, the client approached our Company and another laboratory and the same test was done at another laboratory where he tested positive. As a result, he has claimed compensation of ₹ 1.00 million for mental agony and deficiency of service towards his client. The matter is currently pending.

21. Our Company has filed an appeal (No. 867 of 2006) against Mr. Sanjay Kanodia and others before the State Consumer Disputes Redressal Commission Uttar Pradesh, Lucknow ("**State Commission**") for setting aside of the judgment dated March 7, 2006 passed by the District Consumer Forum, Deoria ordering our Company to pay a sum of ₹ 276,000 as compensation for wrong reporting of epilepsy. The State Commission by its order dated May 5, 2010 has admitted the appeal and stayed the award of the District Consumer Forum until further orders. Further, Mr. Sanjay Kanodia has also filed a complaint (Reference No. 19 of 2010 in Complaint No. 317 of 2003) dated March 8, 2010 against our Company before the Consumer Dispute Redressal Forum, Devaria seeking, among other things, compliance with the order of the District Forum, Devaria dated March 7, 2006 which directed our Company to pay ₹ 0.27 million as compensation. The matter is currently pending.

22. Our Company and another have filed an appeal (No. 559 of 2006) dated March 7, 2006 against Mr. Ratnesh Kumar Srivastava and another under the CPA before the State Commission Consumer's Redressal, Lucknow, Uttar Pradesh for setting aside the judgment dated October 21, 2005 of the District Consumer Forum, Varanasi which directed our Company to pay ₹ 0.05 million as compensation for a wrong report of cancer. This appeal has thus been filed by our Company. The State Commission by its order dated March 20, 2006 stayed all further proceedings. The matter is currently pending.

23. Our Company has filed an appeal (No. 328 of 2008) dated February 14, 2008 against Mr. Sanjeev Sharma and another before the State Commission Consumers Redressal Forum, Lucknow against the judgement dated November 6, 2007 passed by the District Consumer Forum, Jhansi in complaint number 126/2006 vide which our Company was directed to pay a sum of ₹ 0.07 million which they had taken as security deposit for a franchisee of our Company along with certain litigation expenses amounting to ₹ 1,000. The complainant has alleged that he was not issued the certificate for the job of sample collection and delivery for which he had deposited the security but was given to someone else. The matter is currently pending.

24. Our Company has filed an appeal (No.329 of 2008) against Mr. Bhola Nath Yadav under section 15 of the CPA before the State Commission, Consumers Redressal, Lucknow for setting aside the ex-parte judgment of the District Consumer Forum, Varanasi dated June 7, 2007 ordering payment of ₹ 0.10 million as damages along with costs. Mr. Bhola Nath Yadav had filed a consumer complaint (Complaint No. 315 of 1999) dated November 4, 1999 against our Company and another before the District Consumer Forum, Varanasi alleging that he had sent some samples of his wife's skin for examination on August 23, 1999. He has alleged that he was later informed that the samples had been lost. The complainant thus filed the complaint claiming compensation for the negligence. The matter is currently pending.

25. Our Company and others have filed an appeal (No. 103 of 2002) dated January 14, 2002 against Mr. Mohd. Shakir Shabbir before the State Commission for Consumers Redressal, Lucknow, Uttar Pradesh for setting aside the award of the District Consumer Redressal Forum, Aligarh dated December 6, 2001 which directed our Company to pay ₹ 0.08 million to Mr. Shabbir on account of it wrongly reporting cancer by its report dated March 17, 1999. The State Commission for Consumers Redressal has by its orders dated October 10, 2002 stayed the execution proceedings and all further proceedings in relation to the order dated December 6, 2001 of the of the District Consumer Redressal Forum, Aligarh. The matter has been dismissed in default on October 21, 2010. However, a restoration application has been allowed and the matter is currently pending.

Tax matters:

1. In the Assessment Year 2006-07, consequent to the additions made by the AO to the total income of Super Religare Laboratories Ltd a demand of ₹ 15.82 million has been raised on the Company vide demand notice dated December 24, 2008. The Company has filed an appeal before CIT (A) XII against such addition. The CIT (A) in the order passed by him dated November 12, 2010 has given a part relief

to the Company. The Company has preferred an appeal against the additions confirmed in the CIT(A) order before the Income-tax Appellate tribunal.

Income Tax Assessment of the Company for the assessment year 2007-08 has been completed by the Additional Commissioner of Income Tax, Range 9, New Delhi and consequential to certain disallowances made during the assessment vide assessment order dated 10th December, 2010 has raised a demand of ₹ 125.61 million. The Company has filed an appeal with Commissioner of Income Tax (Appeals), New Delhi against the above order.

Income Tax Assessment of the Company for the assessment year 2008-09 has been completed by the Deputy Commissioner of Income Tax, Circle-9 (1), New Delhi and consequential to certain disallowances made during the assessment vide assessment order dated December 20, 2010 has raised a demand of ₹ 81.52 million. The Company has filed an appeal with Commissioner of Income Tax (Appeals) New Delhi against the above order.

2. Our Company received a show cause cum demand notice dated April 20, 2007 from the Department of Revenue, Central Board of Excise and Customs to pay service tax on the services provided by our Company to clinical research organizations which fall into the service tax net. The department claimed that our Company was it the business of clinical trial – 'Central Laboratory Testing' and not merely in the business of pathological tests. On that basis, the department has claimed an amount of ₹ 8.14 million being service tax and education cess. The Company has filed a petition before the Commission of Service Tax, Service Tax Commissionerate, Mumbai praying that the show cause notice be dropped and they be given a personal hearing before any orders are passed in the matter. The matter is currently pending.

Notices

Further, our Company has received 29 legal notices alleging that certain pathological tests performed at our Company gave a different test value than the same test performed at another lab or the reports were delivered with undue delay or were not delivered at all. The approximate aggregate value of the notices received is ₹ 9.69 million.

2. Outstanding Litigation/ Proceedings filed by our Company

Civil cases:

1. Our Company has filed arbitration application (No. 12 of 2010) dated July 12, 2010 against the Good Health Medical Services Private Limited, Kathmandu, Nepal ("**GHMS**") before the Supreme Court of India under the Arbitration and Conciliation Act, 1996. Our Company and GMHS had entered into a Clinical Reference Laboratory Services Agreement dated September 1, 2008 ("**Agreement**") according to which GMHS was appointed as the primary provider of reference testing services from Kathmandu, Lalitpur, Bhaktpur and Kavre. In return, the latter had to pay consideration to our Company. It has been alleged that a sum of ₹ 0.95 million is still due and payable by GMHS. Consequent to this, our Company invoked the arbitration clause stated in the Agreement by letter dated January 29, 2010. GMHS has failed to respond to the said letter and appoint the arbitrator within 30 days of the receipt of the said notice. Hence, this application has been filed under Section 11(6) of the Arbitration and Conciliation Act, 1996. The matter is currently pending.

Criminal cases:

1. Our Company has filed a complaint (No. 194/1/10) dated August 21, 2010 against M/s A.G. Diagnostics and others before the Metropolitan Magistrate, New Delhi under the Negotiable Instrument Act, 1881. Our Company has submitted that in order to discharge its admitted liability, M/s A.G. Diagnostics issued three cheques bearing numbers 606518, 606519 and 606520 dated May 31, 2010 for ₹ 0.05 million, ₹ 0.02 million and ₹ 0.02 million respectively which were returned marked 'payment stopped by drawer'. Legal notice dated July 12, 2010 was sent to all the accused intimating about the fact of dishonour and asking them to make payment of the ₹ 0.08 million within fifteen days of the receipt of the legal notice. All the accused failed to make the payment of the requisite amount. Thus, the present complaint has been filed praying that the respondents be held liable under Section 138 of

the Negotiable Instruments Act, 1881 and to direct them to pay compensation under Section 357 of Criminal Penal Code. The matter is currently pending.

2. Our Company has filed a complaint (No. 822/02) dated January 13, 2011 against M/s Patient Service Centre and others before the Ld ILLAQA Judicial Magistrate, Ludhiana under the Negotiable Instrument Act, 1881. Our Company has submitted that in order to discharge its admitted liability, Patient Service Centre issued five cheques dated November 12, 2010 for ₹ 0.20 million, November 13, 2010 for ₹ 0.25 million, November 13, 2010 for ₹ 0.18 million, November 13, 2010 for ₹ 0.25 million and November 13, 2010 for ₹ 0.31 million which were returned marked 'payment stopped by drawer'. Thereby, legal notice dated December 11, 2010 was sent to all the accused intimating the fact of dishonour and asking them to make the payment within fifteen days of the receipt of the legal notice. All the accused failed to make the payment of the requisite amount. Thus, the present complaint has been filed praying that the respondents be held liable under Section 138 of the Negotiable Instruments Act, 1881 and to direct them to pay compensation under Section 357 of Criminal Penal Code. The matter is currently pending.

B. Proceedings initiated against our Company for economic offences

There are no proceedings initiated against our Company for any economic offences.

C. Details of past penalties imposed on our Company

Our Company has paid an amount of ₹ 2,000 as compromise with the Department of Legal Metrology for violation of Section 33 of the Standard Weights and Measures Act, 1976. Further, our Company has previously been issued certain notices from the Municipal Corporation of Delhi, which were settled by our Company by paying the due challans.

D. Potential Litigation against our Company

Except as disclosed in this section, there are no potential litigations against our Company that we are currently aware of or in connection with which, we have received notice.

E. Material Developments since the Last Balance Sheet Date

Except as disclosed in the section titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations of our Company*" on page 192, in the opinion of our Board, there have not arisen, since the date of the restated financial statements disclosed in this Draft Red Herring Prospectus, any circumstances that materially or adversely affect or are likely to affect our profitability taken as a whole or the value of its consolidated assets or its ability to pay its material liabilities within the next 12 months.

F. Outstanding dues to small scale undertaking(s) or any other creditors

Except as stated in the section titled "*Financial Information*" on page F-1, there are no outstanding dues above ₹ 100,000 to small scale undertaking(s) or any other creditors by our Company, for more than 30 days.

H. Outstanding Litigation against other companies whose outcome could have an adverse effect on our Company

Except as disclosed in this section, there are no outstanding litigation, suits, criminal or civil prosecutions, statutory or legal proceedings including those for economic offences, tax liabilities, show cause notices or legal notices pending against any company whose outcome could have a material adverse effect on the position of our Company.

III. Litigation against the Directors of our Company

A. Outstanding Litigation and Material Developments/Proceedings against our Directors

Except as disclosed in this section, there is no outstanding litigation involving our Directors including criminal prosecutions or civil proceedings involving our Directors, and there are no material defaults, non-payment of statutory dues, over dues to banks/financial institutions or defaults against banks/financial institutions by our

Directors (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).

Civil Cases

1. Mr. Bhai Analjit Singh, Ms. Surinder Saini, Mr. B.B. Sawhney and Mr. A.K. Sharma, all executors of the will dated August 28, 2005 of late Dr. Bhai Mohan Singh, who was the grandfather of both Mr. Malvinder Mohan Singh and Mr. Shivinder Mohan Singh, have filed a suit (being probate case no. 428 dated May 26, 2006) against the heirs of Dr. Bhai Mohan Singh, including Mr. Malvinder Mohan Singh, Mr. Shivinder Mohan Singh, Ms. Nimmi Singh and Mr. Bhai Manjit Singh, for the grant of the probate for late Dr. Bhai Mohan Singh's will, in the court of the Additional District Judge, Tis Hazari Courts, Delhi. Mr. Malvinder Mohan Singh, Mr. Shivinder Mohan Singh and Ms. Nimmi Singh have filed their no objections for grant of probate of the will of late Dr. Bhai Mohan Singh. There is no monetary claim against Mr. Malvinder Mohan Singh and Mr. Shivinder Mohan Singh in this matter. The matter is currently pending.

2. Mr. Bhai Manjit Singh has filed a suit in the High Court of Delhi against Mr. Malvinder Mohan Singh, Mr. Shivinder Mohan Singh and others (Suit No. 1673/2006), praying for a decree for partition of one-third share of the estate of late Dr. Bhai Mohan Singh, as it was constituted on the date of his death, declarations for the family settlement dated December 30, 1989, to be exercised in relation to matters including settlement of the equity shares of Delhi Guest Houses, and for an injunction directing the parties to the suit to act as per the above-mentioned family settlement. The matter is currently pending.

3. Mr. K.L Sehgal has filed a civil suit ((O.S.) No. 891 of 2008) before the High Court of Delhi against EHIRCL, Mr. Shivinder Mohan Singh and others for recovery of ₹ 2.04 million along with interest already accrued and *pendent elite* and future interest at the rate of 18% per annum. Mr. Sehgal was appointed on a retainer basis with EHIRCL in 1999 with a remuneration of ₹ 0.04 million per month along with certain allowances which were later enhanced pursuant to a retainership agreement, renewable on a yearly basis. Subsequently, Mr. Sehgal's services were terminated with effect from May 18, 2007. Mr. Sehgal has alleged that his services were unilaterally terminated by EHIRCL without any reasons being assigned thereof which is illegal and unjustified and has caused him severe mental agony. It has also been alleged that certain sums payable to Mr. Sehgal have been withheld by the defendants. The matter is currently pending.

Police Complaints:

1. Ms. Manju Jain a client of RSL filed a complaint to police against RSL and others on July 8, 2009 before the Police Station, Hari Parvat, Agra. Ms. Manju Jain had alleged that some trades in her account were done without her instructions, because of which she has suffered losses of ₹ 4.00 million approximately. RSL had submitted a reply to the compliant dated July 22, 2009 to the investigating officer. Thereafter, no further questions / actions have been received / taken by police against RSL.

2. Mr. Niketu Shah who had filed an arbitration claim after having first reported the matter to stock exchange investor grievances cell. The claim was made vide application dated March 31, 2008. The sole arbitrator did not agree with the contentions of Mr. Shah and did not grant the relief as desired by Mr. Shah. Aggrieved by the award, Mr. Niketu Shah has preferred a civil miscellaneous application under section 34 of Arbitration and Conciliation Act, 1996 which is pending. Subsequently, Mr. Shah has also filed a complaint with the Ellisbridge police station at Ahmadabad against Mr Dipak Juneja, Mr. Anil Saxena, Mr Shachindra Nath, Mr. G. P. S. Bhalla, Mr. R. K. Shetty, Dr. Sunita Naidoo, Mr. J. W. Ballani, Mr. Padam Bahl, Mr. Deepak R Sabnani, Mr. Harpal Singh, Mr. Shivinder Mohan Singh, Mr. Malvinder Mohan Singh, Mr. Sunil Godhwani Mr. Sandip Juneja, Mr.Anup Shah, Mr.Amendra Sinha, Mr. Amit Agarwal. Following the complaint, notice dated September 21, 2009 was received from the Ellisbridge Police Station, Ellisbridge, at Ahmadabad, which required the above mentioned persons to give certain documents/information. RSL's officers joined the investigations and informed the police that this was a motivated and false criminal complaint and at best was as civil dispute which the complaint had taken up before arbitration. Thereafter, no further communication received from police authorities.

3. Mr. Miten Indulal Mehta, a client of Religare Securities Limited (RSL which is a subsidiary of Religare Enterprises Limited) has filed a complaint with the Jamnagar 'A' Division police station,

Jamnagar, Ahamedabad against RSL. The complainant has alleged that he has been aggrieved by the sale of shares of the complainant due to shortage of margin / debit balance between January 21, 2008 and January 23, 2008 (which were the days of unprecedented fall of prices of shares). Therefore, he has made complaints to RSL and to stock exchange grievance mechanism from where the matter was referred to arbitration. His contentions were not upheld by the arbitral tribunal which dismissed the application by order dated March 30, 2009. Hence, Mr. Mehta had also applied to the Magistrate under section 156 (3) of Criminal Procedure Code, 1973 and got ex-parte orders directing the police to register a first information report and investigate into the allegations. However, the matter is currently stayed. RSL aggrieved by police investigation in a matter which was to its opinion entirely civil dispute has successfully got the matter stayed by High Court of Gujarat. The matter is currently pending.

4. Mr. Jai Prakash Moolchandani has filed a complaint with the police at Cubbonpark police station, Bangalore city against Ms. Trupati, Mr. Sumanjeet Das, Mr. A.V.Sathish, Mr. R. Sunder Raj, Mr. Amarnath, Mr. Sunil Godhwani, Mr. Ashu Madan and Mr. Chandrachood alleging unauthorized trading in his account with RSL resulting in a loss of ₹ 0. 75 million to him. The police has registered a case bearing no. 268/2010 under section 420 of Indian Penal Code, 1860 and has issued a notice dated January 16, 2011 to Mr. R. Sunderaj, Associate Vice President, RSL, Bangalore directing him to co operate in the investigation and appear before the issuing authority for enquiry. The matter is currently pending.

NI Act matters:

1. Mr. Gurmeet Singh has filed a criminal complaint dated October 15, 2008 before the Court of Judicial Magistrate of First Class at Lucknow, under sections 138 and 142 of the NI Act read with section 420 and 120-B of the IPC, against RWL, Mr. Shivinder Mohan Singh (as the Managing Director of RWL), the CEO of RWL and others. It is alleged that the cheques issued by RWL, involving an amount of ₹ 0.80 million have been dishonoured, despite repeated presentation of the same for encashment, with the endorsement "Payment stopped by drawer". The court by its orders dated April 27, 2009 and November 11, 2009 summoned as accused and issued bailable warrants against Mr. Shivinder Mohan Singh and another. Against these orders Mr. Shivinder Mohan Singh had filed a petition under Section 482 of Code of Criminal Procedure, 1973 (No. 4775 of 2009) before the High Court of Allahabad, Lucknow Bench, seeking quashing of the complaint filed by Mr. Gurmeet Singh and has also filed an application for interim relief for stay of further proceedings in the complaint filed by Mr. Gurmeet Singh and stay of the operation of orders dated April 27, 2009 and November 11, 2009. The High Court by its order dated December 17, 2009 has stayed the operation of orders dated April 27, 2009 and November 11, 2009 till the next date of hearing before the High Court. The matter is currently pending.

Consumer cases

1. Ms. Anu K. Sinha has filed a consumer complaint against Mr. Shivinder Mohan Singh and others before the Consumer Court, Noida claiming ₹ 2.00 million. Ms. Sinha had a CT Scan report done which allegedly reported that there was a stone in the left abdomen. However, later it was found that the stone was in the veins and not in bladder. Hence, she has filed this complaint alleging that she was wrongly operated on left side instead of right side. The matter is currently pending.

2. Mr. Krishna Chetan Thakur has filed a consumer complaint (No. 460/2008) dated May 11, 2008 against RSL, REL, Mr. Malvinder Mohan Singh and Mr. Sunil Godhwani before the District Consumer Disputes Redressal Forum, Vadodra, Gujarat. The complainant alleges that RSL had assured him that whenever there would be shortage of money in his account he would be informed of the same and also be given time to make the payments. However, allegedly on January 23, 2008 his positions in the futures and options segment were liquidated without any prior intimation. Mr. Thakur has claimed ₹ 0.20 million for the loss caused to him, along with interest. He has also claimed ₹ 0.02 million towards damages for mental agony. The matter is currently pending.

3. Mr. Hitesh Chetan Thakur has filed a consumer complaint (No. 464/2008) dated May 11, 2008 against RSL, REL, Mr. Malvinder Mohan Singh and Mr. Sunil Godhwani before the District Consumer Disputes Redressal Forum, Vadodra, Gujarat. The complainant alleges that RSL had assured him that whenever there would be shortage of money in his account he would be informed of the same and also be given time to make the payments. However, on January 21, 2008 his positions in futures and options segment were liquidated without any prior intimation. Mr. Thakur has claimed ₹ 0.20 million for the

loss caused to him, along with interest at the rate of 11% per annum. He has also claimed ₹ 0.02 million towards damages for mental agony. The matter is currently pending.

4. Mr. Padma Ishwarbhai Sitlani has filed a consumer complaint (No. 720/2008) dated June 13, 2008 against RSL, REL, Mr. Malvinder Mohan Singh and Mr. Sunil Godhwani before the District Consumer Disputes Redressal Forum, Vadodara, Gujarat. The complainant alleges that RSL had assured him that whenever there would be shortage of money in his account he would be informed of the same and also be given time to make the payments. However, on January 22, 2008 and January 23, 2008, his positions in future and options segment were liquidated without any prior intimation. Mr. Sitlani has claimed ₹ 0.30 million for the loss caused to him, along with interest at the rate of 11% per annum. He has also claimed ₹ 0.02 million towards damages for mental agony. The matter is currently pending.

5. Ms. Jaya Durgadas Satlani has filed a consumer complaint (No. 721/2008) dated June 13, 2008 against RSL, REL, Mr. Malvinder Mohan Singh and Mr. Sunil Godhwani before the District Consumer Disputes Redressal Forum, Vadodara, Gujarat. The complainant alleges that RSL had assured her that whenever there would be shortage of money in her account she would be informed of the same and also be given time to make the payments. However, on January 21, 2008 her positions in future and options segment were liquidated without any prior intimation. Ms. Satlani has claimed ₹ 0.20 million for the loss caused to her, along with interest at the rate of 11% per annum. She has also claimed ₹ 0.02 million towards damages for mental agony. The matter is currently pending.

6. Mr. Deepak Kumar Pancholi has filed a consumer complaint (No. 722/2008) dated June 13, 2008 against RSL, REL, Mr. Malvinder Mohan Singh and Mr. Sunil Godhwani before the District Consumer Disputes Redressal Forum, Vadodara, Gujarat. The complainant alleges that RSL had assured him that whenever there would be shortage of money in his account he would be informed of the same and also be given time to make the payments. However, on January 21, 2008, January 22, 2008 and January 23, 2008, his positions in future and options segment were liquidated without any prior intimation. Mr. Pancholi has claimed ₹ 0.10 million for the loss caused to him, along with interest at the rate of 11% per annum. He has also claimed ₹ 0.02 million towards damages for mental agony. The matter is currently pending.

7. Mr. Nandlal Jamnadas Bajaj has filed a consumer complaint (No. 465/2008) dated May 9, 2008 against RSL, REL, Mr. Malvinder Mohan Singh and Mr. Sunil Godhwani before the District Consumer Disputes Redressal Forum, Vadodara, Gujarat. The complainant alleges that RSL had assured him that whenever there would be shortage of money in his account he would be informed of the same and also be given time to make the payments. However, allegedly on January 22, 2008 his positions in F&O were liquidated without any prior intimation. He has claimed ₹ 0.70 million for the loss caused to him along with interest at the rate of 11% per annum. He has also claimed ₹ 0.20 million towards damages for mental agony. The matter is currently pending.

Labour Matters:

1. Ms. Kaneez Mehandi a former employee of RFL has filed a complaint (C.P. Dispute No. 146/10) against RFL, Mr. Sunil Godhwani (Chairman and Managing Director, RFL), Manger RFL, Lucknow before the Assistant Labour Commissioner, Lucknow. Ms. Knaeez Mehandi has alleged that she was not given written notice for termination of her service and no reason was specified for termination from service. Ms. Mehendi has prayed for reinstatement of her services. The matter is currently pending.

2. An Inspection Memo dated February 26, 2009 was issued by the Labour Enforcement Officer against Mr. Sunil Godhwani and the branch office of RSL at Ghaziabad for the violation of sections 12, 14 and 18 of Minimum Wages Act, 1948 and rules 21, 25 and 26 of the Uttar Pradesh Minimum Wages Rules, 1952 whereby RSL was asked to file its reply as to why no action should not be taken against it for violating above rules. Our officials had explained the matter to the concerned authorities. No further questions/ actions have been directed against RSL.

3. Mr. A.K. Singh, Labour Inspector, Allahabad had filed a complaint (No. MW 042/2008) under the Minimum Wages Act, 1948 against Mr. Sunil Godhwani,RSL and others before the Deputy Labour Commissioner, Allahabad. It has been alleged that RSL has failed to carry out its statutory obligations under the Minimum Wages Act, 1948 and vide its show cause notice dated July June 18, 2009, RSL has been asked to clarify the non-compliance of order dated July 11,2008, wherein RSL was ordered to

deposit ₹ 0.10 million with the Deputy Labour Commissioner, Allahabad. RSL's officials have explained the matter to the concerned authorities.

Company Law Board matter:

1. Dr. Jayaram Chigurupati and others have filed a petition dated June 30, 2009 before the Additional Principal Bench, Company Law Board, Chennai against Mr. Malvinder Mohan Singh, Mr. Sunil Godhwani and others, under Sections 397 and 398 read with Sections 402 and 403 and other applicable provisions of the Companies Act, 1956. The petition was filed to seek an order, *inter alia*, declaring the acts of certain of the respondents to be prejudicial to the interests of Zenotech Laboratories Limited and constituting oppression of the petitioners, directing certain respondents not to interfere in the affairs of ZLL; directing that the petitioners be equally represented on the board of ZLL and that their consent be made mandatory for all policy decisions affecting ZLL; directing the constitution of a committee to submit a report on the loss suffered by ZLL due to the failure of RLL to enable certain clinical trials and to market the products of ZLL and to initiate surcharge proceedings to recover such loss and directing the termination of all subsisting agreements between ZLL and RLL. The Company Law Board has ordered a board meeting of ZLL to be convened. The matter is currently pending.

RoC matter:

1. M/s. RSC Corporate Private Limited has filed a complained with the ROC alleging certain disputes in share/stock trading with RSL and has accused Mr. Sunil Godhwani in his capacity as CEO and Managing Director, Mr. Anil Saxena his capacity as Group CFO. RSL has filed a reply. The matter is currently pending.

Cases/ Complaints under Shops and Establishment Acts:

1. An inspection memo dated November 27, 2009 was issued by the Inspector, Shops and Establishment, Government of West Bengal, against Mr. Sunil Godhwani, certain other director of RSL and RSL for the violation of section 5(3) rule 11 and 12, section 16(3), section 17(1) & 18, rule 13, 21, 30, 52, 53, 54 and 48 of the West Bengal Shops and Establishment Act, 1963. The noticees have been requested to remove/rectify the said deviations / defects and relevant forms / registers / records / documents before the Inspector, Shops and Establishment, Government of West Bengal. RSL has complied with the directions of the notice. However, there has not been any further communication in this matter.

2. An inspection memo dated November 13, 2009 was issued by the Inspector, Shops and Establishment, Government of West Bengal, against Mr. Sunil Godhwani, certain other directors of RSL and RSL for the violation of various provisions of the West Bengal Shops and Establishment Act, 1963. The noticee's have been requested to remove/rectify the said deviations/ defects and relevant forms/ registers/ records/ documents before the Inspector, Shops and Establishment, Government of West Bengal. RSL has complied with the directions of the notice. After our reply, there has been no further communication in this matter.

   In addition, there are certain other litigation instititued against Mr. Godhwani in his capacity as the Managing Director of RSL. For details of such litigation, please refer to section titled "Outstanding Litigation and Material Developments – Outstanding Litigation and Material Developments/Proceedings filed against our Group companies".

Past Penalty

Mr. Shivinder Mohan Singh has, by an order of the Company Law Board dated November 26, 2010, been ordered to pay an amount of ₹ 2,000 towards compounding of an offence under Section 159 of the Companies Act for failing to file annual returns on September 19, 2008 and September 23, 2009.

B. Outstanding Litigation and Material Developments/Proceedings filed by our Directors

Except as disclosed in this section, there are no outstanding litigation/proceedings filed by our directors.

C. Proceedings initiated against the Directors for economic offences

1. Mr. Malvinder Mohan Singh has received a summons dated May 28, 2010 from the Directorate of Enforcement, Ministry of Finance, Government of India requiring him to appear for investigations under the provisions of the Foreign Exchange Management Act, 1999 against M/s. Fortis Healthcare Limited at Escorts Heart Institute and Research Centre, Okhla Road, New Delhi.

Except as disclosed in this section, there are no proceedings initiated against the Directors for economic offences.

D. Details of past penalties imposed on our Directors

Except as disclosed in this section, there are no past penalties imposed on our Directors.

E. Other Proceedings

Mr. Malvinder Mohan Singh has received a letter dated January 12, 2011 from the Investigation Department, SEBI in relation to dealing in scrips of Orchid Chemicals and Pharmaceuticals Limited ("**OCPL**"). It has been alleged in the letter that, M/s Solrex Pharmaceuticals Company ("**SPC**") had bought a substantial quantity of shares of OCPL between March 31, 2008 and April 09, 2008. The letter has been replied to, *inter alia*, by way of a letter dated January 27, 2011, whereby Mr. Malvinder Mohan Singh has, among other things, clarified that upon receipt of the intention of SPC to purchase shares of OCPL, he had, after discussion with the concerned senior officer in Ranbaxy Laboratories Limited, acceded to the request of SPC to provide funds to acquire the shares in OCPL. Besides his involvement to such extent, he was not involved with the dealing of the said scrips in any manner whatsoever. There has been no further correspondence with SEBI in this regard.

IV. Litigation involving our Subsidiaries

Except as stated hereinbelow, there are no outstanding litigation involving our Subsidiaries, including criminal prosecutions or civil proceedings involving our Subsidiaries, and there are no defaults, non-payment of statutory dues, over dues to banks/financial institutions or defaults against banks/financial institutions by our Subsidiaries, pertaining to matters likely to affect its operations, including tax liabilities, prosecutions under any enactment in respect to Schedule XIII of the Companies Act, 1956.

A. Outstanding Litigation and Material Developments/Proceedings filed against our Subsidiaries

Civil Cases

1) Dr. Anurag Gupta has filed an Arbitration Miscellaneous Application against the NPIL Laboratories & Diagnostics Pvt. Ltd. before the Additional District Judge, Court No. 3, Jodhpur, Rajasthan, bearing CMA No. 10/ 2008 with regard to the forcible occupation of the Sivanchi-Gate collection, and is still in his possession which was withdrawn on December 13 2010. The company has also lodged an FIR to the local police station and also lodged a Civil Suit against the Doctor. The case under section 145 of the Code of Criminal Procedure, 1973 is pending before the Sub Divisional Magistrate.

Consumer complaints

1. Rajni Gupta has filed a consumer complaint against Wellspring & Ors before the Consumer Forum of Ghaziabad bearing Consumer Complaint No. 239/07 for allegedly giving a wrong histopathological report. We have filed our written statement in reply. Other opposite parties have not filed their written statement yet. The matter is pending.

2. Ms. Smitha R. Maiya (represented by her father and guardian Mr. B.C. Ramakrishna Maiya) has filed a consumer complaint (Complaint number 178/2008) before the II Additional District Consumer Disputes Redressal Forum, Banglore against M/s. Rajashekar Hospital and others under the Consumer Protection Act, 1986. The complainant has alleged that vide its report dated January 22, 2006, it had reported that the complainant was suffering from TB Koch's. However, on getting re-tested, it did not appear to be TB. As a result, the complainant has claimed a sum of ₹1.95 million as damages for wrong diagnosis and mental agony. The matter is currently pending. The complainant has filed the same complaint before the Medical Counsel, Bangalore as well, which is also pending as on date.

B. Outstanding Litigation and Material Developments/Proceedings filed by our Subsidiaries

Criminal cases

1. PDSPL has filed a criminal complaint (No. 24567/SS/08) against Mr. T. Kannan, before the Metropolitan Magistrate Court, Dadar, Mumbai, under section 138 of the NI Act. The accused had issued a blank cheque bearing cheque number 792030 dated August 11, 2008 for repayment of the loan which was advanced by PDSPL to the accused. However, when PDSPL deposited the cheque for realization of the amount of ₹ 5.00 million, the cheque was returned endorsed "Payment stopped by drawer" dated August 18, 2008. The accused has not repaid the amount in spite of statutory notice dated September 20, 2008. Hence, PDSPL has filed this complaint praying that this court may be pleased to issue process against the accused. The Court has issued a bailable warrant in the name of Mr. T. Kannan by order dated March 2, 2010. The matter is currently pending.

V. Outstanding Litigation and Material Developments/Proceedings against our Promoters

Except as stated below, there is no outstanding litigation involving our Promoters, including criminal prosecutions or civil proceedings involving our Promoters, and there are no material defaults, non-payment of statutory dues, over dues to banks/financial institutions or defaults against banks/financial institutions by our Promoters (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).

A. Litigation involving Promoters

Outstanding Litigation and Material Developments/Proceedings against our Promoters

Regulatory matters

Non-Compliance with Listing Requirements

(a) OIL received a notice dated April 2, 2004 from the BSE in relation to non-compliance with clause 51 of the listing agreement by OIL. Subsequently, pursuant to a notice dated December 23, 2004, the BSE had suspended trading in the securities of OIL with effect from December 21, 2004, until the completion by OIL of all the formalities for revocation of the suspension. Pursuant to the information provided by OIL, the BSE by its letter dated June 20, 2005 and September 29, 2006 intimated OIL of the decision of the Listing Committee of the BSE to revoke the suspension in the trading of the securities of OIL, subject to (i) payment of the reinstatement fees of ₹ 0.20 million; (ii) submission of an undertaking stating that the promoters' shareholding shall be subject to a lock-in for a period of one year from the date of revocation; (iii) submit profile of directors as per the format prescribed; and (iv) provide an undertaking to the BSE that the submissions made to the RoC and the BSE are the same. Through letters dated September 15, 2005 and October 11, 2006, OIL informed the BSE of fulfillment of all the requirements specified by the BSE. Pursuant to the same, the BSE has revoked the suspension of the trading of the securities of OIL pursuant to order dated November 16, 2006, effective from November 22, 2006.

(b) Further, OIL had in the past not submitted timely disclosures required as per Regulations 6(2) and 6(4) of the Takeover Code as on February 20, 1997 and under Regulation 8(3) of the Takeover Code for the years 1998-2002 and 2006. However, the requisite disclosures under Regulations 6(2) and 6(4) of the Takeover Code have been submitted to the BSE through letter(s) dated October 19, 2006. Further, the requisite disclosures under Regulations 8(3) for the years 1998 – 2002 and 2006 have been submitted to the BSE through letter dated October 31, 2006. In addition, OIL had not in the past submitted timely disclosures in relation to the requirements of clauses 35, 47, 49 and 51 of the Listing Agreement for the period ending September 2006. However appropriate information in relation to the same were submitted by OIL on October 31, 2006 and since December 31, 2006, OIL has been in compliance with the same.

Tax matters

There are two matters pertaining to income tax claims before the ITAT Mumbai and the High Court of Mumbai against OIL for the assessment years 1990-91 and 1996-97, where the aggregate amount disallowed as deduction is approximately ₹1.80 million and the tax amount in dispute is approximately ₹0.80 million excluding interest. These matters are currently pending and the date(s) of hearing have not yet been notified.

There is no litigation filed against Malav Holdings Private Limited, Shivi Holdings Private Limited and Maple Leaf Buildcon Private Limited.

For litigation pertaining to Mr. Shivinder Mohan Singh and Mr. Malvinder Mohan Singh, see the section titled "*Outstanding Litigation and Material Developments - Litigation against the Directors of our Company*" on page 238.

Outstanding Litigation and Material Developments/Proceedings filed by our Promoters

There is no outstanding litigation/proceeding filed by OIL, Malav Holdings Private Limited, Shivi Holdings Private Limited or Maple Leaf Buildcon Private Limited. For litigation pertaining to Mr. Shivinder Mohan Singh and Mr. Malvinder Mohan Singh, see the section titled "*Outstanding Litigation and Material Developments - Litigation against the Directors of our Company*" on page 238.

B. Details of past penalties imposed on our Promoters

Except as disclosed in this section, there are no past penalties imposed on our Promoters.

C. Proceedings initiated against our Promoters for economic offences

Except as disclosed in this section, there are no proceedings initiated against our Promoters for economic offences.

D. Litigation/Defaults in respect of companies/firms/ventures with which our Promoters were associated in the Past

There are no litigation/defaults initiated in respect of companies/firms/ventures with which our Promoters were associated in the past.

VI. Proceedings initiated against the entities promoted by our Promoters for economic offences

Except as disclosed in this section, there are no proceedings initiated against the entities promoted by our Promoters for economic offences.

VII. Past Penalties paid by the entities promoted by our Promoters

Except as disclosed in this section, there are no past penalties paid by the entities promoted by our Promoters.

VIII. Litigation involving our Group Companies

A. Outstanding Litigation and Material Developments/Proceedings involving our Group companies and entities

Except as stated below, there is no outstanding litigation involving our Group companies and entities, including criminal prosecutions or civil proceedings involving our Group companies and entities, and there are no material defaults, non-payment of statutory dues, over dues to banks/financial institutions or defaults against banks/financial institutions by our Group companies and entities (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).

Outstanding Litigation and Material Developments/Proceedings filed against our Group companies

<u>Fortis Healthstaff Limited (FHsL)</u>

1. FHsL has filed a suit (CS (OS) No. 536/2008) against Mr. Vikram Punyani and others before the Delhi High Court for refund of security deposit post adjusting the arrears of rent. FHsL entered into a license agreement with Mr. Vikram Punvani and others on July 1, 2006 for the property located at Milap

Bhawan, 8- A, Bahadur Shah Zafar Marg, New Delhi ("**Premises**"). After vacation of Premises on October 20, 2007, FHsL has filed this suit praying, among other things, for refund of ₹ 1.8 million and an order directing the defendants to take possession of the Premises. FHsL has also filed a suit for mandatory injunction and recovery to take possession of the Premises. The defendants have also filed a counter claim of ₹ 2.25 million along with interest at the rate of 24% p.a. The matter is currently pending.

Dion Global Solutions Limited (DGSL)

1. Technova Imaging Systems Private Limited ("**TISPL**") has filed a suit (C.S (OS) No. 588/2010) against Religare Technova Ltd. (presently, Dion Global Solutions Limited), Religare Technova Global Solutions Ltd. (vide amalgamation order dated July 28 2010 this company has now been merged with Religare Technova Limited), Religare Technova IT Services Ltd. (vide amalgamation order dated July 28 2010 this company has now been merged with Religare Technologies Limited) and Religare Technova Business Intellect Ltd. (vide amalgamation order dated July 28, 2010 this company has now been merged with Religare Technologies Limited) before the High Court of Delhi under section 134 and 135 of Trade Marks Act, 1999 for injunction restraining infringement of trade mark, passing off, misrepresentation, acts of unfair competition, dilution, delivery up, damages and rendition of accounts. TISPL has prayed, among other things, for an order of permanent injunction restraining the defendants, their directors, promoters, employees etc. from using the registered trademark "TECHNOVA" and surrender or transfer in favor of TISPL the domain name 'religaretechnova.com' and damages to the tune of ₹ 5 million or any such higher amount as may be determined pursuant to rendition of accounts. The matter is currently pending.

2. M/s. Jyoti Portfolios Limited ("**JPL**") has filed a suit (being CS No.783/09) against RTGSL (which has now been merged with DGSL) before the Senior Civil Judge, South District, New Delhi. JPL has alleged that pursuant to the purchase order of a software to RTGCL, for a consideration of ₹ 0.25 million followed by part payment of ₹ 0. 12 million, RTGSL did not install and activate the same at the agreed time. JPL has prayed, among other things, for a refund of the advance amount of ₹ 0.12 million. The matter is currently pending.

3. Deal Depot Equities ("**DDE**") has filed a summary suit (Summary Suit No. 612 of 2010) against RTGSL (which has now been merged with DGSL) before the High Court of Bombay. DDE has alleged that pursuant to a purchase order of software to RTGCL , the same was followed by a part payment of ₹ 0.67 million. However, RTGSL did not install and activate the same. Therefore, DDE has prayed, among other things, for a refund of the advance amount of ₹ 0.67 million. The matter is currently pending.

4. Unimetal Ispat Limited had filed a suit (M.S. No. 13/1997) against DGSL, before the Civil Judge (Senior Division), Alipore, raising an aggregate claim of ₹ 1.10 million, in which a decree was granted by the Civil Judge (Senior Division) at Alipore. DGSL has filed an appeal against the order of the Civil Judge (Senior Division), Alipore before the High Court of Kolkata. The matter is currently pending.

Criminal Cases

1. Mr. Shantaram Laxman Chauhan has filed a criminal case (No. 47/1995) against the Branch Manager, "Empire Finance Co. Limited" (which subsequently merged with DGSL) and another before the Court of the Judicial Magistrate First Class at Lashkar, Pune. The complainant has alleged that he has been cheated of ₹ 0.10 million by the accused with common intention and in conspiracy. The matter is currently pending.

Tax Proceedings

1. One appeal is pending before the Commissioner of Income Tax (Appeals)- XIII for the assessment year 2004-05 against the order of Assistant Commissioner of Income Tax – Circle-11(1), New Delhi passed on October 9, 2009 under section 143 (3) and section 147 of the IT Act, 1961. In the impugned order, the Assessing Officer has added back ₹ 2.90 million on account of provision for diminution in the value of investment although the same has no bearing on the book profit (profit before tax) of the Company.

2. Income Tax assessment of RTGSL for the assessment year 2007-08 was completed by the Assistant Commissioner of Income Tax-2(1), Mumbai ("**Assessing Officer**") and consequential to certain disallowances made during the assessment vide assessment order dated December 29, 2009 has raised a demand of ₹ 8.53 million. The Company has filed an appeal with Commissioner of Income Tax (Appeals)-IV, Mumbai against the above order. The Company has also filed an application u/s 154 of the IT Act before the assessing officer to rectify the mistakes apparent from the order. After giving effect of the application the above demand will be reduced to ₹ 4.54 million. The Assessing Officer has also initiated penalty proceedings under section 271(1) (c) of the IT Act against the Company consequential to the above order. The Company has filed a letter with the department requesting to keep the penalty proceedings in abeyance till the disposal of Appeal.

3. The Audit Section of Service Tax Department has conducted an audit to ensure service tax compliance by RTGSL for the period April 1, 2004 to March 31, 2010 and has raised an audit query on certain issues. The Company has filed a reply against the same.

4. Income Tax Assessment of the Company for the assessment year 2008-09 has been completed by the Assistant Commissioner of Income Tax, Circle-15 (1), New Delhi and consequential to certain disallowances made in the assessment order, a demand of ₹ 12.54 million has been raised on the Company. The Company has filed an appeal with Commissioner of Income Tax (Appeals) against the above order. The Assessing Officer has also initiated penalty proceedings under section 271(1) (c) of the Income Tax Act, 1961 against the Company consequential to the above order. The Company has filed a letter with the department requesting to keep the penalty proceedings in abeyance till the disposal of Appeal.

Religare Technologies Limited

Civil Cases

1. Technova Imaging Systems Private Limited (TISPL), has filed a suit against Religare Technova Limited (presently, Dion Global Solutions Limited), Religare Technova Global Solutions Limited (vide amalgamation order dated July 28, 2010 this company has now been merged with Religare Technova Limited), Religare Technova IT Services Limited (vide amalgamation order dated July 28 2010 this company has now been merged with Religare Technologies Limited) and Religare Technova Business Intellect Limited (vide amalgamation order dated July 28 2010, this company has now been merged with Religare Technologies Limited) (being C.S (OS) No. 588/2010) in the High Court of Delhi, under sections 134 and 135 of Trade Marks Act, 1999 for injunction restraining infringement of trade mark, passing off, misrepresentation, acts of unfair competition, dilution , delivery up , damages and rendition of accounts. TISPL has prayed for a permanent injunction restraining the defendants, their directors, promoters, employees and others from using the registered trademark "TECHNOVA", surrender or transfer in favor of TISPL the domain name 'religaretechnova.com', pass and pronounce the decree directing defendants to apply to Registrar of Companies for deletion of trade mark/name "TECHNOVA" from each of their corporate names. The plaintiff has also prayed for a preliminary decree for rendition of accounts directing the defendant to produce before the Hon'ble Court and damages to the tune of ₹ 5.00 million or any such higher amount as may be determined pursuant to rendition of accounts. Further, an application has been filed by the Respondents before the High Court for deletion of names of RTGSL, RTBIL and RTITSL. The matter is currently pending.

Labour Matter:

1. Mr. Suresh Kumar Mongia has filed a complaint (No. 1430/2010) against RTBIL (vide amalgamation order dated July 28 2010 this company has now been merged with Religare Technologies Limited) regarding alleged non payment of wages as per Delhi Minimum Wages Rules. The matter is currently pending.

Tax proceedings:

Income Tax Assessment of the Company for the assessment year 2008-09 has been completed by the Deputy Commissioner of Income Tax, Circle-VII, Ludhiana and consequential to certain disallowances made in the assessment order, a demand of ₹ 35.45 million has been raised on the Company. The Company is in process of filing an appeal with Commissioner of Income Tax (Appeals) against the above order. The Assessing Officer has also initiated penalty proceedings under section 271(1) (c) of the Income Tax Act, 1961 against the Company consequential to the above order. The Company has filed a letter with the department requesting to keep the penalty proceedings in abeyance till the disposal of Appeal.

Income tax assessment of the Company for assessment year 2008-09 was completed by the Assistant Commissioner of Income Tax, Circle-15 (1), New Delhi ("Assessing Officer") vide assessment order dated December 31, 2010 wherein the Assessing Officer has disallowed expenses amounting to ₹ 6.66 million incurred by the Company during the period April 2007 to October 2007 by treating the same as pre commencement expenses. Further, the AO has treated UPS as part of plant and machinery instead of computers and has restricted depreciation claimed by the Company on UPS to 15% resulting in a disallowance of ₹ 43,571. However, NIL demand has been raised by the Assessing Officer vide assessment order dated December 31, 2010 as the Company had incurred substantial losses during the said year.

The Company has filed an appeal with Commissioner of Income Tax (Appeals)-XVIII, New Delhi against the above order. The Assessing Officer has also initiated penalty proceedings under section 271(1) (c) of the Income Tax Act, 1961 against the Company consequential to the above order. The Company has filed a letter with the department requesting to keep the penalty proceedings in abeyance till the disposal of Appeal.

Service Tax department Ludhiana has completed its inquiry for the financial year 2005-06 & 2006-07 and has passed an order dated December 4, 2009 wherein a demand of ₹ 0.54 million was raised on the Company Religare Technova IT Services Limited (now Religare Technologies Limited) including interest and penalty. The Company has filed an appeal before the Commissioner of Central Excise (Appeals) - II, Chandigarh against the said order. The case is still pending before the Commissioner of Central Excise (Appeal).

Religare Wellness Limited (RWL)

Criminal Proceedings

1. Mr. Gurmeet Singh has filed a criminal complaint dated October 15, 2008 before the Court of Judicial Magistrate of First Class, Lucknow under Sections 138 and 142 of the NI Act read with Section 420 and 120-B of the IPC, against RWL, Mr. Shivinder Mohan Singh and another. It is alleged that the cheques issued by RWL, involving an amount of ₹ 0.8 million have been dishonoured, despite repeated presentation of the same for encashment, with the endorsement "Payment stopped by drawer". Mr. Shivinder Mohan Singh had filed a petition under Section 482 of Criminal Procedure Code, 1973 before the High Court of Allahabad, Lucknow Bench, seeking quashing of the complaint filed by Mr. Gurmeet Singh and has filed an application for, (a) stay of further proceedings in the complaint filed by Mr. Gurmeet Singh and (b) stay of the operation of orders dated April 27, 2009 and November 11, 2009,. The High Court by its order dated December 17, 2009 has stayed the operation of orders dated April 27, 2009 and November 11, 2009 till the next date of hearing before the High Court. The matter is currently pending.

2. The State of Haryana has filed a complaint (No. 375/2007), under the Prevention of Food Adulteration Act, 1954 in the Court of Chief Judicial Magistrate, Gurgaon against the directors of RWL and others. It is alleged that products of RWL were not labelled properly and there was misbranding by the manufacturer/importer and full information was not present on the products as prescribed under law. A petition under Section 482 of the Cr PC has been filed by RWL before the High Court of Punjab and Haryana, for quashing of the above mentioned complaint. The High Court has exempted the directors of RWL from personal presence. The matter is currently pending.

Negotiable Instruments

1. RWL has filed four criminal complaints under section 138 of the NI Act on November 18, 2009in the court of Additional Chief Metropolitan Magistrate at Patiala House Court, Delhi against M/s. Lasani Dawakhana represented through its partner Mr. N. P. Sharma (Accused), a franchisee of RWL. The accused issued post dated cheques in total amounting to ₹ 1.2 million against infrastructural investment conducted by RWL at the franchisee's outlet pursuant to a franchisee agreement dated July 20, 2007 and an addendum dated January 21, 2009. However, all four cheques were returned to the

complainant by its bank bearing the memo "funds insufficient". Hence, RWL has filed this complaint. The matters are currently pending.

Civil Cases

1. Mr. Parminder Pal Singh, the alleged previous owner of 'COCO' store at Sector 35C, Chandigarh has filed a civil suit for permanent injunction (being No. 28015/2007), before the Court of Civil Judge, Chandigarh against Mr. Bijender Singh Gill, Jagirdar Food Crafts and RWL for seeking direction from the Court to the respondents to pay money towards the use and occupation of 'COCO' store. The Civil Judge, Chandigarh District Court vide its order had directed RWL to deposit 24% of the total rent payable in the court every month and not to part with the possession of the premises till the disposal of the matter. The lease with respect to the store was terminated with effect from December 7, 2009 and RWL sought permission of the court and handed over possession of the store to Mr. Bijender Singh Gill. The matter is currently pending.

2. Martin Impex, a company which conducted construction and infrastructure development work at three erstwhile outlets of Religare Wellness in Ludhiana & Chandigarh has filed a civil suit under order XXXVII C.P.C. for recovery of ₹ 7.32 million (₹ 6 million as principal amount and ₹ 1.31 million as interest (@ 9% p.a.) before the Court of Civil Judge at Chandigarh. The summons to this effect along with copy of the suit were received by us on January 7, 2011. It is stated in the suit that as per the rates acknowledged we were to make payments amounting to ₹12.50 million of which ₹ 6.50 million has been paid by us. The matter is currently pending.

Notices:

1. RWL received a notice from the Collectorate, Noida in relation to alleged evasion of stamp duty on a lease agreement dated December 20, 2006 for a shop which RWL had taken on lease in Noida Sector 18 (which has since been vacated). The fine may extend up to ₹ 0.8 million in the matter which is currently pending before the Collectorate, Gautam Budh Nagar, Surajpur, Noida, Uttar Pradesh. RWL registered the agreement on December 29, 2008 and filed a reply on July 17, 2009. The matter is currently pending.

Tax proceedings

1. The income tax department vide its demand notice dated December 3, 2008 under Section 156 of the IT Act ordered SAK Consumer Retail Services Ltd. (An erstwhile Subsidiary company of M/s Religare Wellness Limited which now stands merged with Religare Wellness Limited as per amalgamation and merger order of Hon'ble Delhi High Court dated 21/12/2009) to pay ₹ 3.97million as charges against the return of income filed for Assessment Year 2006-07. Out of the total demand charges an amount of ₹ 1.5million was debited from our account as per Income Tax Department. Notice dated March 11, 2010 under section 226(3) was sent to our Bank. However, we have vide our application dated December 10, 2008 under Section 144 of the IT Act submitted that the assessment under section 144 of the IT Act was erroneous and therefore have made a demand of the refund of ₹ 1.5million. The matter is still pending.

2. The Department of Trade & Taxes under the office of VAT officer (AUDIT/VAT), Delhi had issued four notices dated July 12, 2010 for default assessment of tax and interest under section 32 of Delhi Value Added Tax Act, 2004. Under the said notices, a total amount of ₹ 30.58 million including interest and penalty has been demanded as total tax deficiency to be deposited with the said authorities. We filed our reply petition on August 2, 2010 thereby invalidating the incorrect assessment and thereafter an objection under the Delhi Value Added Tax, Form 38 under rule 52 on September 6, 2010 has also been filed. The case is currently pending.

Fortis Healthcare Limited

Income Tax matters

1. FHL filed its return of income for the assessment year 2004-05 declaring a loss of ₹ 29.70 million and the matter was selected for scrutiny and notice was issued under section 143(2) of the IT Act. The

Deputy Commissioner of Income-tax, Circle 11(1), New Delhi passed order dated December 26, 2006 under section 143(3) thereby making disallowance on account of superannuation benefits for its staff in the absence of an approval from the CIT for the superannuation trust of FHL which has subsequently been obtained. Also disallowance of approximately ₹ 0.2 million on account of penal interest under the Employees Provident Fund and Miscellaneous Act, 1952 was made. Hence, assessment was completed at loss at ₹ 28.90million as against the returned loss at ₹ 29.70 million. An appeal has been filed before the CIT (Appeals) XIII, New Delhi, against the said assessment order. CIT (Appeals) has passed an order allowing the assessee's appeal and deleted the above additions. The matter is currently pending.

2. FHL filed its return of income for the assessment year 2005-06, declaring a loss of ₹ 109.60million and the matter was selected for scrutiny and notice was issued under section 143(2) of the IT Act. The Deputy Commissioner of Income-tax, Circle 11(1), New Delhi passed order dated December 27, 2007 under section 143(3) thereby making disallowance on account of provision for leave encashment and payment of leave encashment amounting to ₹1.10million. An appeal has been filed before the CIT (Appeals) XIII, New Delhi, against the said assessment order. The matter is currently pending.

3. FHL filed its return of income, declaring a loss of ₹ 410.90 million and the matter was selected for scrutiny and notice was issued under the IT Act. The Assistant Commissioner of Income-tax, Circle 11(1), New Delhi vide its order November 30, 2009 made disallowance on account of recruitment and training expenses and club expenses amounting to ₹ 1.70million and ₹ 0.90million respectively thereby completing the assessment at loss of ₹ 409.10million as against returned loss of ₹410.90million. An appeal has been filed before the CIT (Appeals) XIII, New Delhi, against the said order for the assessment year 2007-08. The matter is currently pending.

4. FHL filed its return of income, declaring a loss of ₹ 129.02 million and the matter was selected for scrutiny and notice was issued under the IT Act. The Deputy Commissioner of Income-tax, Circle 11(1), New Delhi vide its order December 23, 2009 made disallowance on account of recruitment and training expenses, club expenses and prior period expenses amounting to ₹ 7.12million and ₹ 1.55million and 6/22million respectively thereby completing the assessment at loss of ₹ 127.53million as against returned loss of ₹ 129.02million. An appeal has been filed before the CIT (Appeals) XIII, New Delhi, against the said order for the assessment year 2008-09. The matter is currently pending.

5. The IT department, Mohali has raised a demand of ₹ 0.30 million on account of alleged non-deduction of tax under section 195 of the IT Act on expenses reimbursed to a payee being resident of USA vide order dated February 20, 2009. An appeal has been filed before the Commissioner of Income-tax (Appeals), Chandigarh and the matter is currently pending. The Commissioner of Income-Tax (Appeals), Chandigarh confirmed the addition made by the Assessment Officer. Against this, an appeal has been filed before ITAT – Chandigarh. The matter is currently pending.

Value Added Tax

1. The Excise & Taxation Officer, Mohali has raised two demands of ₹ 0.20million and ₹ 0.3million for assessment years 2005-06 and 2006-07, respectively, pursuant to a routine audit conducted following an order dated January 7, 2009. FHL filed an appeal before the Deputy Excise & Taxation Officer against the abovementioned order. The Deputy Excise & Taxation Officer set aside the original assessment and remanded both orders back to the Excise & Taxation Officer for fresh assessment. The Deputy Excise & Taxation Officer confirmed the above demands. FHL filed an appeal against the orders passed by the Deputy Excise & Taxation Officer. Appeal heard and the order was set aside by Deputy Excise and Taxation Commissioner (Appeals) and was remanded back to Excise and Taxation Officer for necessary action.

Property Related Proceedings

1. Dr. Sudesh Bahl Dhall ("**Dr. Dhall**") has filed a suit (being No. 96/2006) against FHL before the Additional District Judge Delhi alleging that FHL is representing itself to be the owners in possession of the Rajan Dhall Society ("**Dhall Society**") property and has given wide publicity that it has set up a super specialty hospital within the Dhall Society property and FHL by its acts has put the interest of the Dhall Society to serious jeopardy; and that the property in question can only be used by the Dhall Society. Therefore, Dr. Dhall has sought a decree of mandatory injunction against FHL restraining FHL from claiming itself as owner or in possession or dealing in any manner in respect of the

immovable property at Vasant Kunj and a decree of permanent injunction restraining FHL and its agents from dealing in any manner with the immovable property. Dr. Dhall has subsequently filed an application dated September 1, 2006 seeking impleadment of Fortis Hospotel Limited as a defendant in the suit. The matter is currently pending.

Medical Negligence

There are 25 complaints pertaining to alleged medical negligence and deficiency of service under the CPA that have been filed against FHL by various parties, in various consumer redressal forums in India. The aggregate amount claimed in these complaints is approximately ₹ 40.37 million. Of these complaints, eight are in relation to cardiac care specialty, five are in relation to general surgery, one each in relation to neurosciences, cancer, labroscopy and no provision of information under the Right to Information Act, 2005 and eight are in relation to general medical care and insurance.

Labour Matters

1. Mr. Binaypreet Singh Narang, a former employee of FHL, has filed a statement of relief (Ref. No. 107/2007) before the Presiding Officer, Labour Court, Patiala for reinstatement with continuity of service and full back wages, with consequential benefits. Mr. Narang has alleged that his services were illegally and arbitrarily terminated on November 11, 2006 by FHL. The matter is currently pending.

2. Mr. Amit Kumar Verma has filed a case before the Labour Court, Patiala against FHL challenging the termination order of his employment. While the case has been filed against SRL, FHL has also been made a party in the same, praying for reinstating him with full back wages. The matter is currently pending.

Miscellaneous

1. Kay Emm Bio-medicals Private Limited has filed a company petition (No. 70/2007) before the High Court of Delhi against FHL. It has been alleged that payment for certain pharmaceutical goods supplied to FHL by the petitioner pursuant to a purchase order dated February 4, 2004 has not been received by the petitioner and that FHL by receiving an invoice for such pharmaceutical goods, has acknowledged the debt it owes to the petitioner. The petitioner has sought that FHL be wound up on the grounds that it can no longer pay its debt. The amount claimed is ₹ 0.60 million, along with interest at 24% p.a. until realization of such debt. The matter is currently pending. The matter is currently pending.

2. A notice dated October 6, 2008 has been received by FHL from Jaguar Estates Private Limited, the lessor of certain premises in Chandigarh rented by FHL, with respect to a show cause notice from the Assistant Estate Officer, Chandigarh dated October 1, 2008 stating that the premises were being misused under the Capital of Punjab (Development and Regulation) Act, 1956. The notice dated October 1, 2008 was not received by Jaguar Estates Private Limited. FHL has been directed to depute a representative to appear before the Assistant Estate Officer on October 7, 2008 to apprise the Assistant Estate Officer regarding the non-receipt of the notice, to obtain a copy of the show cause notice dated October 1, 2008 and seek a date for filing a reply. Further, Jaguar Estates Private Limited has also directed FHL to take immediate steps to remove the alleged misuse of the premises. FHL has already filed reply before the Assistant Estate Officer in view of the notification dated 30th April 2010 of the Chandigarh Administration, vide which the habitable use of the basement by the Nursing Homes was allowed. The landlord of the above mentioned premises has filed an eviction petition in the court of Rent Controller Chandigarh and FHL has already filed the written statement. The matter is currently pending.

3. M/s Dynamic Business Solution filed a suit for recovery of ₹ 1, 62,080/- before the Civil Judge, Tis Hazari. It has been alleged that payment for Biometric Access System was not made by FHL. The matter is currently pending.

Notices

Certain parties have issued legal notices to the FHL, where the aggregate claim is approximately ₹ 5.10 million. FHL has filed its replies to each of these notices. These notices have not yet given rise to legal proceedings in any form.

(a) The Punjab Medical Council has issued a notice dated November 11, 2005 against FHL and others being doctors at Fortis Hospital - Mohali, in relation to publication of advertisements in the newspapers, in violation of the Indian Medical Council (Professional Conduct, Etiquette and Ethics) Regulations of 2002. Pursuant to this notice, personal appearances were made and replies were sent to the Punjab Medical Council, stating that this advertisement had appeared without the knowledge and consent of the doctors against whom the notice has been issued. No further correspondence has been received in this relation as of this date.

(b) FHL has received a legal cum demand notice dated October 31, 2006 from the legal counsel to the Human Rights International, a registered society, alleging that FHL is charging heavy fees and charges for indoor patients at its Fortis Hospital - Mohali and is violating the human rights of the general public. FHL has filed its reply to this notice. No further correspondence has been received in this respect as of date.

(c) A notice dated January 27, 2009 has been received by FHL from the Verble Surgical Instruments, a company which supplies surgical and orthopedic rehabilitation products to various hospitals of FHL, with respect to the rejection and cancellation of certain equipment supplied by it to FHL. Verble Surgical Instruments has sought justification for the rejection and cancellation of the equipment supplied and has asked FHL to reconsider the cancellation of the equipment. A demand for release of the outstanding payments amounting to ₹ 0.10 million has also been made in this notice. A reply has not been filed yet.

(d) A notice dated October 8, 2008 has been received by the Medical Director, Fortis Hospital – Mohali, from Inscol Multi Specialty Hospital, Chandigarh regarding a letter dated January 2, 2008 by Fortis Hospital – Mohali, furnishing details with respect to the 'D-Dimer Test' conducted on Ms. Inderjeet Kaur, who has filed a complaint against Inscol Multi Specialty Hospital. Fortis Hospital – Mohali has been requested to clarify that the 'D-Dimer Test' was conducted twice and not once, as indicated in the letter dated January 2, 2008, on Ms. Inderjeet Kaur. Alternatively, Fortis Hospital – Mohali has been requested to issue a corrigendum to the report dated August 1, 2005 issued pursuant to the first 'D-Dimer Test'. Fortis Hospital – Mohali has also been called upon to maintain records regarding the test reports and payments received. A reply has been filed by FHL. Records have been summoned from Fortis Hospital – Mohali. However, Fortis Hospital – Mohali has not been made a party to the complaint and no other notice has been issued till date.

(e) A notice dated November 20, 2009 has been received from Zora Singh alleging deficiency in service in providing incorrect CT Scan reports. A sum of ₹ 5.00 million has been claimed as damages. FHL has not yet replied to the notice.

Oscar Traders (*Partnership Firm*)

Nil.

Malsh Healthcare (*Partnership Firm*)

Nil.

Fortis Clinical Research Limited

There is one departmental appeal for the assessment year 2007-08 pending before the ITAT, New Delhi and the date of hearing for the same is yet to be fixed. The aggregate amount of deduction in dispute is approx. ₹ 15.20 million and the tax amount in dispute is approx. ₹ 5.12 million (excluding interest).

Religare Enterprises Limited(REL)

Complaints before Consumer Forum(s): District / State/ National Dispute Redressal Forum

1. Mr. Krishna Chetan Thakur – For details please refer to litigation details of Religare Securities Limited under section titled "Cases before Consumer Forum(s) District/State/ National Dispute Redressal Forum(s)".

2. Mr. Hitesh Chetan Thakur- For details please refer to litigation details of Religare Securities Limited under section titled “Cases before Consumer Forum(s) District/State/ National Dispute Redressal Forum(s)”.

3. Mr. Padma Ishwarbhai Sitlani- For details please refer to litigation details of Religare Securities Limited under section titled “Cases before Consumer Forum(s) District/State/ National Dispute Redressal Forum(s)”.

4. Ms. Jaya Durgadas Satlani- For details please refer to litigation details of Religare Securities Limited under section titled “Cases before Consumer Forum(s) District/State/ National Dispute Redressal Forum(s)”.

5. Mr. Deepak Kumar Pancholi- For details please refer to litigation details of Religare Securities Limited under section titled “Cases before Consumer Forum(s) District/State/ National Dispute Redressal Forum(s)”.

6. Mr. Nandlal Jamnadas Bajaj- For details please refer to litigation details of Religare Securities Limited under section titled “Cases before Consumer Forum(s) District/State/ National Dispute Redressal Forum(s)”.

7. Mr. Amit Khandelwal has filed a consumer complaint under section 12 of the Consumer Protection Act, 1986 before Consumer District Forum, Jaipur against REL. He alleged that during the initial public offer he had applied for 35 shares and till date had received neither any shares nor his amount. Mr. Khandelwal has claimed ₹ 76,975. The matter is currently pending.

Regulatory Proceedings

Nil

Vistas Complexes Private Limited

Nil.

Chetak Pharmaceuticals Private Limited

Nil.

Shimal Research Laboratories Limited

Nil.

Fortis Malar Hospitals Limited

There are 6 complaints pertaining to alleged medical negligence and deficiency of service under the CPA that have been filed against Fortis Malar Hospitals Limited by various parties, in various consumer redressal forums in India. The aggregate amount claimed in these complaints is approximately ₹ 3.22 million. Of these, three are in relation to general surgery and one each in relation to neurosciences, laparotomy and deficiency in service.

Religare Voyages Limited

1. Mr. Anoop Kachroo filed an arbitration application under section 11 of the Arbitration and Conciliation Act, 1996 before High Court of Delhi against Religare Voyages (A unit of M/s. Religare Aviation Limited). The Petitioner was an employee of Religare Aviation Limited and not Religare Voyages Limited and therefore the filing of the said petition by making Religare Voyages (A unit of M/s. Religare Aviation Limited) is mistake on the part of the Petitioner. The said petition has been disposed off by the High Court and arbitrator has been appointed in the matter before whom the matter is currently pending.

Religare Aviation Limited (RAL)

Civil Suits

1. Captain C. Mohan has filed a summary suit in the Court of Senior Civil Judge, Tis Hazari Court Delhi, for a sum of ₹ 0.25 million along with pendent elite and future interest at 24% p.a. The Hon'ble Court has converted the said suit from a summary suit to an ordinary suit. RAL has challenged the filing of said suit on the ground that the dispute which is the subject matter of the suit is arbitrable and has filed an application under Section 8 of the Arbitration and Conciliation Act, 1996. The matter is currently pending.

2. Mr. Inayat-Ulah has filed a application before the Lok Adalat Kota(Rajasthan) against RAL, claiming an aggregate sum of ₹ 0.85 million towards the alleged deficiency in services by RAL. Reply on behalf of RAL already stands filed before the Lok Adalat Kota (Rajasthan). The matter is currently pending.

Labour Court

1. Mr. Manish Thakur has filed a statement of claim under section 2 A of the Industrial Disputes Act, 1947 against RAL before the Court of the Presiding Officer, Karkardooma, Delhi raising disputes regarding his employment with RAL. The reply by RAL has been filed in the matter. The matter is currently pending.

Custom Case

1. RAL and its three Directors had received show cause notice in their respective names from the Office of the Commissioner of Customs (Preventive), New Delhi alleging evasion of customs duty amounting to ₹ 565.15 million in import of aircraft/helicopters by RAL. RAL had filed a consolidated reply to the said show cause notices. The order in the matter has been passed against RAL confirming the demand of the allegedly evaded custom duty amounting to ₹ 565.15 million while proceedings have been dropped against the three Directors. RAL has filed an appeal before Customs, Excise and Service Tax Appellate Tribunal (CESTAT) New Delhi challenging the said order passed in the matter by Commissioner of Customs (Preventive). CESTAT has stayed the said order passed by the Office of the Commissioner of Customs (Preventive), New Delhi. The matter is currently pending before CESTAT.

Litigation instituted by RAL

RAL has filed 10 claims aggregating to an amount of ₹ 65.22 million. RAL has filed six criminal complaints under section 138 of the Negotiable Instruments Act for dishonour of cheques, against the respective defaulters for recovery of an aggregate amount of ₹ 6.14 million. RAL has filed four claims aggregating to an amount of ₹ 59.07 million for recovery under the Code of Civil Procedure, 1908. RAL has filed two criminal complaints under various sections of the Indian Penal Code, 1908 and a complaint under Section 630 of the Companies Act, 1956.

Religare Travels (India) Limited (RTIL)

A contempt petition in O.M.P. No. 35 of 2005 has been filed in the High Court of Delhi by one Mr. Vinay Singhal wherein Religare Travel (India) Limited has been made as one of the Respondents. The said contempt petition has been filed under Section 11 and 12 of the Contempt of Courts Act, 1971 alleging willful violation of status quo order dated January 28, 2005 and May 11, 2005 passed by the Hon'ble High Court in the above-mentioned O.M.P. Religare Travel (India) Limited has filed its reply/counter affidavit in the matter. The matter is presently pending before the Delhi High Court.

RTIL has filed two claims aggregating to an amount of ₹ 1.38 million for recovery under the Code of Civil Procedure, 1908, before District Court, Delhi. RTIL has filed two claims aggregating to an amount of ₹ 1.38 million for recovery under the Code of Civil Procedure, 1908, before District Court, Delhi. Out of the said claims in one of the claims for ₹ 9,73,633 along with pendent elite and future interest at 18 % p.a. filed by RTIL against Softcell Information Systems Private Limited ("**Softcell**") there is a counterclaim filed by Softcell against RTIL for a sum of ₹ 4,89,891 along with pendent elite and future interest at 18 % p.a.

Fortis Healthcare Holdings Limited (FHHL)

FHHL has, sou moto, filed an offer for consent (along-with an affidavit dated February 2, 2011) with the SEBI under the applicable SEBI regulations, for the delay in relation to making certain disclosures to the Stock Exchanges and Fortis Healthcare Limited under Regulation 7(1) of the SEBI Takeover Regulations and Regulation 13(3) of the SEBI Insider Trading Regulations and in relation to the delay in filing a report under Regulation 3(4) of the SEBI Takeover Regulations with the SEBI. The matter is currently pending.

Vistaar Religare Capital Advisors Limited

Nil

Religare Finvest Limited (RFL)

Civil proceedings

1. Mr. V. Kanchana has filed a petition (No. 314/2008), before the Additional District Magistrate, Coimbatore against RFL and others. Mr. Kanchana has prayed for injunction restraining the respondents from interfering with and disturbing in his peaceful possession and enjoyment of property. The matter is currently pending.

2. Mr. T. Krishanmurthy, has filed a petition (No. 280/2008), before the District Munsif Court Ambatur, Chennai against RFL and others. Mr. Krishnamurthy has prayed for injunction restraining RFL from collecting any amount due to it from Mr. Krishnamurthy except under the due process of law. The matter is currently pending.

3. Mr. J. Baskar, has filed a petition (No. 434/2008), before District Munsif Court Ambatur, Chennai against RFL and others. Mr. Baskar, has prayed for injunction restraining RFL from collecting the any amount due by him to RFL, except the due process of law. The matter is currently pending.

4. Mr. K.Mahadevan has filed a suit (No. OS. 3589/2009) before the City Civil Court at Chennai against RFL. Mr. Mahadevan has prayed for an injunction, restraining RSL from collecting any amount due by him to them, except under the due process of law. The matter is currently pending.

5. Mr. R. Janarthanan has filed a suit (O.S. No. 536/2009) before the Additional Subordinate Judge, Coimbatore against RFL. Mr. Janarthanan has prayed for an injunction, restraining RFL from collecting any amount due by him to RFL, except under the due process of law. The matter is currently pending.

6. M/s. SKE Drama Clothing has filed a winding up petition (No. CP No. 186/2008, CA 2220/08) before the City Civil Court, Chennai. RFL has been impleaded as a party. The matter is currently pending.

7. Mr. Lakshmanan V. has filed a case (No. 9975/2009) before the City Civil Assistant Judge Chennai against RFL seeking an injunction against RFL restraining it from sending men, agents, servants or any body authorized by it from collecting any amount in any manner except under due process of law. RFL is in the process of filing an application under Section 8 of the Arbitration and Conciliation Act, 1996 for reference of the matter to arbitration. The matter is currently pending.

8. Mr. Dakshayani C. has filed a case (No. 4379/ 2009) before the Additional City and Session Judge, Bangalore against RFL seeking an injunction restraining RFL from sending their men, agents, servants in any manner from collecting any amount without due process of law and without furnishing the proper statement of account. The matter is currently pending.

9. Mr. B. Saravanan has filed a case (No. 435/ 2009) before the District Munsif Court Coimbatore against RFL seeking an injunction restraining RFL from restraining the respondents claiming through them or others from collecting any amount due by the petitioners to the respondents except by due process of law. The matter is currently pending.

10. Mr. Muthu Kumar Swami has filed a case (No. 1478/ 2009) before the City Civil Court at Chennai against RFL seeking an injunction restraining RFL from collection of any amounts due except by due process of law. The matter is currently pending.

11. Mr. Nanada Kumar has filed a case (No. 3631/ 2009) before the City Civil Court at Chennai against RFL seeking an injunction restraining RFL to send any person, agent, servant to disturb the peaceful possession of the plaintiff or collection of any amount due to the plaintiff except under due process of law. The matter is currently pending.

14. Mr. R. Muthumanickam has filed a case (No. 57 / 08) before the Additional Subordinate Judge of Coimbatore. RFL is a party to these proceedings as Mr. Muthumanickam has dues pending with it. The matter is currently pending.

15. Mr. S. Anandrajan has filed a case (No. 326/ 2009) before the Madurai Munsif Court against RFL seeking an injunction restraining RFL the defendant, its collection agents from in any way harassing and causing mental agony to the plaintiff. The matter is currently pending.

15. Mr. G. Poomachander has filed an injunction suit (No. 5316/2009) before the City Civil Court, Chennai praying for temporary injunction against collection activity by RFL. This matter has been decreed. However, RFL is in the process of filing an application to set aside the order passed against it.

16. Mr. Parameswaran P has filed an injunction suit (OS No. 2503/ 2009 in IA No: 2558/2009) before the Principal District Munsif of Coimbatore praying for temporary injunction against the collection activities. RFL is a party on account of loan availed from RFL. The matter is currently pending.

17. Ms. Meenakumari S has filed an injunction suit (OS No. 2570/ 2009 in IA No: 3038/2009) before the Additional District Munsif Court, Coimbatore praying for temporary injunction against the collection activities and not to disturb the peaceful possession of the her. RFL is a party on account of loan availed from RFL. The matter is currently pending

18. Mr. Subramaniam M has filed an injunction suit (OS No: 330/2010) before the Court of District Munsif, Madurai, praying to grant an order of permanent injunction against the respondent from causing any bodily injury. The matter is currently pending.

19. Mr. Mohan M R C has filed an injunction suit (IA No: 357/2010 in OS No: 402/2010) before Principal District Munsif, Madurai Town, praying to grant an order temporary injunction restraining the respondent from resorting to unlawful means to recover the loan. The matter is currently pending.

20. Mr Raja Ram A L has filed an injunction suit (OS No. 4938/2010) before City Civil Judge, Chennai, praying to grant an order of permanent injunction restraining the defendant in any manner using the petitioner's post dated cheques submitted against disbursal of loan. The company has filed an application under section 8 of the Arbitration and Conciliation Act, 1996. The matter is currently pending.

21. Ms. Saraswathi B has filed an injunction suit (OS No: 6401/2010) before the Assistant City Civil Court, Chennai, to grant an order of permanent injunction restraining the defendant from using the petitioner's cheques in any manner. The matter is currently pending.

22. Mr. T Palani has filed an injunction suit (OS No: 7136/2010) before the City Civil Judge, Chennai, to grant an order of permanent injunction. The matter is currently pending.

23. Mr. Bhavanivenkataswamy L has filed an injunction suit (IA No: 1605/2010 In OS No 1433/2010) before the District Munsif Court at Coimbatore, to grant ad interim injunction against the collection activities. The matter is currently pending.

24. Mr. Ranganathan M has filed an injunction suit (OS No 2581/2010) before the district Munsif Court at Coimbatore, to grant permanent injunction against the collection activities. The matter is currently pending.

25. Mr. Rajendhran B. has filed an injunction suit (OS No. 2275/ 2009) before the First Additional District Magistrate, Coimbatore. RFL is a party to these proceedings as Mr. Rajandhran has dues pending with it. The matter is currently pending.

26. Ms. Koyal Devi has filed the civil suit (No. 1014/09) dated February 8, 2010 for mandatory injunction before the court of Senior Civil Judge, Rohni, Delhi against the RFL through its Managing Director, Mr. Naresh Bishnoi, Mr. Amarjit Singh Arora, and Mr. B.N. Dhall of RFL. Ms. Koyal Devi has alleged that the defendants are into illegal possession of documents of residential property of the plaintiff. The matter is currently pending.

27. Mr. Duraisamy N. has filed an injunction suit (IA No 1796/2010 in OS No. 1604/ 2010) before the District Munsif Court of Coimbatore seeking permanent injunctions against recovery of loan which he had taken from RFL. Mr. Duraisamy N had availed a loan of ₹ 0.31 million from Religare Finvest Limited having the application ID 13757. The matter is currently pending.

28. Mr. Chitrapal B Seth has filed an injunction suit (OS No. 10679/ 2010) before the Civil Judge, Madras seeking permanent injunction against recovery of loan which he had taken from RFL and from interfering the peaceful living of the respondent. Mr. Chitrapal B Seth had availed a loan of ₹ 0.60 million from Religare Finvest Limited having the application ID 18311. The matter is currently pending.

29. Ms. Meena Jain has filed an injunction suit (OS No. 11469/ 2010) before the Asst City Civil Court, Madras seeking permanent injunction against the defendant's collection agents on the pretext of recovering the outstanding dues and from interfering the peaceful living. Mr.Meena Jain had availed a loan of ₹ 6,00,000/- from Religare Finvest Limited having the application ID 5450. The matter is currently pending.

30. RFL has received a notice dated 24.11.10 from the court of Umed Singh Grewal, Judge MACT -03, Dwarka Court in the matter of Draupedi Devi V Sanjeet Singh where RFL was made a party to the proceedings and submit the necessary information/ docs relating to one of RFL’s Ex employee Shri Pawan Kumar Prasad. The matter is currently pending.

31. Mr. R. Vijay Kumar has vide I.A. No. 1648/2011 in civil suit bearing number O.S. 1046 of 2011 filed before Assistant City Civil Court at Chennai prayed for interim injunction restraining the respondents from transferring, alienating or dealing with 39,70,070 shares belonging to him held in DP name “Religare Finvest Limited” till disposal of suit. The Hon’ble court vide order dated January 25, 2011 has granted interim injunction till February 22, 2011. The matter is currently pending.

32. Mr. Anandakumar L P has filed an injunction suit (IA NO 2008/2010 in OS No 1790/2010) before the District Munsif Court, Coimbatore seeking permanent injunction against recovery of loan which he had taken from RFL and from interfering the peaceful living of the respondent. Mr. Chitrapal B Seth had availed a loan of ₹ 200,000 from RFL having the application ID 21581. The matter is currently pending.

33. Mr. Mukesh T has filed an injunction suit (IA No 2301/2010 in OS No 2702/2010) before the District Munsif Court, Coimbatore seeking interim injunction against recovery of loan which he had taken from RFL and from interfering the peaceful living of the respondent. Mr. Mukesh T had availed a loan of ₹ 250,000 from RFL having the application ID 20754. The matter is currently pending.

34. RFL has received a notice from Labour Commissioner, Saharanpur Range, Saharanpur regarding one complaint filed by one of our ex employee Sandeep Singhal. RFL has filed the vakalthnama in the same and currently matter is pending.

Apart from the cases that have been filed against RFL, there are 37 insolvency matters, 13 matters where proceedings under section 34 have been filed under the Arbitration and Conciliation Act, 1996.

Insolvency matters

1. Mr. Motilal Maneklal Shah has filed an insolvency petition (IP No. 06/ 2010) before the Civil Judge of Pune. RFL is a party on account of loan availed from RFL bearing the loan application ID 20099. Mr. Motilal Maneklal Shah has filed this petition in order to declare himself as an insolvent. The matter is currently pending.

2. Mr. Jahubar Sadiq M S has filed an insolvency petition (No. 49/ 2010) before the official assignee, High Court. RFL is a party on account of loan availed from RFL bearing the loan application ID 15395. Mr. Jahubar Sadiq M S has filed this petition in order to declare himself as an insolvent. The matter is currently pending.

3. M/s. Theme Home Contractors has filed an insolvency petition (No. 10/2010) before the Additional City Civil & Session Judge, Bangalore. RFL is a party on account of loan availed from RFL bearing the loan application ID 22875. M/s. Theme Home Contractors has filed this petition in order to declare itself as an insolvent. The matter is currently pending.

4. Mr. Thilagavathi G has filed an insolvency petition (No. 66/ 2009) before the First Additional Subordinate Judge of Coimbatore. RFL is a party on account of loan availed from RFL bearing the loan application ID 14022. Mr. Thilagavathi G has filed this petition in order to declare himself as an insolvent. The matter is currently pending

5. Ms. Thilakavathy A has filed an insolvency petition (No. 78/ 2009) before the Additional Subordinate Judge, Coimbatore. RFL is a party on account of loan availed from RFL bearing the loan application ID 7183. Ms. Thilakavathy A has filed this petition in order to declare herself as an insolvent. The matter is currently pending.

6. Mr. Kuppan S has filed an insolvency petition (No. 90/ 2009) before the High Court, Madras. RFL is a party on account of loan availed from RFL bearing the loan application ID 11835. Mr. Kuppan S has filed this petition in order to declare himself as an insolvent. The matter is currently pending.

7. Ms. Thanikasalam G has filed an insolvency petition (No. 145/ 2009) before the High Court, Madras. RFL is a party on account of loan availed from RFL bearing the loan application ID 2019. Ms. Thanikasalam G has filed this petition in order to declare himself as an insolvent. The matter is currently pending.

8. Ms. M Jayalakshmi has filed an insolvency petition (No. 54/ 2009) before the High Court, Madras. RFL is a party on account of loan availed from RFL bearing the loan application ID 13809. Ms. M Jayalakshmi has filed this petition in order to declare herself as an insolvent. The matter is currently pending.

9. Mr. P. Parmaguru has filed an insolvency petition (no. 62/2008) before the Principal District Judge, Coimbatore for adjudicating himself as insolvent. RFL is a party to these proceedings as Mr. Parmaguru has dues pending with it. The matter currently pending.

10. Mr. Sukumar G has filed an insolvency petition (No. 56/ 2009) before the court of Additional Subordinate Judge of Coimbatore. RFL is a party on account of loan availed from RFL bearing the loan application ID 11328. Mr. Sukumar G has filed this petition in order to declare himself as an insolvent. The matter is currently pending.

11. Mr. S. Murugadass has filed an insolvency petition (No. 04/2009) before the Additional Subordinate Judge Coimbatore. RFL is a party on account of loan availed from RFL bearing the loan application ID 19321. Mr. Murugadass has filed this petition in order to declare himself as an insolvent. The matter is currently pending.

12. Mr. Senthil Kumar has filed an insolvency petition (no. 18/ 2009) before the Additional Subordinate Judge Coimbatore. RFL is a party to these proceedings as Mr. Senthil has dues pending with it. The matter is currently pending.

13. Mr. Vijay Kumar Reddy has filed a case (No. 33/ 2009) before the High Court of Judicature at Madras. RFL is a party on account of loan availed from RFL bearing the loan application ID 8471. Mr. Reddy has been declared insolvent and an interim protection from civil arrest and harassment from RFL and his other creditors has been granted as per the order of the court dated March 5, 2009. The matter is pending.

14. Mr. Raju Garg has filed an insolvency petition (No. SC 10/2009) before the Additional Session and District Judge (Guardian Judge). RFL is a party to these proceedings as Mr. Raju Garg has dues pending with it. The matter is currently pending.

15. Mr. Palani Durai R.S. and Mr. Abirami P. filed an insolvency petition (No. 008/2009) before Tiruchengode Sub Court Salem. As Mr. Palani and Mr. Abirami have dues pending with RFL, it is a party to these proceedings. The matter is currently pending.

16. Mr. Parameswaran A.J. has filed an insolvency petition (No. 10/ 2009) before the High Court of Madras. RFL has filed its claim before the official assignee and the matter is pending.

17. Mr. Mohammad Ali G.M. has filed an insolvency petition (No. 16/2009) before the Sub Registrar Court Chennai. RFL is a party to these proceedings as Mr. Mohammed Ali has dues pending with it. The matter is currently pending.

18. Mr. Anbalagan Rhas has filed an insolvency petition (No. 106/ 2009) before the High Court of Chennai. RFL has filed its claim before the official assignee and the matter is currently pending.

19. Mr. B. Jayavel/Venture Electronix has filed an insolvency petition (No. 4/ 2009) before the High Court of Chennai. RFL is in the process of filing a claim before the official assignee and the matter is currently pending.

20. Mr. Balaji K has filed an insolvency petition (No. 21/ 2009) before the High Court of Chennai. RFL has filed its claim before the official assignee and the matter is currently pending.

21. Mr. K. Saluja has filed an insolvency petition (No. 34/ 2009) before the High Court of Chennai. RFL has filed its claim before the official assignee and the matter is currently pending.

22. Mr. Harish G has filed an insolvency petition (No. IC- 29/ 2009) before the City Civil and Session Judge, Bangalore. As Mr. Harish has dues pending with RFL, it is a party to these proceedings. The matter is currently pending.

23. Mr. Jasbir Singh has filed an insolvency petition (No. 164/2009) before the Additional District Judge, Karkardooma Court, at Delhi against RFL praying that he be declared insolvent. The matter is currently pending.

24. Mr. Kailash Kumar Atolia has filed an insolvency petition (No. 1911/2008) for declaring himself insolvent before the Assistant Civil Judge, Senior Division, Ghaziabad Court, Delhi. As Mr. Kumar has dues pending with RFL, it is a party to these proceedings. The matter is currently pending.

25. Ms. Madhu Atolia an insolvency petition (being No. 1912/2008) for declaring herself insolvent before the Asst Civil Judge, Senior Division, Ghaziabad Court. As Ms.Madhu Atolia has dues pending with RFL, it is a party to these proceedings. The matter is currently pending.

26. Mr. Natrajan K. has filed an insolvency petition (being No. 67/2008) against RFL before the Subordinate Judge at Coimbatore praying that he be declared insolvent. The matter is currently pending.

27. Mr. Amrik Singh Taheem has filed an insolvency petition (being IA No. 530/2008) before the Senior Civil Judge, Karkadooma Court, Delhi against RFL praying that he be declared insolvent. The matter is currently pending.

28. Mr. Jagdeep Singh Taheem has filed an insolvency petition (being IA No. 520/2008) before the Additional District Judge, Karkadooma Court, Delhi against RFL praying that he be declared insolvent. The matter is currently pending.

29. Mr. Sanjay Vitthal Valunj and Ms. Sunitha Vitthal Valunj have filed an insolvency petition (being No. 4/2009) before the City Civil Court, Senior Division, at Pune against RFL praying that they be declared insolvent. The matter is currently pending.

30. Mr. Mahaveer Chand had filed an insolvency petition (being No. 124/2009) at the High Court of Chennai against RFL praying that he be declared insolvent. The matter is currently pending.

31. Mr. V. Suresh, has filed a petition (being No. 42/2008), before the Third Additional Sub Judge, Madurai. Mr. Suresh has prayed that he be declared and insolvent and be protected from civil arrest and harassment from his creditors. The matter is currently pending.

32. Ms. R. Jayanthi, has filed two petitions (Nos. 7818/2008 and 8266/2008) before the 15 Assistant Civil Court, Chennai against RFL and others. In both the petitions, Ms. Jayanthi has prayed for injunction restraining the respondents from collecting any amount due by her to them, except the due process of law. The matter 8266/2008 is withdrawn and disposed and 7818/2008 is currently pending.

33. Mr. Banard Willam D. Vaz has filed a petition (I.P No. 133/2008) before the High Court of Chennai against RFL praying that he be declared insolvent and he be granted protection from civil imprisonment. The matter is currently pending.

34. Mr. R.V.S. Narayanan, has filed a petition (No. I.P 135/2008) before the High Court of Chennai praying that he be declared insolvent and he be granted protection from civil imprisonment and harassment from respondents. The matter is currently pending.

35. Mr. C.P. Petchiraj, has filed a petition (No. 60/2008), before the Principal District Judge, Coimbatore praying that he be declared insolvent and he be granted protection from civil imprisonment and harassment from respondents. The matter is currently pending.

36. Mr. P. Parmaguru has filed a petition (being No. 60/2008), before the Principal District Judge, Coimbatore against RFL praying that he be declared insolvent. The matter is currently pending.

37. Mr. Naveen Krishna G has filed a petition (being No. IC 25003/2010), before the City Civil & Session Court, Mayo hall Unit, Bangalore against RFL praying that he should be declared insolvent. The matter is currently pending.

38. Mr. P. Mahalakshmi has filed a petition (being No 001/2010), before the Salem Court against RFL praying that he should be declared insolvent. RFL is a party to the proceedings as Mr. P. Mahalakshmi had availed a loan from RFL bearing loan number R4Z3S4C12L8819.The matter is currently pending.

Arbitration petition

1. Mr. Hardeep Bajaj has filed an application under section 34 of Arbitration and Conciliation Act, 1996 (No 28/2010) challenging the arbitral award before Ms. Ina Malhotra, Additional District and Session Judge, South-2, Patiala House Court, New Delhi. The matter is currently pending.

2. Mervyn Emanuel Solomon has filed an application under section 34 of Arbitration and Conciliation Act, 1996 (No 138/2010) challenging the arbitral award before Mr. Sanjay Garg ADJ01/North, Tis Hazari Courts, Delhi. The matter is currently pending.

3. Mr. Rajiv Malhotra has filed an application under section 34 of Arbitration and Conciliation Act, 1996 (No 231/10) challenging the arbitral award before Mr. Yogesh Khanna, Additional District Judge-III, Rohini Court. The matter is currently pending.

4. Mr. Ashok Suryabhan Damre has filed an application under section 34 of Arbitration and Conciliation Act, 1996 challenging the arbitral award (No.135/10) before District Judge, Delhi. The matter is currently pending.

5. Mr. Gajendra Y V has filed an application under section 34 of the Arbitration and Conciliation Act, 1996 challenging the arbitral award (No. AS 38/2010) before City Civil Judge, Bangalore. The matter is currently pending.

6. Mr. Shriniwas Ramchandra Deo has filed an application under section 34 of Arbitration and Conciliation Act, 1996 challenging the arbitral award (No. CS 138/10) before Mr. Umed Singh Grewal, District and Session Judge (N), Tis Hazari Court, Delhi. The matter is currently pending.

7. Mr. Jasbir Singh has filed an application under section 34 of Arbitration and Conciliation Act, 1996 challenging the arbitral award (No. 354/2009) before D ADJ(NE)-03, Court No: 64, Floor, KKD, Delhi. Mr. Jasbir Singh prayed for quashing the arbitral award dated September 8, 2009. The matter is currently pending.

8. Mr. Jasbir Singh has filed an application under section 36 of Arbitration and Conciliation Act, 1996 challenging the arbitral award (No. 006/2009) before Mr. S S Malhotra, Court No. 68 Karkardooma Court, Delhi. Mr. Jasbir Singh prayed for quashing the arbitral award dated September 8, 2009. The matter is currently pending.

9. Y S Consulting Private Limited has filed an application under section 34 of Arbitration and Conciliation Act. 1996 challenging the arbitral award (No. 1734/2009) before Ms. Ina Malhotra, District and Session Judge, South-2, Patiala House Court, New Delhi, Delhi. Y S Consulting Private Limited prayed for quashing the arbitral award dated September 8, 2009.The matter is currently pending.

10. Mr. Laxman Mahadev Chavan has filed an application under section 34 of Arbitration and Conciliation Act, 1996 challenging the arbitral award (No. 1742/2009) before Additional District and Session Judge, South-2, Patiala House Court, New Delhi. Mr. Laxman Mahadev Chavan prayed for quashing the arbitral award dated September 8, 2009. The matter is currently pending.

11. Mr. Dhrumesh Gopal Shah has filed a civil suit (OMP no. 688 of 2009) before the High Court of Delhi, at New Delhi dated December 8, 2009 against RFL, under section 34 of Arbitration and Conciliation Act 1996, challenging the award dated April 30, 2009 passed by the sole arbitrator. The matter is currently pending.

12. Mr Varinder Kumar Arora has filed a civil suit (CS/270/2010) before Seema Maini, Additional District Judge-03, Tis Hazari Court, Delhi against RFL, under section 34 of Arbitration and Conciliation Act 1996, challenging the award dated March 25, 2010 passed by the sole arbitrator. The matter is currently pending.

Consumer Cases

1. Mr. Ramesh D has filed a consumer case (No. 295/ 2009) before the District Consumer Forum (Madras) South. The customer has filed a complaint against RFL before the consumer forum alleging deficiency in service. The customer has claimed compensation of ₹ 0.01 million. The matter is currently pending. The matter is currently pending.

2. Mr. Veluchamy S has filed a consumer case (No. 441/ 2010) before DCDRF, Collectorate Campus, Coimbatore. The customer alleges that he had settled that account by paying ₹ 0.65 million on March 22, 2010, yet his repayment cheques were banked. The customer has claimed compensation of ₹ 4.00 million. The matter is currently pending.

3. Mr. Rajendhran V has filed a consumer case (No. 487/ 2010) before the DCDRF, Collectorate Campus, Coimbatore. The customer alleges that his account was settled on payment of ₹ 37,250 vide letter dated January 28, 2010. In spite of that settlement, the company initiated legal action against him and the collection people harassed him. The complainant has claimed compensation of ₹ 200,000. The matter is currently pending.

Labour Cases

1. Mr. Rakesh Gandhi, had filed a complaint before Labor Inspector Circle II, Chandigarh. Mr. Gandhi had alleged that he was not provided adequate training before being asked to generate business. He had also alleged that he has been maltreated by his Supervisor and was not paid his salary. The matter is currently pending.

2. Mr. Aseem Sharma had filed a complaint before the Labor Inspector Circle I and III, Chandigarh alleging that that he has been maltreated and his services to the company were not recognized by his

supervisor. Mr. Sharma has demanded that he be given his confirmation letter, resignation letter and relieving letter. The matter is currently pending.

3. Mr. Kunal Karan has filed a complaint (No. 16/ 2010) before Mr. Pratap S Malik, ADJ, Karkardooma Court, Delhi. Mr Kunal Karan alleges that his services were terminated by the company on the ground that monthly and annual targets were not satisfied and he was not notified of the same. The matter is currently pending.

4. Mr. Anis Francis has filed a complaint (No. 179/ 2010) before Court of Munsif's, Ernakulam. Mr Anis Francis alleges that he joined RFL on September 22, 2008 but the offer letter was issued to him on October 17, 2008 and therefore his salary for the period September 22, 2008 to November 24, 2008 could not be credited and officer in charge showed an indifferent attitude towards him and harassed in several ways and finally he was forced to resign on November 24, 2008. The matter is currently pending.

5. RFL has received a summons dated March 27, 2010 from the Sub Divisional Magistrate, East District, Gangtok where by the RFL was directed to submit details regarding status of employment and relevant documents . The documents were submitted by RFL. The matter is currently pending.

6. Ms. Kaneez Mehandi, a former employee of RFL, has filed a complaint (C.P. Dispute No. 146/10) against RFL, Mr. Sunil Godhwani (Chairman and Managing Director, RFL), Manger RFL, Lucknow before the Assistant Labour Commissioner, Lucknow. Ms. Kaneez Mehandi has alleged that she was not given written notice for termination of her service and was also not specified the reason for termination from service. Ms. Mehandi has prayed for reinstatement of her services. The matter is currently pending.

Tax proceedings

1. Income Tax Assessment of RFL for the assessment year 2007-08 was completed by the Additional Commissioner of Income Tax, Range-15, ("**Assessing Officer**") New Delhi and consequent to certain disallowances made during the assessment vide assessment order dated December 31, 2009 has raised a demand of ₹ 0.65 million .The Company has filed an appeal with Commissioner of Income Tax (Appeals)-XVIII, New Delhi against the above order. Assessing Officer has also initiated penalty proceedings under section 271(1) (c) of the Income Tax Act, 1961 against the Company consequential to the above order. The Company has filed a letter with the department requesting to keep the penalty proceedings in abeyance till the disposal of appeal.

2. Fringe Benefit Tax Assessment of the Company for the assessment year 2007-08 was completed by the Additional Commissioner of Income Tax, Range-15, New Delhi ("**Assessing Officer**") and consequential to certain disallowances made during the assessment vide assessment order dated December 31, 2009 has raised a demand of ₹ 0.03 million. The Company has filed an appeal with Commissioner of Income Tax (Appeals)-XVIII, New Delhi against the above order. Assessing Officer has also initiated penalty proceedings under section 271(1) (d) of the IT Act against the Company consequential to the above order. The Company has filed a letter with the department requesting to keep the penalty proceedings in abeyance till the disposal of Appeal.

3. One departmental appeal is pending before Delhi ITAT for the assessment year 2006-07 against the order of Commissioner of Income Tax (Appeals)-XVIII, New Delhi relating to interest paid to associated concerns. Demand involved under this case is ₹ 30.08 million.

4. The Company has filed an appeal before the ITAT, Delhi against the order of Commissioner of Income Tax, New Delhi dated January 21, 2010 passed under section 263 of the IT Act for the assessment year 2006-07. In the impugned order the CIT has asked to re-decide the allowance of expenditure paid to related concerns amounting to ₹ 16.40 million.

5. Income tax assessment of the Company for the assessment year 2006-07 was completed by the Assistant Commissioner of Income Tax, OSD CIT - V, New Delhi ("Assessing Officer"). The Assessing Officer during the assessment has disallowed commission paid by the Company to related parties and has raised a demand of ₹ 4.80 million vide assessment order dated December 29, 2010. The Company has filed an appeal with Commissioner of Income Tax (Appeals)-XVIII, New Delhi against

the above order. The Assessing Officer has also initiated penalty proceedings under section 271(1) (c) of the Income Tax Act, 1961 against the Company consequential to the above order. The Company has filed a letter with the department requesting to keep the penalty proceedings in abeyance till the disposal of Appeal.

6. Income tax assessment of the Company for the assessment year 2008-09 was completed by the Assistant Commissioner of Income Tax, OSD CIT - V, New Delhi ("Assessing Officer") and consequential to certain disallowances made during the assessment vide assessment order dated 29th December, 2010 has raised a demand of ₹ 9.70 million. The Company has filed an appeal with Commissioner of Income Tax (Appeals)-XVIII, New Delhi against the above order. The Assessing Officer has also initiated penalty proceedings under section 271(1) (c) of the Income Tax Act, 1961 against the Company consequential to the above order. The Company has filed a letter with the department requesting to keep the penalty proceedings in abeyance till the disposal of Appeal.

7. Fringe Benefit Tax Assessment of the Company for the assessment year 2008-09 was completed by the Assistant Commissioner of Income Tax, OSD CIT - V, New Delhi ("Assessing Officer") and the Assessing Officer vide assessment order dated December 29, 2009 assessed the value of fringe benefits provided by the Company at an amount to equal to the returned value of fringe benefits.

Legal Notices

1. RFL received a legal notice from MGC & Co. on behalf of Desha Management & Consultants Private Limited, Bangalore on April 17, 2009 wherein on a claim of ₹ 1 million for outstanding payment a winding-up notice was served upon RFL. The notice was duly replied to on May 11, 2009, following which no further correspondence indicating initiation of further litigation has been received by RFL.

In 139 accounts, the defaulter clients have served legal notices as a counter to legal proceedings initiated by us wherein the amount claimed as compensation is approximately ₹ 2.65 million.

Regulatory Proceedings

1. RFL has received a letter dated February 25, 2009 from the SEBI seeking detailed reasons and documents in respect of off-market trades between Ms. Sumati Sharma and RFL while trading in the scrip of Nu Tek India Limited. The letter has been duly replied to along with detailed reasoning and supporting documents.

2. The SEBI, through its letter dated February 15, 2008 has sought an explanation from RFL in respect of a complaint received from M/s. J.K. Agri Genetics Limited, alleging violation of Insider Trading Regulations. The letter has been duly replied to and no further correspondence has been received in this regard. SEBI through its letter dated September 07, 2010 issued notice under adjudication proceedings to RFL for alleged violations of SEBI (SAST) Regulations and SEBI (Insider Trading) Regulations. SEBI through its letter dated November 16, 2010 provided RFL an opportunity of being heard. The hearing was duly attended by officials with the reply of notice dated September 07, 2010. No further correspondence is received in this context.

3. Four letters dated November 21, 2008 and September 17, 2010 have been issued by CDSL advising RFL to report compliance with observations made during the course of inspections.

4. RFL has received a letter dated September 21, 2007, from the RBI, enclosing a complaint from Mr. M.M. Sundaram alleging that Mr. Sundaram had not received the copy of the documents signed by him with RFL and requesting the RBI to investigate the matter and take strict action against RFL. The necessary documents were duly provided to the RBI.

5. SEBI through its letter dated October 27, 2009 has summoned RFL to produce documents as required in relation to Kohinoor Foods Limited. Details required by SEBI were duly provided. SEBI again through its letter dated October 04, 2010 has summoned RFL to produce documents as required in relation to Kohinoor Foods Limited. Further details required by SEBI were duly provided.

6. RFL has received a total of 439 complaints involving overcharging of interest, misbehavior, mis-selling of loans, etc. of which 361 have been received directly from the customers and 78 through the RBI. Of these 435 have already been resolved and 4 complaints are pending.

7. RFL received a notice dated August 26, 2010, under section 36(2) read with 41(2) of Competition Act of 2002, from Competition Commission of India Here the Director General (Investigation Wing of Competition Commission) has objected to the practice of charging pre closure charges and having a period of 12 months as lock in period for the customer to foreclose the loan. RFL filed its reply on September 14, 2010. The matter is currently pending.

Details of litigation/complaint filed by the company:

RFL has filed 3,552 criminal complaints under section 138 of the NI Act for dishonour of cheques, against the defaulters for recovery of an aggregate amount of ₹ 758.30 million. All such complaints are currently pending. Further, RFL has filed 1110 arbitration claims aggregating to ₹ 461.20 million against defaulter clients. In 130 of the above matters pending before various authorities, the defaulter clients have served legal notices as a counter to legal proceedings initiated by us wherein the amount claimed as compensation is approximately ₹ 2.60 million.

Religare Insurance Broking Limited

Civil cases

1. Mr. Suraj had filed a claim under section 166 of Motor Vehicle Act, 1988 against RIBL and others before the MACT Court, Achalpur (MACP No. 09/2009) for grant of compensation for injuries sustained by him in a motor vehicle accident. Mr. Suraj has claimed ₹ 1 million under section 166 of the Motor Vehicle Act, 1988 and ₹ 0.02 million under section 140 of the Motor Vehicle Act, 1988, along with interest at the rate of 18% p.a. from the date of accident till realisation. RIBL has been included as proforma party as the insurance policy was bought through RIBL. The matter is currently pending.

2. Mr. Varun Hans and Mr. Jatin Hans had filed a suit for recovery against RIBL before the court of District Judge, Rohini Courts, New Delhi (being Civil Suit No. 557/2010) for recovery of rent from RIBL with respect to unauthorized possession of property by not removing its sign board. The plaintiffs had claimed ₹ 490,000 along with future interest at the rate of 24% p.a from the date of filing of suit till the payment. The matter is currently pending.

Labour cases

1. Mr. Sawatantra Kumar has filed a complaint before the Labour Enforcement Officer, Dehradun against RIBL and others. Mr. Kumar has alleged that he has not been paid ₹ 0.03 million towards his wages.

2. Mr. Rishi Kumar Swami had filed a complaint before the Labour Commissioner, Bhopal under the under section 33 (c)(2) of the ID Act against RBIL and others. Mr. Swami has alleged that his services were illegally and unlawfully terminated by RIBL and he has not been paid retrenchment compensation. Mr. Swami has not demanded any specific amount..

3. Mr. Satish Kumar has filed a complaint before the Assistant Labour Commissioner Alwar against Mr. Vikas Khandelwal – Director, RIBL, Mr. Amit Sood, Mr. Mudit Suri and Mr. Raman Singh of RIBL alleging illegal termination of his services from the company. We have received notice from the office of Assistant Labour Commissioner Alwar, for conciliation between the parties. The matter is currently pending.

4. RIBL is in receipt of a notice dated September 17, 2010 from the office of Assistant Labour Commissioner, Guwahati, Assam under the Assam Shops and Establishment Act,1971 requiring RIBL to produce documents mentioned in the notice. The matter is currently pending.

5. RIBL and its Managing Director are in receipt of a notice dated October 4, 2010 bearing case no 42/2010 from the office of Labour Conciliation Officer, Muzaffar Nagar UP, enclosing application under section 2 read with section 5(c) of UP Industrial Disputes Act, 1947 filed by Mr. Sandeep

Singhal. Mr. Singhal has demanded that his services be reinstated with back wages. The matter is currently pending. . In furtherance to this RIBL is in receipt of another Notice dated December 18, 2010 bearing no. 9122/ Saha I.R.C.P. / 42 (M)/ 10 from Deputy Labour Commissioner, Saharanpur Region stating that prima facie there is an industrial dispute between the parties and as per Section 4 (k) of U.P. Industrial Disputes Act, 1947 the matter is transferred to the Labour Court at Saharanpur for adjudication. The matter is currently pending.

Consumer cases

Mr. Vinit Gupta has filed a complaint before District Consumer Disputes Redressal Forum, Kurukshetra against Incharge, Religare Insurance Broking Limited, Sector-17, Kurukshetra. RIBL has received a copy of summon without the copy of complaint. The matter is currently pending.

Tax proceedings

1. Income Tax Assessment of RIBL for the assessment year 2007-08 was completed by the Additional Commissioner of Income Tax, Range-15, New Delhi ("**Assessing Officer**") and by his assessment order dated 29th December, 2009 has reduced the loss to ₹ 3.05 million from ₹ 10.40 million as filed by the Company in its income tax return. RIBL has filed an appeal with Commissioner of Income Tax (Appeals)-XVIII, New Delhi against the above order. Assessing Officer has also initiated penalty proceedings under section 271(1) (c) of the IT Act against RIBL consequential to the above order. RIBL has filed a letter with the department requesting to keep the penalty proceedings in abeyance till the disposal of appeal.

2. Income Tax Assessment of RIBL for the assessment year 2008-09 was completed by the Assistant Commissioner of Income Tax, Circle 15(1), New Delhi ("**Assessing Officer**") and by his assessment order dated December 31, 2010 has reduced the loss by ₹ 0 02 million as filed by the Company in its income tax return. RIBL has filed an appeal with Commissioner of Income Tax (Appeals)-XVIII, New Delhi against the above order. Assessing Officer has also initiated penalty proceedings under section 271(1) (c) of the IT Act against RIBL consequential to the above order. RIBL has filed a letter with the department requesting to keep the penalty proceedings in abeyance till the disposal of appeal.

Regulatory Proceedings

The Insurance Regulatory and Development Authority (the "**IRDA**") vide its notice dated January 6, 2010 advised RIBL to show cause against the observations of not paying the annual fee for financial year 2008-09 in time and taking sum insured of professional indemnity insurance policy for a lesser amount (Regulation 24 of the IRDA (Insurance Brokers) Regulations, 2002). Notice was duly replied subsequent to which the IRDA by its letter (IRDA/CB341/06) dated January 13, 2010 issued a warning in relation to non-compliance of Regulation 24 as it was noticed for the first time and in relation to non-payment of annual fees (Regulation 18(2)) imposed a penalty of ₹ 0.05 million.

Religare Realty Limited

Nil.

Religare Macquaire Wealth Management Limited

Nil.

Religare Capital Markets Limited

No litigation.

Regulatory Proceedings

1. Since January 2009, NSE has levied an aggregate penalty/fine of approximately ₹ 0.05 million on RCM, as charges for delay in submitting and uploading the 'Unique Client Code', 'Computer To Computer Link' related details, and late submissions of monthly disclosures and BSE has levied an aggregate penalty/fine of approximately ₹ 0.11 million on RCM, as charges for delay in submitting and

uploading the ‘Unique Client Code’, ‘IML’ related details, late submissions of monthly disclosures and client code modification.

2. BSE vide its letter dated June 16, 2009 has warned RCM in relation to altering its share capital without taking the requisite approval.

3. NSCCL (National Securities Clearing Corporation Limited) vide its letter dated April 28, 2010, sought an explanation for failure to make delivery or shortage in delivery against sales made by clients. RCM has duly replied to the letters and no further communication has been received from the NSCCL in relation to any of these matters.

Religare Finance Limited

Nil

Religare Arts Initiative Limited

Nil.

Aegon Religare Life Insurance Company Limited

1. Mr. Kontala Badhri Mahesh filed a petition (No. 1088/2009) before the Permanent Lok Adalat, Visakhapatnam against ARLICL in the relation to a death claim under policy a policy issued by ARLICL (No. 081010044369). The matter is currently pending.

2. Mr. Umesh Kumar Varma filed complaint (No. L-141/AEGON/26/10-11) with the Lucknow office of the ombudsman in relation to denial of free look request under policy issued by ARLIC (No. 8120167298). The matter is currently pending.

3. Mr. Baldev Singh Dhillon filed complaint (Aegon Religare/213/22/11/Mumbai/Chandigarh) with Chandigarh office of ombudsman in relation to mis-selling of policy by the Agent (No. 91211227574). The matter is currently pending.

4. Ms. Jasminder Dhillon filed complaint (Aegon Religare/214/22/11/Mumbai/Chandigarh) with Chandigarh office of ombudsman in relation to mis-selling of policy by the Agent (No. 91211227567). The matter is currently pending.

5. Mr. R. P Agrawala lodged a complaint (L-568/irgon/26/10-11) to Lucknow Ombudsman Office against non-cancellation of insurance policy during freelook period.

6. Mrs. B, Bajwa lodged a complaint to Ombudsman Office, Chandigarh alleging mis-selling of insurance policies; the complaint refers to three insurance policies. The matter is currently pending.

7. Mr. Prashasti Singh filed complaint (LI-Aegon Religare/261/09) with Delhi office of ombudsman in relation to denial of free look request under policy issued by ARLIC (No. 90910864687). The company has refunded the premium but the matter is currently pending final disposal orders of the ombudsman.

8. Mr. Prem Chand Guru filed complaint (AR/600/22/10/Mum/Chandigarh) with Chandigarh office of ombudsman in relation to denial of free look request under policy issued by ARLIC (No. 09071064605 and 090710616428). The matter is currently pending.

9. A complaint has been filed by Ms. Saroj Rani in the District Consumer Dispute Redressal Forum, Faridabad (No. 122/2010) in relation to a death claim rejected by the Company under policy issued by ARLIC. The claim amount is ₹ 1.5 million. The matter is currently pending.

10. A consumer complaint has been filed by Neeraj Kaushik before the District Consumer Forum, Meerut (Case No. 477/2010) against non- receipt of policy bond. The matter is currently pending before the DCF, Meerut.

11. A consumer complaint has been filed by Mr.Ritesh Arora in District Consumer Forum at Amritsar (Case No: 1182/2010). The complaint alleges repudiation of death claim. The matter is sub-judice.

12. A complaint has been filed by Ms. Ankit Mangla in the District Consumer Dispute Redressal Forum, Jagdari (No. 219/2010) in relation to a death claim rejected by the Company under policy issued by ARLIC. The claim amount is ₹ 1 million. The matter is currently pending.

13. A civil suit (No. 245/2010) filed by Mr. Balwinder Singh before the Civil Judge, Sr. Division, Amritsir alleging mis-selling by an agent of the Company. The matter is currently pending.

14. A writ petition (3653/2010) filed in the Lucknow bench of Allahabad High Court by Dr. Dhruv Kumar against IRDA, Union of India and other life insurance companies alleging mis-selling of ULIP products by the insurance companies. The matter is currently pending.

15. Mr. Rajmohinder Singh filed complaint (Aegon Religare/613/25/11/Mumbai/Amritsar) with the Chandigarh office of the ombudsman in relation to the policy document not received. The matter is currently pending.

16. Mr. Krishna Kumar Batta (Aegon Religare/634/22/11/Mumbai/Panchkula) Chandigarh office of the ombudsman in relation to mis-selling of policy (No.100111302371). The matter is currently pending.

17. A complaint has been filed by Mrs. Karanam Chilakamma in the District Consumer Dispute Redressal Forum, Vishakapattnam (No. 343/2010) in relation to a death claim repudiated by the Company under policy issued by ARLIC. The claim amount is ₹ 0.50 million. The matter is currently pending.

18. A complaint has been filed by Mr. Ashwani Kumar in the District Consumer Dispute Redressal Forum, Rohtak (No. 1182/2010) alleging mis-selling of insurance policy under policy issued by ARLIC. The Claim amount is ₹ 0.2 million. The matter is currently pending.

Details of litigation/complaint filed by the company:

1. A criminal complaint (No. 448/2008) has been filed by ARLICL in the Court of the Assistant Senior Civil Judge and the Judicial Magistrate (First Class), Surat against Mr. Dibyakant Pandya, who had allegedly stolen a laptop from the office of ARLICL. Subsequent to the FIR lodged by ARLICL, the police has investigated the accused and recovered the said laptop from him. The police have initiated prosecution against the accused and the custody of the said laptop has been granted to ARLICL. The matter is presently pending in court.

2. A first investigation report (No. 83/2009) under sections 294, 323, 427, 506 and 34 of the IPC has been lodged at the Habib Ganj Police Station on February 3, 2009 by Mr. Prashant Sharma, the Agency Development Manager at the Bhopal Branch of ARLICL. The accused, Mr. Pratik Saksena, Mr. Aamir Kureshi accompanied by few other unidentified men allegedly had violent altercations with the security guard and the office bearers of ARLICL on February 2, 2009 at the ARLICL office premises. The matter is currently under police investigation.

3. A first investigation report (No. 67/2009) under section 380 of the IPC has been lodged at the Greater Kailash Police Station, South Delhi, on April 7, 2009 reporting theft of some laptops from our office at A-1, Kailash Colony, Greater Kailash, New Delhi. The complaint has been filed by Mr. Gaurav Bhatnagar – Regional Manager at Delhi. The matter is currently under investigation by the Police Department.

<u>Religare Securities Limited</u>

Police Complaints against RSL

1. Mr. Dilip Mohite against whom RSL had filed an arbitration claim for recovery of debit balance before NSE, had filed a complaint to police against RSL, Mr. Digvijay D. Mohite (RM Kolhapur), Viraj D. Pekhale (Dealer, Pune), Mr. Jidnesh M. Wagh (Branch Manager, Pune), Mr. Rahul Dighe (Deputy Regional Manager), Mr. Jagjyoti Khandhari, Regional Head) and Mr. Ashu Madan (C.O.O) at Kolhapur on March 19, 2009. Mr. Dilip Mohite has alleged that certain trades in his account were done

without his consent. RSL's officers have visited the concerned police station and submitted relevant documents as directed by police. No further questions/ actions have been directed by police against RSL.

2. Mr. Satish Pradhan a client of RSL has filed a complaint with the Economic Offence Wing, Crime Branch, Pune police. The complainant has alleged that the shares which he purchased from RSL were neither credited to his demat account nor had he received his balance amount. RSL has received a notice dated May 7, 2007 to this effect from the Police. The branch head of our Pune branch of RSL and other officials of RSL's Pune branch duly reported to the Police authorities and gave information and details as required. No further questions/ actions have been directed against RSL.

3. A complaint to police has been filed against RSL at Police Station Ashok Vihar, New Delhi by Mr. Beant Singh on February 6, 2009. Mr. Beant Singh has alleged certain disputes regarding trading in his account. RSL has been directed by the Investigating Officer to join in the investigation, RSL has duly complied with the requirement of notice and its officers have given required information/ details. No further questions/ actions have been directed against RSL.

4. Ms. Jeyaganapathi a client of RSL filed a complaint against RSL at the Central Police Station, Tuticorin on April 27, 2009. Ms. Jeyaganapathi has alleged that certain trades done in her account were without her consent. RSL's officers have visited police station and submitted the requisite documents to the police. No further questions/ actions have been directed against RSL.

5. Mr. Maheshkumar Somabhai Parmar a client of RSL has filed a complaint against RSL at the Chandkheda Police Station, Ahmedabad on July 2, 2009. RSL has been directed by the investigating officer to submit necessary information and the same has been submitted. No further questions/ actions have been directed against RSL.

6. Ms. Dhuliben M. Patel a client of RSL has filed a complaint against RSL at the Chandkheda Police Station, Ahmedabad on July 2, 2009. RSL has been directed by the Investigating Officer to submit necessary information and the same has been submitted. No further questions/ actions have been directed against RSL.

7. Mr. Sumit Goel has filed a complaint against RSL at Police Station Jawahar Nagar, Shri Ganganagar. RSL has been directed by the investigating officer to submit documents/information pertaining to Mr. Sumit Goel. Our officers have given required information/ details as required. Thereafter we have not received any communication from the police authorities.

8. Ms. Kanchan Devi Chhajer a client of RSL has filed a complaint against RSL at City Police Station, Jalgaon in the month of November 2009 regarding selling of shares from her account without her consent. RSL was telephonically informed about the complaint by the investigating officer on November 13, 2009. RSL had been directed by the Investigating Officer to submit necessary information and the same has been submitted. RSL's officials explained the matter to the Police. Thereafter no further communication was received from the police.

9. Mr. Pratap Kumar Kashinath Hathi a client of RSL, filed a complaint against RSL at Vikroli Police Station, Mumbai on November 10, 2009. Mr. Pratap Kumar had alleged that certain trades were done without his consent in his trading account with RSL. RSL was directed by the Investigating Officer to submit necessary information/documents. The same had been submitted. Thereafter no further communication was received form concerned authorities.

10. Mr. Rajeev Ranjan Sinha who had filed a consumer complaint also filed a complaint against Sub Broker of RSL to Additional Commissioner of police, Jaipur, Rajasthan. The same was notified to RSL vide letter dated May 07, 2010 by the investigating officer requiring RSL to provide certain documents. The same has been complied with by RSL. No further communication was received from the police thereafter by RSL.

11. Mr. Dalbir Kumar Jain a client of RSL against whom, RSL had filed complaint under section 138 of NI Act for dishonour of cheque issued by him subsequently filed a complaint to police against RSL at Ambala, Punjab in October, 2006. Mr. Dalbir Kumar Jain had alleged that certain shares in his account

were sold without his consent. RSL has given details / information to Police. No further questions / actions have been received / taken by police against RSL.

12. Mr. Rohit Sharma has filed a complaint at Police Station Kavi Nagar, Ghaziabad (U.P) alleging that certain employees of RSL to whom he had given cheques amounting to ₹ 0.39 million to be deposited in his account for the purpose of trading to be done, have not deposited the same and also there are no transactions in his trading account. In furtherance of the same Ghaziabad branch of RSL has received a notice dated February 9, 2009 to provide details/documents pertaining to Mr. Rohit Sharma. The investigation in respect of this matter is currently in progress. Officials of RSL had filed a Criminal Miscellaneous Writ Petition (No. 3309/2009), praying for quashing of said FIR, said writ petition has been dismissed. We have not received further communication from Police authorities.

13. Ms. Madhu Garg, a client of Religare Securities Limited (RSL) being aggrieved of transactions in her trading account resulting in loss to her has filed complaint at Police Station, Hari Parvat, Agra on July 17, 2009. In the complaint she has alleged that two officials of the branch office namely Mr. Sujat and Mr. Vikas have done certain trades in her account during the period of July 2008 to December 2008, which were without her consent and resulted in a loss of approximately ₹ 0.40 million. The same has been replied on behalf of RSL on July 23, 2009 stating that all the trades in her account were done as per her instructions except those which were squared off as per the norms of the stock exchange because of her failure to deposit the requisite amount to clear the debit balance/ margin shortfall. It was also stated that she was duly sent contract notes of all the trades in her account and she had made certain payments after June 2008 which clearly showed that she was fully aware of the trades in her account. After filing of the said reply nothing has been heard thereafter from the Police Authorities. After RSL's reply RSL has not received any further communication.

14. Ms. Manju Jain a client of RSL filed a complaint against RSL by letter dated July 8, 2009 before the Police Station, Hari Parvat, Agra. Ms. Manju Jain had interalia named Mr. Sunil Godhwani and others in the said complaint. Ms. Manju Jain had alleged that some trades in her account were done without her instructions, because of which she has suffered losses of ₹ 0.40 million approximately. RSL had submitted a reply to the compliant dated July 22, 2009 to the investigating officer. Thereafter, no further questions / actions have been received / taken by police against RSL.

15. Mr. K. Kannan has filed a first information report under the Scheduled Castes and Scheduled Tribes (Prevention of. Atrocities) Act, 1989, at the Police Station Thenkarai, Periakulam, against Mr. Ramasubramani, Mr. Muralikrishna, Mr. Ramanathan, Mr. Rjathi, Mr. Suganthi and Mr. Mugapandi, all of whom are sub-brokers of RSL. It was alleged that the accused persons committed fraud with Mr. Kannan and beat Mr. Kannan and used caste abuse against him. As per direction of the investigating officer to submit documents/information the same has been done by us. No further questions/ actions have been directed against RSL.

16. Ms. Manmeet Kaur Sethi, Manjeet Kaur Sethi and Shabnam Aziz, clients of RSL had filed a complaint to police against RSL with the economic offences wing, Pune. Pursuant to the same, a letter dated April 29, 2010 has been received from the police requiring RSL to submit certain information, clarifications and documents regarding trades done in their account. Reply has been submitted on behalf of RSL providing the information, clarifications and documents as specified in the same. Thereafter, no further communication is received from the police.

17. Mr. Pramod Tibrewal a client of RSL against whom RSL had filed a civil suit for recovery of the debit balance in his trading account, at district court and RSL has also filed a complaint under section 138 of NI Act for dishonor of cheques. Subsequently filed a complaint to police against RSL at the Police Station Cantt, Sadar, Gorakhpur in July 2009. Mr. Pramod Tiberewal has inter alia named the Chief Executive Officer of RSL and others in the complaint. Mr. Pramod Tiberewal has alleged that RSL has forcefully taken signed cheques from him and presented the same in Bank, further when the cheques were dishonored, RSL has been directed by the Investigating Officer to submit necessary information and the same has been submitted. Thereafter no further communication received from police authorities.

18. Mr. Niketu Shah who had filed an arbitration claim after having first reported the matter to stock exchange investor grievances cell. The claim was made vide application dated March 31, 2008. The sole arbitrator did not agree with the contentions of the Mr. Shah and did not grant the relief desired by

Mr. Shah. Aggrieved by the award Mr. Niketu J. Shah has preferred a civil miscellaneous application under section 34 of Arbitration and Conciliation Act, 1996 which is pending. Subsequently Mr. Shah filed a complaint to the police at Ahemdabad against Mr Dipak Juneja, Mr. Anil Saxena, Mr Shachindra Nath, Mr. G P S Bhalla, Mr. R K Shetty, Dr. Sunita Naidoo, Mr. J W Ballani, Mr. Padam Bahl, Mr. Deepak R Sabnani, Mr. Harpal Singh, Mr. Shivinder Mohan Singh, Mr. Malvinder Mohan Singh, Mr. Sunil Godhwani Mr. Sandip Juneja, Mr.Anup Shah, Mr.Amendra Sinha, Mr. Amit Agarwal. Notice dated September 21, 2009 was received from Police Station, Ellisbridge, and Ahmedabad, vide said notice the above mentioned persons were required to give documents/ information. Our officers joined the investigations and informed the Police that this was a motivated and false criminal complaint and at best was as civil dispute which the complaint had taken up before arbitration. Thereafter no further communication received from police authorities.

19. Mr. Kailash Chandra Jain, a client of RSL, has filed a complaint to the police (FIR no. 263/2010) against RSL, on October 6, 2010 in the Police Station, Adarsh Nagar, Jaipur. Mr. Kailash Chandra Jain has alleged that trades in Futures and Options in his account were done without his consent. RSL's officers have visited the concerned police station and submitted relevant documents as directed by police. RSL has submitted its reply.

20. Mr. Jagan Singh a client of RSL had filed a complaint to police (FIR no. 263/2010) against RSL, on November 21 2010 before Police Station Modinagar, Ghaziabad. Mr. Singh has alleged that trades in his account were done without his consent. Investigation in the matter is currently pending.

21. Mr. Miten Indulal Mehta, a client of Religare Securities Limited (RSL has filed a complaint before Jamnagar 'A' Division police station, Jamnagar, Ahamedabad against RSL. The complainant aggrieved by the sale of his shares due to shortage of margin / debit balance during the period between January 21, 2008 and January 23, 2008 (which were the days of unprecedented fall of prices of shares) filed a complaint before the stock exchange grievance cell which referred the same for. Complainant's contentions were dismissed by the arbitral tribunal vide its order dated March 30, 2009. Hence, Mr. Mehta had also filed a complaint before the Magistrate under section 156 (3) of Criminal Procedure Code, 1973 and got ex-parte order directing the police to register first information report and investigate the allegations. RSL has successfully got the matter stayed by High Court of Gujarat. The matter is currently pending.

22. Mr. Jai Prakash Moolchandani has filed a complaint before police at Cubbonpark police station, Bangalore city alleging unauthorized trading in his account with RSL resulting in a loss of ₹ 750,000 to him. Police has registered a case bearing no. 268/2010 under section 420 of I.P.C. and issued a notice dated January 16, 2011 to Mr. R. Sunderaj, Associate Vice President, Religare Securities Limited, Bangalore directing him to co- operate in investigation and appear before the issuing authority for enquiry. The matter is currently pending.

Complaints cases before Magistrates against RSL

1. Complaint under section 138 and 141 of NI Act dated January 13, 2010 (CC No. 192 of 2008) has been filed by the Ms. Kamlesh, before the Duty Magistrate, at Gurgaon against RSL and Mr. Ajay Bhat, Manager Equity for dishonour of cheque of ₹ 0.59 million. The cheque which got allegedly dishonoured was issued by Mr. Ajay Bisht from his personal account. The matter is currently pending.

2. Mr. Madhu Prabhat has filed a complaint under section 420, 467,468,504, 506 of the IPC (RCC No. 273 0f 2009) before the Judicial Magistrate First Class, Thane, against Mr. Manoj Kumar Sitaram Thakur, Mr. Ajay Kumar and Mr. Priyash Shah. Mr. Prabhat has alleged that Mr. Thakur had not deposited demand drafts issued by Mr. Prabhat in the trading account of Mr. Prabhat with RSL. Mr. Prabhat had also filed an arbitration claim against RSL, which has been dismissed in favour of RSL. Mr. Ajay Kumar (employee of RSL) and Mr. Priyash Shah (former employee of RSL) had filed criminal writ petitions bearing number 2527 of 2010 before High Court of Judicature at Mumbai, praying for quashing of summoning order dated September 25, 2009. The matter is currently pending.

Civil cases before courts against RSL

1. Ms. Lakshmi Varyani, proprietor of Expo Vision, has filed a summary suit in the High Court of Bombay (Summary Suit No. 807/2006) dated February 21, 2006 for a sum of ₹ 0.75 million in addition

to simple interest on the principle amount at the rate of 18% p.a. The High Court of Bombay, as per its order dated January 16, 2007, has granted unconditional leave to RSL to defend the suit. The matter is currently pending.

2. Mr. Gundesha Arvind Kumar has filed an appeal against the order of the Civil Judge in the City Civil Court at Hyderabad dated November 18, 2009 challenging the order dismissing the suit for perpetual injunction against RSL restraining it from selling certain of his shares lying with RSL without his consent in O.S. no. 2713/2006 dated June 5, 2006. The matter is currently pending.

3. Ms. Naziya has filed a suit (being No. 105/2008) dated July 28, 2008 before the Court of Civil Judge, Nanded. Ms. Naziya has alleged that she had paid ₹ 0.30 million to RSL for buying shares in her name. However no shares were bought in her name. Further it was alleged that said money was obtained by RSL on false promises. Ms. Naziya has claimed ₹ 0.28 million along with interest at the rate of 12% p.a. The matter is currently pending.

4. Mr. Pradeep Kumar Asthana, had filed a civil writ petition (No. 6564/2008), before the High Court of Judicature for Rajasthan at Jaipur, against Union of India and others, including SEBI, NSE, RSL, through its Managing Director, Branch Manager RSL, Jaipur. Mr. Pradeep Asthana has alleged that RSL does not have the right to demand margin money or the authority to control the account of client without the client's authorization and instructions. The matter is currently pending.

5. Mr. Mansurali Dawelsab Hanagi has filed a suit (No.220/2008) dated August 19, 2008 in the Court of Civil Judge, Sangli, for injunction against RSL to prevent it from selling the shares in his account. The matter is currently pending.

6. Mr. Roshan Lal Bhatia has filed a title eviction suit (No. 09/2008), before the Court of the Sub Judge, Ranchi, against RSL and others. Mr. Bhatia had prayed for decree of eviction of his premises and recovery of arrears of ₹ 6,000 from the respondents. The matter is currently pending.

7. Ms. Monika Dhaka, has filed a suit for recovery (No. 566/2009) before the High Court of Delhi, for a sum of ₹ 3.35 million, in addition to interest at the rate of 24% p.a. on decree amount from the date of filing suit and the cost of proceedings. The matter is currently pending.

8. Mr. Y. Shanmugam has filed petition (No. 3178/2009), before the City Civil Court at Chennai against RSL. Mr. Shanmugam, has claimed ₹ 0.20 million from Mr. S. Shanmuganathan. RSL has been made a party as Mr. S. Shanmuganathan is a client of RSL. No relief has been claimed against RSL. The matter is currently pending.

9. Mr. Siva Nageshwara Rao Doradla has filed a suit for recovery (O.S. No. 875/2009) before the Senior Civil Judge at City Civil Court, Hyderabad against RSL and its Branch Manager for a sum of ₹ 0.55 million. The matter is currently pending.

10. Mr. Jupudi Subba Rao has filed a suit for recovery (O.S No. 982/2009) before the Senior Civil Judge at City Civil Court, Hyderabad, RSL through its Managing Director, and others for a sum of ₹ 0.50 million along with interest at the rate of 24% from January 1, 2009 till realization and cost of suit. The matter is currently pending.

11. M/s Wealthmore Securities (India) Private Limited has filed a petition under Section 9 of the Arbitration and Conciliation Act, 1996 (No. 1734/2009), before the Chief Judge, City Civil Court Hyderabad, praying for restraining RSL from unilaterally terminating the stock broker and sub-broker contract agreement entered into with the M/s Wealthmore. The matter is currently pending.

12. Gaurav Surana has filed a suit (No. 01/2010) before the District Legal Services Authority against RSL. The complainant has alleged that two cheques of ₹ 0.10 million given by the applicant to the respondent for depositing in his trading account got deposited in the trading account of Mr. Surana's mother. The matter is currently pending.

13. Mr. Satpal Juneja business partner of RSL has filed a civil suit (No. MR 4733 /10) in the Court of Civil Judge, Senior Division, Panipat. Mr. Juneja has alleged that RSL has not paid the requisite commission owed to him and has refused to settle his accounts. Mr. Juneja has claimed the requisite amount after

the true and final settlement of accounts along with an interest at the rate of 18% p.a. The matter is currently pending.

14. Mr. U P Arun has filed a civil suit for partition of estate of in the Court of Civil Judge, Senior Division, Shimonga (being O.S. No. 109/2010) against Mr. U P Shankar Rao, Mrs. Anasuya Bhai, Vatsala U P, Jayalaxmi U P, Mrs. Sunitha, Mr. G.N. Ravi and Religare Securities Limited. Mr. Arun has prayed for partition of property and rental income. No relief has been claimed from RSL. The matter is currently pending.

15. Minor Vipul, Minor Sanjana, Minor Sonali, Vasanthi and Radhadevi have filed petition (being SCOP No. 113/2010) u/s 372 of Indian Succession Act, against RSL and Mr. Mohan Lal Rawal. Minor Vipul, Minor Sanjana, Minor Sonali, Vasanthi and Radhadevi have prayed for grant of succession certificate in their name so that they can withdraw the money from RSL which is lying in their deceased father's account with RSL.

16. Mr. Khan Moid Hasan has filed a simple suit for recovery (No. 270/2010) before the court of Additional Civil Judge, Delhi, against RSL through its Directors, Mr. Sunil Godhwani MD and CEO RSL, Company Secretary RSL and Rohilkand Financial Services Limited. Mr. Hasan has alleged that on January 22, 2008 RSL sold his shares in his account, due to which he had suffered losses. Mr. Hasan has claimed ₹ 0.35 million towards losses suffered by him. The matter is currently pending.

17. M/s. Kuber Industries has filed a suit for recovery (Suit No. C.S. 153 / 2010) before the court of District Judge, Jaipur, against RSL. M/s. Kuber Industries has alleged non-opening of share trading account and non-refund of money paid towards the opening of its trading account. M/s Kuber Industries has claimed sum of ₹ 163,056 alongwith interest at the rate of 12% Per Annum. The matter is currently pending.

18. Mr. Padam Prakash Khandaka has filed a suit for recovery (Suit No. C.S. 154 / 2010) before the Court of District Judge, Jaipur, against RSL. Mr. Padam Prakash Khandaka has alleged non-opening of share trading account and non-refund of money paid towards the opening of its trading account. M/s Kuber Industries has claimed sum of ₹ 199,347 alongwith interest at the rate of 12% p.a. The matter is currently pending.

19. Ms. Nirmal Aggarwal has filed a civil suit in the Court of Civil Judge, Senior Division, Ambala against Mr. Vikas Agarwal (her son). Ms. Aggarwal has prayed for declaration of will dated January 7 2009 made by Mr. S.K Aggarwal in favour of Vikas Aggarwal as null and void and will dated March 09, 2008 issued in favour of her as legal and binding. RSL has been made performa party and no relief has been claimed against RSL. The matter is currently pending.

20. M/s RSC Corporate Pvt. Ltd. has filed a suit (O.M.P. No. 618/2010) before the High Court of Delhi under section 34 of the Arbitration and Conciliation Act against the Order dated July 17, 2010 passed by the arbitration tribunal of NSE to allow its counter claim of an amount of ₹ 12.73 million against RSL. Mr. Bhirendra Chowdhury has filed a suit (O.M.P. No. 617/2010) before the High Court of Delhi under section 34 of the Arbitration and Conciliation Act against the Order dated July 17, 2010 passed by the arbitration tribunal of NSE to allow its counter claim of an amount of ₹ 3.41 million against RSL. The matter is currently pending.

21. Mr. Bhirendra Chowdhury has filed a suit (O.M.P. No. 617/2010) before the High Court of Delhi under section 34 of the Arbitration and Conciliation Act against the order dated July 17, 2010 passed by the arbitration tribunal of NSE to allow its counter claim of an amount of ₹ 3.41 million against RSL. The matter is currently pending.

22. Mr. Mohit Singh Shekhawat has filed a suit (ARB-153/10) before the District Court of Saket, New Delhi under section 34 of the Arbitration and Conciliation Act against the Order dated 16/07/2010 passed by the Arbitration tribunal of NSE to set aside the impugned order.The matter is currently pending.

23. Mr. R. Vijay Kumar has vide I.A. No. 1648/2011 in civil suit bearing number O.S. 1046 of 2011 filed before Assistant City Civil court at Chennai prayed for interim injunction restraining the respondents from transferring, alienating or dealing with 39,70,070 shares belonging to him held in DP name

"Religare Finvest Limited" till disposal of suit. The Hon'ble court vide order dated January 25, 2011 has granted interim injunction till February 22, 2011. The matter is currently pending.

Arbitration petitions

1. Harsha Capital Services Limited ("**Harsha**") has filed an arbitration claim (A.M. No. D021 of 2007) before the arbitral tribunal of the NSE on January 25, 2007. Harsha alleges that RSL has violated certain rules and regulations prescribed by the SEBI, by carrying out squared off sales in their account resulting in heavy losses to Harsha. Harsha has claimed an amount of ₹ 0.21 million against RSL. RSL had filed its reply before the sole arbitrator and the matter has been fixed for hearing on July 10, 2007. Through an award dated August 7, 2007, the Applicant's claim has been allowed. RSL has filed an application under Sec 34 of Arbitration and Conciliation Act, 1996 challenging the said award. The matter is currently pending.

2. Ms. Thirunavukkarasu Jothi Mangayarkarasi has filed an arbitration claim (A.M.No.CM/C-0069/2007) on April 25, 2007 before the arbitral tribunal of the NSE against RSL alleging loss due to non transfer of Nissan Copper scrips purchased by her. She has claimed a sum of ₹ 0.15 million towards alleged loss arising out of delayed transfer of 5,000 shares of Nissan Copper purchased by her together with interest at the rate of 24% p.a. from January 4, 2007 till the date of repayment. RSL has filed its statement of reply along with documents required by the Arbitrator .The matter was decided in favour of client. RSL has filed an application under Sec 34 of Arbitration and Conciliation Act, 1996 challenging the said award. The matter is currently pending.

3. Ms. Rekha Bali filed an arbitration claim (A.M. No. F&O D15/ 2008) against RSL on February 7, 2008 in NSE (Delhi) for an amount of ₹ 0.50 million. She disputes certain transactions in her account. The matter was decided in her favour. RSL has filed an application under section 34 of Arbitration and Conciliation Act, 1996 challenging the said award. The matter is currently pending

4. Mr. H. Sengupta had filed an arbitration claim (A.M. No. F&O C/189/2008) on June 12, 2008 before NSE. Mr. Sengupta had alleged that due to problems in RSL's online trading system he suffered losses and despite his repeated requests his problem was not rectified. He had claimed ₹ 0.11 million. The arbitrator passed award in favour of Mr. Sengupta, upholding his claim and RSL was directed to pay ₹ 0.10 million with interest at the rate of 18% p.a. from the date of award. The application filed by RSL under Section 33 of the Arbitration Act for rectification of award was rejected. RSL has filed an application being number (239/2009), before the Civil Judge, New Delhi, under Section 34 of the Arbitration and Conciliation Act, 1996. The matter is currently pending.

5. Mr. R.M. Muthumal has filed an arbitration claim (A.M. No. FO/C 0050/2009) before the NSE. Mr. Muthumal has alleged that despite having a sufficient margin in his account, his shares and securities were liquidated and closed out. Mr. Muthumal has claimed ₹ 0.07 million towards losses suffered by him. The claim of Mr. Muthumal has been allowed vide award dated August 19, 2009. RSL has filed application under Section 34 of the Arbitration Act. The matter is currently pending.

6. Mr. Subhash Chand Sharma has filed an arbitration claim (A.M. No. FO/D 0060/2009) before the NSE. Mr. Sharma has alleged that trades in his account were carried out without his consent, due to which he has suffered losses. Mr. Sharma has claimed ₹ 0.07 million towards losses suffered by him. The claim of Mr. Sharma has been allowed vide award dated July 8, 2009 and RSL was directed to pay ₹ 0.07 million which it has duly paid to NSE. RSL has filed an application under Section 34 of the Arbitration and Conciliation Act, 1996 before the District Judge, New Delhi. The matter is currently pending.

7. Mr. Amit Bansal has filed an arbitration claim (A.M. No. F&O D380/2008) on July 8, 2008 before NSE. Mr. Bansal's had alleged that despite his giving money to RSL on receiving a margin call, his shares were liquidated by RSL. The sole arbitrator announced his award on January 30, 2009 directing RSL to pay ₹ 0.04 million to Mr. Tayal. RSL has filed an application against the aforesaid award under Section 34 of Arbitration and Conciliation Act, 1996 before the Additional District Judge, New Delhi. The matter is currently pending.

8. Mr. Sanjay Kumar Gupta has filed an arbitration claim (A.M. No. D079/2008) on June 21, 2008 before NSE. Mr. Gupta has alleged that due to the fault of RSL his 618 shares of BGR, which he bought for intra day trades, were converted into delivery, as he was not allowed to sell the same. Further, after

delivery of said shares he was not informed of their status. Mr. Gupta has claimed ₹ 0.20 million towards loss suffered by him. Pursuant to an order dated March 31, 2009, Mr. Gupta's claim has been allowed and RSL has been directed to pay ₹ 0.15 million. RSL has filed an application against the said order, under Section 34 of Arbitration and Conciliation Act, 1996 before the Additional District Judge, New Delhi. The matter is currently pending.

9. Ms. Neerja Varshney has filed an arbitration claim (A.M. No. F&O D096/2008) on April 21, 2008 before NSE. Ms. Varshney has alleged that despite her having sufficient margin in her account, RSL has closed out her open positions on January 23, 2008. Ms. Varshney has claimed ₹ 0.20 million towards the loss suffered by her. RSL has filed its reply. The sole arbitrator announced his award on December 2, 2008 directing RSL to pay ₹ 0.10 million to Ms. Varshney along with interest at the rate of 10% p.a. from the date of the award. RSL has filed an appeal being number (C.S. 72/2009), before the Senior Civil Judge, New Delhi under Section 34 of the Arbitration and Conciliation Act, 1996. The matter is currently pending.

10. Ms. Alpa Nilesh Shukla has filed an arbitration claim (A.M. No. F&O M-0043/2008) on September 2, 2008 before NSE. Ms. Shukla has alleged that despite specific instructions from her side to sell Peninland Futures, the same were not sold and she suffered losses. Ms. Shukla has claimed ₹ 0.24 million. Pursuant to an award dated April 1, 2009, RSL has been directed to pay ₹ 0.08 million. RSL has filed an application under Section 34 of Arbitration and Conciliation Act, 1996 before the Additional District Judge, New Delhi. The matter is currently pending.

11. Ms. Mita Kundu had filed an arbitration claim (A.M. No. FO/K/0187/2008) on September 1, 2008 before the NSE. Ms. Kundu has alleged that she had given instructions to sell her shares/securities on January 17, 2008 and January 18, 2008, which were not carried out and were later sold by RSL on January 22, 2008 due to margin shortage without instructions. She has claimed ₹ 0.37 million. RSL has filed its reply. Pursuant to an award dated February 1, 2009, the claim of Ms. Kundu was allowed.RSL has filed an application under Section 34 of the Arbitration and Conciliation Act, 1996 before the Additional District Judge, New Delhi. The matter is currently pending.

12. Mr. Lakshi Kanta Misra had filed an arbitration claim (A.M. No. CM/ K/0045/2008) on July 31, 2008 before the NSE. Mr. Misra has alleged that he bought some shares /securities on January 21, 2008 which were sold by RSL on January 22, 2008 without any intimation. He has claimed ₹ 0.05 million. RSL has filed its reply. Vide award dated March 12, 2009 the claim of the applicant has been allowed and he has been awarded ₹ 0.05 million alongwith the interest at the rate of 16% p.a. if the payment is made after April 8, 2009. RSL has paid the award amount to NSE. RSL has filed an application under Section 34 of the Arbitration and Conciliation Act, 1996 before the Additional District Judge, New Delhi. The matter is currently pending.

13. Ms. Usha Agarwal had filed an arbitration claim (A.M. No. FO/ K/0197/2008) on July 31, 2008 before the NSE. Ms. Agarwal has alleged that on January 22, 2008 shares /securities were sold by RSL without any intimation, and that she was having sufficient margin in her account. She has claimed ₹ 0.81 million. Pursuant to an award dated June 1, 2009, Ms. Agarwal was awarded ₹ 0.20 million and interest at the rate of 16% p.a. if the payment is made after July 1, 2009. RSL has filed an application under Section 34 of the Arbitration and Conciliation Act, 1996 before the District Judge, New Delhi. The matter is currently pending. Ms Agrawal has also filed an application under Section 34 of the Arbitration and Conciliation Act, 1996 before the Learned Chief Judge, City Civil Court, at Calcutta (Misc. Case No. 5391 0f 2009). The matter is currently pending.

14. Mr. Shyam Sunder Prasad has filed an arbitration claim (A.M. No. F&O D008/2009) on May 12, 2009 before the NSE. Mr. Prasad has alleged that on January 22, 2008 his shares/ securities were squared off by RSL, without any intimation while he was having sufficient margin in his account. Mr. Prasad has claimed ₹ 0.21 million towards losses suffered by him. Pursuant to an award dated April 27, 2009, the claim of Mr. Prasad is allowed. RSL has filed an application under Section 34 of the Arbitration and Conciliation Act, 1996 before the District Judge, New Delhi for setting aside the award. The matter is currently pending.

15. Mr. Sushil Kumar Jhunjhunwala has filed an arbitration claim (A.M. No. CM/M-0091/2009) before the NSE. Mr. Jhunjhuwala has alleged that he was not provided copies of the documents signed by him, nor was he was provided documents pertaining to his account. Mr. Jhunjhunwala has also alleged that

shares in his account were sold and money was also transferred from his account by RSL. Mr. Jhunjhunwala has claimed ₹ 1.25 million towards the losses suffered by him. The arbitrator by award dated February 3, 2010 the claim of Mr. Jhunjhunwala was allowed. RSL has filed an application under section 34 of the Arbitration and Conciliation Act, 1996 for setting aside the award. The matter is currently pending.

16. Mr. Sasi Sekhar Majumdar has filed an arbitration claim (A.M. No. CM/K 0027/2009) before the NSE. Mr. Majumdar has alleged that despite instructions not to trade, RSL carried out trades in his account due to which he has suffered losses. Mr. Majumdar has claimed ₹ 0.49 million towards the losses suffered by him. Pursuant to an award dated September 8, 2009, Mr. Majumdar was awarded ₹ 0. 43 million. RSL has filed an application under section 34 of the Arbitration and Conciliation Act, 1996 for setting aside the award. The matter is currently pending.

17. Ms. Sheela Jain has filed an arbitration claim (A.M. No. FO K-0015/2009) before the NSE. Ms. Jain has alleged that she was given margin/debit despite the fact that she had no margin shortage. She has also alleged that some incorrect debit was made in her account. Ms. Jain has claimed ₹ 0.05 million along with interest at the rate of 24% p.a. The claim of Ms. Jain has been allowed by NSE vide award dated November 11, 2009 and RSL is instructed to pay ₹ 0.05 million to the claimant. RSL has filed an application under section 34 of the Arbitration and Conciliation Act, 1996 for setting aside the award. The matter is currently pending.

18. Ms. Shanmugam Jothi has filed an arbitration claim (A.M.No. F&O/C-0074/2009) before the NSE. Mrs. Jothi has alleged that unauthorised trading was done in her trading account without her consent due to which she has suffered losses. Ms. Jothi has claimed ₹ 0.10 million towards losses suffered by her. The claim of Ms. Jothi was allowed by an award dated December 2, 2009 and RSL was directed to pay ₹ 0.10 million. RSL has filed an application under section 34 of the Arbitration and Conciliation Act, 1996 for setting aside the award. The matter is currently pending

19. M/s. Wealthmore Securities Limited has filed an arbitration claim (A.M.No. CM/C-0085/2009) before the NSE. It has been alleged that Wealthmore Securities had entered into an Stock Broker and Sub-Broker Agreement with RSL and had sent all the relevant documents for registration as sub-broker with SEBI and till the registration process is complete RSL had provided an alternate arrangement as per which a Client Referral Agreement was entered into by RSL through their shell company M/s Carol Securities Private Limited with one Mr. Jupuddi Subba Rao and Ms. Dornadula Subhashini. It is further alleged that on February 11, 2009 M/s. Wealthmore Securities was duly registered as Sub-Broker with SEBI and RSL informed M/s. Wealthmore that the makeshift arrangement for running the two branches above said shall cease to exist from March 6, 2009 but RSL has not paid the consideration to M/s. Wealthmore on the amount of business turnover generated by M/s. Wealthmore through its branch as per the Stock Broker and Sub-Broker agreement from the date of transition. M/s Wealthmore has claimed an amount of ₹ 0.50 million together with interest at the rate of 18% p.a. from March 1, 2009 till actual realisation towards brokerage and damages. The claim was allowed by award dated November 22, 2009 and RSL was instructed to pay ₹ 0.22 million within 30 days of the order. RSL has filed an application under section 34 of the Arbitration and Conciliation Act, 1996 for setting aside the award. The matter is currently pending

20. Mr. Bidhan Chandra Roy filed an arbitration claim (A.M. No. FO/K-0003/2008) dated January 14, 2008 in NSE, Kolkata disputing certain trades in his account and claiming an amount of ₹ 0.30 million from RSL. The matter was decided in favour of client. RSL has filed an application under section 34 of Arbitration and Conciliation Act, 1996 challenging the said award. The matter is currently pending

21. Ms. Usha Roy filed an arbitration claim (A.M. No. FO/K-0002/2008) dated January 14, 2008 in NSE, Kolkata disputing certain trades in his account and claiming an amount of ₹ 0.04 million against RSL. The matter was decided in favour of client. RSL has filed an application under section 34 of Arbitration and Conciliation Act, 1996 challenging the said award. The matter is currently pending

22. Mr. Nandan Sinha has filed an arbitration claim (A.M. No. F & O/D-184/2009) before the NSE. Mr. Sinha, has alleged that unauthorized trading was done in his trading account without his consent due to which he has suffered losses. Mr. Kumar has claimed ₹ 0.05 million towards losses suffered by him. Pursuant to an award dated March 04, 2010, the claim of Mr. Nandan Sinha has been allowed. RSL has

filed application under section 34 of the Arbitration and Conciliation Act, 1996 for setting aside the award. The matter is currently pending.

23. Mr. Shantanu Kamra has filed an arbitration claim (A.M.No. ARBN/D-195/2009) before the NSE. Mr. Kamra has alleged that trading was done in his trading account without his consent due to which he has suffered losses. Mr. Kamra has claimed ₹ 0.38 million towards losses suffered by him. Vide award dated March 13, 2010, the claim of Mr Kamra was allowed and RSL was directed to pay ₹ 0.23 million. RSL has filed an application under section 34 of the Arbitration and Conciliation Act, 1996 for setting aside the award. The matter is currently pending.

24. Mr. Bansi Lal Lohia has filed an arbitration claim (AM No.FO/K-0036/2009) before NSE, Kolkata. Mr. Lohia alleged that trades in futures & options segment in his account were allegedly executed without his consent. Mr. Lohia has claimed ₹ 0.14 million towards losses suffered by him. Vide award dated May 12, 2010, the claim of Mr Lohia is allowed and RSL is directed to pay ₹ 0.59 million. RSL has filed an application under section 34 of the Arbitration and Conciliation Act, 1996 for setting aside the award. The matter is currently pending.

25. M/s Ankit Company has filed an arbitration claim (being AM No.FO/K-0037/2009/003-8) before NSE, Kolkata. He alleged that trades in Future & Option segment in his account were executed without his consent. He has claimed ₹ 97,986.42 towards losses suffered by him. Vide award dated May 12, 2010, the claim of M/s Ankit Company is allowed and RSL is directed to pay ₹ 0.05 million. RSL has filed an application under section 34 of the Arbitration and Conciliation Act, 1996 for setting aside the award. The matter is currently pending.

26. Ms. Sunita Shekhawat has filed an arbitration claim (AM No. D-243/2009) before the NSE, Delhi. Ms. Shekhawat has alleged that trading was done without her prior permission due to which she has suffered losses. Ms. Shekhawat has claimed an amount of ₹ 728,879.46 towards losses suffered by her. Vide award dated 10th June, 2010, the claim of Ms. Sunita Shekhawat is allowed and RSL is directed to pay ₹ 0.12 million. RSL has filed an application under section 34 of the Arbitration and Conciliation Act, 1996 for setting aside the award. The matter is currently pending.

27. Mr. Dina Nath Kumar has filed an arbitration claim (being AM No. CM/K-0088/2009/016-3) before the NSE, Kolkata. Mr. Nath has alleged that trading was done without his prior permission due to which he has suffered losses. Mr Nath has claimed an amount of ₹ 164,500.00 towards losses suffered by him. Vide award dated 11th June, 2010, the claim of Mr. Dina Nath Kumar is allowed and RSL is directed to pay ₹ 0.05 million. RSL has filed application under section 33 of the Arbitration and Conciliation Act, 1996 with the NSE. The decision on the same is currently awaited.

28. Mr. Bhadursingh Prabhudayal Bhambhani, has filed an arbitration claim (A.M. No. F&O /M0140/2009) before the NSE. Mr. Bhambhani, has alleged that trades in F&O in his account was done without his consent due to which he has suffered losses. Mr. Bhambhani has claimed ₹ 1.70 million towards losses suffered by him. Pursuant to an award dated February 26, 2010, the claim of Mr. Bhadursingh Prabhudayal Bhambhani has been allowed and RSL is directed to pay ₹ 0.33 million. RSL has filed an application under section 34 of the Arbitration and Conciliation Act, 1996 for setting aside the award. The matter is currently pending.

29. Mr. Cherian Joseph Cherian has filed an arbitration claim (Ref No. 428/2009) before BSE, Chennai. Mr Joseph alleged that shares he transferred for credit of his account were not credited in his account and they kept it in the company general pool account. Mr Joseph has claimed ₹ 0.48 million towards losses suffered by him. Vide award dated March 31, 2010, the claim of client was allowed. RSL has filed an appeal in BSE under the BSE bye laws for setting aside the award. The matter is currently pending.

30. Ms. Sapna Jain has filed an arbitration claim (A.M. No. FO /D 0156/2009) before the NSE. Ms. Jain has alleged that despite having paid the margin money, her shares and securities were closed out and liquidated by RSL. She has also alleged that due to her debit balance, RSL has sold her shares. Ms. Jain has claimed ₹ 5.60 million towards losses suffered by her. Vide award dated June 23, 2010 RSL was directed to pay ₹ 0.69 million along with interest at the rate 12% from February 1, 2008 till the date of payment. RSL has submitted FDR for awarded amount to NSE and has filed an application under section 34 of Arbitration and Conciliation Act, 1996.

31. RSL has filed an appeal (No. 36A/2010) dated December 4, 2009 before BSE at Mumbai, for setting aside the award dated November 21, 2009 passed by the sole arbitrator in favour of Mr. Sushil Kumar Jhunjhunwala by allowing his claim. The appeal was dismissed. Further Mr. Jhunjhunwlala had filed an application under section 33 of Arbitration and Conciliation Act, 1996 and the same is currently pending.

32. Trexim Corporation has filed a petition (OMP No. 46/2005 dated January 28, 2005) against RSL before the High Court of Delhi challenging the validity of the arbitral award passed against Trexim Corporation on October 28, 2004. Trexim Corporation alleged that the said award was passed without sufficient jurisdiction, passed incorrectly, unfairly and in contravention of applicable law and public policy. RSL had invoked the arbitral jurisdiction of the NSE on September 21, 2000, claiming non-payment for certain transactions, and claiming a sum of ₹ 4.31 million. The Arbitral Tribunal had awarded 4.31 million to RSL. Trexim Corporation has sought for setting aside of the said award. The matter is currently is currently pending.

33. Mr. Hari Om Agarwal has filed a petition (No. 353/10) dated September 29, 2010, before the Additional District and Sessions Judge, Tis Hazari Courts, Delhi challenging the award dated June 29th, 2010 passed by the NSE Arbitration Tribunal dismissing the claim of Mr. Hari Om Agarwal regarding trading in his account without consent. The matter is currently pending.

34. Mr. Sibendu Basu has filed a petition (Misc. Case No./1003/2008) dated September 5, 2008, before the Court of District Judge Alipore, 24 Parganas, challenging the arbitral award dated June 10, 2008, passed by the arbitrator appointed by the NSE dismissing his claim against RSL. The matter is currently pending.

35. Ms. Suchitra Sen has filed a petition (Misc. Case No./1004/2008) dated September 5, 2008 before the Court of District Judge Alipore, 24 Parganas, challenging the arbitral award dated June 10, 2008, passed by the arbitrator appointed by the NSE dismissing her claim against RSL. The matter is currently pending.

36. Ms. Jyashree Basu has filed a petition (Misc. Case No./1002/2008) dated September 5, 2008 before the Court of District Judge Alipore, 24 Parganas challenging the arbitral award dated June 10, 2008, passed by the arbitrator appointed by the NSE dismissing her claim against RSL. The matter is currently pending.

37. Ms. Dipanwita Mitra has filed a petition (Misc. Case No./1001/2008) dated September 5, 2008 before the Court of District Judge Alipore, 24 Parganas dated September 5, 2008, challenging the arbitral award dated June 10, 2008, passed by the arbitrator appointed by the NSE dismissing her claim against RSL. The matter is currently pending.

38. Mr. Amarnath Agarwal has filed a petition (No. 41/2008 dated July 23, 2008), before the District Judge Gorakhpur, challenging the arbitral award dated April 22, 2008 passed in favour of RSL by an arbitrator appointed by the NSE in an arbitration case (A.M. No. D 0003/2008) against RSL. The arbitrator had made an award in favor of RSL by dismissing the claim of Mr. Amarnath Agarwal for ₹ 0.40 million approximately. The matter is currently pending.

39. Mr. Shivnandan Prasad Agarwal has filed a petition (No. 68/2008), before the District Judge Allahabad, challenging the arbitral award dated August 7, 2008 passed in favour of RSL by an arbitrator appointed by the NSE in arbitration case (A.M. No. D 021/2008). The arbitrator had made the award in favor of RSL by dismissing the claim of Mr. Agarwal. The matter is currently pending.

40. Mr. Mahesh D. Changrani has filed an arbitration petition (No. 151/2009), before the High Court of Judicature at Bombay, challenging the arbitral award dated October 10, 2008 passed in favour of RSL by an arbitrator appointed by the NSE in an arbitration case (A.M. No. F&O M 074/2008). The matter is currently pending.

41. Ms. Sheela Jain has filed a petition (No. 854/2009), before the High Court Alipore, challenging the arbitral award dated March 20, 2009 passed in favour of RSL by an arbitrator appointed by the NSE in

an arbitration case (A.M. No. FO/K-0122/2008). The arbitrator had made the award in favor of RSL by dismissing the claim of Ms. Jain. The matter is currently pending.

42. Mr. Vinay Kumar Jain has filed a petition (No. 855/2009), before the High Court Alipore, challenging the arbitral award dated March 20, 2009 passed in favour of RSL by an arbitrator appointed by the NSE in an arbitration case (A.M. No. FO/K-0111/2008). The arbitrator had made the award in favor of RSL by dismissing the claim of Mr. Jain. The matter is currently pending.

43. Mr. Damodhar Nararyan Tornekar has filed an arbitration appeal (No. 5/2009) before the Court of Judicature at Bombay bench at Aurangabad against Managing Director of RSL. He had filed application under section 34 of the Arbitration and Conciliation Act, 1996 before the Principal District Judge, Aurangabad which was dismissed and he has filed this appeal under section 37 of the Arbitration and Conciliation Act, 1996. The matter is currently pending

44. Mr. Sanjay Kumar Gupta has filed an execution petition before the Senior Civil Judge, Patiala House, New Delhi praying for the execution of the dated March 23, 2009 passed in his favour by Mr. V. S. Aggarwal sole arbitrator in arbitration case (No. D079/2008). The matter is currently pending

45. Mr. Ajit Singh has filed a petition (No. 2495/09), before the District Judge, Rohini Courts, Delhi challenging the arbitral award dated July 20, 2009 passed in favour of RSL by an arbitrator appointed by the NSE in arbitration case (AM No. F&O–D433/2008). The arbitrator had passed the award in favour of RSL by dismissing the claim of Mr. Singh. The matter is currently pending.

46. Mr. Devasis Rudra, a client of RSL, has filed an application (Misc. Case No. 3729 of 2009) in the City Civil Court of Calcutta at Calcutta under section 34 of Arbitration and Conciliation Act, 1996 challenging the award dated February 10, 2009 by which the claim of Mr. Rudra for an amount of ₹ 0.85 million has been dismissed. The matter is currently pending.

47. Mr. Sunil Kumar Sinha, a client of RSL, has filed an application against the managing director of RSL under section 34 of the Arbitration and Conciliation Act, 1996 (Misc-19/2007) challenging the award dated July 30, 2007 by which the claim of RSL for recovery of ₹ 0.06 million has been allowed. Mr. Sinha has sought that the arbitration award be declared illegal, void and non-operative and the arbitration proceedings before the RAC, Kolkata be declared as time-barred, void and not maintainable. The matter is currently pending

48. Mr. Virender Kumar has filed a petition (No. 157/2008), before the District Judge, New Delhi, challenging the arbitral award dated July 22, 2008 passed in favor of RSL by an arbitrator appointed by the NSE in an arbitration case (A.M. No. D 010/2008). The arbitrator had made the award in favor of RSL by dismissing the claim of Mr. Kumar. The matter is currently pending

49. Mr. Niketu Jawantlal Shah has filed a petition (No. 265/2009), before the City Civil Judge Ahmedabad, challenging the arbitral award dated November 25, 2008 passed by an arbitrator appointed by the NSE in favour of RSL in an arbitration case (A.M. No. F&O M 083/2008). The matter is currently pending.

50. Ms. Jolly Niketu Shah, has filed a petition (No. 262/2009), before the City Civil Judge, Ahmedabad, challenging the arbitral award dated November 21, 2008 by an arbitrator appointed by the NSE in favour of RSL in an arbitration case (A.M. No. F&O M 085/2008). The matter is currently pending.

51. Mr. Niketu Jawantlal Shah (HUF) has filed a petition (No. 263/2009), before the City Civil Judge, Ahmedabad, challenging the arbitral award dated November 7, 2008 by an arbitrator appointed by the NSE in favour of RSL in an arbitration case (A.M. No. F&O M 086/2008). The matter is currently pending.

52. Ms. Kokila J. Shah has filed a petition (No. 264/2009), before the City Civil Judge, Ahmedabad, challenging the arbitral award dated November 7, 2008 by an arbitrator appointed by the NSE in favour of RSL in an arbitration case (A.M. No. F&O M 084/2008). The matter is currently pending.

53. Mr. Anil Kumar Grover has filed a petition (No. 228/2009), before the Court of the Additional District Judge, New Delhi, challenging an arbitral award dated October 17, 2008 passed by an arbitrator

appointed by the NSE dismissing a counter claim filed by Mr. Grover against RSL. The matter is currently pending.

54. Pursuant to an award dated March 20, 2009, the claim of Ms. Sheela Jain has been dismissed. Ms. Jain, a client of RSL, has filed an application under Section 34 of the Arbitration Act (Misc 854 0f 2009) challenging the award dated March 20, 2009 of ₹ 0.35 million. The matter is currently pending.

55. Ms. Manjusha Pravin Changediya has filed an arbitration claim (A.M. No. M-85/2008) on July 31, 2008 before NSE. Ms. Changediya has alleged that from January 10, 2008 to January 24, 2008, transactions in her account were done without her authorization. She has further alleged that she did not receive information pertaining to her account after January 10, 2008. She has claimed ₹ 0.72 million approximately, along with interest at the rate of 24% p.a. Pursuant to an award dated April 9, 2009, the claim of Ms. Changediya has been dismissed. Ms. Changediya, has filed an application under section 34 of the Arbitration and Conciliation Act, 1996 (Application No. 12/2009) before the District Judge, Ahmednagar. The matter is currently pending.

56. Mr. Shiv Shankar, a client of RSL, has filed an application under section 34 of the Arbitration and Conciliation Act, 1996 (No. 94/09) challenging the award dated October 20, 2008 by which the claim of RSL for recovery of ₹ 0.19 million has been allowed. The matter is currently pending.

57. Mr. V.B. Totale filed the application under section 34 of Arbitration and Conciliation Act 1996, in the court of District Judge at Delhi, for setting aside the arbitration award dated May 15, 2009 passed by the sole arbitrator dismissing the claim of the applicant in the arbitration matter (D077/2008) filed by the applicant against RSL. In the said matter, the applicant alleged that the trades were done in his account without his consent and authority, resulting loss of ₹ 2.00 million to the applicant. The matter is currently pending.

58. Mr Rahul Sampatlal Muthiyan has filed the application (03/2010) dated March 10, 2010 under section 34 of Arbitration and Conciliation Act, 1996, in the court of District Judge at Ahmednagar, for setting aside the arbitration award dated November 18, 2009 passed by the sole arbitrator dismissing the claim of the applicant in the arbitration (A.M. No. M-082/2008) filed by the applicant against RSL. The matter is currently pending.

59. Mr. Sampatlal Rokadchand Muthiyan has filed an application (No. 02/2010) dated March 10, 2010 under section 34 of Arbitration and Conciliation Act, 1996 in the court of District Judge at Ahmednagar, for setting aside the arbitration award dated November 18, 2009 passed by the sole arbitrator by dismissing the counter claim of Mr. Muthiyan. The matter is currently pending.

60. Mr. Atul Sampatlal Muthiyan has filed an application (No.01/2010) dated March 10, 2010 under section 34 of Arbitration and Conciliation Act, 1996 in the court of District Judge at Ahmednagar, for setting aside the arbitration award dated November 18, 2009 passed by the sole arbitrator by dismissing the counter claim of Mr. Muthiyan. The matter is currently pending.

61. Ms. Ritika Jhunjhunwala has filed an appeal (No. 5A/2010) dated January 29, 2010 before BSE at Mumbai, for setting aside the award dated November 17, 2009 passed by the sole arbitrator by dismissing her claim. The appellate tribunal remanded the matter back to the sole arbitrator. Proceedings before the sole arbitrator have concluded and the matter is reserved for award. Sole Arbitrator on August 31, 2010 passed award against RSL awarding ₹ 7,37,963.68. Further, the arbitrator on November 30 2010 passed an order under section 33 of Arbitration Act, regarding correction of award. RSL has filed an appeal before BSE challenging the award of the arbitrator. The matter is currently pending.

62. Mr. M. Tharani Babu has filed an application (No. 758 of 2009) dated February 8, 2010 under section 34 of Arbitration and Conciliation Act, 1996 in the High Court of Judicature at Madras, for setting aside the arbitration award dated August 08, 2009 passed by sole arbitrator in favour of RSL. The matter is currently pending.

63. M/s C. S. B. Trading House Private Limited has filed an appeal (No. OMP No. 112 of 2010) dated March 10, 2010 before High Court of Delhi for setting aside the award dated November 27, 2009 passed by the sole arbitrator dismissing his claim. The matter is currently pending.

64. Mr. Ram Pratap Lalgadia has filed an application (No. 60 of 2010) dated March 10, 2010 under section 34 of Arbitration and Conciliation Act, 1996 before the court of District Judge, Sriganganagar, for setting aside the arbitration award dated August 29, 2009, passed by sole arbitrator in favour of RSL in the arbitration matter (No. D- 108/2009). The matter is currently pending.

65. Mr. Surjit Bedi has filed an application (No. 46/2010) dated April 23, 2010 under section 34 of Arbitration and Conciliation Act, 1996 before the court of District Judge, New Delhi for setting aside the arbitration award dated December 19, 2009 passed by the sole arbitrator in favour of RSL in an arbitration matter (No. F&O/D-012/2009). The matter is currently pending.

66. Mr. Gurjit Chowdhury has filed an application (No. 462/10) received on April 23, 2010 under section 34 of Arbitration and Conciliation Act, 1996 before the court of District Judge, New Delhi for setting aside the arbitration award dated December 19, 2009 passed by the sole arbitrator in favour of RSL in an arbitration matter (No. F&O/D-011/2009). The matter is currently pending.

67. Ms. Sita Khandelwal has filed an arbitration claim (A M No CM/K-0059/2009) before NSE Kolkata. She alleged that trades were executed in her account without her consent due to which she has suffered losses. She has claimed ₹ 0.36 million towards losses suffered by her. Vide award dated March 6, 2010, the claim of Ms. Khandelwal has been dismissed. Ms. Khandelwal has filed an application under section 34 of the Arbitration and Conciliation Act, 1996 for setting aside the award passed by arbitrator in favour of RSL.

68. RSL received a show cause notice (No. M.A.R.J.I. No. 65/2009) from the Principal District, Judge, Aurangabad filed by Mr. Sanjay Vijay Kumar Ganjewar. Mr. Vijay Kumar Ganjewar has filed an application under section 34 of Arbitration and Conciliation Act 1996, challenging award in an arbitration matter (No. F&O M 0160/ 2008). The matter is currently pending.

69. Mr. Joginder Singh filed an arbitration claim (A.M. No. /D 121/2009) before the NSE. Mr. Singh alleged that certain transactions in his account were carried out without his consent, due to which he had suffered losses. Mr. Singh claimed ₹ 0.10 million towards losses suffered by him. The claim of Mr. Singh was dismissed by the arbitral tribunal vide its award dated May 5, 2010. Mr. Singh has preferred an application under section 34 of the Arbitration and Conciliation Act, 1996 before the District and Session Judge Central Tis Hazari, Delhi for setting aside the award passed by the arbitral tribunal. The matter is currently pending.

70. Mr. Sohan Singh Chhina filed an arbitration claim (A.M. No. D040/2009) on August 7, 2009 before the NSE. Mr. Chinna has alleged that trades in his account had been done without his consent and that consequently he had suffered losses. Mr. Chhina claimed ₹ 1.00 million towards losses suffered by him. Vide award dated July 27, 2009 claim of Mr Chhina has been dismissed. Mr Chhina has filed an application under section 34 of the Arbitration and Conciliation Act, 1996 for setting aside the award in the court of District Judge, Chandigarh (No. Arb. 377/09). The matter is currently pending.

71. Ms. Alpana Garg, a client of RSL, has filed an application under section 34 of the Arbitration and Conciliation Act, 1996 (S-556/2007) on September 5, 2007 challenging the award dated May 21, 2007 by which the claim of RSL for recovery of ₹ 0.36 million has been allowed. Vide order dated October 8, 2009 received in our favour. Ms. Garg has filed an appeal (FAO No. 24/10) before High Court of Delhi challenging order dated October 08 2009. The matter is currently pending.

72. Mr. Anil Kumar Goyal has filed an arbitration claim (A.M. No. D025/2009) on August 27, 2008 before the NSE. Mr. Goyal has alleged that trades in his account were carried out without his consent and he had consequently suffered losses. Mr. Goyal has claimed ₹ 0.27 million towards losses suffered by him. Vide award dated June 27, 2009, claim of Mr. Goyal was dismissed. Mr. Goyal has subsequently filed an application under section 34 of Arbitration and Conciliation Act 1996, challenging award passed by arbitral tribunal. The matter is currently pending.

73. Ms. Rekha has filed an arbitration claim (AM No D-223/2009) before NSE Delhi. Ms. Rekha alleged that regular trade was done without her prior permission. Ms. Rekha has claimed ₹ 0.66 million towards losses suffered by her. Vide award dated May 5, 2010, the claim of Ms. Rekha has been

dismissed. Ms. Rekha had filed an application under section 34 of Arbitration and Conciliation Act, 1996 and the same is currently pending.

74. Ms. Puneet Kaur Bhasin has filed an applcation u/s 34 of the Arbitration and Conciliation Act, before the District Judge, Delhi for setting aside the award dated February 26 2010, passed by the arbitrator in favour of RSL in Arbitration claim being no AM No D-133/2009. The matter is currently pending.

75. Mr. Kailash Chand Jain has filed an applcation u/s 34 of the Arbitration and Conciliation Act, before the District Judge, Delhi for setting aside the award dated January 21 2010, passed by the arbitrator in favour of RSL in Arbitration claim being no AM No F&O D-168/2009. The matter is currently pending.

76. Mr. Ajay Kant Garg has filed an applcation under section 34 of the Arbitration and Conciliation Act, 1996 before the District Judge, Delhi being number 423/2010, for setting aside the award dated June 30, 2010 in arbitration matter number F&O D 401/2008 filed by RSL against Mr. Ajay Kant Garg for recovery of debit balance. The arbitral tribunal passed order in favour of RSL allowing the claim of RSL against Mr. Ajay Kant Garg. The matter is currently pending.

Consumer complaints against RSL

1. Ms. Lata Maheshwari and Ms. Tanu Maheshwari have filed a consumer complaint (No. 188/2005) dated June 27, 2005 before the Consumer Disputes Redressal Forum, Moradabad against RSL, claiming an aggregate sum of ₹ 0.02 million, along with 24% interest on an amount of ₹ 0.07 million, for mental agony and harassment, on account of alleged non-receipt of money pursuant to sale of shares on her account. RSL has filed a written statement citing misjoinder of parties and inapplicability of the CPA on August 26, 2005. The matter is currently pending.

2. Mr. Vijay Prakash Maheshwari has filed a consumer complaint (No. 189/2005) dated June 27, 2005 before the Consumer Disputes Redressal Forum, Moradabad, claiming an aggregate sum of ₹ 0.04 million along with 24% interest on the same on account of alleged non-receipt of money pursuant to sale of shares on his account, compensation of ₹ 0.02 million and legal expense of ₹ 0.01 million. RSL has filed a written statement citing misjoinder of parties and inapplicability of the CPA on August 26, 2005. The matter is currently pending.

3. Mr. Shobhit Chaturvedi has filed a consumer complaint (No. 313/2006) dated April 13, 2006 before the Consumer Disputes Redressal Forum, Kanpur, against Mr. Sandeep Kansal, a franchisee of RSL. He claimed that a system failure, which displayed an incorrect margin balance, prevented him from placing an order for securities at a lucrative price, and thus caused him financial loss and mental tension. The sum claimed by him is ₹ 0.01 million along with interest. RSL, in its reply dated October 20, 2006, has claimed inapplicability of the CPA, amongst other grounds. The matter is currently pending.

4. Mr. Nishikant Bhatia has filed a consumer complaint in the District Consumer Forum, Yamunanagar against PFC Investments, a franchisee of RSL. He alleged misappropriation of credit balance, non-transfer of duly purchased shares and unauthorized use of his trading account. He has claimed compensation, damages and costs as well as the payment of the credit balance and the transfer of the shares. The sum under dispute is ₹ 1.00 million. PFC Investments has filed an application for dismissal of the complaint for lack of jurisdiction, citing an arbitration clause in the ‘member client agreement’, amongst other grounds. The matter was decided in favour of Mr. Nishikant Bhatia by the District Consumer Forum through its order dated August 3, 2007 and PFC Investments was directed to transfer remaining shares in complainant’s ‘demat account’ with benefits. Further PFC Investments was directed to credit balance amount of ₹ 0.05 million along with 12% interest. PFC Investments has preferred an appeal (F.A No.2392/2007) challenging the said order before the State Consumer Forum at Chandigarh. The operation of the impugned order has been stayed till next date through an order dated September 27, 2007. The matter is currently pending.

5. Mr. E. Benjamin Franklin has filed a consumer complaint (No. 29/2007 dated March 30, 2007) in the District Consumer Forum, Tuticorin, under Section 12 of the CPA. Mr. Franklin has alleged that he was not given the shares of “Nissan Copper Limited” within two days from the purchase nor was he allowed to sell the same, which caused him enormous loss. He has claimed actual loss on purchase of 5,100 shares of Nissan Copper Limited amounting to ₹ 0.66 million along with interest at the rate of

12% calculated from January 2, 2007. In addition, he has claimed ₹ 0.50 million as compensation. RSL has filed its reply. The matter is currently pending

6. Ms. Vidhu Seth has filed a consumer complaint (No. 440/2008) dated June 9, 2008 before the District Consumer Disputes Redressal Forum, New Delhi, against RSL. Ms. Vidhu Seth has alleged that despite paying margin money in her account, her shares/securities were liquidated/closed out due to margin shortage. She has prayed that either her shareholding be reinstated or she be compensated with the equivalent value of the liquidated shares. She has also claimed compensation for mental agony, deficiency in services and costs. The matter is currently pending.

7. Mr. C.K. Sandilya has filed a consumer complaint (No. 427/2008) against RSL before the District Consumer Disputes Redressal Forum, Gurgaon under Section 12 of the CPA. Mr. C.K. Sandilya has alleged that trades in his account were done without his consent. He has also alleged that he was not provided his demat and trading account details. Mr. C.K. Sandilya has claimed ₹ 0.20 million, along with interest at the rate of 18% p.a. He has also claimed ₹ 0.05 million towards damages. The matter is currently pending.

8. Ms. Saroj Goyal has filed a consumer complaint (No. 289/2008) dated June 26, 2008 before the District Consumer Disputes Redressal Forum Noida, under Section 12 of the CPA against RSL. Ms. Goyal has alleged that 250 shares of JP Associates were bought in her account instead of 230 shares. Further, she has alleged that 100 shares of our Company were bought in her account without her consent. She further alleged that all these shares were sold without her consent. Ms. Goyal has claimed ₹ 0.07 million as compensation along with interest at the rate of 18% p.a. Also Ms. Goyal has claimed ₹ 0.10 million towards mental agony and harassment. The matter is currently pending.

9. Ms. Amrita Pravin has filed a consumer complaint (No.129/2008) before the District Consumer Disputes Redressal Forum Baroda, against RSL. Ms. Pravin has alleged that on January 22, 2008 despite payment of the required margin money, her open positions were closed out, without prior intimation. Ms. Pravin has claimed ₹ 0.40 million along with interest at the rate of 18% p.a. from January 22, 2008 towards repayment of losses. She had also claimed ₹ 0.05 towards compensation for mental agony and harassment. The matter is currently pending.

10. Mr. Raghvendra Shirlekar has filed a consumer complaint (No.1058/2008) dated April 29, 2008 against RSL and RCL before the District Consumer Disputes Redressal Forum, Parbhani, against RSL. Mr. Shirlekar has alleged that his open positions in gold and silver were closed out without his consent and consequently, he suffered losses. He has claimed ₹ 1.07 million towards loss suffered by him. He had also claimed ₹ 0.05 million towards mental agony and harassment. The matter is currently pending.

11. Mr. Shubhrendu Kumar Sharma has filed a consumer complaint (No. 42/2008) dated January 31, 2008 before the District Consumer Disputes Redressal Forum, Gorakhpur. Mr. Sharma has alleged that some of the cheques given by him were not credited to his account. He has also alleged that trading in his account was done without his consent and he was also not provided information pertaining to his account. Mr. Sharma has claimed ₹ 0.32 million towards losses suffered by him and ₹ 0.10 million as compensation. RSL has filed its reply. The matter has been reserved for orders.

12. Mr. Vasu Dev and Ms. Rita Dev have filed a consumer complaint (No. 575/2008), before the District Consumer Disputes Redressal Forum Jaipur, under Section 12 of the CPA against RSL It was alleged by complainants that due to negligence in services of RSL they have suffered losses in their respective accounts. It was further alleged that trading in their accounts are carried out without instructions and there was delay on the part of RSL in executing trades and loss making scripts were traded in their accounts. They have also alleged unfair trade practices. The complainants have claimed ₹ 1.90 million towards compensation for losses suffered by him. They have also claimed ₹ 0.21 million as costs. The matter is currently pending.

13. Mr. Mukesh Shah (Trust Secretary) and Mr. Miral M Patel have filed a consumer complaint (No. 641/2008), before the District Consumer Disputes Redressal Forum, Vadodra, against RSL. Mr. Patel has alleged that RSL has dealt in Chambal Fertilizers shares in his account without his consent and without giving him the necessary information and consequently caused him losses. Mr. Patel has claimed ₹ 0.03 million towards loss suffered by him, along with interest at the rate of 18% p.a. Further he has claimed ₹ 0.02 million towards mental agony. The matter is currently pending.

14. Mr. Haribhai Chaturbhai Thakor has filed a consumer complaint (No. 136/2008), before the District Consumer Disputes Redressal Forum, Vadodra, against RSL. Mr. Thakor has alleged that RSL sold his shares/securities without his instructions even though he was ready to pay money in his account. Further, he has alleged that his shares of Nagarjuna Fertilizers were sold wrongly, as he had already paid for them. Mr Patel has prayed that his 800 shares of Nagarjuna Fertilzers be given back. He has further prayed that his financial statement showing debit balance of ₹ 0.03 million should be quashed. Mr. Thakor has claimed ₹ 0.01 million towards mental agony and harassment. The matter is currently pending.

15. Mr. Rajesh S. Ghosh has filed a consumer complaint (No. 922/2007) dated November 12, 2007 before the District Consumer Disputes Redressal Forum, Vadodra, against RSL. Mr. Ghosh has alleged that despite payment by him, RSL sold his shares. Mr. Ghosh has claimed ₹ 0.11 million towards repayment of loss caused to him, ₹ 0.01 million towards harassment and mental agony. The matter is currently pending.

16. Mr. Fazulr Rahman has filed a complaint (No. 25/2008) before the District Consumer Redressal Forum Kamrup, Guwahati against the Manager and Chief Executive Officer of RSL, Mr. Sunil Godhwani. Mr. Fazulr Rahman has alleged that RSL had failed to provide any services in relation to opening and activating the complainant's account for the purpose of online buying and selling of equity, despite repeated requests from the complainant. Further, RSL allegedly failed to refund the amount of ₹ 4,499.00 deposited by the complainant for the above-mentioned services. Fazulr Rahman has claimed refund of ₹ 4,499.00 as well as interest on the same at the rate of 12% p.a. with effect from November 20, 2007, ₹ 0.10 million for the loss of potential market earning by the complainant, ₹ 0.05 for mental harassment and mental agony. The matter is reserved for orders.

17. Mr. Raj Sharma has filed a complaint (No. 31/2008) before the District Consumer Redressal Forum, Panipat against Harish Nagpal (Branch Manager) of RSL. Mr. Raj Sharma has alleged that he purchased some shares of Lloyd Steels on January 1, 2008 and sold the same on same day, despite that auction had taken place in his account and he had suffered losses. He has also alleged that he suffered losses on account of short delivery of shares of Venkys (India). Mr. Raj Sharma has prayed that his account be not debited for purchase of shares of Lloyd Steel in auction and that his account be not debited for transactions in share of Venkys (India). He has claimed ₹ 0.05 million towards compensation on account of mental harassment suffered by him. The matter is currently pending.

18. Ms. Ranjana Sharma has filed a complaint (No. 394/2008) before the District Consumer Redressal Forum Gorakhpur against RSL through its CEO and its Branch Manager. Ms. Rajana Sharma has alleged that she had deposited some money in her account, did not do any transactions in her account and was not given her money when she made a demand for it. It was also alleged that despite her request to close her account the same was not closed. Ms. Ranjana Sharma has prayed that she be returned ₹ 0.03 million being the sum deposited by her in her account. She has also claimed ₹ 0.43 million towards compensation.. The matter is currently pending.

19. Mr. Mahendra Aggarwal (HUF) has filed a complaint (No. 317A/2008) before the District Consumer Disputes Redressal Forum, Kasturba Gandhi Marg, New Delhi against RSL through its Chairman and others. Mr. Mahendra Aggarwal has alleged that he had been assured of good returns, that trades in his account were done without his consent and he has thus suffered losses. Mr. Mahendra Aggawal has prayed that he be paid ₹ 0.29 million towards the losses suffered by him along with interest 24% from January 13, 2007. He has also claimed ₹ 0.50 million towards compensation on account of mental harassment/agony. The matter is currently pending.

20. Mr. Tharnibabu has filed a consumer complaint (No. 85/2008) before the District Consumer Disputes Redressal Forum, Namakkal against RSL and NSE. Mr. Tharnibabu has alleged that he was having margin shortage in his account and despite that his shares / securities were not squared off / closed out by RSL, timely which caused him losses. Mr. Tharnibabu had prayed that he be paid ₹ 0.12 million towards the losses suffered by him and ₹ 0.01 million on account of mental agony. The matter is reserved for orders.

21. Mr. Naresh Moolchandani has filed a consumer complaint (No. 872/2008), before District Consumer Disputes Redressal Forum, K.G. Marg, New Delhi against RSL, through its Managing Director, Mr.

Sunil Godhwani and others. Mr. Moochandani has alleged that he was assured returns by RSL on his investments but instead suffered losses. Mr. Moolchandani has prayed for ₹ 0.05 million along with an interest at the rate 24% p.a towards amount invested by him. He has also prayed for ₹ 0.05 million towards mental agony suffered by him.

22. Mr. Amit Bansal has filed a consumer complaint (No. 239/2009), before the District Consumer Disputes Redressal Forum, Kaithal against RSL. Mr. Bansal has alleged that he had applied for the IPO of RSL. However, till date he had neither received the shares nor the money deposited by him. Mr. Bansal has claimed ₹ 0.06 million towards money paid by him, along with the interest at the rate of 18% p.a. with effect from October 10, 2007 till the date of repayment. He had also claimed ₹ 0.01 million as compensation for mental agony. The matter is currently pending.

23. Mr. P.R. Bansal, has filed a consumer complaint (No. 313/2008), before the District Consumer Disputes Redressal Forum, Yamunanagar against RSL and others. Mr. Bansal has alleged that some of 'Futures Contracts' were sold by RSL without prior intimation to him and consequently he had suffered losses. Mr. Bansal has claimed ₹ 0.16 million towards losses suffered by him along with the interest at the rate of 18% p.a. from January 23, 2008 till realization. He had also claimed ₹ 0.01 million towards the difference in books of account. Mr. Bansal has also claimed compensation of ₹ 0.10 million on account of mental agony. The matter is currently pending.

24. Mr. Shiv Shankar, has filed a consumer complaint (No. 627/2009), before the District Consumer Disputes Redressal Forum, Qutub Institutional Area, New Delhi against RSL and others. RSL did not receive the copy of complaint and later on the same was proceeded exparte. The restoration application has been filed by the complainant. RSL's advocate has filed appearance on behalf of the company. Since the matter was proceeded ex parte RSL has filed an application for setting aside of exparte order. The matter is currently pending.

25. Mr. Bhikalal J. Joshi has filed a consumer complaint (No. 101/2008) before the District Consumer Disputes Redressal Forum Bhavnagar, against RSL. Mr. Joshi had alleged that some of the shares/securities in his account were sold without his consent and consequently he had suffered losses in his account. The matter was proceeded ex-parte and vide order dated August 30, 2008 the claim of the applicant was upheld and RSL was directed to pay ₹ 0.09 million. Against the order dated August 30, 2008 RSL had filed an appeal (No. 1344/2008), before the Consumer Dispute Redressal Commission, Gujarat. The matter is currently pending.

26. Mr. Purshotam Lal Mehndiratta had filed a consumer complaint (No.1098/2009) before the Districts Consumer Disputes Redressal Forum, Jaipur against RSL and others. Mr. Mendiratta has alleged that due to deficiency in services of RSL he could not get the benefit of buy back of 200 shares of Ranbaxy and consequently has claimed ₹ 0.10 million towards financial loss, ₹ 0.05 million towards mental agony. The matter is currently pending.

27. Mr. Maharaj Narian Rastogi had filed an appeal (No. A-2723/2007) dated December 14, 2007 before the State Consumer Disputes Redressal Commission, Lucknow against the order passed by Districts Consumer Disputes Redressal Forum, Bareily vide its order dated November 15, 2007 dismissing consumer complaint (No. 116/2006) filed by Mr. Rastogi against FSL (now RSL) and others. Mr. Rastogi had alleged in his complaint that FSL (now RSL) sold off his shares at a low rate without prior notice. Mr. Rastogi has claimed ₹ 0.40 million as the present value of shares. The matter is currently pending.

28. Mr. Rajesh Dedhia had filed a consumer complaint (No. 59/2009) dated January 19, 2009 before the Consumer Disputes Redressal Forum, Mumbai, Suburban District, Bandra, against RSL. Mr. Dhedia has alleged non-execution of trade in the option segment inspite of having a sufficient credit in his account and deficiency in services and consequently has claimed ₹ 0.15 million towards loss due to non-execution of trade and deficiency in service along with interest at the rate of 24% on the credit balance for delaying the credit payment held by RSL, ₹ 0.20 million towards compensation for mental agony. The matter is currently pending.

29. Mr. Deepak Kumar Nanubhai Desai had filed an appeal (No.282/2009) dated March 14, 2009 before the Consumer Disputes Redressal Commission, Gujarat, Ahmedabad, under CPA against the order passed by District Consumer Disputes Redressal Forum, Surat vide its order dated January 20, 2009,

dismissing the consumer complaint (No. 214/08) filed by Mr. Desai against RSL and another. Mr. Desai had alleged in his consumer complaint that he has suffered losses due to buying/selling of shares by RSL in contravention of the instructions issued by him. The appeal is pending.

30. Ms. Beena Manoj Shah had filed a consumer complaint (No. 207/2008) dated March 29, 2008, before the Consumer Disputes Redressal Forum, District Ahmedabad, against RSL and others. Ms. Beena has alleged that she has suffered losses due to trades in her account being done without her consent. She has also alleged that she was not provided with returns as assured to her and consequently has claimed ₹ 0.60 million as compensation for monetary loss along with interest at the rate of 12% p.a. from the date of the complaint, interest on ₹ 0.01 million being due as monthly earning till realization and ₹ 0.02 million as costs. The matter is currently pending.

31. Mr. Om Singh Deswal had filed a consumer complaint (No. 94/2009) dated January 30, 2009 before the Consumer Disputes Redressal Forum, Delhi, against RSL. Mr. Deswal had alleged that RSL failed to supply copy of the statement and agreement pertaining to his demat account and that RSL had arbitrarily and with mala fide intention sold his shares without his knowledge as a result of which he has suffered losses to the tune of ₹ 0.60 million. The Consumer Disputes Redressal Forum has vide its ex parte order dated July 10, 2009 directed RSL to pay ₹ 0.60 million along with interest at the rate of 9% p.a. from October 2007 till date of payment, ₹ 0.05 million towards mental agony and harassment and ₹ 0.03 million towards legal expenses to Mr. Om Singh Deswal. RSL filed an appeal against the aforesaid order before the State Commission (No. FA 10/129) which was dismissed vide order dated April 28, 2010. RSL has filed an appeal against the order before the National Commission which is currently pending.

32. Ms. Indira Anvekar had filed a consumer case (No. 118/2008) before the District Consumer Dispute Redressal forum, Karwar against RSL, its Managing Director and Regional Manager. She alleged that trading was done without her consent knowledge. Vide order dated December 31, 2008, the claim of Ms. Anvekar was dismissed. Ms. Anvekar has filed an appeal before the State Consumer Dispute Redressal Commission, Bangalore, for setting aside the order dated December 31, 2008 passed by the District Consumer Dispute Redressal Forum, Karwar. The matter is currently pending

33. Mr. Om Prakash Gagadhar Chicolikar has filed a consumer complaint (CC/09/655 of 3498) before the District Consumer Redressal Forum, Aurangabad under section 12 of CPA against authorised registered officer, Branch Manager, Vinod Giridharilal Jiaswal of RSL. Mr. Om Prakash has alleged that transactions in his equity broking account were done without his consent. Mr. Om Prakash has claimed that due to deficiency in services of RSL he has suffered losses. Mr. Om Prakash has claimed ₹ 0.35 million along with interest at the rate of 18% from August 25, 2007 to March 31, 2008 towards compensation for losses suffered, ₹ 0.05 million towards mental torture, ₹ 0.04 million towards physical torture, ₹ 0.05 million towards financial loss and ₹ 0.01 million towards cost of complaint. The matter is currently pending.

34. Mr. Prabhat Makharia had filed a consumer complaint (No.433/2008) before the Patna District Forum, against RSL and others. Mr. Prabhat has alleged that wrong trading has been done in his trading account which has led to wrong debit in his account due to which he has suffered losses. Mr. Prabhat has also alleged that due to aforesaid debit caused by wrong trading, there was a shortfall in the margin money in his account due to which he has suffered consequential loss. Mr. Prabhat has claimed ₹ 0.28 million towards the losses suffered due to wrong trading entry in his account, ₹ 0.20 million towards consequential loss suffered due to shortening of margin money by way of which trade was made to revoke, ₹ 0.20 million as compensation for mental agony and torture and physical harassment, and ₹ 0.20 million towards cost of litigation along with interest at the rate of 18% p.a. on ₹ 0.02 million from November 1, 2007 till realization. The matter is currently pending.

35. Mr. Divakaran M. had filed a consumer complaint before Consumer Dispute Redressal Forum, Civil Station, Palakkad, Kerala against RSL and others. He alleged that on September 29, 2008 complainant had received the details of cheque pay in and pay out and as per the details they have shown details of only a sum of ₹ 0.33 million for the period December 2, 2007 to July 15, 2008. They did not furnish any details regarding the balance and the details of trading carried out on behalf of the complainant. He claimed ₹ 0.57 million along with interest from February 4, 2008 and compensation of ₹0.01 million towards the sufferings. The matter is currently pending.

36. Mr. Vivek Singh had filed a consumer complaint before the District Consumer Disputes Redressal Forum, Chinsurah, Hooghly, against the directors of RSL and RSL. He has alleged that he could not able to trace those stocks which were given by him towards his margin and those shares as well which were purchased by him. He also found an outstanding debit amounting to ₹0.01 million in his trading account. He has claimed transfer of outstanding share as per upto date face value and compensation of ₹ 0.40 million. The matter is currently pending.

37. Mr. Ravikant Agarwal had filed a consumer complaint (92/2009) before the District Consumer Disputes Redressal Forum, Auriya under Section 12 of the Consumer Protection Act against State Bank of India for not effectuating transfer of amounts to his trading account as per instructions and RSL has been made a party as it maintains the concerned trading account. The matter is currently pending.

38. Mr. Surinder Kumar has filed a consumer complaint (No. 3234/2009), against RSL and others before the District Consumer Disputes Redressal Forum, Hamirpur Camp at Barsar, Himachal Pradesh under CPA. Mr. Surinder has alleged that due to negligence on the part of RSL, the cheque issued by him towards payment in his trading account could not be honoured due to which he has suffered losses. He has claimed an amount of ₹ 0.01 million towards loss suffered by him. He has also claimed ₹ 0.01 million towards mental agony and harassment. The matter is currently pending.

39. Ms. Tejalben NaileshBhai Shah has filed a consumer complaint (No. 220/2009) before the Consumer Disputes Redressal Forum, Bharuch against RSL and others. Ms. Shah alleged that she has been charged interest for her position in F&O even though she was having stock in her account as margin moreover she was not informed by RSL that they will charged interest on her account after opening of LAS (Loan against Share) account. Ms. Shah has claimed an amount of ₹ 0.11 million as the amount debited in her account, ₹ 0.01 million towards mental tension, torture and agony suffered and ₹ 2,500.00 towards expenses incurred in correspondence, notices and traveling. The matter is currently pending.

40. Mr. Khazan Chand Khurana has filed a consumer complaint (No. 524 of 2009) before the District Consumer Disputes Redressal Forum, Hisar against RSL. Mr. Khurana alleged that he had requested to sell 50 shares of Lanco lying in his trading account instead of which, RSL sold 50 shares of Punj Lloyd which had not been purchased by him. He further alleged that wrong transactions were made in his account to earn brokerage at a huge loss to him. He has claimed ₹ 0.08 million along with interest of 18% p.a. from the date of transactions till its realization. The matter is currently pending.

41. Mr. Bansidhar Sharda has filed a consumer complaint (No. 604/09), before the District Consumer Forum, Jaipur against RSL, RCL through its Managing Director under Section 12 of the CPA. Mr. Sharda alleged that some trades were executed without his consent due to which he has suffered losses. Mr. Sharda has claimed an amount of ₹ 0.50 million towards losses, ₹ 0.10 million towards mental agony and ₹ 11,000.00 towards costs. The matter is currently pending.

42. Mr. Umesh Prakashchand Jaiswal has filed a consumer complaint dated December 21, 2009 before the Consumer Dispute Redressal Forum, Jalna against RSL and its Branch Manager under section 12 and section 2(1)(r) of the Consumer Protection Act. Mr. Umesh has alleged that trades in his account have been done without his consent due to which he has suffered losses. Mr. Umesh has claimed an amount of ₹ 1.03 million towards deficiency in deficiency in service and negligence and unfair trade practice. The matter is currently pending

43. Mr. Jugal Kishore has filed a consumer complaint (No.1152/2009) dated October 29, 2009, before the District Consumer Dispute Redressal Forum, Jodhpur against RSL, RCL through Branch Manager, Mr. Surendra Singh Rana (Assistant Manager RCL), Mr. Chandra Shekhar Arora (Trading operator RSL). Mr. Jugal Kishore has alleged that trade in his account were carried out without his consent. The matter is currently pending.

44. Mr. Manoj Kumar Mongia filed a consumer complaint in March 9, 2010 (No. 51/10) before the District Consumer Dispute Redressal Forum at Delhi, against RSL under the CPA, alleging arbitral deduction of ₹ 0.45 million from the account of the complainant due to unauthorized trading done in the account. The matter is currently pending.

45. Mr. Ved Prakash filed a consumer complaint dated March 10, 2010 before the District Consumer Forum at Sriganganagar, Rajasthan against RSL under section 12 of the CPA, alleging that the complainant suffered loss of ₹ 0.11 million due to trading done in his account without his consent. The matter is currently pending.

46. Mr. Arun Prakash has filed a consumer complaint dated March 4, 2010 (CC No. 80/2010) before the District Consumer Protection Forum at Meerut, against RSL through its Managing Director, under CPA. The matter is currently pending.

47. Mr. Badri Prasad has filed a consumer complaint dated February 1, 2010 (CC No. 118 of 2009) before the District Consumer Dispute Redressal Forum at Bhagalpur, against RSL through Manager, Branch Manager alleging that the due to unauthorized transaction the complainant suffered a loss of ₹ 0.13 million. The matter is currently pending.

48. Mr. Firozah Sultanah has filed a consumer complaint dated February 10, 2010 (CC No. 1742/2009) before the District Consumer Dispute Redressal Forum, K.G Marg, New Delhi under section 12 of the CPA against RSL through Company Secretary, Relationship Manager , Branch Manager alleging that the due to unauthorized transaction the complainant suffered a loss of ₹6,450 and is claiming ₹ 0.05 million as compensation and ₹ 0.01 million as cost of litigation. The matter is currently pending.

49. Mr. Kulwinder Singh Chawla has filed a consumer complaint dated March 3, 2010 (CC No. 10/10) before the District Consumer Dispute Redressal Forum, New Delhi , against RSL through Branch Manager, Relation Manager alleging that the due to the unauthorized transaction the complainant has suffered a loss. The complainant has claimed ₹ 1.7 million as loss suffered by him and compensation of ₹ 0.20 million. The matter is currently pending.

50. The complainant Mr. Shailendra Jain filed the consumer complaint dated February 2, 2010 before the Consumer Dispute Redressal Forum, Paladi, Gujarat, alleging unauthorized squaring off of positions. The complainant has demanded compensation of ₹ 0.50 million. The matter is currently pending.

51. Mr. Vikas Tiwari has filed a consumer complaint (No. 222/10) against RSL before the Consumer Disputes Redressal Forum, Government of Delhi for which we have received notice on April 20, 2010. Mr. Tiwari has alleged that certain transactions in his account were done without his instructions due to which he has suffered losses. Mr. Tiwari has prayed for ₹ 0.05 million towards losses suffered by him along with interest at the rate of 50% p.a. Mr. Tiwari has also prayed for ₹0.35 million towards mental harassment. The matter is currently pending.

52. Mr. Harihar Nath Mathur has filed a consumer complaint (No. 299/10) against RSL received on April 6, 2010, before the District Consumer protection Forum, Jaipur. The Complainant has alleged that the respondent has done trading in the account of the complainant without instructions due to which the complainant suffered loss of ₹ 0.05 million. The matter is currently pending.

53. Mr. Krishna Chetan Thakur a client of RSL has filed a consumer complaint (No. 460/2008) dated May 11, 2008 against RSL, REL, Mr. Sunil Godhwani and Mr. Malvinder Mohan Singh before the District Consumer Disputes Redressal Forum, Vadodra, Gujarat. The complainant has alleged that RSL had assured him that whenever there would be shortage of money in his account he would be informed of the same and also be given time to make the payments. However, allegedly on January 23, 2008 his positions in the futures and options segment were liquidated without any prior intimation. Mr. Thakur has claimed ₹ 0.20 million for the loss caused to him, along with interest. He has also claimed ₹ 0.02 million towards damages for mental agony. The matter is currently pending.

54. Mr. Hitesh Chetan Thakur a client of RSL has filed a consumer complaint (No. 464/2008) dated May 11, 2008 against RSL, REL, Mr. Sunil Godhwani and Mr. Malvinder Mohan Singh before the District Consumer Disputes Redressal Forum, Vadodra, Gujarat. The complaint is primarily against the subsidiary of REL namely RSL. The Complainant has alleged that RSL had assured him that whenever there would be shortage of money in his account he would be informed of the same and also be given time to make the payments. However, on January 21, 2008 his positions in futures and options segment were liquidated without any prior intimation. Mr. Thakur has claimed ₹ 0.20 million for the loss caused to him, along with interest at the rate of 11% p.a. He has also claimed ₹ 0.02 million towards damages for mental agony. The matter is currently pending.

55. Mr. Padma Ishwarbhai Sitlani a client of RSL has filed a consumer complaint (No.720/2008) dated June 13, 2008 against RSL, REL, Mr. Sunil Godhwani and Mr. Malvinder Mohan Singh before the District Consumer Disputes Redressal Forum, Vadodra, Gujarat The complaint is primarily against the subsidiary of REL namely RSL. The Complainant has alleged that RSL had assured him that whenever there would be shortage of money in his account he would be informed of the same and also be given time to make the payments. However, on January 22, 2008 and January 23, 2008, his positions in future and options segment were liquidated without any prior intimation. Mr. Sitlani has claimed ₹ 0.30 million for the loss caused to him, along with interest at the rate of 11% p.a. He has also claimed ₹ 0.02 million towards damages for mental agony. The matter is currently pending.

56. Ms. Jaya Durgadas Satlani a client of RSL has filed a consumer complaint (No. 721/2008) dated June 13, 2008 against RSL, REL, Mr. Sunil Godhwani and Mr. Malvinder Mohan Singh before the District Consumer Disputes Redressal Forum, Vadodra, Gujarat The complaint is primarily against the subsidiary of REL namely RSL. The complainant has alleged that RSL had assured her that whenever there would be shortage of money in her account she would be informed of the same and also be given time to make the payments. However, on January 21, 2008 her positions in future and options segment were liquidated without any prior intimation. Ms. Satlani has claimed ₹ 0.20 million for the loss caused to her, along with interest at the rate of 11% p.a. She has also claimed ₹ 0.02 million towards damages for mental agony. The matter is currently pending.

57. Mr. Deepak Kumar Pancholi a client of RSL has filed a consumer complaint (No. 722/2008) dated June 13, 2008 against RSL, REL, Mr. Sunil Godhwani and Mr. Malvinder Mohan Singh before the District Consumer Disputes Redressal Forum, Vadodra, Gujarat The complaint is primarily against the subsidiary of REL namely RSL. The Complainant has alleged that RSL had assured him that whenever there would be shortage of money in his account he would be informed of the same and also be given time to make the payments. However, on January 21, 2008, January 22, 2008 and January 23, 2008, his positions in future and options segment were liquidated without any prior intimation. Mr. Pancholi has claimed ₹ 0.10 million for the loss caused to him, along with interest at the rate of 11% p.a. He has also claimed ₹ 0.02 million towards damages for mental agony. The matter is currently pending.

58. Mr. Nandlal Jamnadas Bajaj a client of RSL has filed a consumer complaint (No. 465/2008) dated May 9, 2008 against RSL, REL, Mr. Sunil Godhwani and Mr. Malvinder Mohan Singh before the District Consumer Disputes Redressal Forum, Vadodra, Gujarat The complaint is primarily against the subsidiary of REL namely RSL. The complainant alleges that RSL had assured him that whenever there would be shortage of money in his account he would be informed of the same and also be given time to make the payments. However, allegedly on January 22, 2008 his positions in F&O were liquidated without any prior intimation. He has claimed ₹ 0.70 million for the loss caused to him along with interest at the rate of 11% p.a. He has also claimed ₹ 0.20 million towards damages for mental agony. The matter is currently pending.

59. Mr. Sanjay Vijaykumar Gangewar has filed a consumer complaint (No. 08/356) dated May 31, 2008, against Branch Manager (RSL), Branch Manager (NSE), Branch Manager (SEBI) before the District Consumer Disputes Redressal Forum, Aurangabad. The complainant has alleged that on January 22, 2008 his shares were sold without his prior consent. RSL has filed an appeal challenging order of District Forum. The matter is currently pending.

60. Mr. Augasthi Atoni Kachapille has filed a consumer complaint (No. 08/351) dated May 31, 2008 before the District Consumer Disputes Redressal Forum, Aurangabad. The complainant has alleged that on January 22, 2008 his shares were sold without his prior consent. The order of the District Forum was received against RSL. RSL has filed an appeal challenging order of District Forum. The matter is currently pending.

61. Ms. Kunti Saxena has filed consumer complaint (Case No. 703/10) dated September 28, 2010 before the Consumer Disputes Redressal Forum, Delhi against RSL. Ms. Kunti Saxena has alleged that certain trades in her account were carried without her consent due to which she has suffered losses and has also stated that she is not satisfied with the award passed by the arbitral tribunal in the same matter earlier referred to the Arbitral Tribunal of the NSE. Ms. Kunti Saxena has claimed an aggregate sum of ₹ 0.12 million. The matter is currently pending.

62. Mr. Dharmesh Saxena has filed a consumer complaint (Case No. 704/10) dated September 28, 2010 before the Consumer Disputes Redressal Forum, Delhi against RSL. Mr. Dharmesh Saxena has alleged that certain trades in his account were carried without his consent due to which he has suffered losses and has also stated that he is not satisfied with the award passed by the arbitral tribunal in the same matter earlier referred to the Arbitral Tribunal of NSE. Mr. Dharmesh Saxena has claimed an aggregate sum of ₹ 0.17 million. The matter is currently pending.

63. Mr. Prafulla Kumar Mahopatra has filed consumer complaint (C.D case no. 262/10, No. 548) dated September 8, 2010 before the Consumer Disputes Redressal Forum, Khurda, Khandagiri, Bhubneswar and has named CEO(RSL), Regional Manager(Religare),Zonal Manager (RSL), Branch Manager (RSL) and Mr. Prashant Kumar Das (Authorized Agent, RSL). Mr. Prafulla Kumar has alleged that he had deposited certain cheques in his account which were not credited to his account. Mr. Prafulla Kumar has claimed a refund of amount ₹ 5.00 million along with interest at 6 % per annum, and an aggregate sum of ₹ 8.83 million towards other claims.

64. Mr. Zarnaben B Patel, a client of RSL has filed a consumer complaint (No. 649/2010) dated July 26, 2010 against RSL. Ms. Patel has alleged that RSL has traded in the account without her consent and caused her losses. Ms. Patel has claimed ₹ 1.88 million for the loss caused to her, along with interest at the rate of 18% per annum. The matter is currently pending.

65. Mr. Prabal Awasthi, a client of RSL has filed a consumer complaint (No. 419/2009) against RSL. Mr. Awasthi has alleged that RSL has sold his shares which have caused him losses. Mr. Awasthi has claimed ₹ 2.00 million for the loss caused to him, along with interest at the rate of 12% per annum. He has also claimed ₹ 0.25 million as compensation for deficiency in services and ₹ 0.10 million towards litigation cost. The matter is currently pending.

66. Mr. Saurabh Gupta, a client of RSL, has filed a consumer complaint (No. 1008/2010) against RSL before District Consumer Disputes Redressal Forum, (East) New Delhi. Mr. Gupta has alleged that RSL has traded in the account without his consent and caused him losses. Mr. Gupta has claimed ₹ 0.40 million for the loss caused to him, along with interest at the rate of 18% p.a. from January 17, 2010. He has also claimed ₹ 0.10 million towards compensation. The matter is currently pending.

67. Mr. Dinkar Sootha, a client of RSL, has filed a consumer complaint (No. 124/2009) before the Consumer Disputes Redressal Forum, Nainital against RSL. Mr. Sootha has alleged that he was having sufficient margin despite that RSL had sold his shares / securities. Mr. Sootha has claimed ₹ 1.20 million towards losses caused to him. He has also claimed ₹ 0.10 million towards damages and ₹ 25,000 towards litigation cost. The matter is currently pending.

68. Mr. Arvind Bhandralia had filed a consumer complaint (being No. 335/10 dated Ocotober 23 2010), before the Consumer Disputes Redressal Forum Kangra at Dharamsha HP under the Consumer Protection Act, 1986 against the Directors of RSL and others. Mr. Bhandarlia has alleged that due to deficiency in service the he had suffered losses. Mr. Bhandarlia has claimed a compensation of ₹ 1, 53,104. Also he had claimed ₹ 50,000 towards compensation and ₹ 11,000 towards costs. The matter is currently pending.

69. Mr. Rajesh Kumar Jatav a client of RSL has filed a consumer complaint bearing No. 257/10 before District Consumer Forum, Rajgarh, M.P. against RSL. Mr. Jatav has alleged that he has purchased 1000 shares of Chandani Textile Limited through RSL but the letter sent by RSL shows only 100 shares. He has prayed for restoration of all shares to him and claimed an amount of ₹ 50,000 towards harassment and mental agony and ₹ 2,000 for the cost of the litigation. The matter is currently pending..

70. Mr. Pabba Vijay Kumar a client of RSL has filed a consumer complaint bearing No. 1043/2010 before District Consumer Forum- II, Hyderabad, A.P. against RSL. Mr. Kumar has alleged that a cheque drawn by him bearing no. 334020 dated June 30, 2007 for an amount of ₹ 550,000 to be deposited in his trading account with RSL has not been credited. He has prayed for payment of the said amount of the cheque to him and claimed an amount of ₹ 1,000,000 towards harassment and mental agony and ₹ 5,000 for the cost of the litigation. The matter is currently pending.

Arbitration claims

1. Mr. M.M. Sundram has filed an arbitration claim (No. NSDL/ARBITRATION/2009/83) before the NSDL. Mr. Sundram has alleged that that RSL did not provide him with the statement of transactions due to which he lost investment opportunities and loss has arisen in his beneficiary owner account. Mr. Sundram has also alleged that RSL has carried out unauthorised trading without confirmation due to which he has suffered losses. Mr. Sundram has prayed that RSL and NSDL should be directed to deliver the documents required for computing the claim amount. Mr. Sundram has also prayed that RSL/NSDL be directed to pay to Mr. Sundram, the compensation for mental agony along with interest at the rate of 18% p.a. from the date of complaint till realisation and costs. The matter is currently pending.

2. Mr. Vivek Singh has filed an arbitration claim (A M No CM/K-0074/2009) before NSE, Kolkata. He alleged that trades were executed in his account without his consent permission and some securities given towards margin were also liquidated. He has claimed ₹ 0.01 million towards losses suffered by him. Vide award dated 15th July, 2010 passed by the arbitral tribunal in favour of Mr. Singh , whereby RSL was directed to pay ₹ 0.01 million to Mr. Singh. Mr. Singh thereafter had filed an application under section 33 of Arbitration and Conciliation Act, 1996 and the same is currently pending.

3. Ms. Tarkeshwari Maudgil has filed an arbitration claim (No. A.M. No. F&O/C-0025/2010), before the NSE. Ms. Maudgil has alleged that she was not informed either verbally or in writing of margin shortage in her account due to which she has suffered losses. Ms. Moudgil has also alleged that certain trades in her account were done without her consent. Ms. Maudgil has claimed ₹ 1.62 million towards losses suffered by her. Vide award dated November 25 2010 Arbitrator passed an award against RSL awarding ₹ 236,675 to Ms. Moudgil along with interest at the rate of 12% p.a from date of filing of claim till realization. RSL has filed an appeal with NSE challenging said award

4. Ms. Chander Kanta Budhiraja has filed an arbitration claim (No. A.M. No.CM/C-0029/2010), before the NSE. Ms. Chander Kanta has alleged that trading was done without her prior permission due to which she has suffered losses and also she was not given remaining payout. Ms. Chander Kanta has claimed ₹ 0.05 million towards losses suffered by her. The matter is currently pending.

5. Mr. Shri Nath Lohiya has filed an arbitration claim (No. A.M. No. D-54/2010) before the NSE. Mr. Lohiya has alleged that he had invested money with RSL and was assured returns on the same, but he has not received the said returns. Mr. Lohiya has claimed an amount of ₹ 0.31 million towards losses suffered by him. The matter is currently pending.

6. Ms. Geeta Lohiya has filed an arbitration claim (No. A.M. No. D-062/2010) before the NSE. Ms. Lohiya has alleged that she had invested money with RSL and was assured returns on the same, but she has not received the said returns. Ms. Lohiya has claimed an amount of ₹ 8.47 million towards losses suffered by her. The matter is currently pending.

7. Mr. Balwant Singh Jala has filed an arbitration claim (No. Ref. No. 133/2010) before the BSE. Mr. Jala has alleged that certain trades in his account were done without his consent. Mr. Jala has claimed an amount of ₹ 0.18 million towards losses suffered by him. The matter is currently pending. Vide award dated December 16 2010 Arbitrator passed award against RSL awarding ₹33,694.65 to Mr. Jala alongwiht interest at the rate of 18% p.a. from February 09 2010 till realization. RSL has filed an appeal with BSE challenging said award. The matter is currently pending.

8. Mr. Sarat Chandra Pradhan has filed an arbitration claim (Ref. No. 174/2010) before the BSE. Mr. Pradhan has alleged that trades in his account were done without his consent due to which he had suffered losses. Mr. Jala has claimed an amount of ₹ 0.18 million towards losses suffered by him. The matter is currently pending.

9. Dr. M.L. Sharma has filed an arbitration claim (A.M. No. F & O D-051/2010) before the NSE. Dr. Sharma has alleged that trades in his account wre done without his consent due to which he had suffered losses. Dr. Sharma has claimed an amount of ₹ 0.50 million towards losses suffered by him. The matter is currently pending.

10. Mr. Vedant B Shitole has filed an arbitration claim (A.M. No. F&O M-0080/2010) before the NSE. Mr. Shitole has alleged that certain trades in his account were done without his consent. Mr. Shitole has claimed an amount of ₹ 90,490 towards losses suffered by him. The matter is currently pending.

11. Mr. Cherian Joseph has filed the arbitration (A.M No. CM/C – 0029/2010) against RSL before NSE . Mr. Joseph alleged that trading was done without his prior permission due to which he has suffered losses of ₹ 0.48 million. Vide award dated August 26 2010 claim of Mr. Joseph has been dismissed. Mr. Joseph has now filed an internal appeal before NSE on November 15 2010, challenging the award of arbitrator. The matter is currently pending.

12. Mr. Saranjit Singh has filed an arbitration claim (bearing A.M. No. F&O D-030/2010). Mr. Singh has disputed transaction from account opening in cash and F&O segment.He has claimed an amount of ₹ 220,000/- towards losses suffered by him. RSL received a letter dated December 20, 2010 from NSE enclosing submission received from client. The matter is currently pending.

13. Mr. Mathew Mammen has filed an arbitration claim (bearing A.M. No. D-003/2011) before NSE, New Delhi. Mr. Mammen has alleged unathorised trading in his account between January 6, 2010 and February 5, 2010 due to which he has suffered losses. He has claimed an amount of ₹ 291,192 towards losses suffered by him. The matter is currently pending.

14. Mr. Sachin Bhardwaj has filed an arbitration claim (bearing A.M. No. F&O /D-001/2011) before NSE, New Delhi. Mr.Bhardwaj has alleged unathorised trading in his account due to which he has suffered losses. He has claimed an amount of ₹ 6.80 million towards losses suffered by him. The matter is currently pending.

15. Ms. Bimla Singh has filed an arbitration claim (bearing A.M. No. D-012/2011) before NSE, New Delhi. Ms. Bimla has alleged unathorised squaring off / liquidation in her account due to which she has suffered losses. She has claimed an amount of ₹ 799,359.22 towards losses suffered by her. The matter is currently pending.

16. Mr. Devesh Anand Purwar has filed an arbitration claim (bearing A.M. No. F&O /D-009/2011) before NSE, New Delhi. Mr.Purwar has alleged unathorised trading in his account due to which he has suffered losses. He has claimed an amount of ₹ 1,208,000 towards losses suffered by him. The matter is currently pending.

Registrar of Companies ("ROC") matters

1. A letter was received from Registrar of Companies (Delhi) dated August 14, 2009, under cover of which copy of a complaint addressed by M/s. RSC Corporate Private Limited, a client of RSLwas enclosed. M/s. RSC Corporate Private Limited has alleged certain disputes in share/ stock trading with RSL and accused Mr. Sunil Godhwani in his capacity as CEO and Managing Director and Mr. Anil Saxena in his capacity as Group CFO. The same was replied stating that there is an arbitration claim against the complainant by RSL.

2. RSL received a complaint from Mr. Lingaraj Satpathy through NSE, alleging non receipt of delivery instruction slip along with the trade without the consent of the complaint which was replied to by RSL vide letter dated September 27, 2008. No further communication has been received from the complainant on the same. However, the complainant also filed the complaint dated March 28, 2009 before RoC and the same was replied to by RSL vide letter dated April 18, 2009. Complainant filed its response dated October 12, 2009 which was also duly replied by RSL vide response dated December 15, 2009 to RoC. Thereafter we have not received any communication from RoC.

3. Mr. Ameer has filed a complaint against RSL before the Roc alleging non settlement of his employment dues. RSL received the complaint letter dated December 7, 2009 from RoC and replied the same on December 19, 2009. Thereafter, we have not received any communication from RoC. RSL further letter dated August 10, 2010 enclosing complaint of Mr. Amir. RSL has replied to the said letter.

4. RSL has received letter dated August 30, 2010 from RoC, Delhi enclosing complaint of Mr. T.R. Nimade. Mr. Nimade has alleged that RSL has not opened his demat account for two months. Mr. Nimade has also alleged that the online trading account which was provided to him by RSL does not contain full features. Mr. Nimade has sought refund of ₹ 5,500 paid by him to RSL towards opening of his trading account. The matter is currently pending.

5. RSL has received letter dated August 31, 2010 from RoC, Delhi enclosing complaint of Mr. Ashish Arora. Mr. Arora has without specifying any details alleged that RSL has cheated him. The matter is currently pending.

6. RSL has received letter dated August 31, 2010 from RoC, Delhi enclosing complaint of Mr. Jogendra Chhabra. Mr. Chhabra without specifying the details of his complaint has alleged that he had not received his fixed deposit amount from RSL. The matter is currently pending.

Labour law matters

1. An inspection memo dated February 26, 2009 was issued by the Labour Enforcement Officer against Mr. Sunil Godhwani and the branch office of RSL at Ghaziabad for the violation of sections 12, 14 and 18 of the Minimum Wages Act, 1948 ("**MWA**") and Rules 21, 25 and 26 of the Uttar Pradesh Minimum Wages Rules, 1952 whereby RSL was asked to file its reply as to why no action should not be taken against it for violating above rules. Our officials had explained the matter to the concerned authorities. No further questions/ actions have been directed against the company till date.

2. Mr. Lokendra Singh Chauhan has filed a complaint (No. 5507/2008), before the Assistant Labour Commissioner, Indore, under section 10 of the ID Act alleging that he was dismissed from the services of company without issuance of any show cause notice nor was he given an opportunity to give his explanation. The matter has been referred to the Labour Court (Case No. 40/09 I.D.R) dated July 1, 2009. A notice has been received in the name of the Director, RSL. Since Mr. Chauhan was an employee of RCL, a reply has been filed on behalf of RCL. No further questions/ actions have been directed against us.

3. Mr. Pradeep filed a complaint (No. 2009/353) against RSL for the recovery of a sum of ₹ 0.02 million. RSL has received a show cause notice from the Office of the Assistant Labor Commissioner, Jabalpur. The reply has been duly filed. The matter is currently pending.

4. Mr. Virendra filed a complaint (No. 2009/356) against RSL for the recovery of a sum of ₹ 0.02 million. RSL has received a show cause notice from the Office of the Assistant Labor Commissioner, Jabalpur. The reply has been duly filed.The matter is currently pending.

5. Mr. Shashank Prakash Jain has filed a complaint (No. 4986) against the Managing Director of RSL alleging that he was dismissed from his services with RSL in violation of the Uttar Pradesh Industrial Disputes Act, 1947. RSL has received a notice from the Office of the Additional Labour Commissioner, Allahabad. Our officials attended the office of Assistant Labor Commissioner and explained the matter. The matter has been referred to the Tribunal.

6. Mr. Kuldeep Sahay had filed a complaint dated May 13, 2009 against RSL before the Deputy Labour Commissioner, District North West, Delhi under the MWA. Mr. Sahay has alleged that he was working with RSL and has not been paid due wages besides non-maintenance of various service records as required under the MWA. RSL has received a notice dated July 13, 2009 from the Labour Inspector, Office of Deputy Labour Commissioner, and District North West, Delhi whereby RSL has been directed to submit the compliance report. We have submitted the same. No further questions/ actions have been directed against the company till date.

7. Mr. A.K. Singh, Labour Inspector, Allahabad had filed a complaint (No. MW 042/2008) under the MWA against Mr. Sunil Godhwani, RSL and others before the Deputy Labour Commissioner, Allahabad. It has been alleged that RSL has failed to carry out its statutory obligations under the MWA and vide its show cause notice dated July June 18, 2009, RIBL has been asked to clarify the non-compliance of order dated July 11, 2008, wherein RIBL was ordered to deposit ₹ 0.10 million with the Deputy Labour Commissioner, Allahabad. Our officials have explained the matter to the concerned authorities. No further questions/ actions have been directed against us.

8. Mr. Mahavir Singh had filed a complaint before the Assistant Labour Commissioner, Ludhiana, Punjab under the ID Act. The matter has been referred to the Labour Court, Ludhiana by the Assistant Labour Commissioner. Mr. Singh has alleged that his services were illegally and unlawfully terminated by RSL and he has not been paid retrenchment compensation. Mr. Singh has not demanded any specific amount. We have filed our reply. No further questions/ actions have been directed against us.

9. Mr. Pawan Kumar has alleged to be relationship Manager with RSL Sonepat from September 21, 2009 to August 31, 2010 has filed a complaint before Labour Officer, Sonepat alleging that his salary was reduced to less than half of the due amount without giving any notice or reason for the same and the arear arising on account of the same has not been cleared even after his leaving the job with RSL. The concern officer has issued a notice dated January 7, 2011 to RSL directing to present their case on January 13, 2011 at 10 a.m. with all the relevant documents. The matter is currently pending.

10. RSL is in receipt of a summon from the Judicial Magistrate, first class, Labour Court, Durg, Chhattisgarh bearing no. 735/ER/08 under Section 10(1) of Equal Remuneration Act, 1976. The matter is currently pending.

Shops and Establishment Acts Matters

1. An inspection memo dated November 27, 2009 was issued by the Inspector, Shops and Establishment, Government of West Bengal, against Mr. Sunil Godhwani, certain other director of RSL and RSL for the violation of section 5(3) rule 11 and 12, section 16(3), section 17(1) & 18, rule 13, 21, 30, 52, 53, 54 and 48 of the West Bengal Shops and Establishment Act, 1963. The concerned persons have been requested to remove/rectify the said deviations / defects and relevant forms / registers / records / documents before the Inspector, Shops and Establishment, Government of West Bengal. We have complied with the directions of the notice.

2. An inspection memo dated November 13, 2009 was issued by the Inspector, Shops and Establishment, Government of West Bengal, against Mr. Sunil Godhwani, certain other directors of RSL and RSL for the violation of various provisions of the West Bengal Shops and Establishment Act, 1963. The noticee's have been requested to remove/rectify the said deviations/ defects and relevant forms/ registers/ records/ documents before the Inspector, Shops and Establishment, Government of West Bengal. We have complied with the directions of the notice.

3. RSL has received a notice dated December 2, 2009 from the office of the Assistant Commissioner, Profession Tax, Kolkata, West Range, Kolkata whereby RSL has been asked to produce/furnish certain documents as per the notice. We have provided the required documents / information.

MRTP matters

1. The complainant Mr. Satish Chandra Pradhan has filed the complaint before the MRTP commission dated March 10, 2007 against RSL alleging that RSL is engaged in unfair trade practices and has not transferred the shares purchased by the complainant in his demat account despite making full payments. Investigation was carried by Director General of Investigation. Probe letter was issued to RSL dated October 19, 2007 and RSL replied to the same on November 15, 2007. However, MRTP commission issued notice of inquiry dated November 27, 2008 to RSL. No further communication received in this matter.

2. The complainant Mr. Shreeprakash Yadav, filed the complaint before the MRTP commission under section 36 of MRTP Act, alleging unauthorized transaction and transfer of shares in the account of the complainant, resulting to loss. The matter is currently pending.

Investor Grievances

In the period starting from April 2008, 1,120 investor grievances involving claims aggregating to a total value of ₹ 208.95 million (approximate) have been received by RSL from various persons. These grievances include alleged unauthorised trading, sale without information, delay in receiving confirmation, non-deposit of cheque issued by a client, computation of interest and mistaken account statement, pay-outs in shares of Nissan Copper Limited, hacking of password, etc. These complaints have been directly filed by the aggrieved, through lawyers and various regulators on complaints by investors. In addition, RSL has received certain investor grievances through e-mail directly from clients, wherein the amount is not ascertainable.

Tax proceedings

The Company has received a demand cum show cause notice from the Commissioner of Service Tax, New Delhi for the period including financial year 2004-05 to 2008-09 on the ground that the Company has not charged service tax on certain services provided. The demand involved in this case is ₹ 218.49 million. The Company has already filed a detailed reply in this regard and has not received any objection / order from the Service Tax Department.

Income tax assessment of the Company for the assessment year 2008-09 was completed by the Assistant Commissioner of Income Tax, Circle-15 (1), New Delhi ("Assessing Officer") and consequential to certain disallowances made during the assessment vide assessment order dated December 31, 2010 has raised a demand of ₹ 70.10 million. The Company has filed an appeal with Commissioner of Income Tax (Appeals)-XVIII, New Delhi against the above order. The Assessing Officer has also initiated penalty proceedings under section 271(1) (c) of the Income Tax Act, 1961 against the Company consequential to the above order. The Company has filed a letter with the department requesting to keep the penalty proceedings in abeyance till the disposal of Appeal.

Litigation instituted by RSL

RSL has filed 428 criminal complaints under section 138 of the NI Act for dishonour of cheques, against the respective defaulters for recovery of an aggregate amount of ₹ 123.47 million. RSL has filed 216 claims aggregating to an amount of ₹ 119.78 million for recovery under Order XXXVII of Code of Civil Procedure, 1908 for recovery of outstanding debit balance. RSL has also filed 8 arbitration claims aggregating to an amount of ₹ 1.61 million, before Arbitral Tribunal at NSE for recovery of outstanding debit balance and filed 4 execution petitions aggregating to an amount ₹ 0.826 million(approximate) for recovery of arbitral claims awarded in favor of RSL.

Regulatory Proceedings

I. Proceedings instituted by the SEBI

(a) The SEBI in the matters of IFSL Limited, Mega Corporation Limited, Karuna Cables Limited and Millenium Cybertech Limited, issued ad interim orders dated September 28, 2005, October 24, 2005, November 29, 2005 and January 24, 2006, respectively pending investigation, while observing a sharp increase in price and trading volume in respect of the scrips of the above mentioned companies. Pursuant to the said orders, the SEBI has restrained RSL, among other stock brokers from buying, selling or dealing in the specified scrips of the companies mentioned above, directly or indirectly, on behalf of certain promoters, directors and clients specified by the SEBI from the date of the respective orders, until the receipt of further orders from the SEBI. Subsequently, the SEBI has, pursuant to orders dated June 16, 2006, July 24, 2006, July 25, 2006 and September 26, 2006, in the matters of IFSL Limited, Mega Corporation Limited, Karuna Cables Limited and Millenium Cybertech Limited, respectively confirmed the ad interim orders. Subsequently, SEBI disposed off the proceedings against RSL in IFSL; by consent orders disposed of adjudication proceedings in relation to Mega Corporation Limited and Karuna Cables Limited and issued an administrative warning in the matter of Millenium Cybertech Limited and later on vacated the direction issued in millennium cybertech. The specific observations issued by SEBI in these matters are as follows:

S. No.	**Specified Scrip**	***Directions/ Observations Issued***
1	IFSL Limited	The SEBI in its ad interim, ex-parte order dated September 28, 2005 noted that RSL, among other brokers, being holders of more than 1% of the share capital of IFSL Limited, dealt significantly in the script of IFSL Limited on behalf of specified clients during the period when there was an increase in the share price and trading volume and off market transfers by the promoters to some entities took place. Subsequently, the SEBI through letter dated March 24, 2006 summoned RSL to appear and provide information in connection with the investigations instituted by SEBI in the said matter. The information required by the SEBI has been duly provided. Further, an order has been passed on June 16, 2006 by the SEBI confirming the interim order. Further, SEBI vide its letter dated May 25, 2009 has

S. No.	Specified Scrip	*Directions/ Observations Issued*
		appointed an adjudicating officer in this matter. The letter has been duly replied. Subsequently, RSL attended and made its submissions at a personal hearing called by SEBI on September 22, 2009 following which SEBI by its order dated November 23, 2009 disposed off the proceedings against RSL.
2	Mega Corporation Limited	The SEBI in its ad interim, ex-parte order dated October 24, 2005 observed that RSL, among other brokers being holders of more than 1% of the share capital of Mega Corporation Limited, contributed significant volume, i.e., up to 19.17% of net purchase, in the trading of shares of the company while dealing on behalf of the interconnected clients. The SEBI through its letter dated February 27, 2007 summoned RSL for production of documents in relation to the alleged aiding and abetting the connected group of clients in creating an artificial depth in the market to generate a buying interest in the scrip and influencing the price of the scrip. RSL has complied with the summons and has provided the requisite comments and documents. Subsequently, SEBI has passed an order dated July 24, 2006 confirming the interim order. Further, the SEBI has, vide its letter dated June 27, 2008, appointed an adjudicating officer in the matter. RSL has duly replied to the letter and also filed an application dated August 18, 2008 for obtaining a consent order in the matter. SEBI vide its letter dated March 6, 2009 has intimated that the independent High Powered Advisory Committee has accepted the application of consent order and recommended that the matter may be settled on a payment of ₹ 1.00 million within 15 days of issue of the said letter. RSL has duly remitted the said sum of ₹ 1.00 million. Subsequently, vide its consent order (CO/IVD-ID-1/936/AO/SD/15/2009) dated March 19, 2009, the SEBI has disposed off the adjudication proceedings against RSL.
3	Karuna Cables Limited	The SEBI in its ad interim, ex-parte order dated November 29, 2005 observed that RSL had a concentration of around 14% in terms of gross purchases during the relevant period. The SEBI through its letter dated March 6, 2007 summoned RSL for explanation in relation to nature of transaction, which indicate involvement in manipulation in the market regarding this scrip. RSL has complied with the summons and have provided the requisite comments and documents. Subsequently, SEBI has passed an order dated July 25, 2006 confirming the interim order. Further, the SEBI has vide its letter dated June 27, 2008 appointed an adjudicating officer in the matter. RSL has duly replied to the letter and also filed an application dated August 18, 2008 for obtaining a consent order in the matter. SEBI vide its letter dated March 6, 2009 has intimated that the independent High Powered Advisory Committee has accepted the application of consent order and recommended that the matter may be settled on a payment of ₹ 1.00 million within 15 days of issue of the said letter. RSL has duly remitted the said sum of ₹ 1.00 million. Subsequently, vide its consent order (CO/IVD-ID-1/936/AO/SD/15/2009) dated March 19, 2009, the SEBI has disposed off the adjudication proceedings against RSL.
4	Millenium Cybertech Limited	The SEBI in its ad interim, ex-parte order dated January 24, 2006 observed that RSL among other brokers, had entered into synchronised deals, which helped in matching buyers and seller thereby buyers getting desired sellers and *vice versa*. The SEBI further observed that the promoters of Millenium Cybertech Limited offloaded their shareholding in the company in an alleged arrangement between interconnected clients, who have also appeared in the orders of the SEBI relating to IFSL Limited, Mega Corporation Limited and Karuna Cables Limited to manipulate the shares of 'low cap' companies and that the same would not have been possible without being guided by a few brokers. Separately, in the same order, the SEBI noted that RSL was among the few brokers who have also appeared in some of the orders passed by the SEBI in the case of 'low cap' stocks. Subsequently, the SEBI through its letter dated April 7, 2006 summoned RSL to appear and provide information in connection with the investigations instituted by the SEBI in the said matter. The information required by the SEBI has been duly provided. Further, an order has been passed on September 26, 2006 by the SEBI confirming the interim order. Finally, the SEBI, vide its letter dated May 22, 2007, has issued an administrative warning in the concerned matter. Further SEBI vide its order dated March 13, 2010 has vacated the directions issued vide its ad-interim ex parte Order dated January 24, 2006 against RSL.

(b) The SEBI has also in the matter of trading in the scrip of Vijay Textile Limited, issued a letter dated January 31, 2006 and a summon issued on August 11, 2006 as extended by the summon August 25, 2006, intimating RSL that the SEBI was investigating into trading in the scrip of Vijay Textile Limited and further directed RSL to explain its reasons for entering into transactions on behalf of certain clients which allegedly resulted in artificial increase in the market prices of the scrip. RSL has furnished the information sought by the SEBI. Further, the SEBI through its letter dated September 14, 2007 has cautioned RSL from carrying out such transactions in the future and requested RSL to report the steps taken to improve its systems within 10 days, which was duly confirmed.

(c) The SEBI through a letter dated July 15, 2005 directed RSL to provide reasons for having undertaken certain transactions in the F&O segment during the period February to March, 2005 and further directed RSL to deliver the accompanying letter to its client Mr. Gurumukh N. Khatri. Further, SEBI has issued a letter dated January 27, 2006, requiring RSL to provide reasons for having undertaken certain transactions in the F&O segment during the period November to December, 2005 and further directing RSL to deliver the accompanying letter to its client Ms. G. Kantha. In response to both these letters, RSL has submitted the information sought by SEBI stating, *inter alia,* that the specified transactions were carried out at the behest of its clients, and that RSL has delivered the letters to the respective clients, as directed. No further communication has been received from the SEBI in this regard.

(d) Pursuant to an inspection of books and records of the PMS division of RSL for the period September 2004 to December 2005, SEBI has initiated an enquiry officer proceeding by its letter dated November 8, 2007. RSL has duly submitted its reply to SEBI vide its letter dated December 10, 2007 along with the necessary documentary evidence, denying the observations contained in the show cause notice of the enquiry officer. SEBI has issued a notice dated March 25, 2009, for conducting a hearing on April 24, 2009 in this matter, which was duly attended by the company officials and submissions were made. Pursuant to above SEBI has issued a show cause notice dated October 22, 2009 under Regulation 28 of SEBI (Intermediaries) Regulations 2008 as to why penalty, as considered appropriate by the Designated Member, should not be imposed on RSL for the alleged violation of the Code of Advertisement and SEBI circulars no. 1(93-94) dated October 20, 1993 and no. IMD/PMS/CIR/1/21727/03. It was further stated that the Designated Member was of the view that RSL may be prohibited from taking up new assignments on behalf of new clients for a period of one month. RSL submitted its reply to the notice. RSL was granted and its officials attended a personal hearing on January 8, 2010 in relation to the above show cause as per letter from SEBI dated December 11, 2009. As the certificate of registration under the Portfolio Manager Regulations was transferred to RAMCL from RSL, RAMCL has now made an application for consent order dated January 12, 2010. SEBI vide its letter dated March 2, 2010 has advised the company to attend the Internal Committee Meeting with SEBI officials on March 11, 2010 in order to arrive at mutually agreed consent/ terms. The meeting was duly attended by the officials of the Company. SEBI vide its letter dated May 18, 2010 has rejected the consent application, in view of which pending proceeding stands revived. RAMC then again filed application for consent order with revised terms of settlement on May 21, 2010. SEBI by its letter dated July 8, 2010 granted RAMC an opportunity to attend Internal Committee Meeting on July 15, 2010 with SEBI officials which was attended by CEO of RAMC. SEBI vide its consent order dated September 27, 2010 has disposed of the proceedings initiated vide Show Cause Notice dated October 22, 2009.

(e) Further, the SEBI through two separate letters issued on January 11, 2007 and February 21, 2007, sought explanations regarding certain trades by RSL at the behest of its clients. The information required by the SEBI has been duly provided. No further correspondence has been received from the SEBI in this respect.

(b) The SEBI through its letters dated May 17, 2007 and August 14, 2007 advised us to seek explanation from the clients mentioned in the said letters for entering into trades, which appear to be synchronized. It has further asked us to give our comments on the same. The letters have been duly replied to. No further correspondence has been received from the SEBI in the matters.

(f) The SEBI through its letter dated June 11, 2007 advised us to explain the rationale of our client for entering into trades, which have been observed by the SEBI as being synchronized trades. The letters have been duly replied to. No further correspondence has been received from the SEBI in the matter.

(g) The SEBI has, through its letter dated August 1, 2007 summoned RSL to provide information in connection with the investigations instituted by the SEBI in the matter of M/s Atlanta Limited. The information required by the SEBI has been duly provided.

(h) Certain enquiries have been conducted by the SEBI on the basis of certain complaints received from the Investors at the Ajmer Branch of RSL. SEBI has, through its letter dated August 27, 2007, sought some explanation in that regard, which were duly provided. No further communication has been received from the SEBI in the matter.

(i) The SEBI through its letter dated August 24, 2007 sought comments of RSL on certain orders placed in the scrip of Tulip IT on behalf of our clients. The letter has been duly replied to. No further correspondence has been received from the SEBI in the matter.

(j) The SEBI through its letters dated January 30, 2008, April 23, 2008, March 3, 2008 and May 28, 2008 has sought an explanation from RSL in respect of steps taken by RSL to make sure that its system is not misused and necessary due diligence procedure required under the applicable regulations has been put in place. The letters have been duly replied to.

(k) The SEBI through its letter dated February 5, 2008 has sought reason from RSL in respect of orders put on behalf of a client at a higher price. The letters have been duly replied to. No further correspondence has been received from the SEBI in the matter.

(l) The SEBI through its letters dated February 18, 2008 and December 19, 2008 has sought an explanation from RSL in respect of a complaint received from M/s J.K Agri Genetics Limited, alleging violation of the Takeover Code, Insider Trading Regulations and the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003. The letters have been duly replied to.

(m) The SEBI through its letter dated February 19, 2008 has sought comments from RSL in respect of the transactions of clients in the scrip of Nova Petro Limited and the due diligence adopted before placing the orders. The letters have been duly replied to.

(n) The SEBI through its letter dated March 7, 2008 has sought comments from RSL in respect of the transactions of clients in the scrip of Shah Alloys Limited. The letters have been duly replied to.

(o) The SEBI through its letter dated March 7, 2008 has sought details in respect of whether sufficient margins have been maintained for and on behalf of clients who have dealt in the scrip of Jindal Stainless Limited. The letter has been duly replied to.

(p) The SEBI through its letter dated March 31, 2008 has sought comments from RSL in respect of dealing in the scrip of Today's Writing Products Limited on behalf of certain clients. The letters were duly replied to. Subsequently, the SEBI vide its letter dated May 22, 2008 has advised RSL to take corrective steps and improve its systems. Necessary corrective action has been taken in this regard.

(q) The SEBI through its letter dated May 12, 2008, in the matter of HFCL Infotel Limited, has advised RSL to take corrective steps and improve its systems. Necessary corrective action has been taken in this regard.

(r) The SEBI through its letters dated June 11, 2008 and June 13, 2008 has sought an explanation from RSL in respect of the trading pattern undertaken by RSL while dealing on behalf of certain clients in the scrip of Alchemist. The letters have been duly replied to. No further correspondence has been received from the SEBI in the matter.

(s) The SEBI through its letter dated July 16, 2008 has sought explanation from RSL in respect of the nature and motive of transactions on behalf of clients in the scrip of GHCL Limited. The letters have been duly replied to. Further, the SEBI through its letter dated January 29, 2009 summoned RSL for production of the documents before the investigating authority. The documents required were duly submitted.

(t) The SEBI through its letters dated August 1, 2008 sought reasons from RSL regarding keeping the shares of certain clients mentioned in the beneficiary account of RSL. The letters have been duly replied to and, no further correspondence has been received from SEBI in this matter.

(u) SEBI has, through its letter dated August 12, 2008, sought RSL's comments on the observations made by SEBI during the course of an inspection of the depository division of RSL. Further, SEBI has also, through its letter dated March 3, 2008, sought RSL's comments on the observations made by SEBI during the course of an inspection of the broking division of RSL. SEBI has thereafter vide its letter dated November 30, 2009 initiated adjudicating proceedings against RSL following both of the previous letters for the alleged violation of the SEBI Act, the Depositories Act, 1996, the Stock Broker Regulations, the Depository Regulations and certain SEBI circulars. The letter has been duly replied. Further SEBI vide its letter dated July 7, 2010 has in order to conduct inquiry in the matter granted opportunity of hearing to RSL, which was duly attended by the RSL officials. SEBI vide its order dated November 10, 2010 imposed total penalty of ₹ 0.3 million on certain violations observed. RSL has filed an appeal dated January 17, 2011 with the Securities Appellate Tribunal against the order of the adjudication officer. The matter is currently pending.

(v) The SEBI through its letter dated January 19, 2009 has asked RSL to give its own explanation and get an explanation from its client, M/s Dash Pharmaceuticals Private Limited, whether M/s Dash Pharmaceuticals Private Limited has made necessary disclosure to RSL and the stock exchanges as required under the Takeover Code and to RSL as required under Insider Trading Regulations and provide a copy of the disclosure statement. RSL is required to submit the information by January 27, 2009. The letter has been duly replied to. No further correspondence has been received from the SEBI in the matter.

(w) SEBI, through its letter dated April 23, 2009 had sought reason from RSL in regard with delayed submissions of disclosures under the Takeover Code. The letter has been duly replied to. Further, SEBI vide its letter dated June 11, 2009 and August 18, 2009 has sought some additional information in regard with details about disclosures made under the Takeover Code and margining procedure followed by the member. Both the letters have been duly replied. No further correspondence has been received from SEBI in this matter.

(x) SEBI through its letter dated September 10, 2009 has sought explanation from RSL regarding the due diligence followed by it while registering and dealing on behalf of clients as mentioned in the letter. The letter has been duly replied. No further correspondence has been received from SEBI in this matter.

(y) SEBI through its letter dated September 23, 2009 has sought our comments on the trades mentioned in the letter. RSL has duly replied the letter. No further correspondence has been received from SEBI in this matter.

(z) SEBI through its letter dated October 27, 2009 has summoned RSL to compel the production of documents as required in the summons before the investigating authority in the matter of Kohinoor Foods Limited. Details required by SEBI were duly provided. SEBI again through its letter dated October 04, 2010 has summoned RSL to compel the production of documents as required in the summon before the investigating authority in the matter of Kohinoor Foods Limited. Details required by SEBI were duly provided. No further correspondence has been received from SEBI in this regard.

(aa) SEBI through its letter dated November 20, 2009 has summoned RSL to compel the production of documents as required in the summon before the investigating authority in the matter of Alka Securities Limited. Details required by SEBI have been duly provided.

(bb) SEBI through its letter dated December 30, 2009 has sought explanation on the trades of clients in the scrip Century Enca Limited and the steps taken to ensure that the system is not misused and due diligence is followed. RSL has duly replied to the letter.

(cc) SEBI through its letter dated June 15, 2010 has warned RSL on the trading pattern of one client.

(dd) SEBI has through its letter dated November 18, 2010, sought RSL's comments on the observations made by SEBI during the course of a Limited purpose inspection of Books of accounts and records of RSL. RSL has filed a application seeking extension of time to reply to the observations.

(ee) The SEBI has, through its letter dated January 4, 2011 summoned RSL to provide information in connection with the investigations instituted by the SEBI in the case of buying, selling or dealing in the shares of Zenith Birla (India) Ltd., Supreme Yarn Limited and Alchemist Limited. Further, RSL has, pursuant to its letter February 2, 2011 provided the information required by SEBI.

II. Proceedings initiated by the Stock Exchanges

Since April 2004, aggregate penalties/fines of approximately ₹ 5.10 million have been imposed by the Stock Exchanges and the NSCCL, upon RSL, the details of which are described as below:

(a) The BSE has levied various penalties/ fines aggregating to approximately ₹ 0.40 million on RSL during the period from October 2004 until date for various reasons, including violation of trading limits in certain categories of scrips, entering into transaction on behalf of certain specified clients (which led to price rise), violation of intra-day trading limits, violation observed during inspection, violation of trading limits in Z group securities, bad delivery charges, incorrect punching of individual orders in institutional category late payouts, modification of client codes, etc.

(b) The NSE and NSCCL have levied various penalties/ fines aggregating to ₹ 4.70 million on RSL during the period from April 2004 until date for various reasons, including reporting short collection of margins, violations observed during inspection, violation of exposure limits in the F&O segment dealt for and on behalf of various clients, trading in option segment of the NSE, violation of client level limit for trading in specified scrips, clearing shortage, non-submission of Unique Client Code details, delay in monthly disclosures and delayed uploading of computer to computer link terminal data.

In addition, the BSE, the NSE and the NSCCL have issued various other communications, containing certain other directions or observations. The details of the letters received are as described below:

S. No.	Exchange	Directions/ Observations Issued
1.	BSE	Letter dated June 27, 2005 advising RSL to comply with bulk deal reporting requirements. Pursuant to the letter, RSL has issued internal directions to ensure compliance.
2.	BSE	41 letters issued between July 6, 2005 and March 25, 2010, seeking explanation for entering into specified transactions on behalf of clients, cautioning RSL against placing orders for clients at unrealistic prices and directing RSL to exercise due diligence while dealing for clients. Pursuant to the said letters, RSL has implemented internal mechanisms to ensure compliance.
3.	BSE	Two Letters dated July 17, 2006 and June 20, 2008 imposing certain penalties and letter dated June 23, 2008 warning RSL to desist from entering into, transactions of the nature highlighted in point no. 2 above, in future.
4.	BSE	Letter dated June 30, 2005 cautioning RSL to ensure correct punching of individuals' order under institutional category. Pursuant to the said letter, RSL has issued internal directions to exercise caution.
5.	BSE	Letter dated March 12, 2007, warning RSL for change in authorised capital of the company without taking requisite approval.
6.	NSE	Three letters issued between September 13, 2005 and February 9, 2006 censuring RSL for undertaking change in its shareholding pattern without prior approval of the NSE. RSL has taken the same on record and is ensuring compliance with the same.
7.	NSE	Letter dated September 2, 2005 seeking explanation for change in share holding pattern of the company without obtaining requisite approval. RSL has replied to the letter and the share holding pattern has been approved thereafter by the NSE.
8.	NSE	Letter dated August 24, 2006 seeking explanation regarding the circumstances under which trades were executed for and on behalf of certain clients in the scrip Vardhman Spinning Mills Limited. RSL has duly replied to the letter. No further communication has been received.
9.	NSE	Five letters issued between November 25, 2005 and July 24 2006, seeking explanation regarding the due diligence process adopted by RSL to satisfy itself of the financial status of its clients, monitor client trading *vis-à-vis* income declared by the clients, among other things. RSL has duly

S. No.	Exchange	Directions/ Observations Issued
		replied to the letters. In one of the above matters, the NSE has further requested for the trading status of five clients mentioned in the letter.
10.	NSE	18 letters issued between May 24, 2006 and January 28, 2011, seeking clarifications regarding client transactions in the Future and Option segment and cash segment which were *prima facie* carried out at prices significantly above or below the prevailing market prices, and further advised RSL to review the activity of the clients identified in the letter and to put systems and procedures in place to control reoccurrence of such activity and to report compliance, which has been duly undertaken.
11.	NSE	Four letters dated October 18, 2006, March 29, 2006, March 19, 2008 and June 21, 2010 imposing certain penalties, on grounds highlighted in point no. 10 above
12.	NSE	36 letters between February 1, 2005 and November 12, 2009, including those levying certain late submission charges for reasons, including delayed reporting of details of computer to computer link and expiry of certification (NCFM).
13.	NSCCL	22 letters issued between March 1, 2006 and September 24, 2010, seeking an explanation for failure to make delivery or shortage in delivery against sales made by clients. RSL has duly replied to the letters and no further communication has been received from the NSCCL in relation to any of these matters.
14.	BSE	Three letters dated September 22, 2005, January 6, 2006 and February 28, 2006 imposing certain penalties, respectively in relation to matters of Vijay Textiles Limited, IFSL Limited and Mega Corporation Limited, respectively.
15.	BSE	Six letters between May 25, 2007 and October 12, 2010 seeking clarifications on the observations made by the BSE during the course of an inspection. Further, the BSE has levied a penalty in one of the above matters. Further in the one of the above matters, the BSE, through its letter dated October 9, 2007, asked RSL to ensure compliance of the recommendation made in the letter and report the same to the BSE, which has been duly reported, in two matters has advised RSL to take necessary steps to ensure non-re-occurrence of the non compliances and in one matter the inspection was concluded.
16.	NSE	NSE through its letter dated May 21, 2009 has sought an explanation about the circumstances under which orders were placed on behalf of the specified client. RSL has duly replied to the letters and no further communication has been received from the NSE in this regard.
17.	MCX SX	MCX SX through its letter dated September 1, 2009, has advised RSL to rectify the observations as given in the Internal Audit Report submitted with the exchange. RSL has replied to the letter. Further MCX SX through its letter dated September 30, 2010 has advised for discrepancies in client account opening and warned for wrong reporting of margin.

The details of the show cause notices received by RSL are as follows:

S. No.	Exchange	Directions/ Observations Issued
1.	BSE	A show cause notice dated January 18, 2006 for entering unrealistic prices in the order book. The exchange was informed that control on putting orders at a specific price is better administered through the trading mechanism and requested the exchange to have same filter as applicable on other scrips for the newly introduced scrips also. The BSE through its letter dated May 8, 2006 has advised RSL to exercise caution while placing orders at unrealistic prices and desist from entering into transactions of similar nature in future.
2.	BSE	Letter dated March 27, 2008 seeking an explanation for entering into transactions on behalf of a client, M/s Victory Trading Corporation, who has been debarred by SEBI from buying, selling, dealing or accessing the security market for a specified period. The exchange was duly informed that the SEBI order was stayed by SAT and the client has requested for resuming the trading.
3.	NSE	Notice dated October 10, 2005 and two notices dated June 5, 2006, for late reporting of bulk deals. The information sought by the notice dated October 10, 2005 was sent to the NSE prior to receipt of the show cause and the same was duly updated on the website of the NSE. No reply was therefore sent by RSL. RSL has duly replied to the show cause notices dated June 5, 2006. No further communication has been received from the NSE in this regard.

S. No.	Exchange	Directions/ Observations Issued
4.	NSE	RSL is in receipt of a show cause notice dated March 12, 2007 for entering into transaction on behalf of certain clients in option segment of the NSE as reported in the letter, which has been duly replied to.
5.	NSE	21 show cause notices and letters issued between March 16, 2004 and September 13, 2010, for various violations observed in the course of inspections and seeking an explanation for alleged violations. Further, certain penalties have also been imposed in respect of ten such show cause notices. RSL has duly replied to the show cause notices and letters.
6.	NSE	Two show cause dated May 30, 2006 and September 20, 2006 for mismatches in CTCL data uploaded with the NSE, which has been duly replied to.
7.	NSE	Show cause notice dated April 21, 2006 and January 03, 2011 requiring RSL for issuing advertisements without NSE's prior approval. RSL has replied to the show cause notice. No further communication has been received from the NSE in this regard.
8.	NSE	Letter dated August 5, 2008 seeking an explanation for executing trades in violation of the requirements prescribed for institutional clients. The letter has been duly replied to.
9.	MCX SX	Letter dated May 17, 2010 seeking comments of RSL in regard with observation made in the Inspection report. RSL has duly replied to the letter. Exchange vide its letter dated June 7, 2010 has warned RSL on wrong reporting of client Margin collection and advise RSL in regard with issue related to contract notes not issued in prescribed manner and non maintenance of order book.

In addition to the above, 28 letters have been issued by NSDL between July 12, 2004 and July 17, 2009 respectively, and seven letters have been issued by CDSL between April 5, 2006 and September 18, 2010, respectively, advising to report compliance with the observation made during the course of inspections. Further, NSDL has through certain letters levied penalties aggregating to ₹ 0.20 million and CDSL has levied a penalty of ₹ 3,000.

Religare Venture Capital Limited

Nil.

Religare Health Insurance Company Limited

Nil.

Oscar Investments Limited ("OIL")

Income Tax Proceedings

There are two matters pertaining to income tax claims before the ITAT Mumbai and the High Court of Bombay against OIL for the Assessment Years 1990-91 and 1996-97, where the aggregate amount disallowed as deduction is approximately ₹1.80 million and the tax amount in dispute is approximately ₹0.80 million excluding interest. These matters are currently pending and the date(s) of hearing have not yet been notified.

Non-Compliance with Listing Requirements

(c) OIL received a notice dated April 2, 2004 from the BSE in relation to non-compliance with clause 51 of the listing agreement by OIL. Subsequently, pursuant to a notice dated December 23, 2004, the BSE had suspended trading in the securities of OIL with effect from December 21, 2004, until the completion by OIL of all the formalities for revocation of the suspension. Pursuant to the information provided by OIL, the BSE by its letter dated June 20, 2005 and September 29, 2006 intimated OIL of the decision of the Listing Committee of the BSE to revoke the suspension in the trading of the securities of OIL, subject to (i) payment of the reinstatement fees of ₹ 0.20 million; (ii) submission of an undertaking stating that the promoters' shareholding shall be subject to a lock-in for a period of one year from the date of revocation; (iii) submit profile of directors as per the format prescribed; and (iv) provide an undertaking to the BSE that the submissions made to the RoC and the BSE are the same. Through letters dated September 15, 2005 and October 11, 2006, OIL informed the BSE of fulfilment of all the requirements specified by the BSE. Pursuant to the same, the BSE has revoked the suspension of the trading of the securities of OIL pursuant to order dated November 16, 2006, effective from November 22, 2006.

(d) Further, OIL had in the past not submitted timely disclosures required as per Regulations 6(2) and 6(4) of the Takeover Code as on February 20, 1997 and under Regulation 8(3) of the Takeover Code for the years 1998-2002 and 2006. However, the requisite disclosures under Regulations 6(2) and 6(4) of the Takeover Code have been submitted to the BSE through letter(s) dated October 19, 2006. Further, the requisite disclosures under Regulations 8(3) for the years 1998 – 2002 and 2006 have been submitted to the BSE through letter dated October 31, 2006. In addition, OIL had not in the past submitted timely disclosures in relation to the requirements of clauses 35, 47, 49 and 51 of the Listing Agreement for the period ending September 2006. However appropriate information in relation to the same were submitted by OIL on October 31, 2006 and since December 31, 2006, OIL believes it has been in compliance with the same.

RHC Holding Private Limited (RHC Holding)

Most of the litigations pending against RHC Holding are in the name of Ranbaxy Holding Company or companies merged into Ranbaxy Holding Company. On September 24, 2008, pursuant to a scheme of amalgamation as approved by the order of the High Court of Delhi dated September 4, 2008, Oscar Holdings Private Limited along with Ranbaxy Holding Company (at the time a promoter group company of our Company) merged into RHC Holding (at the time known as "Solaris Finance Private Limited") and hence RHC Holding is a party to the following litigations.

Income Tax Proceedings

There are seven income tax matters pending before the High Court, Chandigarh; ITAT, Delhi and CIT(A), Delhi for the Assessment Years 1994-95, 2005-06, 2006-07, 2007-08 and 2008-09. The aggregate amount of deduction in dispute in respect of assessee company's appeals is approximately ₹702.6 million and the tax amount in dispute is approximately ₹174.1 million, excluding interest. Similarly, the aggregate amount of deduction in dispute in respect of departmental appeals is approximately ₹ 352.1 million and the tax amount in dispute is approximately ₹ 28.7 million, excluding interest. The date(s) of hearing before the ITAT, Delhi for the Assessment Year 2007-08 is March 1, 2011 and for the Assessment Years 2005-06 and 2006-07 are yet to be fixed. The date(s) of hearing before the High Court, Chandigarh and CIT(A), Delhi for the Assessment Years 1994-1995 and 2008-2009 are also yet to be fixed.

Intellectual Property

(a) RHC Holding (the "**Opponent**") has filed a notice of opposition before the Trademarks Registry opposing the registration of trademark application no. 1601240 in class 12 for registration of the trademark "RELIGEAR" in the name of Sunder Auto Industries (the "**Applicant**") as advertised in the Trademarks Journal No. 1399 (R) dated September 1, 2008, which was made available on September 14, 2008. The Opponent has submitted that the Applicant has merely played around with the letters "A", "R" and "E", which amount to a cosmetic change in the impugned mark and the marks are still phonetically identical and visually and structurally they are deceptively similar and inconsequential. Consequently, the registration of the impugned mark would be contrary to the provisions of Sections 9(1), 11(1), 11(3)(a), 11(4), 12 and 18(1) of the TM Act.

(b) RHC Holding (the "**Opponent**") has filed a notice of opposition before the Trademarks Registry opposing the registration of trademark application no. 1654571 in class 09 for registration of the trademark "KELIGARE" in the name of Onav Singh Shekhawat (the "**Applicant**") as advertised in the Trademarks Journal No. 1402 (R) dated October 16, 2008, which was made available on October 16, 2008. The Opponent has submitted that the very adoption of the impugned mark being *ab initio, mala fide* and dishonest and only with a view to ride upon the immense reputation of the Opponent's mark, the alleged use as claimed by the Applicant is denied *in toto*. Consequently, the registration of the impugned mark would be contrary to the provisions of Sections 9(1), 11(1), 11(3)(a), 11(4), 12 and 18(1) of the TM Act. The Trademarks Registry has taken the opposition on record. At present no counter statement has been received from the Applicant. The time period to file the counter statement by the Applicant expired on September 29, 2009. The matter is currently pending.

Miscellaneous

The National Pharmaceutical Pricing Authority ("**NPPA**") has raised a demand notice dated February 24, 2000 for approximately ₹ 33 million with interest on the erstwhile Oscar Laboratories Private Limited (since amalgamated with Ranbaxy Holding Company), on the ground of overcharging "Gramogyl" formulations. Ranbaxy Holding Company has challenged this demand in the High Court of Delhi by way of Writ Petition (No. 3125 of 2001) against the Union of India, NPPA and the Drug Control Department, NCT of Delhi. As per order of the High Court of Delhi, Ranbaxy Holding Company has deposited a sum of ₹ 12.90 million with the High Court of Delhi, against the aforesaid demand. The matter is pending for final disposal in the High Court of Delhi, for which the next date of hearing is yet to be notified.

Luxury Farms Private Limited

Nil

Malav Holdings Private Limited

Nil

R.C. Nursery Private Limited

Nil

Shivi Holdings Private Limited

Nil

Vistas Realtors Private Limited

Nil

Greenview Buildtech Private Limited

Nil

Meadows Buildtech Private Limited

Nil

ANR Securities Limited

Nil

Hospitalia Information Systems Private Limited

Nil

Bindas Realtors Private Limited

Nil

Green Biofuels Farms Private Limited

Nil

A-1 Book Company Private Limited

Nil

Fortis Global Healthcare Limited

Nil

Hospitalia Eastern Private Limited

Nil

RHC Finance Private Limited

Nil

Todays Holdings Private Limited

Nil

Religare Infotech Private Limited

Nil

RHC Financial Service (Mauritius) Limited

Nil

Malar Stars Medicare Limited

Nil

Religare Aviation Training Academy Private Limited

RATAPL has filed five criminal complaints under section 138 of the Negotiable Instruments Act for dishonour of cheques, against the respective defaulters for recovery of an aggregate amount of ₹ 850,000.

Religare Voyages Business Services Private Limited

Nil

Religare Aviation Engineering Private Limited

Nil

Religare Voyages (Ireland) Limited

Nil

Religare Global Asset Management Inc.

Nil

GOVERNMENT AND OTHER APPROVALS

In view of the approvals listed below, our Company can undertake this Issue and our current business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to undertake this Issue or continue our business activities. Unless otherwise stated, these approvals are all valid as of the date of this Draft Red Herring Prospectus. For further details in connection with the regulatory and legal framework within which we operate, see the section titled "*Regulations and Policies*" on page 84.

A. Approvals in relation to our Company's incorporation

1. Certificate of incorporation dated July 7, 1995 granted to our Company by the RoC.

B. Approvals related to this Issue

1. In-principle approval from the NSE dated [●];

2. In-principle approval from the BSE dated [●];

3. Our Board has, pursuant to its resolutions dated February 7, 2011, authorised this Issue; and

4. The shareholders of our Company have, pursuant to their resolution dated February 7, 2011 authorised this Issue.

C. Business and Project Approvals

We require various approvals for us to carry on our business in various states in India. Some of our business related approvals may expire in the ordinary course of business and applications for renewal of these approvals are submitted in compliance with applicable law. Our Company has received the following significant approvals pertaining to its business and projects:

Our Company

(i) Business approvals and certifications

S. No.	Approval Granted	Authority	Reference / Registration/Authorization Number	Date Granted	Validity
Owned Laboratories					
Jalandhar					
1.	Authorization under Bio-Medical Waste (Management and Handling) Rules, 1998 framed under Environment (Protection) Act, 1986 for operation of a facility for generation,collection,reception,storage,transportation,treatment/disposal and/or handling of bio-medical waste	Environmental Engineer, Punjab Pollution Control Board, Jalandhar	BMW/ROJ/JAL/BMW/F-568	September 10, 2010	March 31, 2011
2.	Registration under the Punjab VAT Act, 2005	Excise and Taxation Office, Ludhiana	03202054209	November 19, 2008	Until cancelled
3.	Registration under the Central Sales Tax (Registration and Turnover) Rules, 1957	Excise and Taxation Officer, Ludhiana	03202054209	November 19, 2008	Until cancelled
Hyderabad					
1.	Authorization under section 25/26 of the Water (Prevention and Control of Pollution) Act, 1974 and section 21 of the Air (Prevention and Control of	Agreement with SembRamky Environmental Management Private Ltd.	-	April 1, 2010	March 31, 2011

S. No.	Approval Granted	Authority	Reference / Registration/Authorization Number	Date Granted	Validity
	Pollution) Act, 1981 and authorization under Bio-Medical Waste (Management and Handling) Rules, 1998 framed under Environment (Protection) Act, 1986 for operation of a facility for generation,collection,reception,storage,transportation,treatment/disposal and/or handling of bio-medical waste				
2.	Registration for carrying out genetic counselling, pre natal diagnostic procedures for non invasive ultrasound, pre natal diagnostic tests, ultrasonography	Appropriate Authority under the Pre-Natal Diagnostic Techniques (Registration and Prevention of Misuse) Act, 1994	0116A747	April 1, 2010	March 30, 2015
3.	Registration under Andhra Pradesh VAT Act, 2005	Registering Authority, Commercial Taxes Department, Government of Andhra Pradesh	28442819032	December 23, 2008	Until cancelled
4.	Registration under the Central Sales Tax Act, 1956	Registering Authority, Commercial Taxes Department, Government of Andhra Pradesh	28442819032	December 23, 2008	Until cancelled
5.	Trade license to operate pathological laboratory diagnostic centres with all equipment	Greater Hyderabad Municipal Corporation	056-396-0708	September 30, 2010	2010-2011
Chennai					
1.	Authorization under Bio-Medical Waste (Management and Handling) Rules, 1998 framed under Environment (Protection) Act, 1986 for operation of a facility for generation,collection,reception,storage,transportation,treatment/disposal and/or handling of bio-medical waste	Agreement with Tamil Nadu Waste Management Ltd.	-	April 1, 2010	March 31, 2011
2.	Registration for carrying out pre natal diagnostic procedures approved for ultrasound	Appropriate Authority under the pre-natal Diagnostic Techniques (Prohibition of Sex Selection) Act, 1994	PNA/2957/2007	December 20, 2007	December 19, 2012
3.	Certificate under rule 4 of the Tamil Nadu Industrial Establishment	Assistant Inspector of Labour-XXXII, Circle, Chennai	R.DIS.100/2009	June 5, 2009	Until cancelled
Bangalore					
1.	Registration under the Karnataka Shops and Commercial Establishments	Office of the Inspector under Karnataka Shops	1257/2007	December 12, 2007	December 31, 2013

S. No.	Approval Granted	Authority	Reference / Registration/Authorization Number	Date Granted	Validity
	Act, 1961	and Commercial Establishments Act, 1961			
2.	Consent for discharge of effluents under the Water (Prevention and Control of Pollution) Act 1974 and Emissions under the Air (Prevention and Control of Pollution) Act 1981	Karnataka State Pollution Control Board	PCB/63/BMW-10/1058	September 20, 2010	June 30, 2013
3.	Authorization under Bio-Medical Waste (Management and Handling) Rules, 1998 framed under Environment (Protection) Act, 1986 for operation of a facility for generation,collection,reception,storage,transportation,treatment/disposal and/or handling of bio-medical waste	Memorandum of Understanding with SembRamky Environmental Management Private Limited	-	December 1, 2009	March 31, 2011
4.	Registration for carrying out pre natal diagnostic procedures approved for ultrasound scanning clinic	Appropriate Authority under the Pre-Natal Diagnostic Techniques (Regulation and prevention of Misuse) Act, 1994	16	February 19, 2007	January 31, 2012
Lucknow					
1.	Authorisation under Bio Medical Waste Rule 1998 for disposal of bio medical waste under the membership with M/s. S.S. Medical (I) Private Limited, Faizabad	Regional Officer, Uttar Pradesh Pollution Control Board, Lucknow read with service certificate issued by M/s. S.S. Medical Systems (I) Private Limited	2657/BMW-632/10	September 16, 2010	June 30, 2011
2.	Registration of Pathology Laboratory	Office of the Chief Medical Officer, Lucknow	P-10/266	June 21, 2010	April 30, 2011
3.	Registration under the Uttar Pradesh VAT Act, 2008	Department of Commercial Taxes	09765710290	August 26, 2010	Until cancelled
4.	Registration under the Central Sales Tax (Registration And Turnover) Rules, 1957	Registration Cell, Commercial Taxes Department	09765710290	August 26, 2010	Until cancelled
Indore					
1.	Registration under the Madhya Pradesh Shops and Establishments Act, 1958	Inspector, Shops and Establishments, Indore, Madhya Pradesh	1210/IND/CE/10 (Rew)	January 23, 2010	December 31, 2014
2.	Authorization under Bio-Medical Waste (Management and Handling) Rules, 1998 for operation of a facility for generation,collection,reception,storage,transportation,treatment/disposal and/or handling of	Madhya Pradesh Pollution Control Board read with service agreement with M/s. Hoswin Incinerator Private Limited dated	BMW Auth no. 421/IND/27.7.2009	July 27, 2009	July 31, 2011

S. No.	Approval Granted	Authority	Reference / Registration/Authorization Number	Date Granted	Validity
	bio-medical waste	May 30, 2008, valid till December 31, 2010			
3.	Registration for carrying out pre-natal diagnostic procedures, ultrasonography under the Pre Natal Diagnostic Techniques Act, 1994	Collector and Appropriate Authority, PC & PNDT Act, 1994	313	January 2, 2010	September 20, 2008 to September 19, 2013
4.	License under section 366 & 427 of Indore Nagar Palik Nigam Akhadya & Anya Vyapar Samagri Sambandhi Nagar Palik Nigam Vidhan, 1956 for X-Ray Laboratory	Office of the License Officer, Indore Nagar Palik Nigam	421854	June 7, 2010	April 1, 2010 to March 31, 2011
5.	License under section (4) of Madhya Pradesh Upcharyagrah Tatha Rujopcher Sambandhi Sthapanaye (Registrikaran Tatha Anugyapan) Adhiniyam, 1973 for carrying on allopathic system of medicines	Office of the Chief Medical & Health Officer, Indore	No. 547	December 1, 2009	March 31, 2012
Pune					
1.	Registration under the Maharashtra Shops and Establishments Act, 1961 and Mumbai Shop and Establishment Act, 1948	Inspector, Mumbai Shops and Establishments Act, Pune.	Shivaji/II/28253	October 19, 2007	Valid up to 2012
2.	Certificate for Bio- Medical Waste Treatment Facility	Passco Environmental Solutions Pvt. Ltd.	000704	September 13, 2010	April 19, 2011
3.	Registration for carrying out genetic counselling, pre-natal diagnostic procedures, pre natal diagnostic tests, ultrasonography	Deputy Medical Officer of Health, Pune Municipal Corporation	No. 400/07	December 5, 2007	October 7, 2012
4.	Registration under Maharastra VAT Act, 2002	Maharashtra Revenue Authority	27790409193V	August 12, 2009	Until cancelled
5.	Registration under the Central Sales Tax (Registration and Turnover) Rules, 1957	Sales Tax Officer	27790409193C	August 12, 2009	Until cancelled
Ludhiana					
1.	Authorization under Bio-Medical Waste (Management and Handling) Rules, 1998 framed under Environment (Protection) Act, 1986 for operation of a facility for generation,collection,reception,storage,transportation,treatment/disposal and/or handling of bio-medical waste	Agreement dated November 19, 2008 with SembRamky Environmental Management Pvt. Ltd.	-	November 19, 2008	November 18, 2011
2.	Registration under Punjab VAT Act, 2005	Excise and Taxation Officer, Ludhiana	03202054209	November 26, 2008	Until cancelled
3.	Registration under section 7 (1) 7 (2) of the Central Sales Tax Act, 1956	Excise and Taxation Officer, Ludhiana	03202054209	November 26, 2008	Until cancelled
Kolkata					

S. No.	Approval Granted	Authority	Reference / Registration/Authorization Number	Date Granted	Validity
1.	Certificate of Enlistment (Trade License) issued subject to the provisions of the West Bengal Fire Services Act, 1950	Kolkata Municipal Corporation	306324001190	July 22, 2010	March 31, 2011
2.	Licence under the West Bengal Clinical Establishments (Amendment) Act, 1950 for Pathological Lab (Large), OPD (One Specialist)	Deputy Director of Health Services (Admin): West Bengal	L/0053/08/R/0035	January 14, 2009	October 30, 2011
3.	Authorization under Bio-Medical Waste (Management and Handling) Rules, 1998 for generation, collection, reception, storage, transportation, treatment, disposal and/or any other form of handling of bio medical waste	West Bengal Pollution Control Board read with agreement with SembRamky Environmental Management Private Limited dated April 23, 2009 valid till April 22, 2011	No. D003836	December 1, 2008	February 28, 2011
4.	Consent to operate for health care establishment under sections 25 and 26 of the Water (Prevention and Control of Pollution) Act, 1974 and section 21 of the Air (Prevention and Control of Pollution) Act, 1981	West Bengal Pollution Control Board	17/2/WBPCB-RO-I/R/931	March 1, 2008	February 28, 2011
Mumbai (Andheri Lab)					
1.	Registration under the Bombay Shops and Establishments Act, 1948	Inspector under the Bombay Shops and Establishments Act, 1948	760144141/Commercial II Ward KE	May 25, 2010	December 31, 2012
2.	Authorization for operating a facility for generation, storage and disposal of bio medical waste	Maharastra Pollution Control Board read with agreement with SMS Envoclean Private Limited	MPCB/SRO-M-II/TB/Autho/48	September 6, 2010	August 30, 2013
3.	Registration under the Pre-natal Diagnostic Techniques (Regulation and Prevention of Misuse) Act, 1994 for pre natal diagnostic procedures approved for genetic clinic for non invasive ultrasound	Medical Officer Health, Public Health Department, Government of Maharastra	ACKE/014461/MOHKE/90	August 13, 2010	August 1, 2015
4.	Registration under the Maharastra VAT Act, 2002	Maharashtra Revenue Authority	27790409193V	August 12, 2009	Until cancelled
5.	Registration under the Central Sales Tax (Registration and Turnover) Rules, 1957	Maharashtra Revenue Authority	27790409193C	August 12, 2009	Until cancelled
Mumbai (Kharghar)					
1.	Registration under the Bombay Shops and Establishments Act, 1948	Inspector under the Bombay Shops and Establishments Act, 1948	II 17/2023	March 24, 2009	December 31, 2012

S. No.	Approval Granted	Authority	Reference / Registration/Authorization Number	Date Granted	Validity
2.	Authorization for operating a facility for generation, storage and disposal of bio medical waste	Regional Officer, Maharashtra Pollution Control Board	MPCB/ROR/BMW-Auth-27	May 15, 2009	March 31, 2012
3.	Registration under the Maharastra VAT Act, 2002	Regional Officer, Maharashtra Revenue Authority	27790409193V	August 12, 2009	Until cancelled
4.	Registration under the Central Sales Tax (Registration and Turnover) Rules, 1957	Maharashtra Revenue Authority	27790409193C	August 12, 2009	Until cancelled
5.	Authorization for operating a facility for generation, storage and disposal of bio medical waste	Service certificate issued by CBMW-TSDF at MIDC, Taloja	MWM-BMW-NVM-0654	-	March 31, 2011
Mumbai (Parel)					
1.	Registration certificate of establishment under Bombay Shops and Establishments Act, 1948	Inspector under the Bombay Shops and Establishments Act, 1948	760086810/Commercial II Ward FS	February 25, 2009	December 31, 2012
2.	Authorization for operating a facility for generation, storage and disposal of bio medical waste	Regional Officer, Maharashtra Pollution Control Board read with agreement with SMS Envoclean Private Limited dated June 1, 2009, valid till December 31, 2010	MPCB/ROM/BMW/Autho/2476/2073	June 30, 2009	June 30, 2012
3.	Registration under the Maharashtra VAT Act, 2002	Maharashtra Revenue Authority	27790409193V	August 12, 2009	Until cancelled
4.	Registration under the Central Sales Tax (Registration and Turnover) Rules, 1957	Maharashtra Revenue Authority	27790409193C	August 12, 2009	Until cancelled
Ahmedabad					
1.	Registration under the Bombay Shops and Establishments Act, 1948	Deputy Municipal Commissioner	PII/EL/05/0000988/ELLISBRIDGE	May 20, 2008	Valid up to 2013.
2.	Authorization under rule 8(4) of the Biomedical Wastes (Management and Handling) Rules 1998	Gujarat Pollution Control Board read with agreement with M/s. SembRamky Environment Management Private Limited	TRL – 304433	August 6, 2010	August 5, 2011
3.	Registration under the Pre-natal Diagnostic Techniques (Regulation and Prevention of Misuse) Act, 1994 for genetic counselling centre/genetic laboratory/genetic clinic/ultra sound clinic/imaging centre for carrying out genetic	District Magistrate, Ahmedabad	755	February 5, 2008	February 4, 2013

S. No.	Approval Granted	Authority	Reference / Registration/Authorization Number	Date Granted	Validity
	counselling/pre-natal diagnostic procedure/pre natal diagnostic tests and ultrasonography				
New Delhi					
1.	Registration under the Delhi Shops and Establishment Act, 1954	Department of Labour, Government of NCT of Delhi	2010016244	May 21, 2010	Until cancelled
2.	Authorization for operating a facility for collection, reception, treatment, storage, transport and disposal of bio-medical wastes	Agreement with Synergy Waste Management Private Limited dated November 8, 2010	-	November 1, 2010	October 31, 2011
3.	Certificate of registration to the ultrasound clinic under the Pre-natal Diagnostic Techniques (Regulation and Prevention of Misuse) Act, 1994 for pre natal diagnostic procedures approved for non invasive ultrasound	Office of the Chief District Medical Officer (East District), Government of NCT of Delhi	DL/ED/103	May 29, 2008	May 28, 2013
4.	Registration under the Delhi Value Added Tax, 2004	Department of Value Added Tax, Government of NCT of Delhi	07380361976	July 14, 2009	Until cancelled
5.	Registration under the Central Sales Tax (Registration & Turnover) Rules, 1957	Depart of Trade and Taxes, Government of NCT of Delhi	07380361976	July 14, 2009	Until cancelled
Reference Laboratories					
Kolkata (Salt Lake)					
1.	Registration under the West Bengal Shops and Establishments Act, 1963	Inspector, Shops and Establishment Act	N24 Pgs/ Bidhannagar (E)/ P-II/1863	June 25, 2010	June 24, 2013
2.	Consent to operate for health care establishment under sections 25 and 26 of the Water (Prevention and Control of Pollution) Act, 1974 and section 21 of the Air (Prevention and Control of Pollution) Act, 1981	West Bengal Pollution Control Board	2306 2A/24/R/86/8-9	September 2, 2008	July 31, 2011
3.	Authorization under Bio-Medical Waste (Management and Handling) Rules, 1998 for operation of a facility for collection, reception, storage, treatment and disposal of bio-medical waste	Agreement with SembRamky Environmental Management Private Limited dated June 9, 2010 valid till June 8, 2012	-	June 9, 2010	June 8, 2012
4.	Consent to Establish (NOC) from Environmental Point of view	West Bengal Pollution Control Board	518-2N/Z II/R/340	December 28, 2007	December 31, 2012
5.	Certificate of registration for carrying out genetic counselling, pre natal diagnostic procedures, pre natal diagnostic tests, ultrasonography	Chief Medical Officer of Health, North 24, Paraganas	P.N.D.T./154/ BKP/2009	October 1, 2009	June 16, 2013

S. No.	Approval Granted	Authority	Reference / Registration/Authorization Number	Date Granted	Validity
6.	Licence under the West Bengal Clinical Establishments (Amendment) Act, 1998 for Poly Clinic of Super Religare Laboratories Limited	Chief Medical Officer of Health, North 24, Paraganas	1458/N/2010	August 18, 2010	September 10, 2011
7.	Licence under the West Bengal Clinical Establishments (Amendment) Act, 1998 for Pathological Lab (Large), X-ray, U.S.G., E.C.G. of Super Religare Laboratories Limited	Chief Medical Officer of Health, North 24, Paraganas	1282/N/2008	October 7, 2009	August 18, 2012
8.	Certificate of Enlistment (Trade License)	License Department, Bidhannagar Municipality	06/119/14/05073	June 4, 2010	March 31, 2011
Gurgaon					
1.	Registration certificate for medical laboratories under section 13 of the Punjab Shops and Commercial Establishments Act, 1958	Inspector, Shops and Commercial Establishments, Gurgaon Circle-2-6	PSA/REG/GGN/LI-GGN-2-6/0034534	August 29, 2010	March 31, 2013
2.	Bio medical waste authorization certificate for generation, collection, reception, transportation, storage, treatment, disposal and handling of bio-medical waste under Bio Medical Waste (Management and Handling) Rules, 1998	Regional Office, Gurgaon Region, Haryana State Pollution Control Board read with agreement between the Company and Vulcan Waste Management Private Limited dated April 1, 2010, valid till March 31, 2011	No. HSPCB/GR/2008/3769	August 5, 2008	March 31, 2011
3.	Consent for emission of air under section 21/22 of the Air (Prevention and control of pollution) Act, 1981	Regional Office, Gurgaon Region, Haryana State Pollution Control Board	No. HSPCB/GR/Air Consent/2009/9351	November 30, 2009	March 31, 2013
4.	Consent for discharge of effluent under section 25/26 of the Water (Prevention and control of pollution) Act, 1974	Regional Office, Gurgaon Region, Haryana State Pollution Control Board	No. HSPCB/GR/Water Consent/2009/9349	November 30, 2009	March 31, 2013
5.	No objection certificate from the fire safety point of view	Municipal Corporation, Gurgaon granted to Bar Chem Limited	Ref. No. F.S. 2010/2584	April 6, 2010	April 26, 2011
6.	Certificate of Registration under Prenatal Diagnostic Techniques (Regulation & Prevention of Misuse) Act, 1994 for prenatal diagnostic procedure approved for (genetic clinic) Ultrasound	Civil Surgeon, Gurgaon	AA/GGN/07/0112	October 24, 2007	October 23, 2012
7.	Certificate of registration under the PNDT Act for pre natal diagnostic tests,	Civil Surgeon, Gurgaon	AA/GGN/08/0120	May 1, 2008	April 30, 2013

S. No.	Approval Granted	Authority	Reference / Registration/Authorization Number	Date Granted	Validity
	ultrasonography				
8.	Registration under the Haryana VAT Act, 2003	Commercial Taxes Department	06471827419	June 11, 2007	Until cancelled
9.	Registration under the Central Sales Tax Act, 1956	Commercial Taxes Department	06471827419	June 11, 2007	Until cancelled
Mumbai (Pahadi, Goregaon)					
1.	Registration under Bombay Shops and Establishments Act, 1948	Inspector under the Bombay Shops and Establishments Act, 1948	760112220/Commercial II Ward PS	October 12, 2009	December 31, 2012
2.	Consent to operate under section 25 of the Water (Prevention and Control of Pollution) Act, 1974 and section 21 of the Air (Prevention and Control of Pollution) Act, 1981 and authorization/renewal of authorization under Rule 5 of the Hazardous Wastes (Management and Handling) Rules, 1989 and Amendment Rules, 2003	Regional Officer, Maharashtra Pollution Control Board	BO//ROM/R/CCHWA/R/697	November 7, 2009	October 20, 2012
3.	Authorization for operating a facility for generation, of bio medical waste	Regional Officer, Maharashtra Pollution Control Board read with agreement with SMS Envoclean Private Limited dated June 1, 2009, valid till December 31, 2010	MPCB/ROM/BMW/MU-1869-10/Autho-21	January 17, 2011	December 1, 2012
4.	Certificate of registration under the Pre-Conception and Pre-Natal Diagnostic Techniques (Regulation and Prevention of Misuse) Act, 1994 for pre natal diagnostic tests for genetic laboratory) chromosomal studies and molecular studies	Medical Officer Health, Public Health Department, Government of Maharashtra	PS/51	December 23, 2009	December 22, 2014
5.	Certificate of registration under the Pre-Natal Diagnostic Techniques (Regulation and Prevention of Misuse) Act, 1994 for pre natal diagnostic procedures approved for ultrasound	Medical Officer Health, Public Health Department, Government of Maharashtra	PS/50	December 23, 2009	December 22, 2014
6.	Plan approval of radio-immunoassay laboratory for approval of layout from the radiological safety point of view	Scientific Officer, Radiological Safety Division, Atomic Energy Regulatory Board, Government of India	AERB/RSD/RIA-PL/BY-122/2009/9491	September 16, 2009	Until cancelled
7.	Approval for the layout of medical diagnostic installation	Scientific Officer, Radiological	AERB/RSD/MX/MH/0183/20	March 18, 2010	Until cancelled

S. No.	Approval Granted	Authority	Reference / Registration/Authorization Number	Date Granted	Validity
	(X-ray, CT-scan and mammography installations) at Super Religare Laboratories, Mumbai	Safety Division, Atomic Energy Regulatory Board, Government of India	10/2583		
8.	Registration under the Maharashtra VAT Act, 2002	Maharashtra Revenue Authority	27790409193V	August 12, 2009	Until cancelled
9.	Registration under the Central Sales Tax (Registration and Turnover) Rules, 1957	Maharashtra Revenue Authority	27790409193C	August 12, 2009	Until cancelled
Bangalore (Bannerghatta Road)					
1.	Registration Certificate of Establishment under Karnataka Shops & Establishment Act, 1961	Office of the Inspector under Karnataka Shops & Establishment Act, 1961	3402/10	October 11, 2010	December 31, 2014
2.	Consent for Establishment under the Water (Prevention & Control of Pollution) Act, 1974 and the Air (Prevention & Control of Pollution) Act, 1981 to establish the Diagnostic Centre	Karnataka State Pollution Control Board	PCB/ 189/BMW-10 H 1694	January 13, 2011	January 11, 2011 to January 12, 2014
3.	Certificate of Registration under PNDT Act, 1994 for Ultrasound Scanning Clinic	District Health & Family Welfare Officer, Bangalore	1098	January 29, 2011	January 10, 2016
4.	Authorization for operating a facility for generation, collection, storage/disposal and or handling of biomedical wastes granted by the authority in exercise of its powers under rule 7(5) of the Bio Medical Waste (Management & Handling) Rules, 1998 of the Environment Protection Act, 1986	MOU with Maridi Eco Industries Private Ltd.		December 1, 2010	November 30, 2011
Fortis hospital based laboratories					
Amritsar					
1.	Registration under section 13 of the Punjab Shops and Commercial establishment Act, 1958	Circle No II Amritsar (PB), Inspector of Shops and Commercial Establishment	ASR/II/03/825/ 9/1/03	January 9, 2003.	March 31, 2011.
2.	Authorization for operating a facility for generation, collection, storage/disposal and or handling of biomedical wastes granted by the authority in exercise of its powers under rule 7(5) of the Bio Medical Waste (Management & Handling) Rules, 1998 of the Environment Protection Act, 1986	Senior Environmental Engineer, Punjab Pollution Control Board	BMW/ZO-J/ASR/2010/ R-24	April 19, 2010.	March 31, 2012
3.	License for the operation of computed tomography installation granted under	Atomic Energy Regulatory Board, Government of	143004. PJ.001 (D).	-	December 31, 2014

S. No.	Approval Granted	Authority	Reference / Registration/Authorization Number	Date Granted	Validity
	section 16 of the Atomic Energy Act, 1962 read in conjunction with sub-rule 3 of the Atomic Energy (Radiation Protection) Rules, 2004	India			
4.	Registration for purposes of carrying out genetic counselling/ prenatal diagnostic procedures/ prenatal diagnostic tests under section 19(1) of the Prenatal Diagnostics Techniques (Regulation and Prevention of Misuse) Act, 1994.	Appropriate Authority under the PNDT Act, Amritsar	-	March 7, 2008.	September 28, 2011
5.	Registration for operation of medical X-Ray installation under section 16 of the Atomic Energy Act, 1962 read in conjunction with sub-rule 3(3) of the Atomic Energy (Radiation Protection) Rules, 2004.	Atomic Energy Regulatory Board	143004.P.J.001(A)	-	March 31, 2015
6.	Registration for operation of Medical X-Ray Installation under section 16 of the Atomic Energy Act, 1962 read in conjunction with sub-rule 3(3) of the Atomic Energy (Radiation Protection) Rules, 2004.	Atomic Energy Regulatory Board	143004.PJ.001(B)	-	March 31, 2015
7.	Registration for operation of Medical X-Ray Installation under section 16 of the Atomic Energy Act, 1962 read in conjunction with sub-rule 3(3) of the Atomic Energy (Radiation Protection) Rules, 2004.	Atomic Energy Regulatory Board	143004.PJ.001(C)	April 23, 2010	March 31, 2015
8.	Certificate of registration under the Punjab Value Added Tax Act, 2005	Excise and Taxation Officer, Amritsar	03832013850	January 22, 2006 (liable to pay tax from April 12, 2005)	Until cancelled
Karol Bagh					
1.	Registration of the genetic Counselling Centre under section 19(1) of the Prenatal Diagnostic Techniques (Regulation and Prevention of Misuse) Act, 1994	Directorate of the Health Services Govt of N.C.T Delhi	DL/Central/41/2007	October 16, 2007.	October 16, 2012
2.	Registration under Delhi Value Added Tax Act, 2004 under Rule 14 of the Delhi Value Added Tax Rules, 2005.	Department of Value Added Tax	07520299625	September 12, 2005.	Until cancelled
3.	Registration under Central Sales Tax (Registration and Turnover) Rules 1957	Notified Authority under the Central Sales Tax (Registration and Turnover) Rules 1957	07520299625	September 12, 2005.	Until cancelled
Jaipur					
1.	Registration under rule 4	Inspector, Shops	SH	June 18, 2007	Until

S. No.	Approval Granted	Authority	Reference / Registration/Authorization Number	Date Granted	Validity
	Rajasthan Shops and Commercial Establishments Act, 1958	and Commercial Establishment Act, Jaipur	374/R9C/PAGE44/2007		cancelled
Noida					
1.	Authorization for the procurement of radioactive materials under section 16 of the Atomic Energy Act 1962 read in conjunction with Rule 3 and 7 of the Atomic Energy (Radiation Protection Rules), 2004.	Atomic Energy Regulatory Board	AERB/RSD/NM/DL111/NM-AUTH/2010/199	January 6, 2010	April 1, 2010 to January 31, 2011.
2.	Approval of the lay out plan for nuclear medicine PET-CT laboratory	Atomic Energy Regulatory Board	AERB/RSD/NM-PLN/DL111/2008 1174	November 18, 2008.	Until cancelled
3.	Registration certificate for operation of X-RAY installation	Atomic Energy Regulatory Board	201301.UP.001(A)	July 14, 2009	December 31, 2014.
4.	Registration certificate for operation of X-RAY installation	Atomic Energy Regulatory Board	201301.UP.001(B)	-	December 31, 2012.
5.	Grant of authorization under Bio-Medical Waste (Management & Handling Rules 1998.	Uttar Pradesh Pollution Control Board.	4198/BMW/I-3/2010	February 19, 2010.	December 31, 2010
6.	Certificate of registration under section 19(1) of the Prenatal Diagnostics Techniques Regulation and Prevention of Misuse Act, 1994 for ultrasound (for genetic clinic).	Appropriate Authority under the PNDT Act	98	April 1, 2009	November 1, 2004, to March 31, 2014
7.	License to operate interventional radiology (CATH LAB) installation under section 16 of the Atomic Energy Act, 1962 read in conjunction with sub-rule 3(3) of the Atomic Energy (Radiation Protection) Rules, 2004.	Atomic Energy Regulatory Board	201301.UP.001(T)	November 13, 2007	December 31,2012
Faridabad					
1.	Registration under the Punjab Shops and Establishment Act, 1958	Labour Inspector, Shops and Establishment Act	L-24/KW/4805	November 4, 2008	March 31, 2011
2.	Authorization for operating a facility for generation, storage and disposal of bio medical waste	Agreement with Vulcan Waste Management Private Limited	-	April 1, 2010	March 31, 2011
3.	Registration for operation of X-Ray installation	Atomic Energy Regulatory Board	121001.HN.001(D)	August 21, 2009	December 31, 2014.
4.	Registration for operation of X-Ray installation	Atomic Energy Regulatory Board	121001.HN.001(E)	August 21, 2009	December 31, 2014.
5.	Registration for operation of X-Ray installation	Atomic Energy Regulatory Board	121001.HN.001(H)	August 21, 2009	December 31, 2014.
6.	Registration for operation of X-Ray installation	Atomic Energy Regulatory Board	121001.HN.001(A)	August 21, 2009	December 31, 2014.
7.	Registration for operation of X-Ray installation	Atomic Energy Regulatory Board	121001.HN.001(B)	August 21, 2009	December 31, 2014.

S. No.	Approval Granted	Authority	Reference / Registration/Authorization Number	Date Granted	Validity
8.	Registration for operation of X-Ray installation	Atomic Energy Regulatory Board	121001.HN.001(C)	August 21, 2009	December 31, 2014.
9.	Registration for operation of X-Ray installation	Atomic Energy Regulatory Board	121001.HN.001(F)	August 21, 2009	December 31, 2014.
10.	Registration under section 19, PNDT Act.	District Appropriate Authority	PNDT/FBD/2006/03	August 9, 2006	August 8, 2011
11.	Registration certificate under section 11 of the Haryana Value Added Tax	Assessing Authority	06531321240	April 1, 2003.	Until cancelled.
12.	Registration as a dealer under section 7(1)/7(2) of the Central Sales Tax Act, 1956.	Assessing Authority	06531321240	May 16, 2003	January 8, 2003 to until cancelled
Bangalore					
1.	Consent for discharge of effluent under section 25 of the Water Act, 1974 and emissions under the Air Act, 1981	Karnataka State Pollution Control Board	1193	October 12, 2010	June 30, 2013
2.	Authorization for operating a facility for collection, reception, treatment, storage, transport and disposal of bio-medical wastes.	Karnataka State Pollution Control Board	2914	September 22, 2010	June 30, 2013
3.	Registration under section 19(1) of PNDT ACT for the genetic counselling centre for carrying out genetic counselling, pre natal diagnostic procedures, test and ultra sonography	District Health and Family Welfare Officer, Bangalore District	925	July 18, 2008.	July 17, 2013.
4.	Approval under Medical Termination of Pregnancy Act, 1971.	District MTP Committee and District Health & Family Welfare Officer, Bangalore Urban District Chairman	168:08-09	July 17, 2008.	Until cancelled
5.	Registration under section 22 of the Karnataka Value Added Tax Act, 2003 read with Rule 9(1) and registration under CST Act, 1956 and permission to purchase certain class of goods(hospital consumables, medicines implants narcotic drugs) availing concessional rate of tax under section 8(1) of the CST Act, 1956	Assistant Commissioner of Commercial Taxes.	29550386594	October 12, 2009	April 1, 2005 to until cancelled.
6.	Certificate of license to trade	Commissioner, Bruhat Bangalore Mahanagar Palike	11012	April 1, 2010	March 31, 2011
7.	Certificate of registration with the Central Board of Excise and Custom	Superintendent/Registration Service Tax Commisionerate	AABCL0711DSD001	April 16, 2010	Until cancelled
Fortis La Femme					
1.	Registration under section 19(1) of PNDT Act, 1994.	Appropriate Authority- South	D2/SD/162/2004-05	January 20, 2010	April 15, 2014

S. No.	Approval Granted	Authority	Reference / Registration/Authorization Number	Date Granted	Validity
		District, Delhi.			
2.	Authorization for operating a facility for collection, reception, treatment, storage, transport and disposal of bio-medical wastes.	Delhi Pollution Control Committee	DPCC/2212-2214	January 14, 2010.	November 6, 2011
3.	Registration for the operation of diagnostic X-RAY installation	Atomic Energy Regulatory Board	110048.DL.001(A)	-	December 31, 2013
Vashi					
1.	Authorization for generation of Bio-Medical Waste under of the Bio-Medical Waste Rules.	Maharashtra Pollution Control Board	MPCB/RO(HQ)BMW-Navi Mumbai-28/2008	September 20, 2008.	March 31, 2011.
2.	Approval of layout drawings of X-Ray installation from a radiation safety view point	Atomic Energy Regulatory Board, Government of India	AERB/RSD/X-Ray/MH/2008/4561	May 13, 2008.	Until cancelled
3.	Approval of layout drawings of cath lab installation from a radiation safety view point	Atomic Energy Regulatory Board, Government of India	AERB/RSD/X-Ray/MH/2008/2722	February 29, 2008.	Until cancelled
4.	License for operating the computed tomography installation under section 16 of the Atomic Energy Act, 1962 read in conjunction with sub-rule 3(3) of the Atomic Energy (Radiation Protection) Rules, 2004.	Atomic Energy Regulatory Board, Government of India	400703.MH.001(B)	July 1, 2008	December 31, 2013
5.	License for operating the Cath Lab installation under section 16 of the Atomic Energy Act, 1962 read in conjunction with sub-rule 3(3) of the Atomic Energy (Radiation Protection) Rules, 2004.	Atomic Energy Regulatory Board, Government of India	400703.MH.001(C)	June 20, 2008	December 31, 2013
6.	Registration certificate for operating the X-Ray installation under section 16 of the Atomic Energy Act, 1962 read in conjunction with sub-rule 3(3) of the Atomic Energy (Radiation Protection) Rules, 2004.	Atomic Energy Regulatory Board, Government of India	400703.MH.001(A)	-	December 31, 2013
7.	Registration certificate for operating the X-Ray installation under section 16 of the Atomic Energy Act, 1962 read in conjunction with sub-rule 3(3) of the Atomic Energy (Radiation Protection) Rules, 2004.	Atomic Energy Regulatory Board, Government of India	400703.MH.0001(A)	-	December 31, 2013
8.	Approval for proposed layout drawings of the CT-scan installations from radiation safety view point.	Atomic Energy Regulatory Board, Government of India	AERB/RSD/X-Ray/MH/2007/8874	August 20, 2007	Until Cancelled
9.	Certificate of Registration under Bombay Nursing Home Registration (Amendment) Act 2005 under Rule 5	Navi Mumbai Municipal Corporation	163	June 29, 2010	March 31, 2013

S. No.	Approval Granted	Authority	Reference / Registration/Authorization Number	Date Granted	Validity
10.	Registration under section 19(1) of PNDT Act, 1994 for its genetic clinic and laboratory	Appropriate Authority-Navi Mumbai Corporation, Public Health Department, Government of Maharashtra	NMMC/PNDT /129	June 18, 2009	June 11, 2014
Shalimar Bagh Hospital					
1.	Authorization for operating a facility for collection, reception, treatment, storage, transport and disposal of Bio-Medical Waste	Delhi Pollution Control Committee	DPCC/BMW/2009/2526-2528	March 10, 2010	March 9, 2013
2.	Registration under section 19(1) of PNDT Act, 1994 for its genetic clinic	Appropriate Authority, Deputy Commissioner (Revenue), North-West District, Government of NCT, Delhi	DC/ NWD/0390	January 22, 2010	January 21, 2015
3.	Layout Approval of Medical Diagnostic X-Ray facility	Atomic Energy Regulatory Board	AERB/RSD/X-Ray/DL/2010/ 3817	April 28, 2010	-
4.	Layout Approval of Medical Diagnostic X-Ray facility	Atomic Energy Regulatory Board	AERB/RSD/X-Ray/DL/2010/ 3818	April 28, 2010	-
5.	Layout Approval of Medical Diagnostic X-Ray facility	Atomic Energy Regulatory Board	AERB/RSD/X-Ray/DL/2010/ 3819	April 28, 2010	-
6.	Layout Approval of Medical Diagnostic X-Ray facility	Atomic Energy Regulatory Board	AERB/RSD/X-Ray/DL/2010/ 3820	April 28, 2010	-
7.	Registration under Delhi Nursing Home Registration Act, 1953	Director, Health Services, Government of NCT, Delhi	DHS/N. Home/882	September 16, 2010	March 31, 2011
Mohali					
1.	Authorization for generation, collection, storage, transportation and disposal of bio medical waste	Punjab Pollution Control Board	87	July 15, 2010	March 31, 2011
2.	Registration under the Punjab Shops and Establishment Act, 1958	Inspector, Shops and Commercial Establishment	Mohali/01/2825	October 19, 2001	March 31, 2011
Fortis (Rajan Dhall)					
1.	Authorization for generation, collection, storage, transportation and disposal of bio medical waste	Delhi Pollution Control Committee	DPCC/BMW/2009/3069-3070	December 8, 2010	July 31, 2013
Fortis (Okhla Road), Delhi					
1.	Registration under Delhi Nursing Home Registration Act, 1953	Director, Health Services, Government of NCT, Delhi	DHS/N. Home/125	September 04, 2010	March 31, 2011
Fortis Bangalore (Bannerghatta)					
1.	Authorization for generation, collection, storage, transportation and disposal of bio medical waste	Karnataka State Pollution Control Board	PCB/Fortis Hospitals/ BMW/2009/2060	January 20, 2010	July 1, 2009 to June 30, 2012
2.	Certificate of Registration	District Health &	712	March 5, 2006	March 4,

S. No.	Approval Granted	Authority	Reference / Registration/Authorization Number	Date Granted	Validity
	under PNDT Act, 1974 for carrying out Genetic Counselling Centre/ Pre-natal Diagnostic Procedures/ Pre-natal Diagnostic Tests/ Ultrasonography	Family Welfare Officer, Bangalore			2011
3.	Layout Approval of medical X-ray diagnostic facility	Scientific Officer 'G', Radiological Safety Division. AERB	AERB/RSD/X-ray/KT/2010/12620	December 30,2010	
4.	Trade License Certificate	Health Department, Bruhat Bangalore Mahanagra Palike	26/2010-11	April 22, 2010	March 31, 2011
5.	Consent for discharge of effluents under the Water (Prevention and Control of Pollution Act, 1974 and Emissions under the Air (Prevention and Control of Pollution) Act, 1981	Karnataka State Pollution Control Board	PCB/ Fortis Hospital, Bannerghata/ BMW-10/1441	December 9, 2010	July 1, 2010 to June 30, 2013
Fortis Anandpur, Kolkata					
1.	Consent to Operate for Health Care Establishments under Sec, 25 & 26 of the Water (Prevention and Control of Pollution) Act, 1974 and Sec. 21 of the Air (Prevention & Control of Pollution) Act, 1981	West Bengal Pollution Control Board read with agreement dated August 28, 2010 with SembRamky Environmental Management Private Limited	499-SEE-Camac-WBPCB-1A-376/2010	September 21, 2010	September 30, 2013
2.	Authorization for generation, collection, storage, transportation and disposal of bio medical waste	West Bengal Pollution Control Board read with Agreement with SembRamky Environment Management Private Limited	498-SEE-Camac-WBPCB-BM-12/2010	September 21, 2010	September 30, 2013
3.	License under the West Bengal Clinical Establishments Act, 1950	Deputy Director of Health Services (Administration.), West Bengal	L/0049/10/0409	August 20, 2010	August 19, 2011
4.	Certificate of Registration under PNDT Act, 1974 for carrying out Ultrasonography	Deputy Director of Health Services (Administration)& Appropriate Authority, Kolkata	PNDT-AMEND/KOL/467/2003	September 6, 2010	September 5, 2015
5.	Receipt for Certificate of Enlistment	Kolkata Municipal Corporation	311080130598	August 1, 2010	2010-11
6.	Consent to Establish (NOC) from Environmental point of view	West Bengal Pollution Control Board	484/SEE-Camac-WBPCB/2N-HCU/131/2010	August 17, 2010	-
Other hospital based laboratories					
Kalinga Hospital Limited, Bhubaneshwar					
1.	Registration Certificate for Dealers liable to pay Value Added Tax	Assistant Commissioner of Sales Tax, Bhubaneswar – III Circle	21025500130	July 3, 2009	Until cancelled

S. No.	Approval Granted	Authority	Reference / Registration/Authorization Number	Date Granted	Validity
		Bhubaneswar			
2.	Authorisation for operating facility for collection, transportation, reception, storage, treatment and disposal under the Biomedical Waste (Management and Handling) Rules, 1998	State Pollution Control Board, Orissa	483/SPCB/Authorization (Biomedical Waste)	May 15., 2010	March 31, 2011
3.	Certificate of registration under the Pre-natal Diagnostic Techniques (Regulation and Prevention of Misuse) Act, 1994 to the ultrasound clinic for carrying out certain pre-natal diagnostic procedures.	Appropriate Authority, Collector and District Magistrate, Khurda	KDR-/101/2010	June 12, 2010	February 12, 2012
4.	Receipt towards Trade License Fee u/s 554 of O.M.C. Act-2003	Bhubaneshwar Municipal Corporation	-	May 13,2010	March 31, 2011
Jeevan Rekha Hospital, Kashipur					
1	License from District Panchayat	License Officer, District Panchayat, Udham Singh NAGAR	97	January 11, 2011	March 31,2011
The Umrao Institute of Medical Sciences and Research, Thane					
1.	Approval for the proposed layout plan for X-ray installation from the medical radiation safety point of view	Scientific Officer, Radiological Safety Division, AERB	AERB/RSD/MX-LA/MH/2010/8621	September 1, 2010	Until cancelled
2.	Registration of establishment under the Mumbai Shops and Establishment Act, 1948	Inspector, Mumbai Shops and Establishment Act	C.No. E 6688 M/s. Umrao Hospital	December 14, 2009	December 13, 2012
3.	Registration under the Pre-natal Diagnostic Techniques (Regulation and Prevention of Misuse) Act, 1994 for pre natal diagnostic procedures approved for genetic clinic for ultrasound	Medical Officer of Health, Thane	MH-THN-MBMC-2010/11	June 17, 2010	June 16, 2015
Modern Medical Institute, Raipur					
1.	Grant of Authorisation under Rule 8 with Rule 7(5) of the Bio Medical Waste (Management & Handling) Rules, 1998 and Bio Medical Waste (Management & Handling) Amendment Rules 2000	Chhattisgarh Environment Conservation Board, Raipur	5309/BMW/H.O./ CECB/2010	December 21, 2010	March 6, 2008 to March 5, 2011
2.	Approval for carrying on business	License Officer, Municipal Corporation,, Raipur	8917	June 17, 2010	March 31, 2011
3.	Certificate of Registration under Section 19(1) of the PNDT Act, 1994 for pre natal diagnostic procedures approved for ultra sound	CM & HO, Raipur	33	May 15, 2007	May 15, 2012
Sunflag Hospital and Research Centre. Faridabad					
1.	Statement of establishment under section 13 of Punjab Shops and Commercial	Labour Inspector Faridabad	FBD/2-1-10/203/17/4/2009	April 17, 2009	March 31, 2012

S. No.	Approval Granted	Authority	Reference / Registration/Authorization Number	Date Granted	Validity
	Establishment Rule, Act, 1958				
2.	Authorization for collection, reception, transportation, treatment and disposal of bio medical waste in Haryana	Service agreement with Vulcan Waste Management Private Limited	177	April 1, 2010	March 31, 2011
3.	Consent to set up/operate the CPP	Haryana Electricity Regulatory Commission	HERC/T-85 F/S218	March 20, 2003	March 19, 2013
Franchisee laboratories					
M/s. Aakriti Labs Private Limited, Jaipur, Rajasthan					
1.	Certificate of registration under the Pre-Conception and Pre-Natal Diagnostic Techniques (Regulation and Prevention of Misuse) Act, 1994 to the genetic laboratory for pre natal diagnostic tests	Chief Medical & Health Officer, Jaipur	CM & HO-I/PCPNDT ACT/35	February 24, 2010	February 27, 2015
2.	Approval for the proposed layout plan for X-ray installation from the radiation safety point of view	Scientific Officer, Radiological Safety Division, AERB	AERB/RSD/X-ray/RJ/2010/4454	May 21, 2010	Until cancelled
3.	Authorization for collection, reception, transportation, treatment and disposal of bio medical waste in Jaipur.	Service Agreement with Instromedix (India) Private Limited	-	April 1, 2010	March 31, 2011
4.	Certificate of registration under the Rajasthan Shops and Establishment Act, 1958	Inspector, Shops and Establishment	SH-745/R-9E/P-95/2009	August 5, 2004	Until cancelled
M/s. Pulse Diagnostic, Guwahati					
1.	License granted to the pathology and radiology department under Section 9(2) of the Assam Health Establishment Act, 1993	Registrar, State Health Authority, Assam	SHA/207 (Renewal)	April 6, 2010	April 5, 2011
1.	Certificate of registration under the PNDT Act, 1994	Additional Chief Medical and Health Officer, Kamrup, Guwahati	62/2004	January 12, 2011	November 4, 2014
2.	Certificate of registration under Assam Shops and Establishment Act	Assistant Labour Commissioner	SEA/CE/05(A)/382	December 11, 2009	December 31, 2010
3.	Authorization for collection, reception, transportation, treatment and disposal of bio medical waste in Guwahati	Agreement between the Company and Fresh Air	-	April 1, 2010	March 31, 2013
4.	Trade License under Guwahati Municipal Corporation Act, 1969	Guwahati Municipal Corporation	33/31	June 3, 2010	March 31, 2011
M/s. Dr. N K Jain Diagnostic & Research Centre, Bhopal					
1.	Certificate of registration granted under section 4(3) of the Madhya Pradesh Upcharyagriha Tatha Rujopcher Sambandhi Sthapanaye (Registrikaran Tatha Anugyapan) Adhiniyam,	Office of the Chief Medical & Health Officer, Indore	Path/65/Mar 10	March 5, 2010	March 4, 2013

S. No.	Approval Granted	Authority	Reference / Registration/Authorization Number	Date Granted	Validity
	1973 for carrying on allopathic system of medicines				
2.	Registration under the Madhya Pradesh Shops and Establishments Act, 1958	Officer-in-charge, Establishment Registration, Nagar Palik Nigam, Bhopal	40528/BPL/CE /2007	January 19, 2007	December 31, 2011
3.	Authorization for collection, reception, transportation, treatment and disposal of bio medical waste in Bhopal.	Service certificate issued by Bhopal Incinerators Limited	2333	January 1, 2010	December 31, 2010
M/s. Neeleshwari Diagnostic Private Limited, Gurgaon					
1.	Authorization for collection, reception, transportation, treatment and disposal of bio medical waste	Service agreement with Vulcan Waste Management Private Limited	130	April 1, 2010	March 31, 2011
M/s. Biomed Diagnostic Center, Silchar					
1.	Consent to operate under Water (Prevention & Control of Pollution) Act, 1974	Pollution Control Board, Assam	WB/Z II/T.1975/07. 08/52/78	May 3, 2010	March 31, 2011
2.	No objection certificate from for running pathological laboratory for the issuance of health certificate	Silchar Municipal Board	-	December 18, 2008	For the Fiscal 2011
3.	Certificate of registration under the Pre-Conception and Pre-Natal Diagnostic Techniques (Regulation and Prevention of Misuse) Act, 1994 to the genetic laboratory for pre natal diagnostic tests	Additional Chief and Medical Health Officer, Silchar	RCH-II/PNDT/REG/2007-08/33	June 21, 2007	June 20, 2012
4.	License under the Assam Health Establishment Act, 1993	State Health Authority, Assam	SHA/381	July 16, 2010	July 15, 2011
M/s. Navbharat Diagnostic Ltd., Siliguri					
1.	Certificate of enlistment	Siliguri Municipal Corporation	12569	May 8, 2010	March 31, 2011
2.	License under the West Bengal Clinical Establishment (Amendment) Act, 1998	Chief Medical Officer of Health, Darjeeling	CE-10-2005	March 3, 2005	December 31, 2010
M/s. Krrish Care Private Limited, Patna					
1.	Authorization for operating a facility for collection, reception, treatment, storage, transport, disposal and/or handling of bio-medical waste under the Bio-Medical Waste Rules.	Bihar State Pollution Control Board	BMW/650/07 /B-830	September 29, 2010	April 20, 2010 to April 19, 2012
2.	License to trade	Patna Municipal Corporation	-	October 21, 2010	October 20, 2011
M/s. Sharda Diagnostic & Research Center, Jabalpur					
1.	Authorization for operating a facility for collection, reception, treatment, storage, transport, disposal and/or handling of bio-medical waste under the Bio-Medical Waste Rules.	Madhya Pradesh Pollution Control Board, Jabalpur	3645/RO/MP PCB/2010	August 23, 2010	March 22, 2010 to March 21, 2011
2.	License to trade under the Madhya Pradesh Nagar Palika	Nagarpalika Nigam, Jabalpur	PIN/Service	June 17, 2010	2010-2011

S. No.	Approval Granted	Authority	Reference / Registration/Authorization Number	Date Granted	Validity
	Nigam Act, 1956		No. LSA/0610/176		
3.	Certificate of registration of establishment under the Madhya Pradesh Shops and Establishment Act, 1958	Inspector, Madhya Pradesh Shops and Establishments Act, 1958	20593/JBP/CE/2008	April 10, 2008	December 31, 2012
M/s. SS Wellness Center, Jodhpur					
1.	Registration under rule 4 Rajasthan Shops and Commercial Establishments Act, 1958	Inspector, Shop and Establishment, Jodhpur	S/8078/2010	September 6, 2010	January 1, 2010 to December 31, 2014
2.	Certificate of registration granted under section 19(1) of the Pre-natal Diagnostic Techniques (Regulation and Prevention of Misuse) Act, 1994 for the ultrasound clinic for pre natal diagnostic tests.	Chief Medical and Health Officer, Jodhpur	112	February 25, 2010	February 24, 2015
3.	Authorization for operating a facility for collection, reception, treatment, storage, transport, disposal and/or handling of bio-medical waste under the Bio-Medical Waste Rules.	Service agreement with M/s. Sales Promoters	-	April 1, 2010	-
M/s. Nagpur Laboratories Service, Nagpur					
1.	Authorization for collection, reception, transportation, treatment and disposal of bio medical waste in Nagpur	Service Certificated issued by Superb Hygienic Disposals: Bio Medical Waste Management and Handling	SHD/NGP/C090/10	October 9, 2010	April 2010 to March, 2011
2.	Certificate for Registration under Section 5 of the Bombay Nursing Homes Registration Act, 1949	City Administration of Nagpur	105	September 4, 2010	March 31, 2013
M/s. Health Care Diagnostics, Ranchi					
1.	Authorization for operating a facility for collection, reception, treatment, storage, transport and disposal of bio-medical waste under of the Bio-Medical Waste Rules, 1998.	Jharkhand State Pollution Control Board	ROR-BHW-04-09/2943	November 7, 2009	October 26, 2009 to December 31, 2010
2.	License to trade	Ranchi Municipal Corporation	-	October 22, 2010	-
M/s. Jimi Health Care Centre, Surat					
1.	Certificate for bio medical waste management at Centralized Biomedical Waste Disposal facility	Service Certificated issued by Envision Enviro Engineers Private Limited	ST3249	April 20, 2010	April 19, 2011
M/s. Approva Healthcare Services, Nashik					
1.	Registration under Mumbai Shops and Commercial Establishment Act, 1948	Inspector, Shops, Nashik	4025/2	February 22, 2010	December 16, 2012
2.	Authorization for operating a facility for collection,	Receipt for disposal of	182/243	January 13, 2010	-

S. No.	Approval Granted	Authority	Reference / Registration/Authorization Number	Date Granted	Validity
	reception, storage, transport and disposal of bio-medical waste under of the Bio-Medical Waste Rules.	biological waste membership			
M/s. Healthcare Diagnostic, Jamshedpur					
1.	License to trade	Jamshedpur Notified Area Committee	-	April 15, 2010	March 31, 2011
2.	Authorization for operating a facility for collection, reception, storage, transport and disposal of bio-medical waste under of the Bio-Medical Waste Rules.	Jharkhand State Pollution Control Board	846	March 17, 2010	For a period of one year from the date of issue.
M/s. A+ Diagnostics and Health Care, Bareilly					
1.	Authorization for collection, reception, transportation, treatment and disposal of bio medical waste in Bareilly	Service agreement with SNG Mercantile Private Limited	-	January 1, 2011	December 31, 2011
2.	Registration with the Chief Medical Officer	Chief Medical Officer	Laboratories/203	December 15, 2009	Until terminated
3.	Certificate under the Uttar Pradesh Shops and Establishment Act, 1962	Chief Inspector under the Shops and Establishment Act, Bareilley	2152-4436	August 1, 2010	March 31, 2015
M/s. Alpha Diagnostic & Wellness Centre, Aizwal (Mizoram)					
1.	Certificate of registration under section 19(1) of the PNDT Act, 1994 for carrying out the ultrasound pre-natal diagnostic procedure.	Director, Hospital and Medical Education	040/2009	November 13, 2009	November 13, 2014
M/s. Padma Diagnostic Centre, Imphal (Manipur)					
1.	Authorization for collection, reception, transportation, treatment and disposal of bio medical waste	Manipur Pollution Control Board, Imphal	PCB29/BIO-MED/AUTHO/LEGAL/2007	July 13, 2010	July 12, 2013
2.	Certificate of Registration under Sec. 5 of the Manipur Nursing Homes and Clinics Registration Act, 1992	Director of Health Services, Govt. of Manipur	MNH CR /NO/059/CL/2004	April 15, 2010	March 31, 2012
M/s. The Health Affairs, Karnal					
1.	Authorization for collection, reception, transportation, treatment and disposal of bio medical waste	Service agreement with Haat Supreme Wastech Private Limited	148	April 1, 2010	March 31, 2011

Approvals applied for, but not received

Laboratories

S. No.	Approval sought	Authority to whom application is addressed	Date of application
Reference Laboratories			
Kolkata (Salt Lake)			
2.	Application for renewal of license under the West Bengal Clinical Establishments (Amendment) Act, 1998 for OPD (DENTAL)	The CMOH, Barasat, North 24, Paraganas	September 28, 2010
Owned Laboratories			
Pitampura, New Delhi			

2.	Application for renewal of authorization for operating a facility for generation and disposal of bio medical waste	Delhi Pollution Control Board	November 22, 2010
Preet Vihar, New Delhi			
2.	Application for renewal of authorization for operating a facility for generation and disposal of bio medical waste	Delhi Pollution Control Board	February 8, 2011
Franchisee laboratories			
M/s. Biomed Diagnostic Center, Silchar			
1.	License to trade	Chairman, Silchar Municipal Board	October 28, 2010
M/s. Padma Diagnostic Centre, Imphal (Manipur)			
3.	Application for registration of the clinic as an imaging center with ultra sound facilities	State Appropriate Authority, PC & PNDT Act, Imphal, Manipur	June 25, 2010
4.	Application for a shop and trade license	Executive Officer, Imphal Municipality, Imphal	October 13, 2010
M/s. Pulse Diagnostic, Guwahati			
4.	Application for renewal of consent to operate under the Water Act, 1974	Pollution Control Board, Assam	March 8, 2010
M/s. Alpha Diagnostic & Wellness Centre, Aizwal (Mizoram)			
5.	Application for renewal of authorization for reception, treatment, transport, storage and disposal of bio medical waste	Mizoram Pollution Control Board, Aizwal	October 27, 2010
6.	Application for consent to establish an industry under the Water Act and the Air Act	Mizoram State Pollution Control Board	October 27, 2010
M/s. Nagpur Laboratories Service, Nagpur			
2.	Application for registration as a commercial establishment	Shops Organization, Nagpur	May 3, 2010
Jimi Health Care Center, Surat			
2.	Application for authorization for collection, disposal, generation, storage and treatment of bio medical waste	Gujarat Pollution Control Board	August 26, 2010
M/s. Navbharat Diagnostics Limited, Siliguri			
2.	Application for renewal of license under the West Bengal Clinical Establishment (Amendment) Act, 1998	Chief Medical Officer of Health, Darjeeling	December 12, 2010
Fortis hospital based laboratories			
Karol Bagh			
2.	Authorisation of generation, collection, reception, storage, transportation under Bio-Medical Waste (Management & Handling Rules) 1998 for its Fortis lab in Karol Bagh	Delhi Pollution Control Committee	August 13, 2010
Vasant Kunj, Rajan Dhall			
2.	Renewal of Nursing Home Registration	CMO-Nursing Home, Directorate of Health Services, Government of NCT of Delhi	February 24, 2010
Other hospital based laboratories			
Jeevan Rekha Hospital, Kashipur			
1.	Authorisation of generation, collection, reception, storage, transportation under Bio-Medical Waste (Management & Handling Rules) 1998 (BMW ID: 60038)	Uttarakhand Environment Protection & Pollution Control Board, Dehradun	January 8, 2011

Insurance

S. No.	Approval sought	Authority to whom application is addressed	Date of application
1.	Application for corporate agency with Aegon Religare Life Insurance Company Limited for soliciting and procuring life insurance business	Insurance Regulatory and Development Authority	November 23, 2010

D. Taxation and other approvals

S. No.	*Description*	*Reference*
1.	Tax Deduction Account Number ("**TAN**") under the I.T Act	DELS41614G
2.	PAN	AAACS2809J
3.	Service Tax Code	AAACS2809JST001

PDSPL

S. No.	Approval Granted	Authority	Reference / Registration/Authorization Number	Date Granted	Validity
Owned labs					
Piramal Diagnostics, Udyam, Ranade Road, Shivaji Park, Mumbai					
1.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Agreement with SMS Envoclean Private Limited	PL/G-N/400028/00106	June 1, 2009	Until terminated
Piramal Diagnostics, Ground Floor, Rambag, L.J. Road, Mahim, Mumbai					
1.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Agreement with SMS Envoclean Private Limited	PL/G-N/400016/00108	June 1, 2009	Until terminated
Piramal Diagnostics, S.H. Paralkar Marg, Shivaji Park, Mumbai					
1.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Agreement with SMS Envoclean Private Limited	-	June 1, 2009	Until terminated
Piramal Diagnostics, Andheri (West), Mumbai					
1.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Agreement with SMS Envoclean Private Limited	PL/K-W/400053/00170	July 8, 2009	Until terminated
Piramal Diagnostics, Hill Road, Bandra (West), Mumbai					
1.	Approval for pre natal diagnostic procedures approved for non invasive ultrasound invasive, amniocentesis, chronic villi biopsy, cordocentesis; pre natal diagnostic tests approved for chromosomal studies and molecular cytogenesis (fish) and pre implantation genetic diagnosis	Medical Officer of Health, H/West Ward, Mumbai	MOH HW/341 PNDT	April 10, 2008	April 9, 2013
Piramal Diagnostics, Dr. Teckchandani Lab, Vashi*					
1.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Membership with monthly arrangement with Mumbai Waste Management Limited	MWM-BMW-NVM-0510	-	-
Piramal Diagnostics, Malabar Hill, Mumbai*					
1.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Agreement with SMS Envoclean Private Limited	PL/D/4000006/00265	April 1, 2010	Until terminated
Piramal Diagnostics, Andheri – Kurla Road, Mumbai					
2.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Agreement with SMS Envoclean Private Limited	Pl/K-E/4000069/00228	June 1, 2009	May 1, 2011
Piramal Diagnostics, Dombivali, Mumbai*					
1.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Agreement with PRS Agency	-	-	-
Piramal Diagnostics, Sion Trombay Road, Chembur, Mumbai*					
1.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Agreement with SMS Envoclean Private Limited	-	-	-

S. No.	Approval Granted	Authority	Reference / Registration/Authorization Number	Date Granted	Validity
Piramal Diagnostics, G.K. Marg, Worli, Mumbai					
1.	Pre natal diagnostic procedures approved for ultrasound	Medical Officer of Health, G/South Ward, Mumbai	MOHGS/003/P.N.D.T./30/1/2007	January 30, 2007	December 31, 2011
2.	Approval of nuclear medicine laboratory from the radiation safety point of view	Scientific Officer, Radiological Safety Division	AERB/RSD/NM-PET-CT-Pln/BY-122/2007/4641	April 19, 2007	Until cancelled
3.	Authorization for generation and disposal of bio medical waste through BMW	Maharashtra Pollution Control Board	MPCB/ROM/BMW/Autho./2725	March 6. 2010	December 19, 2012
Piramal Diagnostics, Sardar VP Road, Mumbai					
1.	Pre natal diagnostic procedures approved for ultrasound and amniocentesis	Medical Officer of Health, D/Ward, Mumbai	BMC/PHD/29/MOH-D	January 28, 2007	January 27, 2012
2.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Certificate from SMS Envoclean Private Limited	-	June 1, 2009	May 31 , 2029
3.	Approval for the layout of medical diagnostic installation from radiation safety view point	Scientific Officer, Radiological Safety Division	AERB/RSD/MX/MH/0182/2010/2243	March 9, 2010	Until cancelled
Piramal Diagnostics, Sunil Sadan, Central Avenue, Chembur, Mumbai					
1.	Approval for genetic counselling pre natal diagnostic procedures/pre natal diagnostic tests	Medical Officer of Health, Chembur	7	August 6, 2008	January 17, 2007 to January 16, 2012
2.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Agreement with SMS Envoclean Private Limited	PL/M-W/400071/00082	-	-
Piramal Diagnostics, Rebecca 14th Road, Chembur, Mumbai					
1.	Pre natal diagnostic procedures approved for ultrasound	Medical Officer of Health, Chembur	47	August 6, 2008	November 11, 2006 to November 14, 2011
2.	Approval for the layout of medical diagnostic installation from radiation safety view point	Scientific Officer, Radiological Safety Division	RP&AD/MPSS/BY-Gen/X-ray/3177/04	June 21, 2004	Until cancelled
3.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Membership form from SMS Envoclean Private Limited	PL/M-W/400071/00251	June 9, 2009	Until cancelled
Piramal Diagnostics, Gurudwara Lane, Vashi*					
1.	Pre natal diagnostic procedures approved for ultrasound	Medical Officer, Navi Mumbai Municipal Corporation	NDMC/PNDT/103	May 6, 2008	August 21, 2006 to August 20, 2011
2.	Approval for the layout of CT scan installation from radiation safety view point	Scientific Officer, Radiological Safety Division	AERB/RSD/MX/MH/0182/2010/3202	April 5, 2010	Until cancelled
3.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Membership with monthly arrangement with Mumbai Waste Management Limited	MWM-BMW-NVM-0825	-	-
Piramal Diagnostics, Jayanagar, Bangalore					
1.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Memorandum of Understanding dated August 1, 2010 with Maridi Eco Industries Private Limited	-	August 1, 2010	July 31, 2011

S. No.	Approval Granted	Authority	Reference / Registration/Authorization Number	Date Granted	Validity
Piramal Diagnostics, Koramangala, Bangalore					
1.	Pre natal diagnostic procedures approved for non invasive ultrasound scanning centre	District Health and Family Welfare Officer, Bangalore	641	April 16, 2010	April 15, 2015
2.	Approval for the layout of medical diagnostic installation from radiation safety view point	Scientific Officer, Radiological Safety Division	AERB/RSD/X-ray/KT/2006/7372	July 25, 2006	Until cancelled
Piramal Diagnostics, Rajajinagar, Bangalore					
1.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Service certificate issued by SembRamky Environmental Management Private Limited	-	July 1, 2010	June 30, 2013
Piramal Diagnostics, Secunderabad					
1.	Pre natal diagnostic procedures approved for non invasive ultrasound	District Medical and Health Officer, Hyderabad	0116A671	February 26, 2009	February 25, 2014
2.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Service Certificate from SembRamky Environmental Management Private Limited	-	October 23, 2000	March 31, 2011
3.	Approval for proposed layout drawings of the diagnostic X-ray installation from the radiation safety point of view	Scientific Officer, Radiological Safety Division	AERB/RSD/X-ray/AP/2006/7374	July 25, 2006	Until cancelled
Piramal Diagnostics, Mangalore					
1.	Pre natal diagnostic procedures approved for non invasive ultrasound	District Health and F.W. Officer, Mangalore	112/2001-02	June 28, 2006	June 27, 2011
2.	Approval for proposed layout drawings of the diagnostic X-ray installation from radiation safety point of view	Scientific Officer, Radiological Safety Division	AERB/RSD/X-ray/KT/2006/7373	July 25, 2006	Until cancelled
3.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Agreement dated April 1, 2010 with Ramky Energy and Environmental Limited	-	April 1, 2010	Until terminated
Piramal Diagnostics, Hauz Khas, New Delhi					
1.	Pre natal diagnostic procedures approved for non invasive ultrasound	Chief District Medical Officer, New Delhi	DL/SD/256/2008-09	May 19, 2008	May 18, 2013
2.	Registration certificate to operate the diagnostic X-ray installation for medical diagnosis	Head, Radiological Safety Division	110016.DL.001 (A)	November 11, 2006	December 31, 2011
3.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Agreement dated March 1, 2010 with M/s. Synergy Waste Management Private Limited	-	March 1, 2010	February 28, 2011
Piramal Diagnostics, Jaipur***					
1.	Pre natal diagnostic procedures approved for ultrasound invasive	Appropriate Authority under the PNDT Act, Jaipur	D.P.W.B./J.P./S.P./P.C.P.N.D.T. Act/2008/367	December 5, 2007	December 4, 2013
2.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Agreement with Instromedix (India) Private Limited	-	April 1, 2010	March 31, 2011

S. No.	Approval Granted	Authority	Reference / Registration/Authorization Number	Date Granted	Validity
Piramal Diagnostics, Bikaner					
1.	Pre natal diagnostic procedures approved for non invasive ultrasound	Chief Medical and Health Officer, Bikaner	051/09	February 27, 2009	February 26, 2014
2.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Agreement dated November 29, 2007 with E. Tech Projects	-	November 29, 2007	Until terminated
Drs. Tribedi & Roy, Park Street, Kolkata					
1.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Agreement dated April 9, 2009 with SembRamky Environmental Management Private Limited	-	April 9, 2009	April 8, 2011
Piramal Diagnostics, Bhubaneshwar***					
1.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Agreement dated December 21, 2005 with Sani Clean Private Limited	-	December 21, 2005	December 20, 2020
Piramal Diagnostics, Ajmer					
1.	Authorization for collection, transportation, treatment and disposal of bio medical waste under the Bio Medical Waste (Management and Handling) Rules, 1998	Agreement dated February 13, 2006 with M/s. Sales Promoters	-	February 13, 2006	Until terminated
Piramal Diagnostics, Canal Road, Nagpur					
1.	Pre natal diagnostic procedures approved for ultrasound	Appropriate Authority, Nagpur Corporation, Nagpur	299	January 21, 2009	January 20, 2014
2.	Proposed layout drawings of the diagnostic X-ray installation from the radiation safety point of view	Scientific Officer, Radiological Safety Division	AERB/RSD/X-ray/MH/2007/1610	February 2, 2007	Until cancelled
3.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Memorandum of Understanding between Nagpur Municipal Corporation, Indian Medical Association and Superb Hygienic Disposal, Nagpur	-	July 20, 2004	July 19, 2034
Piramal Diagnostics Jayneeta, Central Bazar Road, Nagpur					
1.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Memorandum of Understanding between Nagpur Municipal Corporation, Indian Medical Association and Superb Hygienic Disposal, Nagpur	-	July 20, 2004	July 19, 2034
Piramal Diagnostics, Lucknow					
1.	Pre natal diagnostic procedures approved for non invasive ultrasound	Chief Medical Officer, Lucknow	PNDT/APP.AUTH/293/2007	April 7, 2007	April 6, 2012
2.	Authorization for collection, transportation, treatment and	Agreement with M/s. S.S. Medical	-	April 1, 2010	March 31, 2011

S. No.	Approval Granted	Authority	Reference / Registration/Authorization Number	Date Granted	Validity
	disposal of bio medical waste	Systems (India) Private Limited			
Piramal Diagnostics, M.Y. Road, Indore**					
1.	License for operation of computed tomography installation	Chairman, Atomic Energy Regulatory Board	AERB/RSD/Lic-MDX-CT/MP-3(A)/2010/8953	September 15, 2010	August 31, 2015
Piramal Diagnostics, Old Sehore Road, Indore**					
1.	Pre natal diagnostic procedures approved for non invasive ultrasound	Collector, Indore	315	December 11, 2008	September 20, 2008 to September 19, 2013
2.	Approval for proposed layout drawings of diagnostic X-ray installation from radiation safety view point	Scientific Officer, Radiological Safety Division	AERB/RSD/X-ray/MP/2008/8505	August 28, 2008	Until cancelled
Piramal Diagnostics, Skylab, Guwahati					
1.	Pre natal diagnostic procedures approved for ultrasound	Additional Chief Medical and Health Officer (F.W.), Guwahati	125/2010	August 16, 2010	August 16, 2015
2.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Agreement dated March 31, 2010 with Fresh Air	-	March 31, 2010	March 31, 2013
3.	Approval for the proposed layout drawings of the X-ray, CT-scan and mammography installation from radiation safety point of view	Scientific Officer, Radiological Safety Division	AERB/RSD/X-ray/ASM/2009/10667	October 21, 2009	Until cancelled
Piramal Diagnostics, Amritsar					
1.	Pre natal diagnostic procedures approved for ultrasound	Civil Surgeon, Amritsar	PNDT/ASR/201	January 19, 2009	January 15, 2014
2.	Authorization for collection, transportation, treatment and disposal of bio medical waste under the Bio Medical Waste (Management and Handling) Rules, 1998	Agreement dated May 16, 2009 with Amritsar Envirocare Systems Private Limited	-	May 16, 2009	May 15, 2011
Piramal Diagnostics MRI, Nanpura, Surat					
1.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Certificate from Envision Enviro Engineers Private Limited	ST1405	January 27, 2010	January 26, 2011
Piramal Diagnostics Speed Scan, Ring Road, Surat					
1.	Pre natal diagnostic procedures approved for non invasive ultrasound	Chief District Health Officer	GJ-13-0425-AAA-2009	July 30, 2009	July 28, 2014
2.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Certificate from Envision Enviro Engineers Private Limited	ST1405	January 27, 2010	January 26, 2011
Piramal Diagnostics, Ellisabridge, Ahmedabad*					
1.	Pre natal diagnostic procedures approved for non invasive ultrasound	Chief District Health Officer, Ahmedabad	821	June 9, 2009	June 8, 2014
2.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Membership with monthly arrangement with CARE BMW Incineration	-	-	-
3.	Certificate for approval of layout drawings of the diagnostic CT scan installation	Scientific Officer, Radiological Safety Division	AERB/RSD/X-ray/MH/2008/5421	June 3, 2008	Until cancelled

S. No.	Approval Granted	Authority	Reference / Registration/Authorization Number	Date Granted	Validity
	from radiation safety view point				
Piramal Diagnostics, Navsari					
1.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Certificate from Envision Enviro Engineers Private Limited	NV0056	October 13, 2010	March 31, 2013
Piramal Diagnostics, Bilimora					
1.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Certificate from Envision Enviro Engineers Private Limited	BI0102	October 13, 2010	March 31, 2013
Piramal Diagnostics, Sivananda Colony, Coimbatore					
1.	Pre natal diagnostic procedures approved for ultrasound	Director of Medical and Rural Health Services, Tamil Nadu	PNA/1842/2002	March 25, 2008	May 14, 2012
2.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Memorandum of understanding dated March 19, 2009 with Tekno Therm Industries	-	March 19, 2009	March 18, 2019
Piramal Diagnostics, R.S. Puram, Coimbatore					
1.	Pre natal diagnostic procedures approved for non invasive ultrasound	Director of Medical and Rural Health Services, Tamil Nadu	PNA/3580/2007	March 21, 2007	March 20, 2012
2.	Approval for layout drawings of diagnostic X-ray rooms from radiation safety point of view	Scientific Officer, Radiological Safety Division	AERB/RSD/X-ray/TN/2008/3303	April 2, 2008	Until cancelled
3.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Memorandum of understanding dated March 19, 2009 with Tekno Therm Industries	-	March 19, 2009	March 18, 2019
Piramal Diagnostics, Mysore					
1.	Pre natal diagnostic procedures approved for ultrasound	Appropriate Authority under the PNDT Act	MYS/PNDT/133/08-09	October 28, 2008	October 27, 2013
2.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Environmental Officer, Karnataka State Pollution Control Board	197/KSPCB/MYS/EO/DEO.AEO-3/HCE/2008-09/5104	January 29, 2009	December 31, 2011
3.	Certificate for approval of layout drawings of the diagnostic X-ray installation from radiation safety view point	Scientific Officer, Radiological Safety Division	AERB/RSD/X-ray/KT/2010/1508	February 10, 2010	Until cancelled
Piramal Diagnostics, Vadodara					
1.	Pre natal diagnostic procedures approved for ultrasound	Chief District Health Officer, Vadodara	GJ-16-0317-GCL-2009	January 17, 2009	January 17, 2014
2.	Approval for the layout of CT-scan installation from radiation safety point of view	Scientific Officer, Radiological Safety Division	AERB/RSD/MX/GJ/0051/2010/2247	March 8, 2010	Until cancelled
3.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Enrolment Certificate from Quantum Environment Engineers	687	April 1, 2009	December 31, 2010
Piramal Diagnostics, Bhagal, Surat					
1.	Authorization for collection,	Gujarat Pollution	12226	August 25,	May 3, 2011

S. No.	Approval Granted	Authority	Reference / Registration/Authorization Number	Date Granted	Validity
	transportation, treatment and disposal of bio medical waste through M/s. Envision Enviro Engineers Private Limited	Control Board		2008	
Piramal Diagnostics, Majura Gate, Surat					
1.	Authorization for collection, transportation, treatment and disposal of bio medical waste through M/s. Envision Enviro Engineers Private Limited	Gujarat Pollution Control Board	12226	August 25, 2008	May 3, 2011
Piramal Diagnostics, Margaon, Goa**					
1.	Pre natal diagnostic procedures approved for non invasive ultrasound	Medical Superintendent/Deputy Director, Hospicio Hospital, Margaon	Goa/South/PNDT Act/08-09/File 54	February 23, 2009	January 5, 2014
Piramal Diagnostics, First Floor, Rambaug, L.J. Road, Mahim, Mumbai					
•	Authorization for collection, transportation, treatment and disposal of bio medical waste	Agreement dated June 1, 2009 with SMS Envoclean Private Limited	-	June 1, 2009	Until terminated
Piramal Diagnostics – Jankharia Imaging, Churni Road, Mumbai					
1.	Authorization for collection, transportation, treatment and disposal of bio medical waste	Agreement dated June 1, 2009 with SMS Envoclean Private Limited	PL/C/400004/00260	June 1, 2009	May 30, 2029
2.	Approval for the layout of medical diagnostic installation of CT scan from radiation safety view point	Radiological Safety Division	AERB/RSD/MX/MH/0182/2010/2243	March 10, 2010	Until cancelled

**The bio medical waste disposal for these laboratories are carried out on a monthly payment system with an authorized bio medical waste agency and not on the basis of some agreement.*
*** Where PDSPL Centres are providing a part of service in Hospitals or Nursing Homes, waste disposal is done with biomedical waste generated by Hospitals or Nursing Homes. As per agreement, these Hospitals or Nursing Homes maintain statutory documents.*
****By letters dated October 12, 2005 and December 12, 2005, PDSPL has given an undertaking to the Atomic Energy Research Board that all statutory requirements as per the AERB guidelines have been met for its laboratory at Jaipur and Bhubaneshwar respectively.*

Franchisee Laboratories

Piramal Health Care, Raipur
1.
Authorization for collection, transportation, treatment and disposal of bio medical waste
Agreement dated September 12, 2009 with E. Tech Projects Private Limited
-
September 12, 2009
For a period of seven years i.e., September 11, 2016

Well Care Path Labs, Bhilwara
1.
Authorization for collection, transportation, treatment and disposal of bio medical waste
Agreement dated August 1, 2008 with M/s. Sales Promoters
-
August 1, 2008
July 31, 2038

Piramal Diagnostics – Digital, Satna
1.
Authorization for collection, transportation, treatment and disposal of bio medical waste
Agreement dated October 1, 2010 with Indo water management and pollution control
-
October 1, 2010

Until terminated

Shops and Establishment Act

Of our 42 laboratories, we have taken certifications under the respective Shops and Establishment Act of the various states for 20 laboratories which require such certification. The remaining laboratories do not require any approvals under the various Shops and Establishment Act.

Approvals applied for, but not received

S. No.	Approval sought	Authority to whom application is addressed	Date of application
Franchisee Laboratories			
Piramal Diagnostics, Secunderabad			
1.	Application for approval for the layout of medical diagnostic installation from radiation safety view point	Atomic Energy Research Board, Mumbai	April 13, 2010

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for this Issue

Corporate Approvals

- Our Board has, pursuant to its resolution dated February 7, 2011, authorised this Issue, subject to the approval by the shareholders of our Company under Section 81(1A) of the Companies Act.
- The shareholders of our Company have authorised this Issue by their resolution passed pursuant to Section 81(1A) of the Companies Act, held on February 7, 2011 and authorised the Board to take decisions in relation to this Issue.
- Further, the IPO Committee of our Board has approved this Draft Red Herring Prospectus through its resolution dated February 14, 2011.

Prohibition by RBI

None of our Company, our Subsidiaries, our Directors, our Promoters, relatives of our Promoters and our Group Companies have been declared as wilful defaulters by the RBI or any other governmental authority. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

Prohibition by SEBI or governmental authorities

We confirm that neither our Company, our Subsidiaries, Promoters, Promoter Group, Directors, Group Companies or persons in control of our Promoters have not been prohibited from accessing or operating in the capital markets under any order or direction passed by the SEBI or any other authorities. Further, the SEBI has not initiated any action against the entities associated with the securities market and with which our Directors are associated.

None of our Directors are associated with the securities market in any manner except as follows:

The following are the concerned Directors who are associated with entities currently related to the securities market:

Sl. No.	Name of Director	Name of Entity
1.	Mr. Malvinder Mohan Singh	• Religare Securities Limited; • Religare Finvest Limited; • Religare Macquarie Wealth Management Limited; • Religare Capital Markets Limited; • Vistaar Religare Media Fund; and • Religare Asset Management Company Limited
2.	Mr. Shivinder Mohan Singh	• Religare Securities Limited; • Religare Finvest Limited; • Religare Macquarie Wealth Management Limited; • Religare Capital Markets Limited; • Vistaar Religare Media Fund; and • Religare Asset Management Company Limited
3.	Mr. Harpal Singh	• Religare Securities Limited; • Religare Finvest Limited; • Religare Macquarie Wealth Management Limited; • Religare Capital Markets Limited; • Vistaar Religare Media Fund; and • Religare Asset Management Company Limited

The following are the concerned Directors who are associated with entities in the process of being related to the securities market:

Sl. No.	Name of Director	Entities which have applied for registration with SEBI
1.	Mr. Malvinder Mohan Singh	• Religare Arts Investment Management Limited as a collective investment management company;

Sl. No.	Name of Director	Entities which have applied for registration with SEBI
		• Religare Capital Markets Limited as a custodian of securities; • Religare Securities Limited for trading cum clearing membership; and • Religare Insurance Broking Limited for trading membership of cash and F&O segment of exchange.
2.	Mr. Shivinder Mohan Singh	• Religare Arts Investment Management Limited as a collective investment management company; • Religare Capital Markets Limited as a custodian of securities; • Religare Securities Limited for trading cum clearing membership; and • Religare Insurance Broking Limited for trading membership of cash and F&O segment of exchange.
3.	Mr. Harpal Singh	• Religare Arts Investment Management Limited as a collective investment management company; • Religare Capital Markets Limited as a custodian of securities; • Religare Securities Limited for trading cum clearing membership; and • Religare Insurance Broking Limited for trading membership of cash and F&O segment of exchange.

Eligibility for this Issue

Our Company is an unlisted company, complying with the conditions specified in Regulation 26(1) of the SEBI Regulations in the following manner:

- The Company has net tangible assets of at least ₹ 30.00 million in each of the preceding three full years (of 12 months each), of which not more than 50.00% are held in monetary assets. Provided that if more than 50.00% of the net tangible assets are held in monetary assets, the Company has made firm commitments to utilise such excess monetary assets in its business or project;
- The Company has a track record of distributable profits in accordance with Section 205 of the Companies Act, for at least three of the immediately preceding five years. Provided that extraordinary items shall not be considered for calculating distributable profits;
- The Company has a net worth of at least ₹ 10.00 million in each of the three preceding full years (of 12 months each);
- The aggregate of the proposed Issue and all previous issues made in the same financial years in terms of the issue size is not expected to exceed five times the pre-Issue net worth of the Company as per the audited balance sheet of the preceding financial year; and
- The Company has not changed its name in the last fiscal year.

The Company's net profit, dividend, net worth, net tangible assets and monetary assets derived from its restated unconsolidated financial statements for the five financial years ended March 31, 2010, 2009, 2008, 2007 and 2006, are set forth below:

(₹ in million)

Particulars	Fiscal 2010	Fiscal 2009	Fiscal 2008	Fiscal 2007	Fiscal 2006
Distributable Profits (1)	(240.22)	11.48	46.88	82.72	40.63
Net Worth (2)	296.63	202.34	188.90	100.27	12.35
Net Tangible assets (3)	1,901.92	1,339.13	364.37	299.16	332.95
Monetary assets (4)	59.52	54.25	44.91	75.20	45.17
Monetary assets as a percentage of the net tangible assets	3.13%	4.05 %	12.33 %	25.14%	13.57 %

(1) 'Distributable profits' have been defined in terms of section 205 of the Companies Act, 1956.
(2) 'Net worth' means the aggregate of the paid up share capital, share premium account, and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of the miscellaneous expenditure (to the extent not written off) and the debit balance in the profit and loss account..
(3) 'Net tangible assets' means the sum of all net assets of the Company excluding intangible assets as defined in Accounting Standard 26 issued by Institute of Chartered Accountants of India.
(4) Monetary assets comprise of cash, and, balances in current and deposit accounts with banks.

For a complete explanation of the above figures, see the section titled '*Financial Information*' on page F-1.

In accordance with Regulation 26(4) of the SEBI Regulations, the Company shall ensure that the number of prospective allottees to whom the Equity Shares will be allotted shall not be less than 1,000; otherwise the entire application money will be refunded. In case of delay, if any, in refund beyond 15 days from the date of closure of the Issue, the Company shall pay interest on the application money at the rate of 15% p.a. for the period of delay, that is,

This Issue is being made for at least 25% of the post-Issue capital pursuant to Rule 19(2)(b)(i) of the SCRR read with Regulation 41(1) of the SEBI Regulations. The Company is eligible for the Issue in accordance with Regulation 26(1) of the SEBI Regulations. Further, this Issue is being made through the Book Building Process wherein up to 50% of the Issue shall be available for allocation to QIBs on a proportionate basis out of which 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue will be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Issue will be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid Bids being received at or above the Issue Price. Our Company may allocate upto 30% of the QIB Portion to the Anchor Investors on a discretionary basis. One third of the Anchor Investor Portion shall be reserved for allocation to domestic Mutual Funds, subject to valid bids being received from domestic Mutual Funds at or above the Anchor Investor Issue Price. For further details, see the section titled "*Issue Procedure*" on page 355.

Our Company is in compliance with the following conditions specified under Regulation 4(2) of the SEBI Regulations:

(a) Our Company, our Directors, our Promoters, the members of our Promoter Group, the persons in control of our Company and the companies with which our Directors, Promoters or persons in control are associated as directors or promoters or persons in control have not been prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI;

(b) Our Company has applied to the NSE and the BSE for obtaining their in-principle listing approval for listing of the Equity Shares under this Issue through its applications dated [●] and [●], respectively and has received the in-principle approvals from the NSE and the BSE pursuant to their letters dated [●] and [●], respectively. For the purposes of this Issue, the [●] shall be the Designated Stock Exchange;

(c) Our Company has entered into agreements dated April 15, 2009 and March 2, 2009 with NSDL and CDSL respectively, for dematerialisation of the Equity Shares; and

(d) The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing this Draft Red Herring Prospectus.

Disclaimer Clause of SEBI

AS REQUIRED, A COPY OF THIS DRAFT RED HERRING PROSPECTUS HAS BEEN SUBMITTED TO SEBI. IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, NOMURA FINANCIAL ADVISORY & SECURITIES (INDIA) PRIVATE LIMITED, KOTAK MAHINDRA CAPITAL COMPANY LIMITED AND RELIGARE CAPITAL MARKETS LIMITED* HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH 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 AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGERS, NOMURA FINANCIAL ADVISORY & SECURITIES (INDIA) PRIVATE LIMITED, KOTAK MAHINDRA CAPITAL COMPANY LIMITED AND RELIGARE CAPITAL MARKETS LIMITED* ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED FEBRUARY 15, 2011 WHICH READS AS FOLLOWS:

WE, THE MERCHANT BANKERS 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 THIS DRAFT RED HERRING PROSPECTUS ("DRHP") 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 RED HERRING PROSPECTUS FILED WITH SEBI 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 SEBI, THE GOVERNMENT OF INDIA AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND

(C) THE DISCLOSURES MADE IN THE DRAFT RED HERRING 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, 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 ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH THE SEBI, AND THAT TILL DATE SUCH REGISTRATION IS VALID.

4. WHEN UNDERWRITTEN, WE WILL SATISFY OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS. - <u>NOTED FOR COMPLIANCE</u>

5. WE CERTIFY THAT WRITTEN CONSENT FROM THE PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF HIS 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 PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRHP WITH THE SEBI TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING 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 RED HERRING PROSPECTUS. – NOTED FOR COMPLIANCE TO THE EXTENT APPLICABLE

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 SEBI. 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 COMPANY ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – NOTED FOR COMPLIANCE

8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY 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 WILL BE MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THIS ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SECTION 73(3) OF THE COMPANIES ACT, 1956 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT TO BE ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION. – NOTED FOR COMPLIANCE

10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THIS DRAFT RED HERRING PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE. – NOT APPLICABLE

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 THIS DRAFT RED HERRING 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 THIS DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY."**

---

[*] RCM is a subsidiary of REL. As there are common promoters and common directors between REL and our Company, RCM is deemed to be our associate as per the Merchant Bankers Regulations. RCM has signed the due diligence certificate and accordingly has been disclosed as a Book Running Lead Manager. Further, in compliance with the provision to Regulation 21A(1) and explanation to Regulation 21A (1) of the Merchant Bankers Regulations, read with Regulation 110 and Schedule XX of the SEBI Regulations, RCM would be involved only in marketing of the Issue.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER SECTION 63 AND SECTION 68 OF THE COMPANIES ACT OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to this Issue will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 60B of the Companies Act. All legal requirements pertaining to this Issue will be complied with at the time of registration of the Prospectus with the RoC in terms of Sections 56, 60 and 60B of the Companies Act.

Disclaimer from our Company, the Directors and the Book Running Lead Managers.

Our Company, the Directors and the Book Running Lead Managers accept no responsibility for statements made otherwise than those contained in this Draft Red Herring Prospectus or in any advertisements or any other material issued by or at our Company's instance. Anyone placing reliance on any other source of information, including our Company's website, www.srl.in, or the website of any of our Subsidiaries, our Promoters, Promoter Group, Group Companies or of any affiliate or associate of our Company or Subsidiaries, would be doing so at his or her own risk.

Caution

The Book Running Lead Managers accept no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement to be entered into between the Underwriters, our Company and Registrar to the Issue.

All information shall be made available by our Company and the Book Running Lead Managers to the public and investors at large and no selective or additional information would be made available for a section of investors in any manner whatsoever including at road show presentations, in research or sales reports, at Bidding Centres or elsewhere.

Neither our Company nor any member of the Syndicate are liable to Bidders for any failure in downloading the Bids due to faults in any software/hardware system or otherwise.

Bidders 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 the Equity Shares and that they shall not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. 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 Equity Shares.

The Book Running Lead Managers and their respective affiliates may engage in transactions with, and perform services for, our Company and its Group Companies or affiliates in the ordinary course of business and have engaged, or may in the future engage, in transactions with our Company and its Group Companies or affiliates, for which they have received, and may in the future receive, compensation.

Disclaimer in Respect of Jurisdiction

This Issue is being made in India to persons resident in India, including Indian national residents in India who are majors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI's permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in shares, public financial institutions as specified in Section 4A of the Companies Act, state industrial development corporations, insurance companies registered with the IRDA, provident funds (subject to applicable law) with minimum corpus of ₹ 250 million and pension funds with minimum corpus of ₹ 250 million, VCFs and permitted Non-Residents including FIIs, their Sub-Accounts, FVCIs, multilateral and bilateral financial institutions and Eligible NRIs and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

This Draft Red Herring Prospectus will not, however, constitute an offer to sell or an invitation to subscribe for Equity Shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in New Delhi 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, except that this Draft Red Herring Prospectus has been filed with the SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Disclaimer clause under Rule 144A of the U.S. Securities Act

The Equity Shares are being offered and sold (i) within the United States to "qualified institutional buyers" in reliance on Rule 144A under the Securities Act and (ii) outside of the United States to non-U.S. Persons in reliance on Regulation S. The Equity Shares have not been and will not be registered under the Securities Act and may not be offered or sold within the United States except in certain transactions exempt from the registration requirements of the Securities Act. Terms used in this paragraph have the meanings given to them by Regulation S under the Securities Act. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The Underwriting Agreement provides that the Lead Managers may directly or through its U.S. broker-dealer affiliates arrange for the offer and resale of the securities within the United States only to qualified institutional buyers in reliance on Rule 144A. In addition, until 40 days after the first date upon which the securities were bona fide offered to the public, an offer of the securities within the United States by a dealer may violate the registration requirements of the Securities Act. Each purchaser of the securities will be deemed to have made the acknowledgements, representations and agreements as described in "*Transfer Restrictions*" below.

Transfer Restrictions

Because the following restrictions will apply to the Issue, purchasers are advised to consult their own legal counsel prior to making any offer, resale, pledge or transfer of the Equity Shares.

1. Rule 144A

Each purchaser of the Equity Shares within the United States, by accepting delivery of this document, will be deemed to have represented, agreed and acknowledged that:

(1) It is (a) a qualified institutional buyer within the meaning of Rule 144A, (b) aware the seller of the Equity Shares may be relying on an exemption from registration under the Securities Act provided by Rule 144A, and (c) purchasing the Equity Shares for its own account or the accounts of qualified institutional buyers with respect to which it exercises sole investment discretion.

(2) It understands that the Equity Shares have not and will not be registered under the Securities Act or the securities laws of any State of the United States and may be offered, sold, pledged or otherwise transferred only (a) outside the United States in an offshore transaction in accordance with Regulation S under the Securities Act, (b) pursuant to an exemption from registration under the Securities Act provided by Rule 144 thereunder (if available) or (c) to a person whom it reasonably believes is a qualified institutional buyer that is purchasing for its own account or for the account of a qualified institutional buyer in a transaction meeting the requirements of Rule 144A, in each case in accordance with any applicable securities laws of any State of the United States.

(3) It understands that the Equity Shares will constitute "**restricted securities**" within the meaning of Rule 144 under the Securities Act, and, for so long as they remain "**restricted securities**", such Equity Shares may not be transferred except as described in paragraph (2) above.

Prospective purchasers are hereby notified that sellers of the Equity Shares in the Issue may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A.

2. *Regulation S*

Each purchaser of the Equity Shares outside the United States, by accepting delivery of this document, will be deemed to have represented and agreed that it is purchasing the Equity Shares outside the United States in an offshore transaction in accordance with Regulation S under the Securities Act.

Each purchaser of the Equity Shares, by accepting delivery of this document, will be deemed to have represented, agreed and acknowledged that:

(1) It is relying on this document and not on any other information or representation concerning us or the Equity Shares and neither we nor any other person responsible for this document or any part of it, nor the Lead Managers, will have any liability for any such other information or representation.

(2) The Company, the Lead Managers and their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

Each person in a Member State of the European Economic Area which has implemented the Prospectus Directive (each, a "**Relevant Member State**") who acquires any Equity Shares under the offers contemplated in this Draft Red Herring Prospectus will be deemed to have represented and agreed that:

(a) it is a qualified investor within the meaning of the law implementing Article 2(1)(e) of the Prospectus Directive; and

(b) In the case of any Equity Shares acquired by a financial intermediary, as that term is used in Article 3(2) of the Prospectus Directive, such financial intermediary will be deemed to have represented and agreed that the Equity Shares acquired by it in the Issue have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to persons in any Relevant Member State other than qualified investors, as that term is defined in the Prospectus Directive, or in circumstances in which the prior consent of the Lead Managers has been given to the offer or resale.

For the purposes of this representation, the expression an "offer of Equity Shares to the public" in relation to any Equity Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Equity Shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State and the expression "**Prospectus Directive**" means Directive 2003/71/EC and includes any relevant implementing measure in each Relevant Member State.

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 Bidder where required must agree in the CAN that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption form, or in a transaction not subject to, the registration requirements of the Securities Act.

Disclaimer Clause of the BSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the BSE. The disclaimer clause as intimated by the BSE to us, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to filing the same with the RoC.

Disclaimer Clause of the NSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the NSE. The disclaimer clause as intimated by the NSE to us, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to filing the same with the RoC.

Filing

A copy of this Draft Red Herring Prospectus will be filed with the SEBI at the Securities and Exchange Board of India, SEBI Bhavan, G Block, third Floor, Bandra Kurla Complex, Bandra (E), Mumbai 400 051, Maharashtra.

A copy of the Red Herring Prospectus, along with the other documents required to be filed under Section 60B of the Companies Act, will be delivered for registration with the RoC located at the address mentioned below. Further, a copy of the Prospectus required to be filed under Section 60 of the Companies Act will be delivered for registration with the RoC located at the address mentioned below:

Registrar of Companies of NCT of Delhi & Haryana
4th Floor, IFCI Tower
61, Nehru Place
New Delhi 110 016

Listing

Applications have been made to the Stock Exchanges for permission to deal in, and for an official quotation of the Equity Shares. The [●] will be the Designated Stock Exchange with which the 'Basis of Allocation' will be finalised.

If permissions to list, deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchanges, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of the Red Herring Prospectus. If such money is not repaid within eight days after our Company becomes liable to repay it, i.e., from the date of refusal of an application for such a permission from a Stock Exchange, or expiry of 10 weeks from the Bid Closing Date in case no permission is granted, whichever is earlier, then our Company and every Director who is an officer in default shall, on and from such expiry of eight days, be liable to repay the money, with interest at the rate of 15% p.a. on application money, as prescribed under Section 73 of the Companies Act.

Our Company shall 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 12 Working Days of the Issue closure.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 68A of the Companies Act, which is reproduced below:

"Any person who:

(a) **makes in a fictitious name, an application to a company for acquiring or subscription, for, any shares therein, or**

(b) **otherwise induces a company to allot, or register any transfer of shares, therein to him, or any other person in a fictitious name,**

shall be punishable with imprisonment for a term which may extend to five years."

Consents

Consents in writing of (a) our Directors, our Company Secretary and Compliance Officer, the Book Running Lead Managers, the lenders to our Company, the domestic legal counsel to our Company and to the Underwriters, the international legal counsel to the Underwriters, the Banker to our Company, the Registrar to the Issue have been obtained; and consents in writing of (b) the IPO Grading Agency, the Syndicate Members, the Escrow Collection Banks, the Bankers to the Issue and the Monitoring Agency to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under Sections 60 and 60B of the Companies Act. Further, such consents will not be withdrawn upto the time of delivery of the Red Herring Prospectus for registration with the RoC.

In accordance with the Companies Act and the SEBI Regulations, S.R. Batliboi & Co., Chartered Accountants, our statutory auditors, have agreed to provide their written consent for inclusion of their name, report on financial statements and report relating to the possible tax benefits, as applicable, accruing to our Company and its shareholders, in this Draft Red Herring Prospectus in the form and context in which they appear in this Draft Red Herring Prospectus.

In accordance with the Companies Act and the SEBI Regulations, Haribhakti & Co., Chartered Accountants, the statutory auditors of PDSPL, have agreed to provide their written consent for inclusion of their name, report on financial statements of PDSPL, in this Draft Red Herring Prospectus in the form and context in which they appear in this Draft Red Herring Prospectus. Further, such consents will not be withdrawn upto the time of delivery of the Red Herring Prospectus for registration with the RoC.

If required, [●], the IPO Grading Agency, will give its written consent for inclusion of their report in the form and context in which it will appear in the Red Herring Prospectus and such consent and report will not be withdrawn upto the time of delivery of the Red Herring Prospectus and the Prospectus for registration with the RoC.

Expert Opinion

Except for the report provided by the IPO Grading Agency (a copy of which report will be annexed to the Red Herring Prospectus), furnishing the rationale for its grading of this Issue, we have not obtained any other expert opinions.

Issue Related Expenses

Except as disclosed in the section titled "*Objects of the Issue*" on page 36, the expenses of this Issue include, *inter alia*, underwriting and management fees, selling commission, SCSBs' commission/ fees, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. The Issue expenses and listing fees will be paid by our Company.

The estimated Issue expenses are as under:

Activity	Amount (₹ in million)	% of the Issue Expenses	% of total Issue Size
Fees of the Book Running Lead Managers*	[●]	[●]	[●]
Underwriting commission, brokerage and selling commission*	[●]	[●]	[●]
Registrar to the Issue's fees*	[●]	[●]	[●]
Advertisement and marketing expenses*	[●]	[●]	[●]
Printing and distribution expenses*	[●]	[●]	[●]
IPO Grading expenses*	[●]	[●]	[●]
Others (SEBI filing fees, fee payable to the monitoring agency, bidding software expenses, depository charges, listing fees, etc.) *	[●]	[●]	[●]
Total	**[●]**	**[●]**	**[●]**

**Will be incorporated at the time of filing of the Prospectus.*

Fees, Brokerage and Selling Commission Payable to the Book Running Lead Managers and the Syndicate Members

The total fees payable to the Book Running Lead Managers and the Syndicate Members (including underwriting commission and selling commission) will be as stated in the engagement letter dated February 14, 2011 among our Company and the Book Running Lead Managers, a copy of which will be made available for inspection at our Registered Office from 10.00 am to 4.00 pm on Working Days from the date of the Red Herring Prospectus until the Bid Closing Date.

Fees Payable to the Registrar to the Issue

The fees payable by our Company to the Registrar to the Issue for processing of application, data entry, printing of CAN/refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the agreement dated February 8, 2011 entered into, between our Company and the Registrar to the Issue, a copy of which will be made available for inspection at our Registered Office from 10.00 am to 4.00 pm on Working Days from the date of the Red Herring Prospectus until the Bid Closing Date.

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 refund orders or Allotment advice by registered post/speed post/under certificate of posting.

IPO grading

This Issue has been graded by [●] and has been assigned the grade of [●] indicating [●], through its letter dated [●], which is valid for a period of [●]. The IPO grading is assigned on a five point scale from 1 to 5 wherein an **"**IPO Grade 5" indicates strong fundamentals and an "IPO Grade 1" indicates poor fundamentals. A copy of the report provided by [●] furnishing the rationale for its grading will be annexed to the Red Herring Prospectus will be made available for inspection at our Registered Office from 10.00 am to 4.00 pm on Working Days from the date of the Red Herring Prospectus until the Bid Closing Date.

Summary of rationale for grading by the IPO Grading Agency

[●]

Disclaimer of IPO Grading Agency

[●]

Particulars regarding Public or Rights Issues since incorporation

Our Company has not made any previous public issues (including any rights issues to the public) since incorporation.

Previous Issues of securities otherwise than for cash

Other than as disclosed in the section titled "*Capital Structure – Notes to Capital Structure*" on page 25, our Company has not issued any securities for consideration other than cash.

Public Issues in the Last Three Years

Except as disclosed in the section titled "*Our Group Companies*" on page 138, no other company under the same management within the meaning of Section 370(1B) of the Companies Act has made any public issue (including any rights issue to the public) since its incorporation.

Performance vis-à-vis Objects – Last One Issue of Group Companies, Subsidiaries or Associate Companies

Except as disclosed in the section titled "*Our Group Companies*" on page 138, there has been no public issue (including any rights issue to the public) by our Company, Group Companies and entities, our Subsidiaries or the associate companies.

Underwriting Commission, Brokerage and Selling Commission on Previous Issues

There has been no public issue of the Equity Shares in the past. Thus, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since our Company's inception.

Outstanding Debentures or Bond Issues or Preference Shares

Except as stated in the section titled "*Capital Structure*" on page 24, our Company has no outstanding debentures or bonds or redeemable preference shares or other instruments as of the date of this Draft Red Herring Prospectus.

Stock Market Data of the Equity Shares

This being an initial public issue of our Company, the Equity Shares are not listed on any stock exchange.

Other Disclosures

Except as disclosed in the section titled "*Capital Structure*" on page 24, none of our Directors, Promoters, the respective directors of our Promoter companies and/or the members of our Promoter Group have purchased or sold any securities of our Company, during a period of six months preceding the date of filing this Draft Red Herring Prospectus with SEBI.

Except as stated in the section titled "*Outstanding Litigation and Material Developments*" on page 230, SEBI has not initiated any action against any entity associated with the securities market, with which our Directors are associated.

Mechanism for Redressal of Investor Grievances

The agreement between the Registrar to the Issue and our Company will provide for retention of records with the Registrar to the Issue for a period of at least three year from the last date of dispatch of the letters of Allotment, or refund orders, demat credit or, where refunds are being made electronically, giving of refund instructions to the clearing system, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to this Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application, Depository Participant, and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the relevant Designated Branch or collection centre of SCSB where the physical ASBA Form was submitted by an ASBA Bidder.

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 10 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. Ankush Agarwal, as the Compliance Officer and he may be contacted in case of any pre-Issue or post-Issue-related problems. He can be contacted at the following address:

Mr. Ankush Agarwal
Telephone: (91 11) 4229 5333
Facsimile: (91 120) 339 4020/ 339 4109
E-mail: ipo@srl.in
Website: www.srl.in

Disposal of investor grievances by listed Group Companies

Except as disclosed in the section titled "*Our Group Companies*" on page 138, there are no investor complaints pending against our Group Companies.

Change in Auditors

There have been no changes in our Company's auditor in the last three years.

Capitalisation of Reserves or Profits

Our Company has not capitalised its reserves or profits at any time since its incorporation.

Revaluation of Assets

Our Company has not revalued its assets since its incorporation.

SECTION VII – ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued are subject to the provisions of the Companies Act, our Memorandum and Articles, the terms of the Red Herring Prospectus, the Prospectus, the Bid cum Application Form, the ASBA Form, the Revision Form, the CAN, the listing agreements to be entered with the Stock Exchanges and other terms and conditions as may be incorporated in the Allotment advices and other documents or certificates that may be executed in respect of this Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by the SEBI, the GoI, the Stock Exchanges, the RoC, the RBI and/or other authorities, as in force on the date of this Issue and to the extent applicable.

Authority for the Issue

The Board of Directors has, pursuant to a resolution passed at its meeting held on February 7, 2011, authorised this Issue subject to the approval of the shareholders of our Company, and such other authorities as may be necessary.

The shareholders of our Company have, pursuant to a resolution dated February 7, 2011, under section 81(1A) of the Companies Act, authorised this Issue.

Our Company has obtained in-principle listing approvals dated [●] and [●] from the BSE and the NSE, respectively.

Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act, our Memorandum and Articles and shall rank *pari passu* in all respects with the existing Equity Shares including rights in respect of dividend. The Allottees will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. See the section titled "*Main Provisions of the Articles of Association*" on page 388 for a description of significant provisions of our Articles.

Mode of Payment of Dividend

Our Company shall pay dividends to shareholders of our Company as per the provisions of the Companies Act, Articles of Association and provisions of the Listing Agreement.

Face Value and Issue Price

The face value of the Equity Shares is ₹ 10 each. The Floor Price of Equity Shares is ₹ [●] per Equity Share and the Cap Price is ₹ [●] per Equity Share. The Anchor Investor Issue Price is ₹ [●] per Equity Share.

At any given point of time there shall be only one denomination for the Equity Shares.

Compliance with Regulations issued by SEBI

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the provisions of our Articles, the equity shareholders of our Company shall have the following rights:

- The right to receive dividends, if declared;
- The right to attend general meetings and exercise voting powers, unless prohibited by law;
- The right to vote on a poll either in person or by proxy;

- The right to receive offers for rights shares and be allotted bonus shares, if announced;
- The right to receive any surplus on liquidation subject to any statutory and other preferential claims being satisfied;
- The right to freely transfer their Equity Shares; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the terms of the listing agreements executed with the Stock Exchanges, and our Memorandum and Articles.

For a detailed description of the main provisions of our Articles relating to voting rights, dividend, forfeiture and lien, transfer and transmission, and/ or consolidation/ splitting, see the section titled "*Main Provisions of the Articles of Association*" on page 388.

Market Lot, Trading Lot and Option to receive Equity Shares in Dematerialised Form

Pursuant to Section 68B of the Companies Act, the Equity Shares shall be Allotted only in dematerialised form. Hence, the Equity Shares being offered through the Red Herring Prospectus can be applied for in the dematerialised form only.

Further, as per the provisions of the SEBI Regulations, the trading of our Equity Shares shall only be in dematerialised form, consequent to which, the tradable lot is one Equity Share. Allocation of Equity Shares in this Issue and Allotment will be only in electronic form in multiples of [●] Equity Shares, subject to a minimum Allotment of [●] Equity Shares.

The Price Band and the minimum bid lot will be decided by our Company in consultation with the Book Running Lead Managers, including the relevant financial ratios computed for both the Cap Price and the Floor Price, which shall be published in English and Hindi national newspapers, and one [●] newspaper, each with wide circulation, being the newspapers in which the pre-Issue advertisements were published, at least two Working Days prior to the Bid Opening Date.

Joint Holders

Subject to provisions contained in our Articles, where two or more persons are registered as the holders of any Equity Share, they shall be deemed to hold the same as joint tenants with benefits of survivorship.

Jurisdiction

Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in New Delhi, India only.

Nomination facility to investors

In accordance with Section 109A of the Companies Act, the sole or First Bidder, along with other joint Bidders, may nominate any one person in whom, in the event of the death of the sole Bidder or in case of joint Bidders, the death of all the Bidders, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of death of the original holder(s), shall be entitled to the same advantages to which such person would be entitled if such person 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 the Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale, transfer of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or with the Registrar to the Issue and transfer agents of our Company.

In accordance with Section 109B of the Companies Act, any person who becomes a nominee by virtue of Section 109A of the Companies Act as mentioned above, shall, upon the production of such evidence as may be required by our 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, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment will be made only in dematerialised form, there shall be no requirement for a separate nomination with our Company. Nominations registered with the respective Depository Participant of the applicant will prevail. If the investors require to change their nomination, they are requested to inform their respective Depository Participant.

Minimum Subscription

In the event our Company does not receive a minimum subscription of 90% of the Issue, including devolvement to the Underwriters within 60 days from the Bid Closing Date, we shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, we shall pay such interest prescribed under Section 73 of the Companies Act.

Further, in accordance with Regulation 26(4) of the SEBI Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will be Allotted will be not less than 1,000.

Application by Eligible NRIs, FIIs and Sub-Accounts

It is to be distinctly understood that there is no reservation for NRIs and FIIs, Sub-Accounts or FVCIs and other Non-Residents. Such Eligible NRIs, FIIs, Sub-Accounts or FVCIs and other Non-Residents shall be treated on the same basis as other categories for the purposes of Allocation.

As per existing regulations, OCBs cannot participate in this Issue.

Arrangements for disposal of odd lots

There are no arrangements for disposal of odd lots.

Restriction on transfer and transmission of shares

There are no restrictions on transfers and transmission of Equity Shares and on their consolidation/ splitting except as provided in our Articles. See the section titled "*Main Provisions of the Articles of Association*" at page 388.

Withdrawal of the Issue

Our Company, in consultation with the Book Running Lead Managers, reserves the right not to proceed with the Issue in accordance with SEBI Regulations. Provided, if our Company withdraws the Issue after the Bid Closing Date, we will give the reason thereof within two days of the Bid Closing Date by way of a public notice in the same newspapers where the pre-issue advertisement had appeared. The Stock Exchanges shall also be informed promptly. Notwithstanding the foregoing, the Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and (ii) the final RoC approval of the Prospectus after it is filed with the RoC.

Application under Rule 144A of the U.S. Securities Act

The Equity Shares are being offered and sold (i) within the United States to "qualified institutional buyers" in reliance on Rule 144A under the U.S. Securities Act and (ii) outside of the United States to non-U.S. Persons in reliance on Regulation S under the Securities Act ("**Regulations S**"). The Equity Shares have not been and will not be registered under the Securities Act and may not be offered or sold within the United States except in certain transactions exempt from the registration requirements of the Securities Act. Terms used in this paragraph have the meanings given to them by Regulation S under the Securities Act.

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.

ISSUE STRUCTURE

Public issue of up to 28,000,000 Equity Shares for cash at a price of ₹ [●] per Equity Share including a share premium of ₹ [●] per Equity Share, aggregating ₹ [●]. The Issue shall constitute 35% of the fully diluted post-Issue paid up capital of the Company. Our Company is considering a Pre-IPO Placement of up to 8,000,000 Equity Shares, for cash consideration aggregating upto ₹ 1,600 million, at its discretion prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the Issue size offered to the public would be reduced to the extent of such Pre-IPO Placement, subject to a minimum Issue size of 25% of the post Issue paid-up capital being offered to the public.

The Issue is being made through the Book Building Process.

	QIBs	**Non-Institutional Bidders**	**Retail Individual Bidders**
Number of Equity Shares*	Up to [●] Equity Shares.	Not less than [●] Equity Shares or Issue less allocation to QIB Bidders and Retail Individual Bidders shall be available for allocation.	Not less than [●] Equity Shares or Issue less allocation to QIB Bidders and Non-Institutional Bidders shall be available for allocation.
Percentage of Issue available for Allotment/Allocation	Up to 50% of the Issue shall be allocated to QIB Bidders. However, 5% of the Net QIB Portion shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the 5% reservation in the Net QIB Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund reservation will be available to QIBs.	Not less than 15% of the Issue or the Issue less allocation to QIB Bidders and Retail Individual Bidders shall be available for allocation.	Not less than 35% of the Issue or the Issue less allocation to QIB Bidders and Non-Institutional Bidders shall be available for allocation.
Basis of allocation if respective category is oversubscribed*	Proportionate as follows: (a) [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds; and (b) Equity Shares shall be Allotted on a proportionate basis to all QIBs including Mutual Funds receiving allocation as per (a) above. The Company may allocate upto 30% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price on a discretionary basis, out of which at least one-third will be available for allocation to Mutual Funds only.	Proportionate.	Proportionate.
Minimum Bid	Such number of Equity Shares so that the Bid Amount exceeds ₹ 200,000.	Such number of Equity Shares so that the Bid Amount exceeds ₹ 200,000.	[●] Equity Shares.

	QIBs	Non-Institutional Bidders	Retail Individual Bidders
Maximum Bid	Such number of Equity Shares not exceeding the size of the Issue, subject to applicable limits.	Such number of Equity Shares not exceeding the size of the Issue, subject to applicable limits.	Such number of Equity Shares whereby the Bid Amount does not exceed ₹ 200,000.
Mode of Allotment	Compulsorily in dematerialised form	Compulsorily in dematerialised form.	Compulsorily in dematerialised form.
Bid Lot	[●] Equity Shares and in multiples thereof.	[●] Equity Shares and in multiples thereof.	[●] Equity Shares and in multiples thereof.
Allotment Lot	A minimum of [●] Equity Shares and thereafter in multiples of one Equity Share.	A minimum of [●] Equity Shares and thereafter in multiples of one Equity Share.	A minimum of [●] Equity Shares and thereafter in multiples of one Equity Share.
Trading Lot	One Equity Share.	One Equity Share.	One Equity Share.
Who can Apply **	Mutual Fund, Venture Capital Fund, FVCI, FIIs and sub-account registered with SEBI (other than a sub-account which is a foreign corporate or foreign individual), public financial institution as defined in section 4A of the Companies Act, a scheduled commercial bank, multilateral and bilateral development financial institution, state industrial development corporation, insurance company registered with the Insurance Regulatory and Development Authority, provident fund with minimum corpus of ₹ 250 million, pension fund with minimum corpus of ₹ 250 million, National Investment Fund, insurance funds set up and managed by army, navy or air force of the Union of India, Insurance funds setup and managed by the Department of Posts, India in accordance with applicable law	Eligible NRIs, Resident Indian individuals, HUFs (in the name of the Karta), companies, corporate bodies, scientific institutions, societies and trusts, sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals.	Resident Indian individuals (including HUFs in the name of the Karta) and Eligible NRIs.
Terms of Payment	The entire Bid Amount shall be payable at the time of submission of Bid cum Application Form to the members of the Syndicate. In case of ASBA Bidders, the SCSB shall be authorised to block the Bid Amount mentioned in the ASBA Form.		

* *Subject to valid Bids being received at or above the Issue Price. The Issue is being made through the 100% Book Building Process wherein up to 50% of the Issue shall be allocated to QIB Bidders on a proportionate basis. 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder shall be available for Allotment on a proportionate basis to QIBs and Mutual Funds, subject to valid Bids being received from them at or above the Issue Price. Mutual Funds participating in the 5% reservation in the Net QIB Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund reservation will be available to QIBs. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid Bids being received at or above the Issue Price.*

Subject to valid Bids being received at or above the Issue Price, under-subscription in any category, if any, 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 members of the Syndicate and the Designated Stock Exchange.

The QIB Portion includes Anchor Investor Portion, as per the SEBI Regulations. Anchor Investor shall pay the entire Bid Amount at the time of submission of the Anchor Investor Bid by the Anchor Investor. Provided that any difference between the Anchor Investor Allocation Price and Anchor Investor Issue Price, shall be payable by Anchor Investor Pay-in Date.

** *In case the Bid cum Application Form or ASBA Form is submitted in joint names, the investors should ensure that the demat account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form or ASBA Form, as the case may be.*

As per existing regulations promulgated under the FEMA, only Eligible NRIs on a repatriation basis or a non- repatriation basis subject to applicable laws are allowed to participate in the Issue. NRIs, other than Eligible NRIs are not permitted to participate in this Issue. Further, as per existing regulations, OCBs cannot participate in the Issue.

Letters of Allotment, refund orders or instructions to SCSBs

Our Company shall credit the Equity Shares to the valid beneficiary account with its Depository Participants within 12 Working Days from the Bid Closing Date to all successful Allottees including ASBA Bidders.

Please note that only Bidders having a bank account at any of the 68 centres where the clearing houses for the ECS as notified by the RBI are eligible to receive refunds or payment through electronic transfer of funds. For all other Bidders, including Bidders having bank accounts in the said 68 centres who have not updated their bank particulars along with the nine-digit MICR code, the refund orders shall be dispatched within 12 Working Days of the Bid Closing Date "Under Certificate of Posting" for refund orders less than or equal to ₹ 1,500 and through speed post/registered post for refund orders exceeding ₹ 1,500.

In case of ASBA Bidders, the Registrar to the Issue shall instruct the SCSBs to unblock the funds in the relevant ASBA Account to the extent of the Bid Amount specified in the ASBA for withdrawn, rejected or unsuccessful or partially successful ASBAs within 12 Working Days from the Bid Closing Date.

Interest in case of delay in dispatch of refund orders or instructions to SCSBs

In accordance with the Companies Act, the requirements of the Stock Exchanges and SEBI Regulations, our Company undertakes that:

- Allotment shall be made only in dematerialised form within 12 Working Days from the Bid Closing Date;
- Dispatch of refund orders, except for Bidders who can receive refunds through Direct Credit, NEFT, RTGS or ECS, shall be done within 12 Working Days from the Bid Closing Date;
- Instructions to SCSBs to unblock the funds in the relevant ASBA Account for withdrawn rejected or unsuccessful Bids shall be made within 12 Working Days from the Bid Closing Date.
- It shall pay interest at 15% p.a. if the refund orders have not been dispatched to the Bidders or if, in a case where the refund or portion thereof is made in electronic manner through Direct Credit, NEFT, RTGS or ECS, the refund instructions have not been given to the clearing system in the disclosed manner within 12 Working Days from the Bid Closing Date or if instructions to SCSBs to unblock funds in the ASBA Accounts are not given within 12 Working Days of the Bid Closing Date.

Our Company will provide adequate funds required for dispatch of refund orders or CAN to the Registrar to the Issue. Refunds will be made by cheques, pay orders or demand drafts drawn on any one or more of the Refund Banker(s) and payable at par at places where Bids are received. Bank charges, if any, for encashing such cheques, pay orders or demand drafts at other centres will be payable by the Bidders.

In case of ASBA Bidders, the SCSBs will unblock funds in the ASBA Accounts to the extent of the refund to be made based on instructions received from the Registrar to the Issue.

Bid/Issue Programme*

BID OPENS ON	**[●]**
QIB BID CLOSES ON	**[●]**
BID CLOSES ON	**[●]**

* *Our Company may consider participation by Anchor Investors. Anchor Investor shall Bid on Anchor Investor Bidding Date.*

Except in relation to the Bids received from the Anchor Investors, Bids and any revision in Bids shall be accepted **only between 10.00 a.m. and 5.00 p.m.** (Indian Standard Time) during the Bidding Period at the Bidding Centres mentioned on the Bid cum Application Form or, in case of Bids submitted through ASBA Form, the Designated Branches **except that:**

(i) in case of Bids by QIBs under the Net QIB Portion, the Bids shall be accepted only between [●] a.m. and [●] p.m. (Indian Standard Time) and uploaded until [●] p.m. on the QIB Bid Closing Date;

(ii) in case of Bids by Non-Institutional Bidders, the Bids shall be accepted only between [●] a.m. and [●] p.m. (Indian Standard Time) and uploaded until 4.00 p.m. on the Bid Closing Date; and

(iii) in case of Bids by Retail Individual Bidders, the Bids shall be accepted only between [●] a.m. and [●] p.m. (Indian Standard Time) and uploaded until [●] p.m. on the Bid Closing Date, which may be extended upto such time as deemed fit by the Stock Exchanges after taking into account the total number of applications received upto the closure of timings and reported by Book Running Lead Managers to the Stock Exchanges within half an hour of such closure.

Our Company in consultation with the Book Running Lead Managers, reserves the right to revise the Price Band during the Bidding Period in accordance with the SEBI Regulations. The cap shall not be more than 120% of the floor of the Price Band. Subject to compliance with the immediately preceding sentence, the floor of the Price Band can move up or down to the extent of 20% of the floor of the Price Band.

In case of revision in the Price Band, the Bidding Period shall be extended for at least three additional Working Days after such revision, subject to the total Bidding Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bidding Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the websites of the Book Running Lead Managers and the terminals of the other members of the Syndicate.

ISSUE PROCEDURE

This section applies to all Bidders. Please note that all Bidders may participate in the Issue through the ASBA process. ASBA Bidders should note that the ASBA process involves application procedures that are different from the procedure applicable to Bidders other than the ASBA Bidders. Bidders applying through the ASBA process should carefully read the provisions applicable to such applications before making their application through the ASBA process. Please note that all the Bidders are required to make payment of the full Bid Amount along with the Bid cum Application Form or ASBA Form, as the case may be.

Book Building Procedure

The Issue is being made through the 100% Book Building Process. In terms of Rule 19(2)(b)(i) of the SCRR, this being an Issue for at least 25% of the post Issue share capital, up to 50% of the Issue shall be Allotted to QIBs on a proportionate basis. Out of the Net QIB Portion, 5% shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder shall be available for allocation on a proportionate basis to QIBs and Mutual Funds, subject to valid Bids being received from them at or above the Issue Price. Further, not less than 15% of the Issue will be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Issue will be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid Bids being received at or above the Issue Price. Our Company may, in consultation with the Book Running Lead Managers, consider participation of Anchor Investors in accordance with SEBI Regulations. Allocation to Anchor Investors shall be on a discretionary basis and not on a proportionate basis.

All Bidders other than ASBA Bidders are required to submit their Bids through the members of Syndicate. Bids by QIBs (including Anchor Investors), except ASBA bidders will only have to be submitted to members of the Syndicate or their affiliates. ASBA Bidders are required to submit their Bids to SCSBs.

Investors should note that the Allotment will only be in dematerialised form. The Bid cum Application Forms or ASBA Forms, as the case may be, which do not have the details of the Bidders' depository account including Depository Participant Identity ("**DP ID**"), Permanent Account Number ("**PAN**") and Beneficiary Account Number shall be treated as incomplete and rejected. The Equity Shares on Allotment shall be traded only in the dematerialised segment of the Stock Exchanges.

Bid cum Application Form and ASBA Form

The prescribed colour of the Bid cum Application Form and ASBA Form for various categories of Bidders is as follows:

Category	Colour of Bid cum Application Form/ ASBA Form
Resident Indians (Resident QIBs, Non-Institutional Investors and Resident Individuals) and Eligible NRIs applying on a non-repatriation basis (ASBA and non ASBA)	[●]
Eligible NRIs, FIIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporates or foreign individuals bidding under the QIB Portion), FVCIs and multilateral and bilateral financial institutions and other Non-Residents including Non-Institutional Investors, applying on a repatriation basis (ASBA and non ASBA)	[●]
Anchor Investors	[●]*

* *Bid cum Application Forms for Anchor Investors shall be available at our Registered and Corporate Office and also at the offices of the Book Running Lead Managers.*

Bidders, other than ASBA Bidders, are required to submit their Bids through the Syndicate. Bidders (excluding ASBA Bidders) shall only use the specified Bid cum Application Form bearing the stamp of a member of a Syndicate for the purpose of making a Bid in terms of the Red Herring Prospectus. Before being issued to the Bidders, other than ASBA Bidders, the Bid cum Application Forms shall be serially numbered and date and time stamped at the Bidding Centres and such form shall be issued in duplicate signed by the Bidder and countersigned by a member of the Syndicate. The Bid cum Application Form shall contain information about the Bidder, the price and the number of Equity Shares that the Bidder wishes to Bid for. The Bidder shall have the option to make a maximum of three Bids in the Bid cum Application Form and such options shall not be considered as multiple Bids. The ASBA Bid cum Application Form will also be available on the websites of the Stock Exchanges at least one day prior to the Bid Opening Date and shall bear a unique application number. The Book Running Lead Managers and the SCSBs will provide the hyperlink to BSE or NSE on their websites.

Upon filing of the Prospectus with the RoC, the Bid cum Application Form shall be considered as the Application Form. Upon completing and submitting the Bid cum Application Form to a member of the Syndicate, the Bidder, other than ASBA Bidders, is deemed to have authorised our Company to make the necessary changes in the Red Herring Prospectus as would be required for filing the Prospectus with the RoC and as would be required by RoC after such filing, without prior or subsequent notice of such changes to the Bidder.

Bidders (other than Anchor Investors) can also submit their Bids through ASBA by submitting ASBA Forms, obtained from the Designated Branches, to the SCSB with whom the ASBA Account is maintained, authorising blocking of funds that are available in the ASBA Account. ASBA Bidders can submit their Bids, either in physical or electronic mode. In case of application in physical mode, the ASBA Bidder shall submit the ASBA Form at the relevant Designated Branch. In case of application in electronic form, the ASBA Bidder shall submit the ASBA Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for bidding and blocking funds in the ASBA Account held with SCSB, and accordingly registering such Bids. The SCSB shall block an amount in the ASBA Account equal to the Bid Amount specified in the ASBA Form. Upon completing and submitting the ASBA Form to the SCSB, the ASBA Bidder is deemed to have authorised our Company to make the necessary changes in the Red Herring Prospectus and the ASBA Form, as would be required for filing the Prospectus with the RoC and as would be required by RoC after such filing, without prior or subsequent notice of such changes to the ASBA Bidder.

Who can Bid?

- Indian nationals resident in India, who are not minors, or in the names of their minor children as natural/ legal guardians, in single or joint names (not more than three);

- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/ ASBA Form as follows: “Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*”. Bids by HUFs would be considered at par with those from individuals;

- Companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in equity shares;

- Mutual Funds registered with SEBI;

- Eligible NRIs on a repatriation basis or on a non repatriation basis subject to compliance with applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this issue;

- Indian financial institutions, commercial banks (excluding foreign banks), regional rural banks, co-operative banks (subject to RBI regulations and the SEBI Regulations and other laws, as applicable);

- FIIs and their Sub-Accounts, other than a Sub-Account which is a foreign corporate or foreign individual, in the QIB Portion;

- Sub-Accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non-Institutional Bidders category.

- Venture Capital Funds registered with SEBI;

- Foreign Venture Capital Funds registered with SEBI;

- Multilateral and bilateral development financial institutions;

- 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 authorised under their constitution to hold and invest in equity shares;

- Scientific and/or industrial research organisations authorised to invest in equity shares;

- Insurance Companies registered with Insurance Regulatory and Development Authority;

- Provident Funds with minimum corpus of ₹ 250 million and who are authorised under their constitution to hold and invest in equity shares;

- Pension Funds with minimum corpus of ₹ 250 million and who are authorised under their constitution to hold and invest in equity shares;

- National Investment Fund;

- Insurance Funds setup and managed by Department of Posts, India

- Limited Liability Partnership;

- Insurance funds set up and managed by the army, navy or air force of the Union of India; and

- All other persons eligible to invest under all applicable laws, rules, regulations and guidelines.

In accordance with the FEMA and the regulations framed thereunder, OCBs cannot Bid in the Issue.

Anchor Investor Portion

Our Company may consider participation by Anchor Investors in the Issue for up to [●] Equity Shares in accordance with the applicable SEBI Regulations. Anchor Investor shall Bid on Anchor Investor Bidding Date. The QIB Portion shall be reduced to the extent of allocation under the Anchor Investor Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are as follows:

(a) Anchor Investors shall be QIBs as defined in the SEBI Regulations.

(b) The Anchor Investor Bid must be for a minimum of such number of Equity Shares so that the Anchor Investor Bid Amount exceeds ₹ 100 million and in multiples of [●] Equity Shares thereafter. An Anchor Investor Bid cannot be submitted for more than the Anchor Investor Portion.

(c) [●] Equity Shares out of the Anchor Investor Portion shall be reserved for allocation to domestic Mutual Funds. Bids by various schemes of a Mutual Fund shall be clubbed to calculate the Bid Amount, which shall not be equal to or more than ₹ 100 million.

(d) The bidding for Anchor Investors shall open one day before the Bid Opening Date and shall be completed on the same day.

(e) The Company, in consultation with the Book Running Lead Managers, shall finalise allocation to the Anchor Investors on a discretionary basis, subject to compliance with requirements regarding minimum number of allottees.

(f) The number of Equity Shares allocated to the Anchor Investors and the price at which the allocation is made, shall be made available in public domain by the Book Running Lead Managers before the Bid Opening Date.

(g) Anchor Investors shall pay the entire Bid Amount at the time of submission of the Anchor Investor Bid. Any difference between the Anchor Investor Allocation Price and Anchor Investor Issue Price shall be payable by Anchor Investor Pay-in Date.

(h) In case the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and Anchor Investor Allocation Price shall be paid by the Anchor Investors by the Anchor Investor Pay-in Date. In the event the Issue Price is lower than the Anchor Investor Allocation Price, the allotment to Anchor Investors shall be at Anchor Investor Allocation Price.

(i) The Equity Shares allotted in the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

(j) The Book Running Lead Managers or any person related to the Book Running Lead Managers/ Promoters/ Promoter Group shall not participate in the Anchor Investor Portion.

(k) Bids made by QIBs under both the Anchor Investor Portion and the Net QIB Portion shall not be considered as multiple Bids.

(l) The payment instruments for payment into the Escrow Account should be drawn in favour of:
- In case of Resident Anchor Investors: "Escrow Account – [●] – Anchor Investor – R"
- In case of Non-Resident Anchor Investor: "Escrow Account – [●]–Anchor Investor - NR"

Anchor Investors shall pay, on application, the same margin amount, as is payable by other Bidders, and the balance, if any, within two days of the Bid Closing Date.

Participation by associates and affiliates of the Book Running Lead Managers and Syndicate Members

The Book Running Lead Managers and Syndicate Members shall not be allowed to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations, as stated in the Prospectus. However, associates and affiliates of the Book Running Lead Managers and Syndicate Members or any persons related to the Book Running Lead Managers and Syndicate Members may subscribe to or purchase Equity Shares in the Issue, in the QIB Portion or in Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis. Such bidding and subscription may be on their own account or on behalf of their clients.

The Book Running Lead Managers, Syndicate Members, the Promoters, the Promoter Group and any persons related to them cannot apply in the Issue under the Anchor Investor Portion.

Participation by eligible/permitted Sub-Accounts which are foreign corporates or foreign individuals

Eligible/permitted Sub-Accounts which are foreign corporates or foreign individuals may Bid in the Non-Institutional Portion, subject to receipt of appropriate approvals from applicable regulatory authorities.

Bids by Mutual Funds

At least one third of the Anchor Investor Portion will be available for allocation on a discretionary basis to Mutual Funds and 5% of the Net QIB Portion is available to be allocated to Mutual Funds on a proportionate basis, subject to receipt of valid Bids.

An eligible Bid by a Mutual Fund shall first be considered for allocation proportionately in the Mutual Fund Portion. In the event that the demand from Mutual Funds is greater than [●] Equity Shares, allocation shall be made to Mutual Funds proportionately, to the extent of the Mutual Fund Portion. The remaining demand by Mutual Funds shall, as part of the aggregate demand by QIBs, be available for allocation proportionately out of the remainder of the Net QIB Portion, after excluding the allocation in the Mutual Fund Portion.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No mutual fund scheme shall invest more than 10% of its net asset value in 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.

Bids by Eligible NRIs

1. Bid cum Application Forms/ ASBA Forms have been made available for Eligible NRIs on a repatriation basis at the Registered Office and with the members of the Syndicate.

2. Eligible NRI applicants may please note that only such Bids as are accompanied by payment in free foreign exchange shall be considered for Allotment. The Eligible NRIs who intend to make payment through Non-Resident Ordinary (NRO) accounts shall use the Bid cum Application Form meant for Resident Indians.

Bids by FIIs

Under the extant law, the issue of Equity Shares to a single FII cannot exceed 10% of our post-Issue paid-up equity share capital. In respect of an FII investing in our Equity Shares on behalf of its Sub-Accounts, the investment on behalf of each Sub-Account shall not exceed 10% of our total issued equity share capital or 5% of our total issued equity share capital in case such Sub-Account is a foreign corporate or an individual permitted to make investments. As of now, the aggregate FII holding in our Company cannot exceed 24% of our total issued capital. The said 24% limit can be increased upto 100% by passing a resolution by the Board followed by passing a special resolution to that effect by the shareholders of our Company. Our Company has not obtained board or shareholders approval to increase the FII limit to more than 24%.

Subject to compliance with all applicable Indian laws, rules, regulations guidelines and approvals in terms of Regulation 15A(1) of the Securities Exchange Board of India (Foreign Institutional Investors) Regulations 1995, as amended (the "**SEBI FII Regulations**"), an FII or its Sub-Account may issue, deal or hold, offshore derivative instruments (as defined under the SEBI FII Regulations as any instrument, by whatever name called, which is issued overseas by a foreign institutional investor against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. The FII or Sub-Account is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority as defined under the SEBI FII Regulations. Associates and affiliates of the underwriters, including the Book Running Lead Managers and Syndicate Members that are FIIs may issue offshore derivative instruments against Equity Shares Allotted to them. Any such offshore derivative instrument does not constitute any obligation or claim on or interest in, our Company.

Bids by SEBI registered Venture Capital Funds and Foreign Venture Capital Funds

The SEBI (Venture Capital Funds) Regulations, 1996 and SEBI (Foreign Venture Capital Investor) Regulations, 2000 *inter alia* prescribe the investment restrictions on VCFs and FVCIs.

Accordingly, the holding by any individual VCFs in one company should not exceed 25% of the corpus of the said VCF, a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one company. Further, VCFs and FVCIs can invest only upto 33.33% of their investible funds by way of subscription to an initial public offer of a venture capital undertaking.

Further, according to the SEBI Regulations, the shareholding of SEBI registered Venture Capital Funds and Foreign Venture Capital Investors held in a company prior to making an initial public offering would be exempt from lock-in requirements only if the shares have been held by them for at least one year prior to the time of filing the draft red herring prospectus with SEBI.

Bids by Insurance Companies

In case of the Bids made by insurance companies registered with the Insurance Regulatory and Development Authority, a certified copy of certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to reject such Bids in whole or in part without assigning reasons thereof.

Bids made by Provident Funds

In case of the Bids made by provident funds, subject to applicable law, with minimum corpus of ₹ 250 million and pension funds with minimum corpus of ₹ 250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Bids by Limited liability partnership

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof.

The above information is given for the benefit of the Bidders. Our Company, Directors and officers, affiliates, associates, their respective directors and officers and the Book Running Lead Managers do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company, Directors and officers, affiliates, associates, their respective directors and officers or the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this DRHP. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

Maximum and Minimum Bid Size

(a) **For Retail Individual Bidders:** The Bid must be for a minimum of [•] Equity Shares and in multiples of [•] Equity Shares thereafter, so as to ensure that the Bid Amount payable by the Bidder does not exceed ₹ 200,000. In case of revision of Bids, the Retail Individual Bidders have to ensure that the Bid Amount does not exceed ₹ 200,000. In case the Bid Amount is over ₹ 200,000 due to revision of the Bid or revision of the Price Band or on exercise of bidding at Cut-off Price, the Bid would be considered for allocation under the Non-Institutional Portion. The bidding at Cut-off Price is an option given only to the Retail Individual Bidders indicating their agreement to Bid and purchase at the Issue Price as determined at the end of the Book Building Process.

(b) **For Non-Institutional Bidders and QIBs:** The Bid must be for a minimum of such number of Equity Shares such that the Bid Amount exceeds ₹ 200,000 and in multiples of [•] Equity Shares thereafter. A Bid cannot be submitted for more than the Issue size. However, the Bid by a QIB should not exceed the investment limits prescribed for them by applicable laws. **Under the SEBI Regulations a QIB cannot withdraw its Bid after the QIB Bid Closing Date and is required to pay the entire Bid Amount upon submission of the Bid.** The identity of QIBs bidding in the Issue under QIB Portion shall not be made public.

In case of revision in Bids, the Non-Institutional Bidders, who are individuals, have to ensure that the revised Bid Amount is greater than ₹ 200,000 for being considered for allocation in the Non-Institutional Portion. In case the Bid Amount reduces to ₹ 200,000 or less due to a revision in Bids or revision of the Price Band, Bids by Non-Institutional Bidders who are eligible for allocation in the Retail Portion would be considered for allocation under the Retail Portion. Non-Institutional Bidders and QIBs are not allowed to Bid at 'Cut-off'.

(c) **For Bidders in the Anchor Investor Portion:** The Bid by an Anchor Investor must be for a minimum of such number of Equity Shares such that the Bid Amount exceeds ₹ 100 million and is in multiples of [•] Equity Shares thereafter. Bids by Anchor Investors under the Anchor Investor Portion and the Net QIB Portion shall not be considered as multiple Bids. Under the Anchor Investor Portion, a Bid cannot be submitted for more than 30% of the QIB Portion. **Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date and are required to pay the full Bid Amount at the time of submission of the Bid. In case the Anchor Investor Issue Price is lower than the Issue Price, the balance amount shall be payable as per the pay-in date mentioned in the [revised CAN.**

The above information is given for the benefit of the Bidders. Bidders are advised to make independent

enquiries and ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus. Our Company and the Book Running Lead Managers do not accept any responsibility for the completeness and accuracy of the information in relation to applicable investment limits or number of Equity Shares that can be held by them stated herein.

Our Company and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus.

Refund amounts following a permitted withdrawal of a Bid shall be paid in the manner described under paragraph "Payment of Refund".

Information for Bidders:

(a) Our Company will file the Red Herring Prospectus with the RoC at least three days before the Bid Opening Date.

(b) Our Company and the Book Running Lead Managers shall declare the Bid Opening Date, Bid Closing Date and QIB Bid Closing Date at the time of filing the Red Herring Prospectus to be registered with the RoC and also publish the same in an English and a Hindi national newspaper, and one regional newspaper, each with wide circulation. This advertisement, subject to the provisions of Section 66 of the Companies Act shall be in the format prescribed under applicable SEBI Regulations. Further, the Price Band and the minimum bid lot as decided by our Company in consultation with the Book Running Lead Managers, including the relevant financial ratios computed for both the Cap Price and the Floor Price and shall be published at least two Working Days prior to the Bid Opening Date in English and Hindi national newspapers, each with wide circulation.

(c) Copies of the Bid cum Application Form and, at the request of potential Bidders, copies of the Red Herring Prospectus will be available with the members of the Syndicate.

(d) Any investor (who is eligible to invest in the Equity Shares) who would like to obtain the Red Herring Prospectus and/ or the Bid cum Application Form can obtain the same from the Registered Office or from the members of the Syndicate.

 Eligible investors who are interested in subscribing for the Equity Shares should approach the Book Running Lead Managers, Syndicate Members or their authorised agent(s) to register their Bids. ASBA bidders should approach the SCSBs to register their Bids.

(e) The Bids should be submitted on the prescribed Bid cum Application Form only. Bid cum Application Forms without the stamp of the member of the Syndicate will be rejected.

(f) The identity of QIBs making the Bid shall not be made public.

Bidders may note that in case the Depository Participant identification number, client identification number of the demat account of the Bidder, and PAN mentioned in the Bid cum Application Form or the ASBA Form, as the case may be and entered into the electronic bidding system of the stock exchanges by the Syndicate Member do not match with the Depository Participant identification number, client identification number of the demat account of the Bidder, and PAN available in the Depository database, the application Bid cum Application Form or the ASBA Form, as the case may be is liable to be rejected.

Information specific to ASBA Bidders

1. ASBA Bidders who would like to obtain the Red Herring Prospectus and/or the ASBA Form can obtain the same from the Designated Branches. ASBA Bidders can also obtain a copy of the Red Herring Prospectus and/or the ASBA Form in electronic form on the websites of the SCSBs. **ASBA Forms can also be downloaded from the websites of the BSE – www.bseindia.com or the NSE - www.nseindia.com.**

2. The Bids should be submitted to the SCSBs on the prescribed ASBA Form. SCSBs may provide the

electronic mode of bidding either through an internet enabled bidding and banking facility or such other secured, electronically enabled mechanism for bidding and blocking funds in the ASBA Account.

3. The SCSBs shall accept Bids only during the Bidding Period and only from the ASBA Bidders.

4. The Book Running Lead Managers shall ensure that adequate arrangements are made to circulate copies of the Red Herring Prospectus and ASBA Form to the SCSBs. The SCSBs will then make available such copies to investors intending to apply in this Issue through the ASBA process. Additionally, the Book Running Lead Managers shall ensure that the SCSBs are provided with soft copies of the abridged prospectus as well as the ASBA Forms and that the same are made available on the websites of the SCSBs.

5. The ASBA Form shall bear the stamp of the SCSBs and/or the Designated Branch, if not, the same shall be rejected.

6. The ASBA Bid cum Application Form will also be available on the websites of the Stock Exchanges at least one day prior to the Bid Opening Date and shall bear a unique application number. The Book Running Lead Managers and the SCSBs will provide the hyperlink to BSE or NSE on their websites.

Method and Process of Bidding

(a) Our Company in consultation with the Book Running Lead Managers will decide the Price Band and the minimum Bid lot for the Issue and the same shall be advertised in one English, one Hindi national newspapers, and one regional newspaper, each with wide circulation at least two Working Days prior to the Bid Opening Date. The members of Syndicate and the SCSBs shall accept Bids from the Bidders during the Bidding Period.

(b) The Bidding Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bidding Period maybe extended, if required, by an additional three Working Days, subject to the total Bidding Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bidding Period, if applicable, will be published in English and Hindi national newspapers, and one regional newspaper, each with wide circulation and also by indicating the change on the website of the Book Running Lead Managers and at the terminals of the other members of the Syndicate.

(c) During the Bidding Period, Bidders who are interested in subscribing for the Equity Shares should approach the members of Syndicate or their authorised agents to register their Bid. The members of Syndicate shall accept Bids from all other Bidders and have the right to vet the Bids during the Bidding Period in accordance with the terms of the Red Herring Prospectus. Eligible Bidders who propose to use the ASBA process shall approach the Designated Branches to register their Bids.*

---

* ***Bidders are advised not to submit the Bid cum Application Form to Escrow Collection Banks and the same will be rejected in such cases and the Bidders will not be entitled to any compensation whatsoever.***

The Book Running Lead Managers shall accept Bids from the Anchor Investors on the Anchor Investor Bidding Date i.e. one Working Day prior to the Bid Opening Date. Bids by Anchor Investors under the Anchor Investor Portion and the Net QIB Portion shall not be considered as multiple Bids.

(d) Each Bid cum Application Form and/ or the ASBA Form will give the Bidder the choice to bid for upto three optional prices (for details refer to the paragraph entitled "Bids at Different Price Levels" below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form and/ or the ASBA Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.

(e) Each Bidder should submit only one Bid (either ASBA or non ASBA). Multiple Bids (as defined under "*Multiple Bids*" on page 376, are liable to be rejected. Provided that Bids submitted by a QIB in the Anchor Investor Portion and in the Net QIB Portion will not be considered as Multiple Bids.

(f) Except in relation to Bids received from the Anchor Investors, the members of Syndicate / the SCSBs, as the case may be, will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, ("**TRS**"), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive upto three TRSs for each Bid cum Application Form or ASBA Form.

(g) Along with the Bid cum Application Form, all Bidders (other than ASBA Bidders) will make payment in the manner described in *"Escrow Mechanism - Escrow mechanism, terms of payment and payment into the Escrow Accounts*" on page 363.

(h) Upon receipt of the ASBA Form, submitted whether in physical or electronic mode, the respective Designated Branch shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the ASBA Form, prior to uploading such Bids with the Stock Exchanges. The SCSBs may reject the Bid if sufficient funds are not available in the ASBA Account of the Bidder.

(i) If sufficient funds are not available in the ASBA Account, the respective Designated Branch shall reject such Bids and shall not upload such Bids with the Stock Exchanges.

(j) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the ASBA Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.

(k) The Bid Amount shall remain blocked in the ASBA Account until finalisation of the basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA 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 pertaining to the Equity Shares to be Allotted to the successful ASBA Bidders to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

Bids at Different Price Levels and Revision of Bids

(a) Our Company, in consultation with the Book Running Lead Managers and without prior intimation to or approval from the Bidders, reserves the right to revise the Price Band during the Bidding Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price disclosed at least two days prior to the Bid Opening Date and the Cap Price will be revised accordingly.

(b) Our Company, in consultation with the Book Running Lead Managers, can finalise the Anchor Investor Issue Price, in the event Anchor Investors participate in this Issue, within the Price Band in accordance with this clause, without the prior approval of, or intimation to, the Anchor Investors.

(c) The Bidders can bid at any price within the Price Band. The Bidder has to bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may bid at the Cut-off Price. However, bidding at Cut-off Price is not permitted for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.

(d) Retail Individual Bidders who Bid at Cut-off Price should note that they are required to purchase the Equity Shares at the Issue Price. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price. ASBA Bidders, under the categories eligible to Bid at Cut-off Price, need to instruct the SCSBs to block an amount based on the Cap Price.

Escrow mechanism, terms of payment and payment into the Escrow Accounts

For details of the escrow mechanism and payment instructions, please see the section titled "*Issue Procedure - Payment Instructions*" on page 373.

Electronic Registration of Bids

(a) The members of Syndicate and SCSBs will register the Bids (except Bids received from Anchor Investors) on Working Days using the on-line facilities of the Stock Exchanges. There will be at least one terminal offering on-line connectivity in each city, where a stock exchange is located in India and where Bids are being accepted. The Book Running Lead Managers, our Company and the Registrar to the Issue are not responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Bids accepted by the SCSBs, (ii) the Bids uploaded by the SCSBs, (iii) the Bids accepted but not uploaded by the SCSBs or (iv) with respect to ASBA Bids accepted and uploaded without blocking funds in the ASBA Accounts. It shall be presumed that for Bids uploaded by the SCSBs, the Bid Amount has been blocked in the relevant ASBA Account. The Book Running Lead Managers and the SCSBs shall be responsible for any error in the Bid details uploaded by them*.

____

* ***Bidders are advised not to submit the Bid cum Application Form to Escrow Collection Banks and the same will be rejected in asuch cases and the Bidders will not be entitiled to any compensation whatsoever.***

(b) The members of Syndicate and the SCSBs will undertake modification of selected fields in the Bid details already uploaded within one Working Day from the Bid Closing Date.

(c) In case of apparent data entry error by either the members of Syndicate or the collecting bank in entering the Bid cum Application Form number in their respective schedules other things remaining unchanged, the Bid cum Application Form may be considered as valid and such exceptions may be recorded in minutes of the meeting submitted to Stock Exchange(s). In the event of mistake in capturing the Bid cum Application Form number by either the members of Syndicate or collecting bank leading to rejection of the Bid cum Application Form, the Registrar may identify based on the Bid cum Application Form, the entity responsible for the error.

(d) The Stock Exchanges will offer an electronic facility for registering Bids for the Issue. This facility will be available on the terminals of the members of Syndicate and their authorised agents and the SCSBs during the Bidding Period. The members of Syndicate and the Designated Branches can also set up facilities for off-line electronic registration of Bids subject to the condition that they will subsequently upload the off-line data file into the on-line facilities for Book Building Process on a regular basis. On the Bid Closing Date, the members of Syndicate and the Designated Branches shall upload the Bids till such time as may be permitted by the Stock Exchanges. This information will be available with the members of Syndicate on a regular basis. Bidders are cautioned that a high inflow of high volumes on the last day of the Bidding Period may lead to some Bids received on the last day not being uploaded and such Bids will not be considered for allocation.

(e) At the end of each day during the Bidding Period, the aggregate demand and price for Bids registered on the electronic facilities of the Stock Exchanges will be uploaded on a regular basis, consolidated and displayed on-line at all Bidding Centres and the website of the Stock Exchanges. A graphical representation of consolidated demand and price would be made available at the Bidding Centres during the Bidding Period.

(f) At the time of registering each Bid, other than ASBA Bids, the members of the Syndicate or the the Designated Branches, as the case may be, shall enter the following details of the Bidders in the on-line system:

- Name of the Bidder: Bidders should ensure that the name given in the Bid cum Application Form is exactly the same as the name in which the Depositary Account is held. In case the Bid cum Application Form is submitted in joint names, Bidders should ensure that the Depository Account is also held in the same joint names and are in the same sequence in which they appear in the Bid cum Application Form;
- Investor Category – Individual, Corporate, FII, NRI, Mutual Fund, etc;
- PAN;
- Numbers of Equity Shares Bid for;
- Bid Amount;
- Bid cum Application Form number;
- Cheque amount and cheque number in case of non-ASBA Bidders and bank account details in

case of ASBA Bidders; and

- DP ID and client identification number of the beneficiary account of the Bidder.

With respct to ASBA Bids, at the time of registering each Bid, the Designated Branches shall enter the following information pertaining to the Bidder into the on-line system:

- Name of the Bidder(s);
- ASBA Bid cum Application Form Number;
- PAN (of the First Bidder, in case of more than one Bidder);
- Investor category and sub-category;
- DP ID and Client ID;
- Beneficiary account number of Equity Shares Bid for;
- Quantity;
- Bid Amount;
- Cheque Amount;
- Cheque number;
- Bank account number.

Details as uploaded in the online system will be considered as final and Alloment will be based on the same.

(g) A system generated TRS will be given to the Bidder as a proof of the registration of each of the bidding options. It is the Bidder's responsibility to obtain the TRS from the members of Syndicate or the Designated Branches. The registration of the Bid by the members of Syndicate or the Designated Branches does not guarantee that the Equity Shares shall be allocated/Allotment either by the members of the Syndicate or our Company.

(h) Such TRS will be non-negotiable and by itself will not create any obligation of any kind.

(i) In case of QIBs bidding in the Net QIB Portion, the Book Running Lead Managers have the right to accept the Bid or reject it. However, such rejection should be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing. In case of Non-Institutional Bidders and Retail Individual Bidders, Bids would not be rejected except on the technical grounds listed under the para titled "*Grounds for Technical Rejections*" on page 377. The Book Running Lead Managers may also reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect. The SCSBs shall have no right to reject Bids, except on technical grounds and in case of insufficient funds in the ASBA Account of the Bidder.

(j) The permission given by the Stock Exchanges to use their network and software of the online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Managers 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, the Promoters, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

Only Bids that are uploaded on the online IPO system of the Stock Exchanges shall be considered for allocation/ Allotment. The members of the Syndicate shall capture all data relevant for the purposes of finalizing the Basis of Allotment while uploading Bid data in the electronic Bidding systems of the Stock Exchanges. In order that the data so captured is accurate the members of the Syndicate will be given upto one Working Day after the Bid Closing Date to verify the information uploaded in the online IPO system during the Bidding Period after which the data will be sent to the Registrar for reconciliation with the data available with the NSDL and CDSL. If the Registrar finds any discrepancy in the DP name, DP ID and the Client ID, the Registrar will correct the same. In case of any discrepancy of data between the Stock Exchanges and the members of the Syndicate or the Designated Branches, the decision of our Company in consultation with the Book Running Lead Managers and eth

Registrar, based on the physical records of the Bid cum Application Forms shall be final and binding on all concerned.

(k) Details of Bids in the Anchor Investor Portion will not be registered on the on-line facilities of electronic facilities of the Stock Exchanges.

Build up of the book and revision of Bids

(a) Bids received from various Bidders through the members of the Syndicate and the SCSBs shall be electronically uploaded to the Stock Exchanges' mainframe on a regular basis.

(b) The book gets built up at various price levels. This information will be available with the Book Running Lead Managers on a regular basis during the Bidding Period.

(c) During the Bidding Period, any Bidder who has registered his or her Bid at a particular price level is free to revise his or her Bid within the Price Band using the printed Revision Form, which is part of the Bid cum Application Form.

(d) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form. Apart from mentioning the revised options in the Revision Form, the Bidder must also mention the details of all the options in his or her Bid cum Application Form, ASBA Form or earlier Revision Form. For example, if a Bidder has Bid for three options in the Bid cum Application Form/ ASBA Form and such Bidder is changing only one of the options in the Revision Form, he must still fill the details of the other two options that are not being revised, in the Revision Form. The members of the Syndicate and the Designated Branches will not accept incomplete or inaccurate Revision Forms.

(e) The Bidder can make this revision any number of times during the Bidding Period. However, for any revision(s) in the Bid, the Bidders will have to use the services of the members of Syndicate or the same SCSB through whom such Bidder had placed the original Bid. Bidders are advised to retain copies of the blank Revision Form and the revised Bid must be made only in such Revision Form or copies thereof.

(f) In case of an upward revision in the Price Band announced as above, Retail Individual Bidders who had Bid at Cut-off Price could either (i) revise their Bid or (ii) shall make additional payment based on the cap of the revised Price Band (such that the total amount i.e., original Bid Amount plus additional payment does not exceed ₹ 200,000 if the Bidder wants to continue to Bid at Cut-off Price), with the members of the Syndicate. In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹ 200,000, the Bid will be considered for allocation under the Non-Institutional Portion in terms of this Draft Red Herring Prospectus. If, however, the Bidder does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the Bidder and the Bidder is deemed to have approved such revised Bid at Cut-off Price.

(g) In case of a downward revision in the Price Band, announced as above, Retail Individual Bidders who have bid at Cut-off Price could either revise their Bid or the excess amount paid at the time of bidding would be refunded from the Escrow Account.

(h) Our Company, in consultation with the Book Running Lead Managers, shall decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹ 5,000 to ₹ 7,000.

(i) Any revision of the Bid shall be accompanied by payment in the form of cheque or demand draft for the incremental amount, if any, to be paid on account of the upward revision of the Bid. With respect to the ASBA Bids, if revision of the Bids results in an incremental amount, the SCSBs shall block the additional Bid Amount. In case of Bids, other than ASBA Bids, the members of Syndicate shall collect the payment in the form of cheque or demand draft if any, to be paid on account of the upward revision of the Bid at the time of one or more revisions. In such cases, the members of Syndicate will revise the earlier Bid details with the revised Bid and provide the cheque or demand draft number of the new payment instrument in the electronic book. The Registrar will reconcile the Bid data and consider the revised Bid data for preparing the basis of Allotment. The excess amount, if any, resulting from downward revision of the Bid would be returned to the Bidder at the time of refund in accordance with the terms of the Red Herring Prospectus.

(j) When a Bidder revises his or her Bid, he or she shall surrender the earlier TRS and may get a revised TRS from the members of the Syndicate or the SCSB, as applicable. It is the responsibility of the Bidder to request for and obtain the revised TRS, which will act as proof of his or her having revised the previous Bid.

(k) Only Bids that are uploaded on the online IPO system of the NSE and BSE shall be considered for allocation/ Allotment. In case of discrepancy of data between the BSE or the NSE and the members of the Syndicate, the decision of the Company in consultation with the Book Running Lead Managers based on the physical records of Bid Application Forms shall be final and binding on all concerned.

Price Discovery and Allocation

(a) After the Bid Closing Date, based on the demand generated at various price levels and the book built, our Company in consultation with the Book Running Lead Managers shall finalise the Issue Price and the number of Equity Shares to be allotted in each investor category.

(b) The allocation to QIBs will be up to 50% of the Issue and the availability for allocation to Non-Institutional and Retail Individual Bidders will not less than 15% and 35% of the Issue respectively, and, would be on proportionate basis, in the manner specified in the SEBI Regulations and this Draft Red Herring Prospectus, in consultation with Designated Stock Exchange, subject to valid Bids being received at or above the Issue Price.

(c) Under-subscription 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 members of the Syndicate and the Designated Stock Exchange. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. If the aggregate demand from Mutual Funds is less than [●] Equity Shares, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to QIBs in proportion to their Bids.

(d) Allocation to Non-Residents, including Eligible NRIs and FIIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.

(e) Allocation to Anchor Investors shall be at the discretion of the Company in consultation with the Book Running Lead Managers, subject to the compliance with the SEBI Regulations.

(f) Any oversubscription to the extent of 10% of this Issue can be retained for the purpose of rounding off and making allotments in minimum lots, while finalising the 'Basis of Allocation'.

(g) QIBs Bidding in the Net QIB Portion shall not be allowed to withdraw their Bids after the QIB Bid Closing Date and Anchor investors cannot withdraw after Anchor Investor Bidding Date. Our Company, in consultation with the Book Running Lead Managers, reserve the right to reject any Bid procured from QIBs. Rejection of Bids made by QIBs, if any, will be made at the time of acceptance of Bids provided that the reasons for rejecting the same shall be provided to such Bidder in writing.

(h) The basis of Allotment shall be put on the website of the Registrar to the Issue.

Signing of the Underwriting Agreement and the RoC Filing

(a) Our Company and the members of the Syndicate shall enter into an Underwriting Agreement on or immediately after the finalisation of the Issue Price.

(b) After signing the Underwriting Agreement, our Company will update the RHP filed with the ROC and file the Prospectus with the RoC in terms of Section 56, Section 60 and Section 60B of the Companies Act. The Prospectus would have details of the Issue Price, Issue size, underwriting arrangements and would be complete in all material respects.

Pre-Issue Advertisement

The Company shall either on the date of filing of the Draft Red Herring Prospectus with SEBI or on the next day shall make a public announcement in one English national daily newspaper with wide circulation, one Hindi national daily newspaper and a regional daily newspaper, each with wide circulation, where the Registered Office is situated, disclosing that the Draft Red Herring Prospectus has been filed with SEBI and inviting the public to give their comments to SEBI in respect of the disclosures made in the Draft Red Herring Prospectus.

Subject to Section 66 of the Companies Act, our Company shall, after registering the Red Herring Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one English language national daily newspaper and one Hindi language national daily newspaper (which is also the regional newspaper).

Advertisement regarding Issue Price and Prospectus

Our Company will issue a statutory advertisement after the filing of the Prospectus with the RoC. This advertisement, among others shall indicate the Issue Price and the Anchor Investor Issue Price, if any, in the event Anchor Investors participate in this Issue. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

Notice to Anchor Investors: Allotment Reconciliation and Intimation

After the Anchor Investor Bidding Date, a physical book will be prepared by the Registrar on the basis of Bid cum Application Forms received in the Anchor Investor Portion. Based on the physical book and at the discretion of the Company and the Book Running Lead Managers, selected Anchor Investors shall be sent an AI CAN, within two Working Days of the Anchor Investor Bidding Date, indicating the number of Equity Shares that are allocated to them. The AI CAN shall constitute the valid, binding and irrevocable contract for the Anchor Investor to pay the entire Anchor Investor Issue Price for all the Equity Shares allocated to such Anchor Investor. This AI CAN and the final allocation will be subject to (a) physical application being valid in all respects along with stipulated documents being received by the Registrar to the Issue and (b) Allotment by the Board of Directors. In the event the Issue Price is fixed higher that the Anchor Investor Allocation Price, a written intimation shall be sent to Anchor Investors to pay such additional amounts being the excess of the Issue Price over the Anchor Investor Allocation Price, for the shares allocated to the Anchor Investors on or before such date as specified in the intimation which shall in no event be later than two days after the Bid Closing Date. Any revised Anchor Investor CAN, if issued, will supersede in entirety the earlier CAN.

Designated Date and Allotment

(a) Our Company will ensure that the Allotment and credit to the successful Bidder's depositary account will be completed within 12 Working Days of the Bid Closing Date.

(b) In accordance with the SEBI Regulations, Equity Shares will be issued and Allotment shall be made only in the dematerialised form to the Allottees.

(c) Allottees will have the option to re-materialise the Equity Shares so Allotted as per the provisions of the Companies Act and the Depositories Act.

Investors are advised to instruct their Depository Participant to accept the Equity Shares that may be Allotted to them pursuant to this Issue.

Issuance of CAN

(a) Upon approval of the basis of Allotment by the Designated Stock Exchange, the Book Running Lead Managers or the Registrar to the Issue shall send to members of the Syndicate a list of their Bidders who have been or are to be Allotted Equity Shares, pursuant to the approval of basis of Allotment. The investor should note that our Company shall issue instructions for demat credit of Equity Shares to all successful investors immediately post the date of Allotment. For Anchor Investors, see the section titled "Notice to Anchor Investors: Allotment Reconciliation and Intimation"

(b) The Book Running Lead Managers, the members of the Syndicate or the Registrar to the Issue, as the case may be, will send a CAN to Bidders who have been or are to be Allotted Equity Shares, pursuant to the approval of the basis of Allotment.

(c) The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder for all the Equity Shares allotted to such Bidder.

GENERAL INSTRUCTIONS

Do's:

(a). Check if you are eligible to apply;

(b). Ensure that you have Bid within the Price Band;

(c). Read all the instructions carefully and complete the Bid cum Application Form;

(d). Ensure that you have submitted a cheque for an Appplication Amount corresponding to you highest Bid Option;

(e). Ensure that the details about your PAN, the Depository Participant and the beneficiary account are correct and the beneficiary account is activitated as Allotment will be in the dematerialised form only;

(f). Ensure that the Bid cum Application Forms submitted at the Bidding Centres bear the stamp of the members of the Syndicate and that the full Bid Amount is paid for the Bids submitted to the Syndicate;

(g). Ensure that you have been given a TRS for all your Bid options, including Revised Bids, if applicable;

(h). Except for Bids submitted on behalf of the Central Government or the State Government and officials appointed by a court and by residents of Sikkim, all Bidders should mention their PAN allotted under the IT Act;

(i). Ensure that the Demographic Details in you Depository Account are updated, true and correct in all respects;

(j). Ensure that the names given in the Bid cum Application Form is exactly the same as the names available in the depository database. In case the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form.

Don'ts:

(a). Do not Bid for lower than the minimum Bid size;

(b). Do not Bid revise Bid Amount to less than the Floor Price or higher than the Cap Price;

(c). Do not Bid on another Bid cum Application Form after you have submitted a Bid to the members of the Syndicate or its affiliates;

(d). Do not pay the Bid Amount in cash, by money order or by postal order or by stockinvest;

(e). Do not send Bid cum Application Forms by post; instead submit the same to the members of the Syndicate only;

(f). Do not bid at Cut-off Price (for QIBs and Non-Institutional Bidders, for Bid Amount in excess of ₹ 200,000);

(g). Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by Retail Individual Bidders);

(h). Do not fill up the Bid cum Application Form such that the Equity Shares Bid 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;

(i). Do not submit the GIR number instead of the PAN as the Bid is liable to be rejected on this ground; and

(j). Do not Bid for allotment of Equity Shares in physical form.

(k). Do not submit Bid cum Application Form to the Escrow Collection Banks.

(l). Do not submit Bids without the full Bid Amount.

INSTRUCTIONS SPECIFIC TO ASBA BIDDERS

Do's:

1. Check if you are eligible to Bid under ASBA.

2. Ensure that you use the ASBA Form specified for the purposes of ASBA.

3. Read all the instructions carefully and complete the ASBA Form.

4. Ensure that your ASBA Form is submitted at a Designated Branch where the ASBA Account is maintained and not to the Escrow Collecting Banks (assuming that such bank is not a SCSB), to our Company or the Registrar to the Issue or the members of the Syndicate.

5. Ensure that the ASBA Form is signed by the ASBA Account holder in case the ASBA Bidder is not the account holder.

6. Ensure that you have mentioned the correct ASBA Account number in the ASBA Form.

7. Ensure that you have funds equal to the Bid Amount in the ASBA Account before submitting the ASBA Form to the respective Designated Branch.

8. Ensure that you have correctly checked the authorisation box in the ASBA Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for the Designated Branch to block funds in the ASBA Account equivalent to the Bid Amount mentioned in the ASBA Form.

9. Ensure that you receive an acknowledgement from the Designated Branch for the submission of your ASBA Form.

10. Ensure that the name(s) given in the ASBA Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the ASBA Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the ASBA Form.

Don'ts:

1. Do not Bid on another ASBA Form or on a Bid cum Application Form after you have submitted a Bid to a Designated Branch.

2. Payment of Bid Amounts in any mode other than through blocking of Bid Amounts in the ASBA Accounts shall not be accepted under the ASBA.

3. Do not send your physical ASBA Form by post. Instead submit the same to a Designated Branch.

INSTRUCTIONS FOR COMPLETING THE BID CUM APPLICATION FORM AND ASBA FORMS

1. Bid cum Application Forms, ASBA Forms or Revision Forms are to be completed in full, in BLOCK LETTERS in ENGLISH and in accordance with the instructions contained in the Red Herring

Prospectus. Incomplete Bid cum Application Forms, ASBA Forms or Revision Forms are liable to be rejected. Bidders should note that the members of the Syndicate and / or the SCSBs, as appropriate, will not be liable for errors in data entry due to incomplete or illegible Bid cum Application Forms, ASBA Forms or Revision Forms.

2. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule in the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. Bids must be in single name or in joint names (not more than three, and in the same order as their Depository Participant details).

3. Bidders should correctly mention their name, DP ID and Client ID in the Bid cum Application Form, or the ASBA Form, as the case may be. For the purpose of evaluating the validity of Bids, the Demographic Details of Bidders shall be derived from the name, DP ID and Client ID mentioned in the Bid cum Application Form, or the ASBA Form, as the case may be.

4. Information provided by the Bidders will be uploaded in the online IPO system by the Book Running Lead Managers and the SCSBs, as the case may be, and the electronic data will be used to make allocation/ Allotment. The Bidders should ensure that the details are correct and legible.

5. Bids through ASBA must be:

   a. made only in the prescribed ASBA Form or ASBA Revision Forms (if submitted in physical mode) or the electronic mode.

   b. made in single name or in joint names (not more than three, and in the same order as their details appear with the Depository Participant).

   c. completed in full, in BLOCK LETTERS in ENGLISH and in accordance with the instructions contained in the Red Herring Prospectus and in the ASBA Form.

6. If the ASBA Account holder is different from the ASBA Bidder, the ASBA Form should be signed by the ASBA Account holder, in accordance with the instructions provided in the ASBA Form.

7. For ASBA Bidders, the Bids in physical mode should be submitted to the SCSBs on the prescribed ASBA Form. SCSBs may provide the electronic mode of bidding either through an internet enabled bidding and banking facility or such other secured, electronically enabled mechanism for bidding and blocking funds in the ASBA Account.

Bidder's PAN, Depository Account and Bank Account Details

Bidders should note that on the basis of PAN of the Bidders, Depository Participant's name, Depository Participant-Identification number and beneficiary account number provided by them in the Bid cum Application Form or ASBA Form, the Registrar to the Issue will obtain from the Depository the Demographic Details of the Bidders. These bank account details would be used for giving refunds (including through physical refund warrants, direct credit, NECS, NEFT and RTGS) or unblocking of ASBA Account. Hence, Bidders are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in despatch/ credit of refunds to Bidders or unblocking of ASBA Account at the Bidders sole risk and neither the members of the Syndicate or the Registrar to the Issue or the Escrow Collection Banks or the SCSBs nor our Company shall have any responsibility and undertake any liability for the same. Hence, Bidders should carefully fill in their Depository Account details in the Bid cum Application Form or the ASBA Form, as the case may be.

IT IS MANDATORY FOR ALL THE BIDDERS TO GET THEIR EQUITY SHARES IN DEMATERIALISED FORM. ALL BIDDERS SHOULD MENTION THEIR PAN, DEPOSITORY PARTICIPANT'S NAME, DEPOSITORY PARTICIPANT IDENTIFICATION NUMBER AND BENEFICIARY ACCOUNT NUMBER IN THE BID CUM APPLICATION FORM OR ASBA FORM. INVESTORS MUST ENSURE THAT THE DP ID, CLIENT ID AND PAN GIVEN IN THE BID CUM APPLICATION FORM OR ASBA FORM IS EXACTLY THE SAME AS THE DP ID, CLIENT ID AND PAN AVAILABLE IN THE DEPOSITORY DATABASE. IN CASE THE BID CUM APPLICATION

FORM OR ASBA FORM IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE BID CUM APPLICATION FORM OR ASBA FORM.

These Demographic Details would be used for all correspondence with the Bidders including mailing of the CANs/allocation advice and printing of bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Bidders in the Bid cum Application Form or ASBA Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid cum Application Form or ASBA Form, the Bidder would be deemed to have authorised the Depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

AI CANs/ CANs/Refund orders/allocation advice would be mailed at the address of the Bidder as per the Demographic Details received from the Depositories. Bidders may note that delivery of AI CAN/ CAN/refund orders/allocation advice may get delayed if the same once sent to the address obtained from the Depositories are returned undelivered. In such an event, the address and other details given by the Bidder (other than ASBA Bidders) in the Bid cum Application Form would be used only to ensure dispatch of refund orders. Please note that any such delay shall be at such Bidders sole risk and neither our Company, Escrow Collection Banks, Registrar to the Issue nor the Book Running Lead Managers shall be liable to compensate the Bidder for any losses caused to the Bidder due to any such delay or liable to pay any interest for such delay.

In case no corresponding record is available with the Depositories, which matches the three parameters, namely, PAN of the sole/First Bidder, the DP ID and the beneficiary‘s identity, then such Bids are liable to be rejected.

Bids by Non Residents including Eligible NRIs, FIIs and FVCIs registered with SEBI on a repatriation basis

Bids and revision to Bids must be made in the following manner:

1. On the Bid cum Application Form, ASBA Form or the Revision Form, as applicable ([●] in colour), and completed in full in BLOCK LETTERS in ENGLISH in accordance with the instructions contained therein.

2. In a single name or joint names (not more than three and in the same order as their Depositary Participant details).

3. Bids on a repatriation basis shall be in the names of individuals, or in the name of FIIs but not in the names of minors, OCBs, firms or partnerships, foreign nationals (excluding NRIs) or their nominees.

Bids by Eligible NRIs for a Bid Amount of upto ₹ 200,000 would be considered under the Retail Portion for the purposes of allocation and Bids for a Bid Amount of more than ₹ 200,000 would be considered under Non-Institutional Portion for the purposes of allocation.

Refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and / or commission. In case of Bidders who remit money through Indian Rupee drafts purchased abroad, such payments in Indian Rupees will be converted into US Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and will be dispatched by registered post or if the Bidders so desire, will be credited to their NRE accounts, details of which should be furnished in the space provided for this purpose in the Bid cum Application Form or the ASBA Form. Our Company will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

As per the existing policy of the Government of India, OCBs are not permitted to participate in the Issue.

There is no reservation for Eligible NRIs, FIIs, FVCIs and all applicants will be treated on the same basis with other categories for the purpose of allocation.

Bids under Power of Attorney

By limited companies, corporate bodies, registered societies

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 submitted along with the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid, without assigning any reason thereof.

By FIIs, FVCIs, VCFs and Mutual Funds

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 their SEBI registration certificate must be submitted along with the Bid cum Application Form or ASBA Form. Failing this, our Company reserves the right to reject any Bid, without assigning any reason.

Our Company at its absolute discretion reserves the right to relax the above conditions of simultaneous lodging of the powers of attorney, subject to the terms and conditions that our Company in consultation with the Book Running Lead Managers deems fit.

ASBA Bidders

In case of an ASBA Bid pursuant to a power of attorney, a certified copy of the power of attorney must be lodged along with the ASBA Form. Failing this, our Company, in consultation with the Book Running Lead Managers, reserves the right to reject such Bids.

Our Company, in its absolute discretion, reserves the right to relax the above condition of attaching the power of attorney along with the Bid cum Application Form or the ASBA Form, as the case may be, subject to such terms and conditions that our Company and the Book Running Lead Managers may deem fit.

PAYMENT INSTRUCTIONS

Escrow Mechanism for Bidders other than ASBA Bidders

Our Company and the Book Running Lead Managers shall open Escrow Account(s) with one or more Escrow Collection Bank(s) in whose favour the Bidders shall make out the cheque or demand draft in respect of his or her Bid and/or revision of the Bid. Cheques or demand drafts received for the full Bid Amount from Bidders in a certain category would be deposited in the Escrow Account.

The Escrow Collection Banks will act in terms of the Red Herring Prospectus, the Prospectus and the Escrow Agreement. The Escrow Collection Banks, for and on behalf of the Bidders, shall maintain the monies in the Escrow Account. The Escrow Collection Banks shall not exercise any lien whatsoever over the monies deposited therein and shall hold the monies therein in trust for the Bidders until the Designated Date. On the Designated Date, the Escrow Collection Banks shall transfer the funds represented by allocation of Equity Shares from the Escrow Account, as per the terms of the Escrow Agreement, into the Public Issue Account. The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund to the Bidders shall also be made from the Refund Account as per the terms of the Escrow Agreement and the Red Herring Prospectus.

The Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Book Running Lead Managers, the Escrow Collection Banks and the Registrar to the Issue to facilitate collections from the Bidders.

Payment mechanism for ASBA Bidders

The ASBA Bidders shall specify the ASBA Account number in the ASBA Form and the relevant SCSB shall block an amount equivalent to the application money in the ASBA Account specified in the ASBA Form. The SCSB shall keep the Bid Amount in the relevant bank account blocked until withdrawal/ rejection of the ASBA Bid or receipt of instructions from the Registrar to the Issue to unblock the Bid Amount. On the Designated Date, SCSBs will also transfer the funds represented by allocation of Equity Shares from the respective ASBA Accounts to the Public Issue Account. In the event of withdrawal or rejection of the ASBA Form or for unsuccessful ASBA Forms, the Registrar to the Issue shall give instructions to the SCSB to unblock the application money in the relevant bank account within 12 Working Days of the Bid Closing Date. The Bid Amount shall remain blocked in the ASBA Account until finalisation of the basis of Allotment and consequent transfer of the Bid Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the ASBA Bid, as the case may be.

Bidders should note that the escrow mechanism is neither provided under any law or regulation nor has been prescribed by SEBI. The escrow mechanism has been established as an arrangement amongst our Company, the Book Running Lead Managers, the Escrow Collection Bank(s) and the Registrar to the Issue to facilitate collections from the Bidders.

Payment into Escrow Account for Bidders other than ASBA Bidders

Escrow Accounts shall be opened for the collection of the Bid Amounts payable upon submission of the Bid cum Application Forms and for amounts payable pursuant to allocation/Allotment.

Each Bidder shall draw a cheque or demand draft or remit the funds electronically through the RTGS mechanism for the amount payable on the Bid and/or on allocation/Allotment as per the following terms:

1. All Bidders would be required to pay the full Bid Amount at the time of the submission of the Bid cum Application Form.

2. The Bidders shall, with the submission of the Bid cum Application Form, draw a payment instrument for the Bid Amount in favour of the Escrow Account and submit the same to the members of the Syndicate. If the payment is not made favouring the Escrow Account along with the Bid cum Application Form, the Bid will be rejected.

3. The payment instruments for payment into the Escrow Account should be drawn in favour of:

    - In case of resident QIBs: "Escrow Account – [●] – QIB – R";

    - In case of Non-Resident QIBs: "Escrow Account –[●]– QIB – NR";

    - In case of resident Retail and Non-Institutional Bidders: "Escrow Account – [●]– R";

    - In case of Non-Resident Retail and Non-Institutional Bidders: "Escrow Account– [●]– NR"; and

4. Anchor Investors would be required to pay the Bid Amount at the time of submission of the Bid cum Application Form. In the event of Issue Price being higher than the price at which allocation is made to Anchor Investors, the Anchor Investors shall be required to pay such additional amount to the extent of shortfall between the price at which allocation is made to them and the Issue Price by the Anchor Investor Pay-in Date. If the Issue Price is lower than the price at which allocation is made to Anchor Investors, the amount in excess of the Issue Price paid by Anchor Investors shall not be refunded to them.

5. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

    (a) In case of Resident Anchor Investors: "Escrow Account – [●] – Anchor Investor – R"

    (b) In case of Non-Resident Anchor Investors: "Escrow Account – [●] Issue – Anchor Investor – NR"

6. In case of Bids by Eligible NRIs applying on repatriation basis, the payments must be made through Indian Rupee drafts purchased abroad or cheques or bank drafts, for the amount payable on application remitted through normal banking channels or out of funds held in Non-Resident External (NRE) Accounts or Foreign Currency Non-Resident (FCNR) Accounts, maintained with banks authorised to deal in foreign exchange in India, along with documentary evidence in support of the remittance. Payment will not be accepted out of Non-Resident Ordinary (NRO) Account of Non-Resident Bidder

bidding on a repatriation basis. Payment by drafts should be accompanied by bank certificate confirming that the draft has been issued by debiting to NRE Account or FCNR Account.

7. In case of Bids by Eligible NRIs applying on non-repatriation basis, the payments must be made through Indian Rupee drafts purchased abroad or cheques or bank drafts, for the amount payable on application remitted through normal banking channels or out of funds held in Non-Resident External (NRE) Accounts or Foreign Currency Non-Resident (FCNR) Accounts, maintained with banks authorised to deal in foreign exchange in India, along with documentary evidence in support of the remittance or out of a Non-Resident Ordinary (NRO) Account of a Non-Resident Bidder bidding on a non-repatriation basis. Payment by drafts should be accompanied by a bank certificate confirming that the draft has been issued by debiting an NRE or FCNR or NRO Account.

8. In case of Bids by FIIs, the payment should be made out of funds held in a 'Special Rupee Account' along with documentary evidence in support of the remittance. Payment by drafts should be accompanied by a bank certificate confirming that the draft has been issued by debiting the 'Special Rupee Account'.

9. The monies deposited in the Escrow Account will be held for the benefit of the Bidders (other than ASBA Bidders) till the Designated Date.

10. On the Designated Date, the Escrow Collection Banks shall transfer the funds from the Escrow Account as per the terms of the Escrow Agreement into the Public Issue Account with the Bankers to the Issue.

11. On the Designated Date and no later than 12 Working Days from the Bid Closing Date, the Refund Bankers shall also refund all amounts payable to unsuccessful Bidders (other than ASBA Bidders) and also the excess amount paid on Bidding, if any, after adjusting for basis of Allotment in relation to such Bidders.

12. Payments should be made by cheque, or demand draft drawn on any bank (including a co-operative bank), which is situated at, and is a member of or sub-member of the bankers' clearing house located at the centre where the Bid cum Application Form is submitted. Outstation cheques/bank drafts drawn on banks not participating in the clearing process will not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected. Cash/ stockinvest/money orders/postal orders will not be accepted.

13. In case clear funds are not available in the Escrow Accounts as per final certificates from the Escrow Collection Bank(s), such Bids are liable to be rejected.

Payment by cash/ stockinvest/ money order

Payment through cash/ stockinvest/ money order shall not be accepted in this Issue.

Submission of Bid cum Application Form and ASBA Forms

All Bid cum Application Forms or Revision Forms duly completed and accompanied by account payee cheques or drafts shall be submitted to the members of the Syndicate at the time of submission of the Bid. With respect to the ASBA Bidders, the ASBA Form or the Revision Form or the ASBA Revision Form shall be submitted to the Designated Branches.

No separate receipts shall be issued for the money payable on the submission of Bid cum Application Form or Revision Form. However, the collection centre of the members of the Syndicate will acknowledge the receipt of the Bid cum Application Forms or Revision Forms by stamping and returning to the Bidder the acknowledgement slip. This acknowledgement slip will serve as the duplicate of the Bid cum Application Form for the records of the Bidder.

OTHER INSTRUCTIONS

Joint Bids in the case of Individuals

Bids may be made in single or joint names (not more than three). In the case of joint Bids, all payments will be made out in favour of the Bidder whose name appears first in the Bid cum Application Form or Revision Form. All communications will be addressed to the first Bidder and will be dispatched to his or her address as per the Demographic Details received from the Depository.

Multiple Bids

A Bidder should submit only one Bid. In this regard, all Bids will be checked for common PAN as per Depository records and all such bids will be treated as multiple bids and are liable to be rejected. Two or more Bids will also be deemed to be multiple Bids if the sole or First Bidder is one and the same.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made. Bids by QIBs under the Anchor Investor Portion and the Net QIB Portion will not be considered as multiple Bids.

After Bidding on an ASBA Form either in physical or electronic mode, where such ASBA Bid has been submitted to the Designated Branches and uploaded with the Stock Exchanges, an ASBA Bidder cannot Bid, either in physical or electronic mode, on another ASBA Form or a Bid cum Application Form. Submission of a second application form, whether an ASBA Form to either the same or to another Designated Branch, or a Bid cum Application Form to the members of the Syndicate, will be treated as multiple Bids and will be liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment. However, the ASBA Bidder can revise the Bid through the Revision Form, the procedure for which is detailed in "*Build up of the Book and Revision of Bids*" on page 366.

More than one ASBA Bidder may Bid for Equity Shares using the same ASBA Account, provided that the SCSBs shall not accept a total of more than five ASBA Forms from such ASBA Bidders with respect to any single ASBA Account.

Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories. In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

1. All Bids will be checked for common PAN and will be accumulated and taken to a separate process file which would serve as a multiple master.

2. In this master, a check will be carried out for the same PAN. In cases where the PAN is different, the same will be deleted from this master.

3. The Registrar to the Issue will obtain, from the depositories, details of the applicant's address based on the DP ID and Beneficiary Account Number provided in the Bid cum Application Form or ASBA Form and create an address master.

4. The addresses of all the applications in the multiple master will be strung from the address master. This involves putting the addresses in a single line after deleting non-alpha and non-numeric characters i.e. commas, full stops, hash etc. Sometimes, the name, the first line of address and pin code will be converted into a string for each application received and a photo match will be carried out amongst all the applications processed. A print-out of the addresses will be taken to check for common names. The applications with same name and same address will be treated as multiple applications.

5. The applications will be scrutinised for DP ID and Beneficiary Account Numbers. In case applications bear the same DP ID and Beneficiary Account Numbers, these will be treated as multiple applications.

Cases where there are more than 20 valid applicants having a common address shall be reported to the Stock Exchanges and other appropriate regulatory authorities such as the SEBI and such Equity Shares will be kept in abeyance post Allotment and will be released on receipt of appropriate confirmation from such authorities.

Permanent Account Number or PAN

Except for bids by or on behalf of the Central or State Government and the officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of a Bid in joint names, each of the Bidders, 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 participants transacting in the securities market, irrespective of the amount of transaction. **Any Bid cum Application Form or ASBA Form without the PAN is liable to be rejected. It is to be specifically noted that Bidders should not submit the GIR number instead of the PAN as the Bid is liable to be rejected on this ground**.

However, the exemption for the Central or State Government and the officials appointed by the courts and for investors residing in the State of Sikkim is subject to the Depository Participants' verifying the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims. At the time of ascertaining the validity of these Bids, the Registrar will check under the Depository records for the appropriate description under the PAN field and whether the PAN flag has been enabled.

Withdrawal of ASBA Bids

ASBA Bidders (other than QIBs) can withdraw their Bids during the Bidding Period by submitting a request for the same to the SCSBs who shall do the requisite, including deletion of details of the withdrawn ASBA Form from the electronic bidding system of the Stock Exchanges and unblocking of the funds in the ASBA Account.

In case an ASBA Bidder (other than a QIB bidding through an ASBA Form) wishes to withdraw the Bid after the Bid Closing Date, the same can be done by submitting a withdrawal request to the Registrar to the Issue. The Registrar to the Issue shall delete the withdrawn Bid from the Bid file and give instruction to the SCSB for unblocking the ASBA Account after finalization of the 'Basis of Allocation'.

REJECTION OF BIDS

In case of QIBs, our Company in consultation with the Book Running Lead Managers may reject Bids provided that the reasons for rejecting the same shall be provided to such Bidders in writing. In case of Non-Institutional Bidders and Retail Individual Bidders, our Company has a right to reject Bids based on technical grounds. Consequent refunds shall be made by cheque or pay order or draft and will be sent to the Bidder's address at the Bidder's risk. With respect to ASBA Bids, the Designated Branches shall have the right to reject ASBA Bids if at the time of blocking the Bid Amount in the Bidder's ASBA Account, the respective Designated Branch ascertains that sufficient funds are not available in the Bidder's ASBA Account. Further, in case any DP ID, Client ID or PAN mentioned in the ASBA Form does not match with one available in the depository's database, such ASBA Bid shall be rejected by the Registrar to the Issue. Subsequent to the acceptance of the ASBA Bid by the SCSB, our Company would have a right to reject the ASBA Bids only on technical grounds.

Grounds for Technical Rejections

Bidders are advised to note that Bids are liable to be rejected *inter alia* on the following technical grounds:

- Bids made without payment of entire Bid Amount or the amount paid does not tally with the Bid Amount;

- Age of First Bidder not given;

- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such, except a Limited Liability Partnership, shall be entitled to apply;

- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;

- PAN not mentioned in the Bid cum Application Form or ASBA Form, except for bids 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 provided such claims have been verified by the Depository Participants;

- GIR number furnished instead of PAN;

- Bids for lower number of Equity Shares than specified for that category of investors;

- Bids at a price less than the Floor Price;
- Bids at a price more than the Cap Price;
- Bids or revision thereof by QIBs and Non-Institutional Bidders, uploaded after 4.00 p.m. on the QIB Bid Closing Date or Bid Closing Date, respectively;
- Submission of Bids by Anchor Investors through the ASBA process;
- Submission of more than five ASBA Forms per ASBA Account;
- Bids at Cut-off Price by Non-Institutional and QIBs for a value of more than ₹ 200,000;
- Bids for a value of more than ₹ 200,000 by Bidders falling under the category of Retail Individual Bidders;
- Bids for number of Equity Shares which are not in multiples of [•];
- Category not ticked;
- Multiple Bids as defined in this Draft Red Herring Prospectus;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are not submitted;
- Bids accompanied by Stockinvest/money order/postal order/cash;
- Signature of sole and / or joint Bidders missing;
- ASBA Forms not being signed by the account holders, if the account holder is different from the Bidder;
- Bid cum Application Forms and ASBA Forms does not have the stamp of the members of the Syndicate or the SCSB and/or the Designated Branch, as the case may be;
- Bid cum Application Forms and ASBA Forms do not have Bidder's depository account details;
- Bid cum Application Forms and ASBA Forms are not delivered by the Bidders within the time prescribed as per the Bid cum Application Forms and ASBA Forms, Bid Opening Date advertisement and the Red Herring Prospectus and as per the instructions in the Red Herring Prospectus and the Bid cum Application Forms and ASBA Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the DP ID and the beneficiary's account number;

.

- With respect to ASBA Bids, inadequate funds in the ASBA Account to block the Bid Amount specified in the ASBA Form at the time of blocking such Bid Amount in the ASBA Account;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bids where clear funds are not available in Escrow Accounts as per final certificate from the Escrow Collection Banks;
- Authorisation for blocking funds in the ASBA Account not ticked or provided;
- Inadequate funds in the ASBA Account to block the Bid Amount specified in the ASBA Form at the time of blocking such Bid Amount in the ASBA Account.

- Bids at Cut-off Price by Non-Institutional Bidders, QIBs bidding in excess of ₹ 200,000;
- Bids by any person outside India if not in compliance with applicable foreign and Indian Laws;
- Bids for allotment of Equity Shares in physical form;
- Bids by QIBs not submitted through the Book Running Lead Managers or their affiliates or ASBA Bids made by QIBs not intimated to the Book Running Lead Managers;
- Bids by persons in the United States, other than 'qualified instiutional buyers' as defined in Rule 144A of the Securities Act;
- Bids not uploaded on the terminals of the Stock Exchanges; and
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority.

IN CASE THE DP ID, CLIENT ID AND PAN MENTIONED IN THE BID CUM APPLICATION FORM OR ASBA FORM AND ENTERED INTO THE ELECTRONIC BIDDING SYSTEM OF THE STOCK EXCHANGES OR THE MEMBERS OF THE SYNDICATE /THE SCSBs DO NOT MATCH WITH THE DP ID, CLIENT ID AND PAN AVAILABLE IN THE RECORDS WITH THE DEPOSITARIES, THE BID IS LIABLE TO BE REJECTED.

EQUITY SHARES IN DEMATERIALISED FORM WITH NSDL OR CDSL

As per the provisions of Section 68B of the Companies Act, the Allotment shall be only in a de-materialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode).

In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

1. Agreement, dated April 15, 2009 between NSDL, our Company and the Registrar to the Issue.
2. Agreement, dated March 2, 2009 between CDSL, our Company and the Registrar to the Issue.

All Bidders can seek Allotment only in dematerialised mode. Bids from any Bidder without relevant details of his or her depository account are liable to be rejected.

(a) A Bidder applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Bid.

(b) The Bidder must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Bid cum Application Form, ASBA Form, Revision Form or ASBA Revision Form.

(c) Allotment to a successful Bidder will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Bidder.

(d) Names mentioned in the Bid cum Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.

(e) If incomplete or incorrect details are given under the heading 'Bidders Depository Account Details' in the Bid cum Application Form, ASBA Form or Revision Form, it is liable to be rejected.

(f) The Bidder is responsible for the correctness of his or her Demographic Details given in the Bid cum Application Form or ASBA Form vis-à-vis those with his or her Depository Participant.

(g) Equity Shares in electronic form can be traded only on the Stock Exchanges having electronic connectivity with NSDL and CDSL. All the Stock Exchanges where the Equity Shares are proposed to be listed have electronic connectivity with NSDL and CDSL.

(h) The trading of the Equity Shares would be in dematerialised form only for all investors in the demat segment of the respective Stock Exchanges.

Communications

All future communications in connection with Bids made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or first Bidder, Bid cum Application Form or ASBA Form number, Bidders' Depository Account Details, number of Equity Shares applied for, date of Bid cum Application Form or ASBA Form, name and address of the members of the Syndicate or the Designated Branch where the Bid was submitted and cheque or draft number and issuing bank thereof or with respect to ASBA Bids, ASBA Account number in which the amount equivalent to the Bid Amount was blocked.

Bidders 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 Equity Shares in the respective beneficiary accounts, refund orders etc. In case of ASBA Bids submitted to the Designated Branches of the SCSBs, the Bidders can contact the Designated Branches.

IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 68 A of the Companies Act, which is reproduced below:

"*Any person who:*

(a) makes in a fictitious name, an application to a company for acquiring or subscribing for, any shares therein, or

(b) otherwise induces a company to allot, or register any transfer of shares, therein to him, or any other person in a fictitious name,

***shall be punishable with imprisonment for a term which may extend to five years.*"**

BASIS OF ALLOTMENT

A. For Retail Individual Bidders

- Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.

- The Issue size less Allotment to Non-Institutional and QIBs shall be available for Allotment to Retail Individual Bidders who have Bid at a price that is equal to or greater than the Issue Price.

- If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

- If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis upto a minimum of [•] Equity Shares. For the method of proportionate basis of Allotment, refer below.

B. For Non-Institutional Bidders

- Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non-Institutional Bidders will be made at the Issue Price.

- The Issue size less Allotment to QIBs and Retail shall be available for Allotment to Non-Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price.

- If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

- In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis upto a minimum of [•] Equity Shares. For the method of proportionate basis of Allotment refer below.

C. For QIBs in the Net QIB Portion

- Bids received from the QIBs bidding in the Net QIB Portion at or above the Issue Price shall be grouped together to determine the total demand under this portion. The Allotment to all the QIBs will be made at the Issue Price.

- The Net QIB Portion shall be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price.

- Allotment shall be undertaken in the following manner:

  (a) In the first instance allocation to Mutual Funds for upto 5% of the Net QIB Portion shall be determined as follows:

    (i) In the event that Bids by Mutual Fund exceeds 5% of the Net QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for upto 5% of the Net QIB Portion.

    (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.

    (iii) Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIBs as set out in (b) below;

  (b) In the second instance Allotment to all QIBs shall be determined as follows:

    (i) In the event of oversubscription in the Net QIB Portion, all QIBs who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis for upto 95% of the Net QIB Portion.

    (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs (excluding Anchor Investor Portion).

    (iii) Under-subscription below 5% of the Net QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIBs on a proportionate basis.

- The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

- If the aggregate demand in this category is greater than [●] Equity Shares at or above the Isssue Price, the allocation shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiple of one Equity Share thereafter. For the method of proportionate basis of Allotment refer below.

D. For Anchor Investors

- Allocation of Equity Shares to Anchor Investors, if any, at the Anchor Investor Issue Price will be at the discretion of our Company, in consultation with the Book Running Lead Managers, subject to compliance with the following requirements:

  (a). not more than 30% of the QIB Portion will be allocated to Anchor Investors;
  (b). one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors;
  (c). allocation to Anchor Investors shall be on a discretionary basis and subject to a minimum number of two Anchor Investors for allocation upto ₹ 250 million and minimum number of five Anchor Investors for allocation more than ₹ 250 million.

- The number of Equity Shares Allotted to Anchor Investors, if any and the Anchor Investor Issue Price, shall be made available in the public domain by the Book Running Lead Managers before the Bid Opening Date by intimating the same to the Stock Exchanges.

Method of Proportionate Basis of Allotment

In the event of the Issue being over-subscribed, our Company shall finalise the basis of Allotment in consultation with the Designated Stock Exchange. The executive director (or any other senior official nominated by them) of the Designated Stock Exchange along with the Book Running Lead Managers and the Registrar to the Issue shall be responsible for ensuring that the basis of Allotment is finalised in a fair and proper manner in accordance with the SEBI Regulations.

The Allotment shall be made in marketable lots, on a proportionate basis as explained below:

a) Bidders will be categorised according to the number of Equity Shares applied for.

b) The total number of Equity Shares to be allotted to each category as a whole shall be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio.

c) Number of Equity Shares to be allotted to the successful Bidders will be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio.

d) In all Bids where the proportionate Allotment is less than [•] Equity Shares per Bidder, the Allotment shall be made as follows:

   - The successful Bidders out of the total Bidders for a category shall be determined by draw of lots in a manner such that the total number of Equity Shares allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and

   - Each successful Bidder shall be allotted a minimum of [•] Equity Shares.

e) If the proportionate Allotment to a Bidder is a number that is more than [•] but is not a multiple of one (which is the marketable lot), the decimal would be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it would be rounded off to the lower whole number. Allotment to all in such categories would be arrived at after such rounding off.

f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares allotted to the Bidders in that category, the remaining Equity Shares available for Allotment shall be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate Allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment will be added to the category comprising Bidders applying for minimum number of Equity Shares.

g) Subject to valid Bids being received, allocation of Equity Shares to Anchor Investors shall be at the sole discretion of our Company, in consultation with the Book Running Lead Managers.

Illustration of Allotment to QIBs and Mutual Funds ("MF")

A. Issue Details

Sr. No.	Particulars	Issue details
1.	Issue size	200 million equity shares
2.	Portion available to QIBs*	100 million equity shares
3.	Anchor Investor Portion	30 million
4.	Portion available to QIBs* other than anchor investors [(2) – (3)]	70 million equity shares
Of which		
a.	Reservation to MF (5%)	3.5 million equity shares
b.	Balance for all QIBs including MFs	66.5 million equity shares
5.	No. of QIB applicants	10
6.	No. of shares applied for	500 million equity shares

* *Where up to 50% of the issue size may be allotted to QIBs.*

(ii) Details Of QIB Bids

S. No.	Type of QIB bidders	No. of shares bid for (in million)
1.	A1	50
2.	A2	20
3.	A3	130
4.	A4	50
5.	A5	50
6.	MF1	40
7.	MF2	40
8.	MF3	80
9.	MF4	20
10.	MF5	20
TOTAL		**500**

A1-A5 (QIB bidders other than MFs)
MF1-MF5 (QIB bidders which are MFs)

(iii) Details of Allotment to QIB Bidders

(No. of equity shares in million)

Type of QIB bidders	Equity shares bid for	Allocation of 3.5 million equity shares to MFs proportionately (See Note 2)	Allocation of balance 66.5 million equity shares to QIBs proportionately (See Note 4)	Aggregate allocation to MFs
A1	50	0	6.65	0
A2	20	0	2.66	0
A3	130	0	17.29	0
A4	50	0	6.65	0
A5	50	0	6.65	0
MF1	40	0.7	5.32	6.02
MF2	40	0.7	5.32	6.02
MF3	80	1.4	10.64	12.04
MF4	20	0.35	2.66	3.01
MF5	20	0.35	2.66	3.01
	500	**3.5**	**66.5**	**30.1**

Please note:

1. The illustration presumes compliance with the requirements specified in this Draft Red Herring

Prospectus in the section titled "*Issue Structure*" at page 351.

2. Out of 70 million equity shares allocated to QIBs, 3.5 million (i.e. 5%) will be allocated on proportionate basis among 5 mutual fund applicants who applied for 200 million equity shares in QIB category.
3. The balance 66.5 million equity shares [i.e. 70 – 3.5 (available for MFs)] will be allocated on proportionate basis among 10 QIB applicants who applied for 500 million equity shares (including 5 MF applicants who applied for 200 million equity shares).
4. The figures at Col. No. IV are arrived as under :
    - For QIBs other than mutual funds (A1 to A5) = No. of shares bid for (i.e Col II) X 66.5/ 496.5
    - For mutual funds (MF1 to MF5) = {(No. of shares bid for (i.e Col II) less shares allotted (i.e., col. III)} X 66.5/ 496.5
    - The numerator and denominator for arriving at allocation of 66.5 million shares to the 10 QIBs are reduced by 3.5 million shares, which has already been allotted to mutual funds at Col. No. (III).

Refund orders or instructions to the SCSBs

Our Company shall give credit to the beneficiary account with depository participants within 12 Working Days from the Bid Closing Date. Applicants residing at the centres where clearing houses are managed by the RBI, will get refunds through NECS only except where applicant is otherwise disclosed as eligible to get refunds through direct credit and RTGS. Our Company shall ensure dispatch of refund orders, if any, of value upto ₹ 1,500, by "Under Certificate of Posting", and shall dispatch refund orders above ₹ 1,500, if any, by registered post or speed post at the sole or first Bidder's sole risk within 12 Working Days from the Bid Closing Date. Applicants to whom refunds are made through electronic transfer of funds will be sent a letter through ordinary post, intimating them about the mode of credit of refund within 12 Working Days from the Bid Closing Date. In case of ASBA Bidders, the Registrar to the Issue shall instruct the relevant SCSB to unblock the funds in the relevant ASBA Account to the extent of the Bid Amount specified in the ASBA Forms for withdrawn, rejected or unsuccessful or partially successful ASBA Bids within 12 Working Days from the Bid Closing Date.

Interest in case of delay in dispatch of refund orders or instructions to SCSBs

In accordance with the Companies Act, the requirements of the Stock Exchanges and SEBI Regulations, our Company undertakes that:

- Allotment shall be made only in dematerialised form within 12 Working Days from the Bid Closing Date;
- Dispatch of refund orders, except for Bidders who can receive refunds through Direct Credit, NEFT, RTGS or ECS, shall be done within 12 Working Days from the Bid Closing Date;
- Instructions to SCSBs to unblock the funds in the relevant ASBA Account for withdrawn rejected or unsuccessful Bids shall be made within 12 Working Days from the Bid Closing Date.
- It shall pay interest at 15% p.a. if the refund orders have not been dispatched to the Bidders or if, in a case where the refund or portion thereof is made in electronic manner through Direct Credit, NEFT, RTGS or ECS, the refund instructions have not been given to the clearing system in the disclosed manner within 12 Working Days from the Bid Closing Date or if instructions to SCSBs to unblock funds in the ASBA Accounts are not given within 12 Working Days from the Bid Closing Date.

Our Company will provide adequate funds required for dispatch of refund orders or CAN to the Registrar to the Issue. Refunds will be made by cheques, pay orders or demand drafts drawn on any one or more of the Refund Banker(s) and payable at par at places where Bids are received. Bank charges, if any, for encashing such cheques, pay orders or demand drafts at other centres will be payable by the Bidders.

In case of ASBA Bidders, the SCSBs will unblock funds in the ASBA Accounts to the extent of the refund to be made based on instructions received from the Registrar to the Issue.

PAYMENT OF REFUND

Bidders other than ASBA Bidders must note that on the basis of the PAN of the Bidders, Depository Participant's name, DP ID, beneficiary account number provided by them in the Bid cum Application Form, the Registrar to the Issue will obtain, from the Depositories, the Bidders' bank account details, including the nine digit Magnetic Ink Character Recognition ("**MICR**") code as appearing on a cheque leaf. Hence, Bidders are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in despatch of refund order or refunds through electronic transfer of funds, as applicable, and any such delay shall be at the Bidders' sole risk and neither our Company, the Registrar to the Issue, Escrow Collection Bank(s), Bankers to the Issue nor the members of the Syndicate shall be liable to compensate the Bidders for any losses caused to the Bidder due to any such delay or liable to pay any interest for such delay.

Mode of making refunds for Bidders other than ASBA Bidders

The payment of refund, if any, for Bidders other than ASBA Bidders would be done through various modes in the following order of preference:

1. NECS – Payment of refund would be done through NECS for applicants having an account at any of the centres where such facility has been made available. This mode of payment of refunds would be subject to availability of complete bank account details including the MICR code as appearing on a cheque leaf, from the Depositories. The payment of refunds is mandatory for applicants having a bank account at any of the centres where such facility has been made available, except where the applicant, being eligible, opts to receive refund through direct credit, NEFT or RTGS."

2. Direct Credit – Applicants having bank accounts with the Refund Bank (s), as mentioned in the Bid cum Application Form, shall be eligible to receive refunds through direct credit. Charges, if any, levied by the Refund Bank(s) for the same would be borne by our Company.

3. RTGS – Applicants having a bank account at any of the abovementioned centres and whose refund amount exceeds ₹ 5 million, have the option to receive refund through RTGS. Such eligible applicants who indicate their preference to receive refund through RTGS are required to provide the IFSC code in the Bid cum Application Form. In the event the same is not provided, refund shall be made through NECS. Charges, if any, levied by the Refund Bank(s) for the same would be borne by our Company. Charges, if any, levied by the applicant's bank receiving the credit would be borne by the applicant.

4. NEFT – Payment of refund shall be undertaken through NEFT wherever the applicants' bank has been assigned the Indian Financial System Code (IFSC), which can be linked to a Magnetic Ink Character Recognition (MICR), if any, available to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the applicants have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the applicants through this method. The process flow in respect of refunds by way of NEFT is at an evolving stage and hence use of NEFT is subject to operational feasibility, cost and process efficiency. The process flow in respect of refunds by way of NEFT is at an evolving stage, hence use of NEFT is subject to operational feasibility, cost and process efficiency. In the event that NEFT is not operationally feasible, the payment of refunds would be made through any one of the other modes as discussed in the sections.

5. For all other applicants, including those who have not updated their bank particulars with the MICR code, the refund orders will be despatched under certificate of posting for value upto ₹ 1,500 and through Speed Post/ Registered Post for refund orders of ₹ 1,500 and above. Such refunds will be made by cheques, pay orders or demand drafts drawn on the Escrow Collection Banks and payable at par at places where Bids are received. Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centres will be payable by the Bidders.

Mode of making refunds for ASBA Bidders

In case of ASBA Bidders, the Registrar shall instruct the relevant SCSB to unblock the funds in the relevant ASBA Account to the extent of the Bid Amount specified in the ASBA Forms for withdrawn, rejected or unsuccessful or partially successful ASBA Bids within 12 Working Days from the Bid Closing Date.

DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY

With respect to Bidders other than ASBA Bidders, our Company shall ensure dispatch of Allotment advice, refund orders (except for Bidders who receive refunds through electronic transfer of funds) and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchanges within 12 Working Days of the Bid Closing Date.

In case of applicants who receive refunds through NECS, direct credit or RTGS, the refund instructions will be given to the clearing system within 12 Working Days from the Bid Closing Date. A suitable communication shall be sent to the bidders receiving refunds through this mode within 12 Working Days of Bid Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.

Our Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed, are taken within 12 Working Days from the Bid Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchanges and the SEBI Regulations, our Company further undertakes that:

- Allotment shall be made only in dematerialised form within 12 Working Days from the Bid Closing Date; and

- With respect to Bidders other than ASBA Bidders, dispatch of refund orders or in a case where the refund or portion thereof is made in electronic manner, the refund instructions would be given to the clearing system within 12 Working Days from the Bid Closing Date would be ensured. With respect to the ASBA Bidders, instructions for unblocking of the ASBA Bidder's ASBA Account shall be made within 12 Working Days from the Bid Closing Date.

Our Company shall pay interest at 15% p.a. for any delay beyond the 10 Working Day time period as mentioned above, if Allotment is not made and refund orders are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/or demat credits are not made to investors within the time prescribed above.

UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

- That the complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily;

- That all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within 12 Working Days from the Bid Closing Date;

- That the Company shall apply in advance for the listing of securities;

- 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 our Company;

- That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 12 Working Days from the Bid Closing Date, as the case may be, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- That the promoters' contribution in full, wherever required, shall be brought in advance before the Issue opens for public subscription and the balance, if any, shall be brought in pro rata basis before the calls are made on public.

- That the CANs to the non-resident Indians shall be despatched within specified time;

- That no further issue of Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are refunded on account of non-listing, under-subscription etc.; and

- That adequate arrangements shall be made to collect all ASBA Forms and to consider them similar to non-ASBA applications while finalising the basis of Allotment.

Withdrawal of the Issue

Our Company, in consultation with the Book Running Lead Managers, reserves the right not to proceed with the Issue anytime after the Bid Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers, in which the pre-Issue advertisements were published, within two days of the Bid Closing Date, providing reasons for not proceeding with the Issue. Our Company shall also inform the same to Stock Exchanges on which the Equity Shares are proposed to be listed.

Any further issue of Equity Shares by our Company shall be in compliance with applicable laws.

If our Company withdraws the Issue after the closure of bidding, our Company shall be required to file a fresh draft red herring prospectus with SEBI.

Utilisation of Issue proceeds

The Board of Directors certify that:

- 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 73 of the Companies Act;

- Details of all monies utilised out of Issue shall be disclosed, and continue to be disclosed till the time any part of the issue proceeds remains unutilised, under an appropriate head in our balance sheet indicating the purpose for which such monies have been utilised;

- Details of all unutilised monies out of the Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested; and

- Our Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from all the Stock Exchanges where listing is sought, has been received.

Our Company shall comply with the requirements of Clause 49 of the Listing Agreement in relation to the disclosure and monitoring of the utilization of the Net Proceeds.

Subscription by foreign investors (NRIs/FIIs)

By way of Circular No. 53 dated December 17, 2003, the RBI has permitted FIIs to subscribe to 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.

There is no reservation for Eligible NRIs and FIIs registered with SEBI. All Eligible NRIs and FIIs will be treated on the same basis with other categories for the purpose of allocation.

SECTION VIII – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Pursuant to Schedule II of the Companies Act and the SEBI Regulations, the main provisions of our Articles relating to, inter alia, voting rights, dividend, lien, forfeiture, restrictions on transfer and transmission of Equity Shares or debentures and/or on their consolidation/splitting are detailed below. Please note that each provision herein below is numbered as per the corresponding article number in our Articles and capitalized/defined terms herein have the same meaning given to them in our Articles.

6	**SHARE CAPITAL**	
		The authorized Share capital of the Company shall be such as given in the clause V of the Memorandum of Association or altered from time to time there at, payable in the manner as may be determined by the Directors, with powers to increase or reduce the Share capital and to divide the Shares in the capital for the time being into several classes and to attach thereto respectively such preferential or such rights, privileges, or conditions as may be determined in accordance with the regulations of the Company and to vary, modify, abrogate any such right, privilege or condition in such manner as may, for the time being, be provided by the regulations of the Company, and to consolidate or subdivide the Shares and issue Shares of higher or lower denomination.
7		The Company shall cause to be kept a Register of Members, an Index of Members, a Register and Index of Debenture holders in accordance with all applicable provisions of the Companies Act, 1956 and the Depositories Act, 1996 with details of shares held in physical and dematerialized forms in any medium as may be permitted by law including in any form of electronic medium. The Company shall be entitled to keep in any State or Country outside India a branch Register of Members resident in that State or Country.
8		Subject to the provisions of Section 80 of the Companies Act, 1956, the Company may issue preference shares, which are or at the option of the Company are liable to be redeemed and/or converted into equity share capital, on such terms and in such manner and time, as the resolution authorizing such issue shall prescribe.
		SHARES
9		Subject to the provisions of directions/guidelines, if any, issued by the Central Government or other statutory body, the Board of Directors shall have the power to issue, offer and allot to or for the benefit of such person or persons as are in the permanent employment and the Directors (including Whole Time Directors) of the Company at any time equity Shares of the Company and or warrants with an option exercisable by the holder of such options to subscribe for equity Shares / equity linked securities and / or bonds, Debentures, preference Shares or other securities convertible into equity Shares at such price in such manner, during such period and/or on such terms & conditions under any Employees Stock Option Scheme / Plan as may be decided by the Board prior to the issue and offer thereof subject, however, to 10% of the aggregate of the number of issued equity Shares of the Company or subject to such ceiling limits as may be prescribed from time to time by or under such directions/guidelines.
10		Subject to the provisions of These Presents, the Shares shall be under the control of the Board who may allot or otherwise dispose of the same to such person, on such terms and conditions, at such times, either at par or at a premium and for such consideration as the Board thinks fit.
11		The Directors may allot and issue Shares in the capital of the Company as partly or fully paid up in consideration of any property sold or goods transferred or machinery supplied or for services rendered to the Company in the conduct of its business.
12		Unless the shares of the Company are held with a Depository the Shares in the capital shall be numbered progressively according to their several denominations.
13		Except as required by law, no person shall be recognised by the Company as holding any Shares upon any trust, and the Company shall not be bound by, or be compelled in any way to recognize (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.
14		The Company may pay commission to any person prescribed under Section 76 of the Act and that such commission may be paid in cash or by the allotment of fully or partly paid Shares or

		partly in one way and partly in the other. The Company may also on any issue of shares or debenture pay such brokerage as may be lawful.
15		If, by the conditions of issue of any Shares, the whole or part of amount of issue price thereof shall be payable in installments, every such installment shall, when due, be paid to the Company, by the person who, for the time being, shall be the registered holder of the Share or by his executor or administrator as the case may be.
16		The joint holders of a Share shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such Share.
17		Share(s) may be registered in the name of any person, company or other body corporate. Not more than three persons shall be registered as joint holders of any Shares. Shares may be registered in the name of any minor through a guardian on fully paid Shares.
18		Subject to the provisions of the Act and any statutory amendments or re-enactments thereof and compliance of the provisions thereof by the Company, the Company is authorized to purchase its own Shares or other specified securities.
		INCREASE AND REDUCTION OF CAPITAL
19 (1)		Where at the time after the expiry of two years from the formation of the Company or at any time after the expiry of one year from the allotment of Shares in the Company made for the first time after its formation, whichever is earlier, it is proposed to increase the subscribed capital of the Company by allotment of further Shares, either out of un-issued capital or out of the increased Share capital then:
	(a)	such further Shares shall be offered to persons who at the date of the offer, are holders of the equity Shares of the Company, in proportion as nearly as circumstances admit, to the capital paid-up on these Shares at that date;
	(b)	such offer shall be made by a notice specifying the number of Shares offered and limiting a time not less than thirty days from the date of the offer and the offer if not accepted, will be deemed to have been declined;
	(c)	the offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the Shares offered to them in favour of any other person and the notice referred to in sub clause (b) hereof shall contain a statement of this right. PROVIDED THAT the Directors may decline, without assigning any reason to allot any Shares to any person in whose favour any Member may renounce the Shares offered to him;
	(d)	after the expiry of the time specified in the aforesaid notice or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the Shares offered, the Board may dispose off them in such manner and to such person(s) as they may think, most beneficial to the Company.
(2)		Notwithstanding anything contained in the preceding sub-clause (1), the further Shares aforesaid may be offered to any person (whether or not those persons include the persons referred to in sub-clause (1) (a) hereof) in any manner whatsoever.
	(a)	If a Special Resolution to that effect to that effect is passed by the Company in General Meeting, or
	(b)	Where no such Special Resolution is passed, if the votes cast (whether on a show of hands or on a poll as the case may be) in favour of the proposal contained in the resolution moved in the General Meeting (including the casting vote, if any, of the Chairman) by the Members who, being entitled to do so, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by Members, so entitled and voting and the Central Government is satisfied, on an application made by the Board in this behalf that the proposal is most beneficial to the Company.
(3)		Nothing in sub-clause (1) (c) hereof shall be deemed:
	(a)	to extend the time within which the offer should be accepted; or
	(b)	to authorise any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the

		Shares comprised in the renunciation.
(4)		Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to the Debenture issued or loans raised by the Company.
	(i)	to convert such Debentures or loans into Shares in the Company; or
	(ii)	to subscribe for Shares in the Company (whether such option is conferred in these Articles or otherwise)
		PROVIDED THAT the terms of issue of such Debentures or the terms of such loans include a term providing for such option and such term-
	(a)	either has been approved by the Central Government before the issue of the Debentures or the raising of the loans or is in conformity with the rules, if any, made by that Government in this behalf; and
	(b)	in the case of Debentures or loans other than Debentures issued to or loans obtained from Government or any institution specified by the Central Government in this behalf, has also been approved by a Special Resolution passed by the Company in General Meeting before the issue of the Debentures or raising of the loans.
20		The Company in a General Meeting may, from time to time, by an Ordinary Resolution increase the Share capital of the Company by the creation of new Shares by such sum, to be divided into Shares of such amount as may be deemed expedient.
21		Before the issue of any new Shares, the Company in a General Meeting may make provisions as to the allotment and issue of new Shares and in particular may determine to whom such Shares be offered in the first instance and whether at par or premium or at a discount. In case no such provision is made by the Company in General Meeting, the new shares may be dealt with according to the provisions of These Presents.
22		Except so far as otherwise provided by the conditions of issue or by These Presents any capital raised by the creation of new Shares shall be considered part of the then existing capital of Company and shall be subject to the provisions herein contained with reference to the payment of dividends, calls and installments, transfer and transmission, forfeiture, lien, surrender and otherwise.
23		If owing to any inequality in the number of new Shares to be issued and the number of Shares held by Members entitled to have the offer of such new Shares, any difficulty arising in the allotment of such new Shares or any of them amongst the Members shall, in the absence of any direction in the resolution creating the Shares or by the Company in a General Meeting, be determined by the Board.
24		Subject to the provisions of Sections 100 to 103 of the Act, the Company may, from time to time in any manner, by a Special Resolution and subject to any consent required under Sections 100 to 103 of the Act, reduce:
	(a)	Its Share capital
	(b)	Any capital redemption reserve
	(c)	Any Share premium account.
25		Subject to the provisions of Sections 100 to 105 of the Act, the Board may accept from any Member the surrender, on such terms and conditions as shall be agreed, of all or any of his Shares.
		ALTERATION OF SHARE CAPITAL
26		The Company, by an Ordinary Resolution may, from time to time:
	(a)	Consolidate and divide all or any of its Share capital into Shares of larger amount than its existing Shares.
	(b)	Sub-divide its Shares or any of them into Shares of smaller amount than is fixed by the Memorandum of Association so, however, that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced Share shall be the same as it was

		in the case of the Share from which the reduced Share is derived as well as determine that, as between the holders of the Shares resulting from such sub-division, one or more of such shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the other or others.
	(c)	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 and diminish the amount of its Share capital by the amount of Share so cancelled.
		VARIATION OF SHARE HOLDER'S RIGHTS
27		If at any time the Share capital is divided into different classes of Shares, all or any of the rights and privileges attached to any class (unless otherwise prohibited by the terms of issue of the Shares of that class) may, subject to the provisions of Sections 106 and 107 of the Act, whether or not the Company is being wound up, be modified, commuted, affected, abrogated, varied or dealt with by the consent in writing of the holders of not less than three fourths of the issued Shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of three fourths of the issued Shares of that class. To every such separate meeting the provisions of these regulations relating to General Meeting shall mutatis mutandis apply but so that necessary quorum shall be five members or all the members holding or represented by proxy of the entire issued shares of the class in the question.
		SHARE CERTIFICATES
28		The certificate of title to Shares shall be issued within three months of allotment. In the case of transfer of Shares the Share certificates shall be issued within one month after the application for registration of transfer is made.
29	(a)	Every person whose name is entered as a Member in the Register shall be entitled, without payment, to receive within three months from the date of after allotment, unless the conditions of issue thereof otherwise provide, or within two months of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its Shares as the case may be, one or more certificates for all the shares registered in his name, in marketable lot, or if the Directors so approve, upon paying such fee as the Directors may from time to time determine to several certificates each for one or more of such Shares.
	(b)	Every certificate shall be under the Seal and shall specify the number and distinctive numbers of Shares to which it relates and the amount paid up thereon and shall be in such form as the directors may prescribe and approve.
	(c)	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 to one or several joint holders shall be sufficient evidence of delivery to all such holders.
		The provisions of this Article shall mutatis mutandis apply to debentures of the Company.
		Nothing contained herein shall apply to transfer of a security effected by the transferor and the transferee both of whom are entered as Beneficial Owners in the records of a Depository.
30		The certificate of Shares registered in the name of two or more persons shall be delivered to the person first named in the Register.
31		If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof. If any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deems adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under this Article shall be issued without payment of fees if the Board so decides, or on payment of such fees (not exceeding two rupees for each certificate) as the Board shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.
		Provided that notwithstanding what is stated above, the Board shall comply with such rules or regulations or requirements of any stock exchange under the Act or the rules made under the Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable in this behalf.
		The provisions of this Article shall mutatis mutandis apply to Debentures of the Company.
32		If the securities of the Company are dealt with in a Depository, the Company shall intimate

		the details of allotment of securities to Depository immediately on allotment of such securities.
		NOMINATION OF SHARES
33		Every holder of Shares in, or holder of debentures of, a Company may, at any time, nominate, in the prescribed manner, a person to whom his shares in, or debentures of, the Company shall vest in the event of his death.
34		Where the shares in, or debentures of, the Company are held by more than one person jointly, the joint holders may together nominate, in the prescribed form, a person to whom all the rights in the shares or debentures of the Company shall vest in the event of death of all the joint holders.
35		Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of such Shares in, or debentures of, the Company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the Shares in, or debentures of, the Company, the nominee shall, on the death of the shareholder or holder of debentures of, the Company or as the case may be, on the death of the joint holders, become entitled to all the rights in the Shares or debentures of the Company to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner.
36		Where the nominee is a minor, it shall be lawful for the holders of the Shares, or holder of debentures, to make the nomination to appoint, in the prescribed manner, any person to become entitled to shares in, or debentures of, the Company, in the event of his death, during the minority.
		DECLARATION BY PERSON NOT HOLDING BENEFICIAL INTEREST
37		Notwithstanding anything herein contained, a person whose name is at any time entered in the Register of Members of the Company as the holder of a Share in the Company, but who does not hold the beneficial interest in such a Share, shall, within such time and in such form as may be prescribed, make a declaration to the Company specifying the name and other particulars of the person or persons who hold the beneficial interest in such Share in the manner provided in Section 187 C of the Act.
38		A person who holds a beneficial interest in a Share or a class of Shares shall, within the time prescribed, after his becoming such beneficial owner, make a declaration to the Company specifying the nature of his interest, particulars of the person in whose name the shares stand in the Register of Members of the Company and such other particulars as may be prescribed as provided in Section 187 C of the Act.
39		Whenever there is a change in the beneficial interest in a Share referred to above, the beneficial owner shall, within the time prescribed from the date of such change, make a declaration to the Company, in such form and containing such particulars as may be prescribed as provided in Section 187 C of the Act.
40		Notwithstanding anything contained in These Presents, where any declaration referred to above is made to the Company, the Company shall make a note of such declaration in the Register of Members and file, within the time prescribed from the date of declaration, a return in the prescribed form with the Registrar with regard to such declaration.
		CALLS ON SHARES
41		The Board may, from time to time, subject to terms on which any Shares may have been issued and subject to the provisions of Section 91 of the Act, make such calls as the Board thinks fit upon the Members in respect of all moneys unpaid on Shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times.
42		Each Member shall pay the amount of every call so made on him to the persons and the times and places appointed by the Board, provided that option or right to make call on Shares shall not be given to any person except with the sanction of the Company in a General Meeting. A call may be made payable by installment and be deemed to have been made at the time when the resolution of the Board authorizing such call was passed at a meeting of Board.
43		No call shall exceed one fourth of the nominal amount of a Share or be made payable at less than one month from date fixed for the payment of the last preceding call. Not less than fourteen days' notice of any call shall be given specifying the time and place of payment and

		the person or persons to whom such call, shall be paid. Provided that, before the time for payment of such call the Directors, may, by notice in writing to the Members, revoke the same or extend the time for payment thereof.
44		If by the terms of issue of any Share or otherwise any amount is made payable at any fixed time or by installments at fixed times, whether on account of the nominal amount of the Share or by way of premium, every such amount or installment shall be payable as if it were call duly made by the Board and of which due notice has been given and all the provisions herein contained in respect of calls or otherwise shall relate to such amount or installment accordingly.
45		If the sum payable of any call or installment be not paid on or before the day appointed for payment, the holder for the time being of the Shares in respect of which the call shall have been made or the installment shall be due, shall pay interest for the same at the rate of 18 % (Eighteen Percent) per annum from the day appointed for the payment thereof to the time of the actual payment or at such other rate as the Directors may determine from time to time. The Directors may in their absolute discretion waive the payment of interest, wholly or in part in the case of any person liable to pay such call or installment.
46		The Board may, if it thinks fit, subject to the provisions of Section 92 of the Act, agree to and receive from any Member willing to advance the same, whole or any part of the moneys due upon the Shares held by him beyond the sums actually called for and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the Shares in respect of which such advance has been made, the Company may pay interest at such rate, as the member paying such sum in advance and the Directors agree upon provided that money paid in advance shall not confer a right to participate in profits or dividend. The Board may at any time repay the amount so advanced.
		The provisions of These Presents will mutatis mutandis apply to the calls on the Debentures of the Company.
47		Subject to the provisions of the law of evidence and procedure, on the trial or hearing or any action or suit brought by the Company against any shareholder or his representative to recover any debt or money claimed to be due to the Company in respect of his Shares, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose on the Register of the Company as a holder or one of the holders, of the number of Shares in respect of which such claim is made and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Directors who made any call nor that a quorum of Directors was present at the Board at which any call was made nor that the meeting at which any call was made was duly convened or constituted, nor any other matter by the proof of the matters aforesaid shall be conclusive evidence of the debt.
48		No Member shall be entitled to exercise any voting rights either personally or by Proxy at any meeting of the Company 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.
49		A call may be revoked or postponed at the discretion of the Board.
50		The Directors may from time to time, at their discretion extend the time fixed for the payment of any call and may extend such time as to all or any of the Members who on account of residence at a distance or some other cause, may be deemed fairly entitled to such extension, but no Member shall, as a matter of right, be entitled to such extension (save as a matter of grace and favour).
51		Every Member, his executors or administrators shall pay to the Company the proportion of the capital represented by his Share or Shares which may for the time being, remain unpaid thereon in such amount at such time or times and in such manner as the Directors shall, from time to time, in accordance with the Company's regulations, require or fix for the payment thereto.
52		Subject to the provisions of Section 81 of the Act and These Presents, the Shares in the capital of the Company for the time being shall be under the control of the Board 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 or (subject to the compliance with the provision of Section 79 of the Act) at a discount and at such time as they may from

		time to time think fit and with the sanction of the Company in the General Meeting to give to any person or persons the option or right to call for any Shares either at par or premium during such time and for such consideration as the Board think fit, and may issue and allot Shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any Shares which may so be allotted may be issued as fully paid up Shares. Provided that option or right to call for Shares shall not be given to any person or persons without the sanction of the Company in a General Meeting.
		FORFEITURE OF SHARES
53		If a Member fails to pay any sum payable in respect of any call or any installment of a call on or before the day appointed for payment thereof, the Board may at any time there after during such time as any part of the said call or installment remains unpaid, serve a notice on such Member requiring payment of so much of the call or installment as is unpaid together with any interest which may have accrued and all expenses that they may have been incurred by the Company by reason of such non-payment.
54		The notice aforesaid shall name a further day not being earlier than the expiry of 30 (thirty days) from the date of service of notice, on or before which such call or payment required by notice, is to be made and a place at which such call or installment and such interest and expenses as aforesaid are to be paid. The notice shall state that in the event of non-payment, on or before the date so named the Shares in respect of which such call or installment was payable shall be liable to be forfeited.
55		If the requirements of any such notice as aforesaid are not complied with, any Shares in respect of which such notice has been given may at any time thereafter, before the payment of calls or installment, interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all Dividends declared in respect of the forfeited Shares and not actually paid before the forfeiture, subject to Section 205 A of the Act.
56		When any Share shall have been so forfeited, notice of the forfeiture shall be given to the Member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture with the date thereof shall forthwith be made in the Register of Members but no forfeiture shall in any manner be invalidated by any omission or failure to give such notice or to make such entry as aforesaid.
57		Any Share so forfeited shall be deemed to be property of the Company, and may be sold or otherwise disposed off on such terms and in such manner as the Board thinks fit.
58		The Board may at any time before any Share so forfeited shall have been sold or otherwise disposed off, annul the forfeiture upon such terms and conditions, as it thinks fit.
	i)	A person whose Shares have been forfeited shall cease to be Member in respect of forfeited Shares, but shall not withstanding the forfeiture remain liable to the Company for all moneys which at the date of forfeiture were presently payable by him to the Company in respect of the Shares.
	ii)	The liability of such person shall cease if and when the Company shall have received payment in full of all such moneys in respect of the Shares.
	iii)	The forfeiture of a Share shall involve the extinction of all interest in and also for all claims and demands against the Company in respect of the Shares and all other rights, incidental to the Share except any such of those rights as by These Presents are expressly saved.
59		A duly verified declaration in writing that the declarant is a Director of the Company and that certain Shares in the Company have 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. The Company may receive the consideration, if any, given for the Shares on any sale or disposition thereof and may execute a transfer of Shares in favour of the person to whom the share is sold or disposed of. On receipt by the Company of the consideration, if any given for the Shares on the sale or disposition thereof, the transferee shall be registered as the holder of such shares and the purchaser shall not be bound to see to the application of purchase money, nor shall his title to such Shares be affected by any irregularity or invalidity in the proceedings in reference to such forfeiture, sale or disposition.

60		The provisions of these presents 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 has been payable by virtue of a call duly made and notified.
61		When any Shares under the powers in that behalf herein contained are sold by the Directors and the certificate has not been delivered to the Company by the former holder of the said Shares, the Directors may issue a new certificate for such Shares distinguishing it in such manner as they may think fit from the certificate not so delivered.
62		Neither 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 Board from thereafter proceeding to enforce a forfeiture of such Shares as provided in these regulations for non-payment of the whole or any balance due in respect of the Shares.
		CONVERSION OF SHARES INTO STOCK
63		The Company may, by an Ordinary Resolution:
	i)	Convert any paid-up Shares into stock; and
	ii)	Reconvert any stock into paid-up Shares of any denomination.
64		The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the Shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:
		Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the Shares from which the stock arose.
		COMPANY'S LIEN ON SHARES
65		The Company shall have a first and paramount lien upon all the Shares (other than fully paid up Shares) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such Shares and no equitable interest in any Shares shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all Dividends and bonus from time to time declared in respect of such Shares. Subject to Section 205A of the Act, unless otherwise agreed the registration of a transfer of Shares shall operate as a waiver of the Company's lien if any, on the Shares. The Directors may, at any time declare any Share wholly or in part to be exempt from the provisions of this clause.
66		For the purpose of enforcing such lien the Board may sell the Shares in such manner as it thinks fit, but no sale shall be made unless a sum in respect of which the lien exists is presently payable and until notice in writing of the intention to sell shall have been served on such Member, his executor or administrator or other legal representative as the case may be and default shall have been made by him or them in payment of the sum payable as aforesaid in respect of such Share for 14 (fourteen) days after the date of such notice.
67		The net proceeds of the sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon Share before the sale) be paid to the person entitled to the Share at the date of the sale.
68		Upon any sale after forfeiture or surrender or for enforcing a lien purported in exercise of the powers herein conferred, the Board may appoint some person to execute the instrument of transfer of the Share sold and cause the purchaser's name to be entered in the Register in respect of the Share sold and the purchaser shall not be bound to see to the regularity of the proceedings nor to the application of the purchase money. After his name has been entered into the Register in respect of such Share the validity of the sale shall not be impeached by any person on any ground whatsoever and the remedy of any person aggrieved by such sale shall be in damages only and against the Company exclusively.
		TERM OF ISSUE OF DEBENTURE

69		Any debentures, debentures stock or other securities may be issued at a discount, premium or otherwise and may be issued on the condition that they shall be convertible into Shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of Shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special resolution.
		TRANSFER AND TRANSMISSION OF SHARES
70		Save as provided in Section 108 of the Act, no transfer of Share shall be registered unless a proper instrument duly stamped and executed by or on behalf of the transferor and by or on behalf of transferee and specifying the name, address and occupation of the transferee has been delivered to the Company along with the certificate relating to the Shares or if no such certificate is in existence along with the letter of allotment of the Shares, in accordance with the provisions of Section 108 of the Act. The transferor shall be deemed to remain a Member in respect of such Share until the name of the transferee is entered in the Register in respect thereof. The signature of one credible witness who shall add his address shall duly attest each signature to such transfer. Provided, that, where on application in writing made to the Company by the transferee and bearing the stamp required for an instrument of transfer, it is proved to the satisfaction of the Board that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as the Board may think fit so as to indemnify the Company.
71		Application for the registration of the transfer of a Share may be made either by the transferor or the transferee, provided that, where such application is made by the transferor, no registration shall, in the case of the partly paid Share, be effected unless the Company gives notice of the application to the transferee in the manner prescribed by Section 110 of the Act, and subject to the provisions of These Presents, the Company shall, unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the Register the name of the transferee in the same manner and subject to the same conditions as if the application for registration of the transfer was made by the transferee.
72		Subject to the provisions of Sections 111A of the Act the Directors may, at its own absolute and uncontrolled discretion and by giving reasons, decline to register or acknowledge any transfer of Shares whether fully paid or not and the right of refusal shall not be affected by the circumstances that the proposed transferee is already a Member of the Company but in such cases the Directors shall within one month from the date on which the instrument of transfer was lodged with the Company, send to the transferee and the transferor notice of the refusal to register such transfer provided that registration of a transfer alone or jointly with any other person or persons indebted to the Company on any account whatsoever except when the Company has lien on the Shares, transfer of Shares/ Debentures in whatever lot shall not be refused.
73		The Company shall use a common form of transfer. Every instrument of transfer of Shares shall be in writing and in the form prescribed under the Act or as near thereto as the circumstances may admit and shall be in accordance with the provisions of Section 108 of the Act.
74		No fee shall be charged for registration of transfer of Shares/ Debentures or for effecting transmission or for registering any letters of probate, succession certificates, letters of administration, certificate of death or marriage, power of attorney and other similar documents.
75		Nothing contained in Article 74 and 75 shall apply to transfer of a security effected by the transferor and the transferee both of whom are entered as Beneficial Owners in the records of a Depository.
76		No fee may be charged:
	a	For splitting up, sub-division and consolidation of Shares and Debenture certificates and for splitting up and sub-division of Letters of Allotment and splitting, consolidation, renewal into denomination corresponding to the market Units of trading as per Rules of Stock Exchange concerned.
	b	For sub-division of right Shares offered to Shareholders.

	c	For issue of new certificates in replacement of those which are old, decrepit or worn out or where the pages on the reverse for recording transfer have been fully utilized.
	d	For registration of any power of attorney, probate or will, Letter of Administration or similar other documents.
77		Every instrument of transfer shall be left at the office of the Company for registration, accompanied by the certificate, of the Shares to be transferred or if there is no certificate, the letter of Allotment thereto and such other evidence as the Board may require to prove the title of the transferor or his right to transfer the Share. The Board may waive the production of any certificates upon production of evidence to them of its having been lost or destroyed. The Company shall retain every instrument of transfer, which shall be registered, but any instrument of transfer, which the Board may refuse to register, shall be returned to the person depositing the same
78		Subject to the provisions of Section 154 of the Act, the registration of transfer 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 45 (forty five) days in the aggregate in any year.
79		Registration of transfer of Shares shall not be refused on the ground that the transferor being either alone or jointly with any person or persons indebted to the Company on any account whatsoever. If the Board refuses to register the transfer of or the transmission by operation of law of the right to any Share, the Company shall within two months from the date on which the instrument of transfer or the intimation of such transmission, as the case may be, give notice of such refusal.
80		The executor or administrators of a deceased Member (not being one of several joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Member. In case of the death of any one or more of the joint holders of any registered Shares, the survivors shall be the only person recognized by the Company as having any title to or interest in such Shares. But nothing herein contained shall be taken to release Board may require him to obtain a Grant of Probate or letters of Administration or other legal representation as the case may be from some competent court. Provided nevertheless that in any case where the Board in its absolute discretion think fit, it shall be lawful for the Board to dispense with the production of probatory letters of administration or such other legal representation upon such terms as to indemnify or otherwise as the Board in its absolute discretion may consider necessary.
81		Any committee or guardian of a lunatic or infant Member or any person be coming entitled to transfer of Shares in consequence of the death, bankruptcy, insolvency of any Member, upon producing such evidence that he sustains the character in respect of which he proposes to act under the Articles or of the title as the Board thinks sufficient, may with consent of the Board (which it shall not be under any obligation to give) be registered as a Member in respect of such Shares or any subject to the regulations as to transfer herein before contained. (The Article is hereinafter referred to as The Transmission Article).
82		Subject to Section 205A of the Act, the Directors may retain the Dividend payable upon the Share to which any person becomes entitled to until such person shall become a Member in respect of the Shares.
83	a	If the person becoming entitled to Shares shall elect to be registered as Member in respect of the Share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
	b	If the person aforesaid shall elect to transfer the Shares, he shall testify his election by execution of an instrument of transfer of Shares.
	c	All the limitations, restrictions and provisions of These Presents relating to the right to transfer and the registration of transfer of Share shall be applicable to any such notice or transfer as aforesaid as if the death, insanity, bankruptcy or insolvency of the Member had not occurred and the notice of transfer were a transfer signed by that Member.
84		A person so becoming entitled under the Transmission Article to a Share by reason of death, lunacy, bankruptcy or insolvency of a Member shall, subject to the provision of the Articles or Section 206 of the Act, be entitled to the same Dividend and other advantages to which he

		would be entitled if he was the Member registered in respect of the Share except that he shall not before being registered as a Member in respect of the Share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.
		Provided that the Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the Share and if the notice is not complied with within 90 (ninety) days, the Board may thereafter withhold payment of all Dividends, Bonuses or other money payable in respect of the Share, until the requirements of the notice have been complied with.
85		The Company shall incur no liability or responsibility in consequence of its registering to give effect to any transfer of Shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register) to be prejudice or persons having or claiming any equitable right, title or interest to or in the said Shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard or attend to any such notice and give effect thereto.
		BORROWING POWERS
86		The Board of Directors may from time to time subject to the Section 58A, 292 and 293 of the Act, at their discretion raise or borrow any sum or sums of money for the purpose of the Company and subject to the applicable provisions of the Act may secure payment or repayment of same in such manner and upon such terms and conditions in all respect as may be prescribed by the Board, in particular by the creation of any mortgage or charge or other encumbrances on any of the immovable properties of the Company or hypothecation, pledge or charge on and over the Company's stocks, book debts and other movable properties.
87		The Board of Directors may raise or secure the payment of such sum or sums in such manner and upon such terms and conditions as they think fit and in particular, by the issue of bonds, perpetual or redeemable Debentures or any mortgage, charge or other security on the undertaking of the whole or any part of the property of the Company both present and future including its uncalled capital for the time being or by giving, accepting or endorsing on behalf of the Company any promissory notes, bills of exchange or other negotiable instruments and no Debenture shall carry any voting right whether generally or in respect of any particular class or classes of business.
88		If any uncalled capital is included in or charged by any mortgage of other security, the Directors may, by instrument under the Seal authorize the person in whose favour such mortgage or security is executed or any other person in trust for him to make calls on the Member in respect of such uncalled capital, and the provisions herein before contained in regard to calls shall, mutatis mutandis apply to calls, made under such authority and may be made exercisable either conditionally and either presently or contingently and either, to the exclusion of the Director's powers or otherwise, and shall be assignable if expressed so to do.
89		Any Debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on the condition that they shall be convertible into Shares of any denomination, and with any privileges such as warrants etc. and conditions as to redemption, surrender, drawing, allotment of Shares, attending at the General Meeting, appointment of Directors and otherwise. The power to issue Debenture-stock or other securities with a right to allotment of or conversion into Shares of any denomination shall only be exercised by the Company in the General Meeting.
90		Save as provided in Section 108 of the Act, no transfer of Debentures shall be registered unless a proper instrument of transfer duly stamped and executed by the transferor and transferee has been delivered to the Company together with the certificates of the Debentures.
91		If the Board refuses to register the transfer of any Debentures of the Company, it shall within two months from the date on which the instrument of transfer was lodged with the Company, send to the transferee and to the transferor notice of the refusal.
92		Subject to Section 201 of the Act, If any Director or any other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or

		cause to be executed any mortgage, charge or security cover for effecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or any person so becoming liable, as aforesaid, from any loss in respect of such liability.
93		Subject to Sections 58A, 292 and 293 of the Act and the Companies (Acceptance of Deposits) Rules, 1975 the Board may receive deposits on such terms and conditions and bearing interest at such rates as they may decide and fix and which may be made payable monthly, quarterly, half yearly or yearly
94		The Company may subject to the provisions of Section 208 of the Act, pay interest on so much of the Share capital as is for the time being paid up and was issued for the purpose of raising money to defray the expenses of the construction of any work or building or the provision of any plant, which can not be made profitable for a lengthy period.
95		Debentures/ Debenture-stock, loan/loan stock, bonds or other securities conferring the right to allotment or conversion into Shares or the option or right to call for allotment of Shares shall not be issued except with the sanction of the Company in a General Meeting.
		PROCEEDINGS AT GENERAL MEETING
96		In addition to any other meetings, a General Meeting of the Company shall be held within such interval as specified in Section 166 (1) of the Act, and subject to the provisions of Section 166 (2) of the Act, at such time and place as may be determined by the Board. Each such General Meeting shall be called an 'Annual General Meeting' and shall be specified as such in the notice convening the meeting. Any other meeting of the Company shall be called an Extraordinary General Meeting.
97		The Board may, whenever it thinks fit, call an Extraordinary General Meeting. If at any time there are not within India Directors capable of acting who are sufficient in number to form a quorum, the Directors present in India may call an Extraordinary General Meeting, in the same manner and as nearly as possible as that in which such a meeting may be called by the Board.
98		The accidental omission to give notice of any meeting to or the non-receipt of any such notice by any of the Members or other persons entitled to receive such notice shall not invalidate any resolution passed at any such meeting.
99		No business shall be transacted at General Meeting of the Company unless a quorum of Members is present at the time when the meeting proceeds to business. Five Members present in person shall be the quorum for the meeting of the Company. No business shall be transacted at any General Meeting unless the requisite quorum shall be present throughout the meeting.
100		Any act or resolution which, under These Presents or the Act is permitted or required to be done or passed by the Company in General Meeting shall be sufficiently so done or passed if effected by an Ordinary Resolution as defined in Section 189(1) of the Act unless either the Act or the Articles specifically require such act to be done or resolution to be passed by a specific majority by Special Resolution as defined in Section 189(2) of the Act.
101		The Chairman of the Board shall take the chair at every General Meeting. If there be no such Chairman or if at any meeting he shall not be present within fifteen minutes, or is unwilling to act, or if any of the Directors present decline to take the chair, then the Members present shall choose one of their Members being a Member entitled to vote to be the Chairman of the meeting.
102		If at the expiration of half an hour from the time appointed for holding a meeting of the Company, a quorum shall not be present, the Meeting if convened by or upon the requisition of Members shall stand dissolved. In any other case the Meeting shall stand adjourned in the same day in the next week or if that day is public holiday until the next succeeding day which is not a public holiday at the same time and place or to such other day and at such other time and place in the city or town in which the office of Company is for the time being situate, as the Board may determine, and if at such adjourned Meeting a quorum is not present at the expiration of half an hour from the time appointed for holding the meeting, the Members present, shall be a quorum and may transact the business for which the Meeting was called.
103	a)	Every question submitted to a meeting shall be decided, in the first instance by a show of hands and in the case of an equality of votes, whether on a show of hands or on a poll, the

		Chairman of the meeting shall be entitled to a second or casting vote in addition to the vote to which he may be entitled as a Member.
	b)	A declaration by the Chairman that a resolution has on a show of hands been carried unanimously or by a particular majority or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without further proof.
104		The Chairman of a General Meeting may adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
105		At any General Meeting unless a poll is demanded before or on the declaration of the result of the voting on any resolution and on the show of hands demanded by the Chairman or by Members holding not less than one-tenth of the total voting power in respect of the resolution or by Members holding Shares on which an aggregate sum of not less than fifty thousand rupees has been paid up, a declaration by the Chairman that a resolution has been carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the meeting of the Company shall be conclusive evidence of the fact without proof of the number of proportion of the votes recorded in favour or against the resolution.
107	a)	If a poll is demanded as aforesaid it shall be taken forthwith on a question of adjournment or election of a Chairman of the meeting.
	b)	The person or persons who made the demand may withdraw the demand for a poll at any time before the poll is taken.
	c)	Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutinizers, at least one of whom shall be a Member (not being an officer employee of the Company) present at the meeting, provided such a Member is available and willing to be appointed, to scrutinize the votes given on the poll and to report thereon to him.
	d)	The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken. On poll a Member entitled to more than one vote or his Proxy or other persons entitled to vote for him, as the case may be need not, if he votes, use all his votes or casting the same way all the votes he uses.
	e)	The demand for poll shall not prevent the meeting from transacting any business other than the business in respect of which a poll has been demanded.
		VOTES OF MEMBERS
108		Subject to any rights or restrictions for the time being attached to any class or classes of Shares:
	a	On a show of hands, every Member present in person, shall have one vote, and
	b	On a poll, the voting rights of Members shall be as laid down in Section 87 of the Act.
109		Except as conferred by Section 87 of the Act the holders of preference Shares shall have no voting right. Where the holder of any preference Share has a right to vote on any resolution in accordance with the provisions of Sub-section (2) of Section 87 of the Act, his voting right on a poll as the holder of such Share shall subject to the provision of Section 89 and Sub-section (2) of Section 92 of the Act be in the same proportion as the capital paid in respect of the preference Share bears to the total paid up equity capital of the Company.
110		Where a Company or body corporate (hereinafter called "Member Company") is a Member of the Company, a person duly appointed by resolution in accordance with Section 187 of the Act to represent such Member Company at a meeting of the Company shall not by reason of such appointment, be deemed to be a Proxy and the production at the meeting of the copy of such resolution duly signed by one Director of such Member Company and certified by him as true copy of the resolution shall, on production thereof at the meeting be accepted by the Company as sufficient evidence of the validity of his appointment. Such a person shall be entitled to exercise the same rights and powers, including the right to vote by Proxy on behalf of the same Member Company or body corporate which he represents, as that Member

		Company or body corporate could exercise if it were an individual Member.
111		Where there are joint registered holders of any Shares any one of such persons may vote at any meeting either personally or by Proxy in respect of such Shares as if he were solely entitled thereto and if more than one of the said persons so present whose name stands first in the Register in respect of such Shares shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased Member in whose name any Share stands shall for the purposes of this Article be deemed joint-holders thereof.
112		If any Member were of unsound mind he may vote whether on a show of hands or at a poll by his committee curator bonus or other legal curator and such last mentioned persons may give their vote by Proxy on a poll. If any Member is a minor, his guardian may give the vote in respect of his Share. If more than one person claim to exercise the right of vote under this clause, the Chairman of the meeting may select in his absolute discretion any one person and will accept his vote.
113		No Member not present in person shall be entitled to vote on a show of hands, unless such Member is a company or corporation present by a representative who may vote on the resolution as if he were a Member of the Company.
114		On a poll, votes may be given either personally or by Proxy or in the case of a company, by a representative duly authorized as aforesaid.
115		Any Member of a company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person whether a Member or not, as his Proxy to attend and vote instead of himself but the Proxy so appointed shall not have any right to speak at the meeting and shall not be entitled to vote except on a poll.
116		The instrument appointing a Proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or, if such appointer is a body corporate under its common Seal or under the hand of its attorney duly authorized.
117		The instrument appointing a Proxy and the power of attorney or other authority, if any, under which it is signed or a notarial certified copy of that power or authority shall be deposited at the office not less than 48 (Forty Eight) hours before the time for holding the meeting at which the person named in the instrument proposes to vote and in default, the instrument of Proxy shall not be treated as valid.
118		The instrument appointing a Proxy and the power of attorney or other authority, if any, under which it is signed or a notarial certified copy of that power or authority shall be deposited at the office not less than 48 (Forty Eight) hours before the time for holding the meeting at which the person named in the instrument proposes to vote and in default, the instrument of Proxy shall not be treated as valid.
119		Every instrument appointing a Proxy shall, as nearly as circumstances admit, be in any of the forms as set out in Schedule IX to the Act or a form as near thereto as circumstances admit.
120		No Member shall be entitled to exercise any voting rights, either personally or by Proxy, at any meeting of the Company 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.
121	a)	Any objection as to the admission or rejection of a vote, on a show of hands or on a poll made in due time shall be referred to the Chairman of the meeting who shall forthwith determine the same and such decisions shall be final and conclusive.
	b)	No objection shall be raised to the qualification of any voter except at 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.
		DIRECTORS
122		The number of Directors of the Company shall not be less than three and not more than twelve.
123		The management of the Company shall vest in the Board of Directors.

124		Not less than two-thirds of total number of Directors of the Company shall:
	(a)	be persons whose period of office is liable to determination by retirement of Directors by rotation; and
	(b)	save as otherwise expressly provided in the Act or These Presents, be appointed by the Company in a General Meeting.
125		The Company in the General Meeting may, subject to provisions of These Presents and Section 259 of the Act, by a Special Resolution, increase or reduce the number of its Directors.
126		The Directors shall have powers at any time and from time to time to appoint any other person as a Director as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number fixed by These Presents. Any Director so appointed shall hold office only until the conclusion of the next following Annual General Meeting of the Company but shall be eligible for re-election at such Meeting.
127		Subject to the provisions of Section 313 of the Act or any statutory modification thereof, the Board shall have power to appoint any person to act as alternate Director for a Director during the latter's absence for a period of not less than three months from the State in which meetings of the Directors are ordinarily held and such appointment shall have effect and such appointee, whilst he holds office as an alternate Director, shall be entitled to notice of meetings of the Board and to attend and vote there at accordingly but he shall not require to hold any qualification Shares, if any, and shall 'ipso facto' vacate his office if and when the original Director returns to the State in which meetings of the Board are ordinarily held or if the original Director vacates his office as Director.
128		A Director need not hold any Shares in the Company in his name as a qualification, but nevertheless shall be entitled to attend, speak and preside at any General Meeting of the Company and at any separate meeting of the holders of any class of Shares in the Company.
129		Each Director, other than Managing Director and Whole Time Directors, may be paid such fee as may be notified by the Central Government from time to time pursuant to Section 310 of the Act and as approved by the Board, for each meeting of the Board of Directors or a committee thereof attended by him. The Directors may also be paid the expenses as decided by Board, from time to time, in attending the meeting of the Board or a committee of the Board.
130		In addition to the fee payable to the Directors under Article 129 hereof, the Directors may be paid reasonable traveling, hotel and other expenses in attending and returning from the meetings of the Board of Directors or any committee thereof or in connection with the business of the Company as decided by the Board.
131		Subject to Sections 198, 309, 310 and 314 of the Act, if any Director or Directors being willing shall be called upon to undertake and /or perform extra professional or other services or to make any special exertion in going or residing outside the office for any of the purposes of the Company or in giving special attention to the whole of or any part of the business of the Company, the Board may remunerate such Director.
132		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 These Presents for a meeting of the Board, the continuing Directors or Director may act for the purposes of increasing the number of Directors to that fixed for the quorum or for summoning a General Meeting of the Company, but for no other purpose.
133		Subject to the approval of the Board of Directors, a Director of the Company may be or become a Director of any company promoted by this Company or in which it may be interested as vendor, shareholder or otherwise and no such Directors shall be accountable for any benefits received as a director or Member of such company.
134		Subject to the fulfillment of the requirements of the provisions of Sections 297 to 301 of the Act, a Director shall be disqualified from contracting with the Company either as vendor, purchaser or otherwise for goods, materials or services or for underwriting the subscription of any Shares in or Debentures of the Company and any such contract or arrangement entered into by or on behalf of the Company with a relative of such Director or a firm in which such

		Director or relative is a partner or with any other partner in such firm or with a private company of which such Director is a Member or Director be void and any Director so contracting or being such Member so interested be liable to account to the Company for any profit realized by such contract or arrangement by reason of such Director holding this office or of the fiduciary relation thereby established.
135		The Company may, subject to the provisions of Section 284 of the Act by an Ordinary Resolution of which special notice according to Section 190 of the Act has been given, remove any Director before the expiry of his period of office and may by an Ordinary Resolution of which special notice has been given, appoint another person instead of the removed Director. A Director so appointed shall hold office until the date upto which his predecessor would have held office if he had not been so removed. If the vacancy created by the removal of a Director under the provisions of this Article is not so filled by the meeting at which he is removed, the Board may at any time thereafter fill such vacancy under the Provisions of These Presents.
136		If the office of any Director appointed by the Company in a General Meeting is vacated before his term of office will expire, in the normal course, the resulting vacancy may be filled by the Board at a meeting of the Board, but any person so appointed shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been so vacated, provided that the Board shall not fill such a vacancy by appointing thereto any person who has been removed from the office of Director under These Presents.
137		Subject to Section 259 of the Act, the Company may by Special Resolution from time to time, increase or reduce the number of Directors, and may either alter their qualifications and the Company may (subject to the provision of Section 284 of the Act) remove any Director before the expiration of his period of office and appoint another person instead. The person so appointed shall hold office during such time as the Director in whose place he is appointed would have held the same if he had not been removed.
		PROCEEDINGS OF DIRECTORS MEETINGS
138	a)	The Directors may meet together for the dispatch of business and may adjourn and otherwise regulate their meetings and proceedings as they may think fit, subject to the provision of Section 285 of the Act.
	b)	The Chairman, Director or any officer authorized by the Directors may call a meeting of the Board of Directors.
	c)	Subject to the provisions of Sections 316, 372A(2) and 386 of the Act, questions arising at any meeting of the Directors shall be decided by a majority of votes and in case of any equality of votes, the Chairman shall have a second or casting vote.
139		Notice of every meeting of the Board or a Committee thereof shall ordinarily be given in writing to every Director for the time being in India and at his usual address in India to every other Director.
140		Subject to Section 287 of the Act, the quorum for the meeting of the Board shall be one third of its total strength or two Directors, whichever is higher, provided that where at any time the number of interested Directors exceeds or is equal to two-thirds of the total strength in number, the remaining Directors, that is to say, the number of Directors who are not interested, present at the Meeting being not less than two, shall be the quorum during such meeting.
141	a)	The Board shall appoint from amongst its members a Chairman.
	b)	If at any meeting of the Board, the Chairman is not present within 30 minutes of the time appointed for holding the same or if he is unable or unwilling to take the chair, then the Board may elect one of their other members to act as the Chairman of that meeting.
142		A meeting of Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion's by or under the Articles or the Act for the time being vested in or exercisable by the Board.
143		Subject to the provisions of Sections 292 and 293 of the Act, the Board may from time to time delegate any of its powers to a committee consisting of such member or members of their body, managers and other officer(s) of the Company as it may think fit and may revoke such

		delegation. Any Committee so formed shall, in exercise of the power so delegated, conform to any regulation that may from time to time be imposed upon it by the Board. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions contained for regulating the meeting and proceedings of the Directors, so far as the same are applicable thereof and are not superseded by any regulations made by the Directors under this clause.
144		All acts done at any meetings of the Directors or of a committee or by any person acting as a Director, shall notwithstanding that it may afterwards be discovered that there was some defect in the appointment of such Directors or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such Director or person had been duly appointed and was qualified to be a Director or a member of a committee.
145		Save for the purpose of Sections 262, 292, 297,316, 372 A and 386 of the Act, a resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or of the committee thereof duly called and constituted if it is circulated in draft together with the necessary papers, if any, to all the Directors or to all the members of the committee, then in India (not being less in number than the quorum fixed for a meeting of the Board or Committee, as the case may be) and to all other Directors or members at their usual address in India and has been approved by such of the Directors or members as are then in India or by a majority of such of them as are entitled to vote on the resolution.
		POWERS OF THE BOARD
146		Subject to the provisions of the Act, the Board shall be entitled to exercise all such powers and to do all such acts and things as the Company is authorized to exercise and do; provided that the Board shall not exercise any power or do any act or thing which is directed or required whether by the Act or any other statute or by the Memorandum of Association of the Company or by These Presents or otherwise, to be exercised or done by the Company in a General Meeting. Provided further, that in exercising any such powers or doing any such Act or thing, the Board shall be subject to the provisions in that behalf, contained in the Act or any other statute or in the Memorandum of Association of the Company or in These Presents or in any regulations made by the Company in General Meeting but no regulations, made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
147		The Company may exercise the powers conferred on it by Sections 157 and 158 of the Act with regard to keeping of a foreign Register and the Board may (subject to the provisions of these sections) make and vary such regulations as it may think fit in respect of the keeping of any such register.
148		Every Debenture or other instrument issued by the Company for securing the payment of the money may be so framed that the moneys thereby secured shall be assigned free from any equities between the Company and the person to whom the same may be issued. Any Debentures/ Debenture-stock, bonds or other instruments or securities may be issued at a discount, premium or otherwise and may be issued on a condition that they shall be convertible into any Shares of any denomination and with any special privileges as to redemption surrender, drawing and allotment of Shares or otherwise, provided that the Debentures with right to conversion into or allotment of Shares shall not be issued without consent of the Company in General Meeting.
149		Every Director present at any meeting of the Board or of a committee thereof shall sign his name in a book kept for that purpose.
150		Without prejudice to the general powers conferred by the last preceding Articles and other powers conferred by These Presents but, subject, however to Sections 292, 293, 294, 295,297 and 314 of the Act it is hereby expressly declared that the Directors shall have the following powers, that is:
	a)	Subject to the approval of the Board of Directors, to secure fulfillment of any contracts or engagements, entered into by the Company by mortgage or charge on all or any of the property of the Company or in such other manner as they may think fit.
	b)	To refer any claims or demands by or against the Company or to enter into any contract or agreement for reference to arbitration and to observe, enforce, perform compound or challenge such awards and to take proceedings for the perusal of the same.

	c)	To act as trustees in composition of the Company's debtors.
	d)	Subject to the approval of the Board of Directors and the provisions of the Act and in particular subject to Sections 309 and 310 of the Act, to give a Director, any officer or any other person whether employed or not by the Company a commission on profits of any particular business or transaction or a Share in the general profits of the Company and such commission or share of profits shall be treated as part of working expenses of the Company.
	e)	With the sanction of the Board to execute in the name and on behalf of the Company, in favour of any Director or other person who may incur or be about to incur any personal liability on behalf of the Company, such mortgage of the Company's property (present and future) as they think fit and any such mortgage may contain a power of sale and any such power, covenants and provisions as shall be agreed upon or other agreements as may be thought fit.
	f)	In conformity with Sections 293 (1)(c) and 372A of the Act to invest and deal with any of the moneys of the Company in such manner as they may think fit and from time to time vary or realize such investments.
	g)	To act jointly or severally in all or any of the powers conferred.
	h)	To comply with the requirements of the Act or any other local law, which in their opinion shall in the interests of the Company be necessary or expedient to comply with.
	i)	Subject to Section 293 (1) (e) of the Act to subscribe or contribute or otherwise to assist or to grant money to charitable, benevolent, religious, national, social, scientific, literary, educational, medical or other institutions the object of which shall have any moral or other claim for support for aid by the Company either by reason of locality of operation or for public and general utility or otherwise.
	j)	To open and deal with the current accounts, over-draft accounts and any other accounts with any bank or banks or other financial company or institution for carrying on any business of the Company.
	k)	Subject to Section 293 (1)(a) of the Act, to sell or dispose of any of the properties of the Company to any person in consideration of cash payment in lump sum or by installments or in return for any other service rendered to the Company.
	l)	To appoint and nominate any person or persons to Act as Proxy or proxies for the purpose of attending or voting on behalf of the Company at a meeting of any Company or Association.
	m)	Subject to Sections 294 and 294 A of the Act to appoint purchasing and selling agents for the purchase and the sale of the Company's requirement and products / services respectively.
	n)	Subject to Section 293 (1)(e) of the Act to give away in charity moneys received from any source whatever from assets of the Company for any charitable purpose.
	o)	Before declaring any Dividend to set aside such portion of the profits of the Company as they may think fit, to form a fund to provide for the pension, gratuities or compensation or create a provident fund or benefit fund in such manner as the Directors may deem fit and as approved by the Board of Directors.
	p)	Subject to Sec. 58-A, 292 and 293 of the Act, to borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of Debentures, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) including its uncalled capital and to purchase, redeem or pay off any such securities.
151		The following powers shall be exercised by the Board or any committee of the Board, or otherwise by the Company as may be so required:
	a)	To voluntarily liquidate the Company
	b)	To increase or reduce the Company's capital.
	c)	To issue and allot new Shares
	d)	To make any rights issue of Shares.
	e)	To adopt any resolution to alter the Memorandum and Articles of Association
	f)	To join any other company or to invest in any other company.

	g)	To issue Debentures.
	h)	To undertake or permit any merger, consolidation or reorganization of the Company.
	i)	To decide on the declaration of Dividends and appropriation of profits.
	j)	Subject to the provisions of Section 372-A of the Act, to give to make any loan to any person or other body corporate or give guarantee or provide security in connection with a loan made by any other person to or to any other person by any body corporate.
		MANAGING / WHOLE TIME DIRECTORS
156		The Company by an Ordinary Resolution or the Board of Directors may, subject to the provisions of Sections 268, 269 and 314 and Schedule XIII of the Act, from time to time appoint one or more of the Directors to be Managing Director(s) or other Whole Time Director(s) of the Company, for a term not exceeding five years at a time and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office by following the statutory procedures and appoint another or others in his or their place or places.
157		Subject to the provisions of the Act and These Presents, a Managing Director or the Whole-time Director shall not while he continues to hold that office be subject to retirement by rotation and he shall not be taken into account in determining the Directors liable to retire, by rotation or the number of Directors to retire, but he shall, subject to the terms of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other directors of the Company.
158		Subject to the provisions of Sections 198, 309, 310 and 311 of the Act, a Managing Director or Whole Time Director shall in addition to the usual remuneration payable to him as a director of the Company under These Presents, receive such additional remuneration as may from time to time be sanctioned by the Company and may be by way of fixed salary or at a specified percentage of the net profits of the Company or both, or in any other manner and extent otherwise determined. The remuneration of Managing Director / Whole Time Director shall be deemed to accrue day to day.
159		The Board may, subject to the provisions of Sections 291 and 297 of the Act, from time to time confer upon a Managing Director, or Whole Time Director or the chief executive for the time being any powers or authorities as they may think fit. Without prejudice to the general powers and to any other power or authorities conferred by These Presents and subject to the provisions of the Act, the Managing Director shall have the following powers exercisable under the superintendence and control of the Board of Directors until otherwise decided by the Board or by the Company in General Meeting:
	a)	To pay the costs charges and expenses preliminary and incidental to promotion, establishment and registration of the Company.
	b)	To take on lease, purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorized to acquire at such price and generally on such terms and conditions as he thinks fit.
	c)	To appoint any person or persons to hold in trust for the Company any property belonging to the Company or any property in which it is interested and execute all such instruments and all such things as may be necessary.
	d)	To sell, let, exchange or otherwise dispose of absolutely or conditionally all or any part of the property and privileges of the Company upon such terms and conditions and for such consideration as the Board of Directors may approve.
	e)	To buy or procure the supply of all plant, machinery, materials, stores, fuel, implements and other movable property required for the purposes of the Company.
	f)	To sell and dispose of all articles and goods and services manufactured or dealt in by the Company.
	g)	To engage, fix and pay remuneration, grant promotion and increment, transfer, dismiss or discharge all such managers, secretaries, experts and other officers, clerks, agents and servants for permanent, temporary or special services as he may from time to time think fit and determine their powers and duties and fix their salaries or emoluments and to require security in such instances and to such amounts as he thinks fit.

	h)	To give on lease, hire and on hire purchase, machines and other equipment.
	i)	To make and give receipts, release and other discharges for money payable to the Company and for the claims and demands of the Company.
	j)	To release, compound and allow time for the payment or satisfaction of any debts due to or by the Company and any claims and demands by or against the Company and to refer any claims or demands by or against the Company to arbitration and observe and perform the awards.
	k)	To institute, prosecute, defend, compromise, withdraw or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and to act on behalf of the Company in all matters relating to any governmental agency or authority including those relating to taxation, licensing excise and customs and in matters pertaining to the insolvency or liquidation and to apply for and obtain letters of administration with or without a will to the estate of persons with whom the Company shall have dealings.
	l)	To enter into such negotiations and contracts and rescind or vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as he may consider expedient for the purposes of the Company.
	m)	To pay for any property or rights acquired by or services rendered to the Company or the premiums payable in respect of any leases taken by the company either wholly or partly in cash on any Share bonds, Debentures or other securities of the Company and any such Shares to be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon and any such bonds, Debentures or securities to be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.
	n)	Subject to the limit laid down by the Board of Directors under Sections 58 A, 292 and 293 of the Act to raise or borrow from time to time and at his discretion any sum or sums of money or make arrangements for finance for the purpose of the Company and to secure the payment of such sum or sums in such manner and upon such terms and conditions in all respect as he may think fit and in particular by making drawing, accepting or endorsing on behalf of the Company any promissory notes, bills of exchange or by issuing receipts of the Company or by giving any security of the Company or by creating mortgage or charge over all or any part of the property of the Company.
	o)	To make, draw, sign, accept, endorse, negotiate and otherwise execute on behalf of the Company all cheques, promissory notes, drafts, pay orders, hundies, bills of exchange, bills of lading and other documents of titles and securities, including securities of Government of India and other promissory notes, contracts, transfer deeds and other instruments as shall be necessary in his opinion for the carrying on the business of the Company.
	p)	To make, vary and repeal bylaws and standing orders for regulation of business of the Company and duties of officers, employees and servants.
	q)	At any time and from time to time, by power of attorney under the Seal, to appoint any person or persons to be the attorney of the Company in India or abroad for such purposes and with such powers, authorities and discretion and for such period and subject to such conditions as the Managing Director may from time to time think fit and any such appointment may be made in favour of any Company or the Members, Directors, nominees or managers of any company or firm or otherwise in favour of fluctuating body of persons whether nominated directly or indirectly by the Directors and any such power of attorney may contain such powers enabling any such delegates or attorneys as aforesaid to sub-delegate any of the powers authorities and discretion for the time being vested in him.
	r)	To provide for the welfare of employees or ex-employees of the Company and wives, widows and families or the dependents or connections of such persons by building or contributing to the building of houses dwelling or chawls or by grants of money, pensions, allowances, bonuses or other payments or by creating and from time to time subscribing or contributing to provident fund and other associations, institutions, funds and trusts and by providing or subscribing or contributing towards places or institutions and recreations hospitals and dispensaries and all other kinds of medical relief as the Board shall think fit.
	s)	To give to any persons employed by the Company a commission on the profits of any particular business or transaction or a share of profit in the general profits of the Company, and such commission or a share in profits shall be treated as part of the working expenses of

		the Company.
	t)	To appoint agents, attorneys and managers to the Company (with or without power to sub-delegate) and to delegate such of the powers as are vested in him to such agents, attorneys and managers and such other persons as he may think fit.
	u)	To get insured any or all the properties of the Company and any or all the employees and their dependents against any or all risks.
		MANAGER
160		Subject to the provisions of Sections 197 A and 388 of the Act, the Board shall have power to appoint or employ any person to be the Manager of the Company upon such terms and conditions as the Board thinks fit and the Board may, subject to the provisions of Section 292 of the Act, vest in such Manager such of powers, vested in the Board, as it thinks fit and such powers may be made exercisable for such period or periods and upon such conditions and subject to restrictions as it may determine and at such remuneration as it may think fit.
161		A Director may be appointed as General Manager / Manager subject to Sections 197 A, 314 and 388 of the Act.
		SECRETARY
162		Subject to the Section 383 A of the Act, the Board may from time to time appoint or employ any person to be Secretary of the Company upon such terms, conditions and remuneration as it thinks fit to perform any functions which by the Act or the Articles for the time being of the Company are to be performed by the Secretary and to execute any other purely ministerial or administrative duties which may from time to time be assigned to the Secretary by the Board. The Board may, subject to the provisions of the Act, also at any time appoint some person (who need not be the Secretary) to keep the Registers required to be kept by the Company.
163		Subject to the provisions of the Act, a Director may be appointed as Secretary.
		ANNUAL RETURN
164		The Company shall make the requisite Annual Return in accordance with Sections 159 and 161 of the Act.
		RESERVE
165		The Board may Subject to Section 205 (2A) of the Act from time to time, before recommending any Dividend set apart any portion of the profits of the Company as it thinks fit as reserves to meet contingencies or for the liquidation of any Debentures, debts or other liabilities of the Company or for equalisation of Dividends or for repairing, improving or maintaining any of the property of the Company and for such other purposes of the Company as the Board in its absolute discretion thinks conducive to the interest of the Company and may, subject to the provisions of Section 372A of the Act, invest the several sums so set aside upon such investments (other than Shares in the Company) as it may think fit and may from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company and may divide the reserves into such special funds as it thinks fit, with full power to employ the reserve or any part thereof in the business of the Company and that without being bound to keep the same separated from the other assets. The Board may also carry forward any profits, which it may think prudent not to divide without setting them aside as a reserve.
166		All moneys carried to the reserves shall nevertheless remain and be the profits of the Company available. Subject to due provisions being made for actual loss or depreciation, for the payment of Dividends and such moneys and all other moneys of the Company not immediately required for the purpose of the Company may, subject to the provisions of Section 372A of the Act, be invested by the Board in or upon such investments or securities as it may select or may be used as working capital or be kept at any Bank or deposit or otherwise as the Board may from time to time think proper.
		CAPITALISATION OF PROFITS / RESERVES
167	1)	The Company in General Meeting may, upon the recommendation of Board, resolve:
	a)	To capitalise whole or any part of the amount for the time being standing to the credit of any of the Company's reserve account, or to the credit of the profit and loss account or otherwise available for distribution and

	b)	That such sum be accordingly set free for distribution in the manner specified in clause (2) below amongst the Members who would have been entitled thereto, if distributed by way of Dividend and in the same proportions.
	2)	The sum aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) below, either in or towards:
	a)	Paying up any amounts for the time being unpaid on any Shares held by such Members respectively.
	b)	Paying up in full, unissued Shares of the Company to be allotted and distributed, credited as fully paid up, to and among such Members in the proportion aforesaid or,
	c)	Partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii) above
	3)	A Share premium account and a capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued Shares to be issued to Members of the Company as fully paid bonus Shares or for any other purpose specified in Section 78 of the Act.
	4)	The Board shall give effect to the resolution passed by the Company in pursuance of this Article.
168	1)	Whenever such a resolution as aforesaid shall have been passed, the Board shall:
	a)	Make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid Shares if any; and
	b)	Generally do all acts and things required to give effect thereto.
	2)	The Board shall have full power:
	a)	To make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in the case of Shares becoming distributable in fractions and,
	b)	To authorise any person to enter, on behalf of 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 the profits resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on their existing Shares.
	3)	Any agreement made under such authority shall be effective and binding on all such Members.
		DEMATERIALISATION OF SECURITIES
169		The provisions of this Article shall apply only in respect of Securities held in Depository mode and the provisions of the other Articles shall be construed accordingly.
170		Not withstanding anything contained in These Presents, the Company or the investor may exercise an option to issue, deal in, hold the securities (including Shares) with a Depository in electronic form and shall be entitled to dematerialise its existing Shares, debentures and other securities as also re-materialise its Shares, debentures and other securities held in Depository Mode and/or offer securities in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act, as amended from time to time or any statutory modification thereto or re-enactment thereof.
171	(a)	Every person subscribing to or holding securities of the Company shall have the option to receive security certificates in accordance with provisions of the other Articles or to hold the same with a Depository. Such a person who is the beneficial owner of the securities may/can at any time opt out of the Depository, if permitted by 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 therein, issue to the beneficial owner the required certificates of securities.

	(b)	If a person opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of security, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the security.
	(c)	The Board of Directors of the Company shall have the power to fix a fee payable by the investor to the Company for the services of dematerialising and or rematerialising of the Company's securities as they in their discretion may determine.
172	(a)	All the securities held by a Depository shall be dematerialised and be in fungible form.
	((b)	All the securities held by a Depository shall be dematerialised and be in fungible form.
173	(a)	Notwithstanding anything to the contrary contained in These Presents, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of securities on behalf of the Beneficial Owner.
	(b)	Save as otherwise provided in (a) 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.
	(c)	Every person holding securities of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a member of the Company.
	(d)	The Beneficial Owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities of a member in respect of his securities, which are held by a Depository.
174		Notwithstanding anything contained in the Act and These Presents where securities are held in a Depository, the records of the Beneficial Ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs or in such other manner as may be practicable.
175	(a)	Nothing contained in Section 108 of the said Act or These Presents 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.
	(b)	In the case of transfer or transmission of Shares or other marketable securities where the Company has not issued any certificates and where such Shares or securities are being held in an electronic and fungible form in a Depository, the provisions of the Depositories Act, 1996 shall apply.
176		Nothing contained in the said Act or These Presents regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to the securities held with a Depository. Every fortified or surrendered Share held in a material form shall continue to bear the number by which the same was originally distinguished.
177		The Register and Index of beneficial owners maintained by a Depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members and Security holders as the case may be for the purposes of These Presents.
		DIVIDENDS
178		Subject to the rights of Members entitled to a Share (if any) with preferential rights attached thereto the profits of the Company which shall from time to time be determined to be divided in respect of any year or other period shall be applied in the payment of Dividend on the equity Shares of the Company, but so that the holder of a partly paid up Share shall be only entitled to such proportion of the distribution upon a fully paid up Share proportionately to the amount paid or credited thereon 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. Where capital is paid in advance of calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right to Dividend or to participate in profits.
179		The profits of the Company, subject to any preferential rights relating thereto created or authorized to be created by These Presents and subject to the provisions of These Presents shall be divisible among the Members in the proportion of the amount of capital paid or

		credited as paid up on the Shares held by them respectively.
180		The Company in Annual General Meeting may declare a Dividend to be paid to the Members according to their rights and interests in the profits and may, subject to the provisions of Section 207 of the Act, fix the time for payment.
181		No larger Dividend shall be declared than that recommended by the Board, but the Company in General meeting may declare a smaller Dividend.
182		No Dividend shall be payable except out of profits of the Company or out of moneys provided by the Central or State Government for the payment of Dividend in pursuance of any guarantee given by such Government and no Dividend shall carry interest against the Company.
183		The Directors, if in their opinion the position of the Company justifies, may from time to time, without the sanction of a General Meeting pay interim Dividend to one or more classes of Shares to the exclusion of others at rates, which may be differing from class to class. When declaring such Dividend they should satisfy themselves that the preference Shares, which have a prior claim in respect of payment of Dividend, should have their entire rated Dividend at the time of final preparation of the accounts of the period.
184		The amount of Dividend including interim dividend declared shall be deposited in a separate bank account within five days from the date of declaration of such dividend.
185		No Members shall be entitled to receive payment of any Dividend or interest in respect of his Share or Shares whilst any money be due or owing from him as is presently payable to the Company in respect of such Share or Shares otherwise on account of any debts, liabilities or engagements of the Members of the Company either alone or jointly with any other person or persons and the Directors may deduct from the Dividend or interest payable to any Member all sums of money due from him to the Company subject to Section 205 A of the Act.
186		A transfer of Share shall not pass the right to any Dividend declared thereto before the registration of the transfer by the Company.
187		Subject to Section 205 A of the Act, the Directors may retain the Dividends payable upon Shares in respect of which any person is under the Transmission Article entitled to become a Member or which any person under that article is entitled to transfer until such person shall become a Member in respect thereof or shall duly transfer the same.
188		The Directors may retain any Dividend on which the Company has lien and may apply the same in or towards satisfaction of the debts, liabilities or engagement in respect of which the lien exists subject to Section 205 A of the Act.
189		Anyone of several persons who are Members registered jointly in respect of any Share may give effectual receipts for all Dividends, bonuses and other payments in respect of such Shares.
190		Notice of any Dividends, whether interim or otherwise, shall be given to the person entitled to Share therein in the prescribed manner, if any.
191		Unless otherwise directed in accordance with Section 206 of the Act, any Dividend may be paid by cheque or warrant sent through the post to the registered address of the Member or person entitled thereto or in the case of joint holders to the registered address of that one whose name stands first on the register in respect of the joint holding or to such person and at such address as the Member or person entitled or sub joint-holders as the case may be, direct and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent or to the order of such other person as the Member or person entitled or such joint holders as the case may be, may direct.
		UNPAID OR UNCLAIMED DIVIDEND
192	(a)	Where the Company has declared a Dividend but has not been paid or claimed within 42 days from the date of declaration, to any Shareholder entitled to the payment of the Dividend, the Company shall within 7 days from the date of expiry of the said period of 42 days, open a special account in that behalf in any scheduled bank called “Unpaid Dividend of Religare Enterprises Limited” and transfer to the said account, the total amount of Dividend which remains unpaid or unclaimed.

	(b)	Any money transferred to the unpaid Dividend account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund ("Fund") and that no claim by any person to any money transferred to the Fund shall lie on or after the commencement of the Companies (Amendment) Act, 1999.
	(c)	No unclaimed dividend shall be forfeited by the Board before the claim becomes barred by law and all unclaimed and unpaid dividends shall be dealt with as per Section 205A and 205 B of the Act and rules made thereunder.
193		The Company shall not be responsible for the loss of any cheque, Dividend warrant or postal order sent by post in respect of Dividends, whether by request or otherwise, at the registered address or the address communicated to the office before hand by the Member or for any Dividend lost to the Member or person entitled thereto by the forged endorsement of any cheque or warrant or the fraudulent recovery thereof by any other means.
		BOOKS AND DOCUMENTS
194		The Director shall cause to be kept in accordance with Section 209 of the Act, proper books of account with respect to:
	a)	All sums of money received and spent by the Company and the matters in respect of which the receipts and expenditures take place including the profit & loss account and cash flow statement.
	b)	All sales and purchase of goods by the Company.
	c)	The Balance Sheet depicting the assets and liabilities of the Company.
195		The Books of Accounts shall be kept at the Registered Office or at such other place as the Board thinks fit and shall be open to inspection by the Directors during business hours.
196		The Directors shall from time to time, subject to the provisions of Sections 163, 209 and 209 A of the Act, determine whether and to what extent and at what time and places and under what conditions, the documents and registers or any of them maintained by the Company of which inspection allowed by the Act, shall be kept open for the inspection of the Members. Till decided otherwise by the Board, such documents and registers shall be kept open for inspection to the persons entitled thereto between 11 A.M and 1 P.M. on all working days. No Member (not being a Director) shall have any right to inspection any account or book or document of the Company except as conferred by law or by Act or authorized by the Directors or by resolution of the Company in a General Meeting and no Member, not being a Director shall be entitled to require or receive any information concerning the business, trading or customers of the Company or any trade secret or secret process used by the Company.
		AUDIT
197		Once at least in every year the books of accounts of the Company shall be examined and audited by one or more Auditor or Auditors.
198		The Company at each Annual General Meeting shall appoint an Auditor or Auditors to hold office until the next Annual General Meeting and their appointment, remuneration, rights and duties shall be regulated by Sections 224 to 227 of the Act.
199		Where the Company has a branch office, the provision of Section 228 of the Act, shall apply.
200		All notices of and other communications relating to any General Meeting of the Company which any Member of the Company is entitled to have been sent to him shall also be forwarded to the Auditor of the Company and the Auditor shall be entitled to attend any General Meeting and to be heard at any General Meeting which he attends on any part of the business which concerns him as an Auditor.
201		The Auditors' Report shall be read before the Company in Annual General Meeting and shall be open to inspection for any Member of the Company.
202		Every balance sheet and profit and loss account of the Company when audited and adopted by the Company in Annual General Meeting shall be conclusive, in respect of transactions of the Company for the relevant year.

		RECONSTRUCTION
211		On any sale of the whole or any part of the undertaking of the Company, the Board or the Liquidators on a winding up may, if authorised by Special Resolution, accept fully paid or partly paid-up Shares, Debentures or securities of any other Company, whether incorporated in India or not either than existing or to be formed for the purchase in the whole or in part of the property of the Company and the Board (if the profits of the Company permit) or the Liquidators (in winding up) may distribute such Shares or securities or any other property of the Company amongst the Members without realisation or vest the same in trustees for them and any Special Resolution may provide for the distribution or appropriation of cash, Shares or other securities, benefits or property, otherwise than in accordance with the strict legal rights of the Member, contributors of the Company and for the valuation of any such securities or property at such price and in such manner as the meeting may approve and all holders of Shares shall subject to the provisions of Section 395 of the Act be bound to accept as shall be bound by any valuation or distribution so authorized and waive all rights in relation thereto save only in case the Company is proposed to be or is in course of being wound up and subject to the provisions of Section 494 of the Act as are incapable of being varied or excluded by These Presents.
		INDEMNITY
217		Subject to provisions of Section 201 of the Act, Every Director, Manager, Secretary or officer of the Company or any person (whether an officer of the Company or not) employed by the Company and any person appointed Auditor shall be indemnified out of the funds of the Company, against all bonafide liability incurred by him as such Director, Manager, Secretary, officer, employee or Auditor in defending any bonafide proceedings, whether civil or criminal or in which judgment is given in his favour or in which he is acquitted, or in connection with any application under Section 633 of the Act in which relief if granted to him by the Court.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material have been entered or to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus, delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at our Registered Office from 10.00 a.m. to 4.00 p.m. on Working Days from the date of the Red Herring Prospectus until the Bid Closing Date.

Material Contracts in relation to this Issue

1. Letters of appointment dated February 14, 2011 to the Book Running Lead Managers from our Company appointing them as the Book Running Lead Managers.

2. Agreement among our Company and the Book Running Lead Managers dated February 15, 2011.

3. Memorandum of Understanding between our Company and Registrar to the Issue dated February 8, 2011.

4. Escrow Agreement dated [●] among our Company, the Registrar to the Issue, the Escrow Collection Banks, the Book Running Lead Managers and the Syndicate Members.

5. Syndicate Agreement dated [●] among our Company, the Book Running Lead Managers and the Syndicate Members.

6. Underwriting Agreement dated [●] among our Company, the Book Running Lead Managers, the Syndicate Members and the Registrar to the Issue.

7. Agreement dated April 15, 2009 among NSDL, our Company and the Registrar to the Issue.

8. Agreement dated March 2, 2009 among CDSL, our Company and the Registrar to the Issue.

Material Documents

1. Our Memorandum and Articles, as amended from time to time.

2. Our certification of incorporation.

3. Resolution passed by our Board dated February 7, 2011 in relation to this Issue.

4. Shareholders' resolution dated February 7, 2011 in relation to this Issue.

5. Shareholders' resolution dated February 7, 2011 confirming appointment of Dr. Sanjeev K. Chaudhry as an executive Director and Chief Executive Officer of our Company.

6. Statement of Tax Benefits dated February 10, 2011 from S.R. Batliboi & Co., Chartered Accountants, regarding tax benefits available to our Company and its shareholders.

7. Examination Report of the Auditors, S.R. Batliboi & Co., Chartered Accountants, dated February 10, 2011 as included in this Draft Red Herring Prospectus.

8. Consent of the Auditors, S.R. Batliboi & Co., Chartered Accountants, dated February 15, 2011 for inclusion of their report on unconsolidated and consolidated restated summary financial statements of our Company in the form and context in which it appears in this Draft Red Herring Prospectus.

9. Report of Haribhakti & Co., Chartered Accountants, dated February 6, 2011 in relation to PDSPL as mentioned in this Draft Red Herring Prospectus.

10. Consent of Haribhakti & Co., Chartered Accountants, dated February 15, 2011 for inclusion of their report in relation to PDSPL in the form and context in which it appears in this Draft Red Herring Prospectus.

11. Consent of the IPO grading agency, [●], for inclusion of their IPO grading report furnishing the rationale for its grading, in the form and context in which they will appear in the Red Herring Prospectus.

12. Consents of Banker to our Company, Book Running Lead Managers, members of the Syndicate, Registrar to the Issue, Escrow Collection Bank(s), Bankers to the Issue, legal counsel to our Company, Book Running Lead Managers, legal counsel to the Underwriters, Directors, Company Secretary and Compliance Officer, as referred to, in their respective capacities.

13. Applications dated [●] and [●] filed with the NSE and the BSE, respectively, for obtaining their in-principle listing approval.

14. In-principle listing approvals dated [●] and [●] received from the NSE and the BSE, respectively.

15. Due diligence certificate dated February 15, 2011 provided to the SEBI from the Book Running Lead Managers.

16. SEBI observation letter No. [●] dated [●].

17. Certificate dated February 9, 2011 issued by Dharam Raj & Co, Chartered Accountants in relation to the Objects of this Issue.

18. Memorandum of understanding dated February 2, 2011 entered between our Company and PDSPL for providng an unsecured loan of ₹1,500 million from the proceeds of this Issue.

19. Report of the IPO grading agency, [●], furnishing the rationale for its grading, to be disclosed in the Red Herring Prospectus.

20. Copies of annual reports of our Company for the Fiscal Year 2010, Fiscal Year 2009, Fiscal Year 2008, Fiscal Year 2007 and Fiscal Year 2006.

21. Joint venture agreement dated April 23, 2009 between Life Care Services Private Limited and our Company;

22. Joint venture agreement dated July 6, 2006 among DDRC Wellspring Pathlabs Private Limited, Mr. Joy Joseph K, Ms. Elsy Joseph K, Dr. Ajith Joy and NPIL Laboratories and Diagnostics Private Limited (now known as PDSPL).

23. Shareholders' agreement dated April 17, 1995 between Ranbaxy Laboratories Limited and Specialty Laboratories Asia Limited.

24. Share purchase, share allotment and debenture subscription agreement dated July 13, 2010 and Amendment agreement dated August 20, 2010 among Piramal Healthcare Limited, Dr. Bhavin Jankharia, Dr. Avinash Phadke and Piramal Diagnostic Services Private Limited and our Company.

25. Agreement dated January 6, 2011 entered among Fortis Global Healthcare Holdings Pte Limited (Singapore), our Company and Super Religare Laboratories International FZ LLC (Dubai) for the transfer of shares held by our Company in Super Religare Laboratories International FZ LLC (Dubai) in favour of Fortis Global Healthcare Holdings Pte Limited.

26. Agreement dated January 6, 2011 entered between Super Religare Laboratories International FZ LLC (Dubai), our Company and Fortis Global Healthcare Holdings Pte Limited (Singapore), for appointment of our Company as the 'Manager' of Super Religare Laboratories International FZ LLC (Dubai).

27. Agreement dated January 6, 2011 with Fortis Global Healthcare Holdings Pte Limited (Singapore) and MENA Healthcare Investment Company Limited (incorporated under the laws of British Virgin Islands) for the transfer of shares held by our Company in MENA Healthcare Investment Company Limited in favour of Fortis Global Healthcare Holdings Pte Limited.

28. Deed of guarantee dated August 20, 2010 by Malav Holdings Private Limited in favour of Piramal Healthcare Limited.

29. Deed of guarantee dated August 20, 2010 by Shivi Holdings Private Limited in favour of Piramal Healthcare Limited.

30. License User Agreement dated September 1, 2010 between RHC Holding Private Limited and our Company.

Any of the contracts or documents mentioned in the Red Herring 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.

In accordance with Section 61 of the Companies Act, in the event any of the material contracts mentioned in this section are required to be modified or amended, post the filing of the Prospectus with the RoC, reference shall be made to the shareholders of our Company for the same.

.

DECLARATION

We, the persons mentioned herein below, as Directors or officers, certify that all relevant provisions of the Companies Act and the regulations issued by the GoI or the SEBI, as applicable, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act and the regulations issued by the GoI or the SEBI, as applicable, and that all approvals and permissions required to carry on the business of our Company have been obtained, are currently valid and have been complied with. We further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR AND CHIEF EXECUTIVE OFFICER

Sd/-
Dr. Sanjeev K. Chaudhry

SIGNED BY THE OTHER DIRECTORS OF OUR COMPANY

Sd/- **Mr. Malvinder Mohan Singh**	**Sd/-** **Mr. Shivinder Mohan Singh**
Sd/- **Mr. Sunil Godhwani**	**Sd/-** **Mr. Harpal Singh**
Sd/- **Dr. Amit Varma**	**Sd/-** **Mr. Brian Tempest**
Sd/- **Dr. P. S. Joshi**	**Sd/-** **Dr. Sunita Naidoo**
Sd/- **Dr. Ranjit Roy Chaudhury**	**Sd/-** **Dr. Robert Clayton McGuiness**
Sd/- **Mr. Sandeep Laumas**	

SIGNED BY THE CHIEF FINANCIAL OFFICER

Sd/-
Mr. Saurabh Chadha

Date: February 15, 2011
Place: New Delhi